

EXTENSION GRANTED TO APRIL 17, 2018

Form **990-PF****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

**2016**

Open to Public Inspection

For calendar year 2016 or tax year beginning **JUN 1, 2016**, and ending **MAY 31, 2017**

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)

Room/suite

B Telephone number

800-357-7094

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

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 ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ 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

J Accounting method:

☒ Cash☐ AccrualE 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 ☐

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

\$ **148,498,570.** (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			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	2,546,133.	2,518,095.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	3,268,375.			
b	Gross sales price for all assets on line 6a	83,515,728.			
7	Capital gain net income (from Part IV, line 2)		3,268,375.		
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	-14,909.	-15,811.		STATEMENT 2
12	Total. Add lines 1 through 11	5,799,599.	5,770,659.		
13	Compensation of officers, directors, trustees, etc.	402,551.	241,531.		161,020.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 3	27,645.	0.		27,645.
b	Accounting fees STMT 4	62,368.	37,421.		24,947.
c	Other professional fees STMT 5	239,786.	219,794.		19,992.
17	Interest				
18	Taxes STMT 6	82,916.	82,916.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 7	396,158.	20,916.		375,242.
24	Total operating and administrative expenses. Add lines 13 through 23	1,211,424.	602,578.		608,846.
25	Contributions, gifts, grants paid	6,446,000.			6,446,000.
26	Total expenses and disbursements. Add lines 24 and 25	7,657,424.	602,578.		7,054,846.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-1,857,825.			
b	Net investment income (if negative, enter -0-)		5,168,081.		
c	Adjusted net income (if negative, enter -0-)			N/A	

91,3317ME

HILLCREST FOUNDATION

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

75-6007565

Page 2

Form 990-PF (2016)

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			5,019,875.	3,985,434.	3,985,434.
	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					
	Liabilities	11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 8				128,419,654.	126,666,981.	144,513,136.
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)				133,439,529.	130,652,415.	148,498,570.
17 Accounts payable and accrued expenses						
18 Grants payable						
Net Assets or Fund Balances	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 and complete lines 24 through 26 and lines 30 and 31 ▶ <input checked="" type="checkbox"/>					
	24 Unrestricted			132,939,529.	130,152,415.	
	25 Temporarily restricted					
	26 Permanently restricted			500,000.	500,000.	
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31 ▶ <input type="checkbox"/>					
	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			133,439,529.	130,652,415.		
31 Total liabilities and net assets/fund balances			133,439,529.	130,652,415.		

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	133,439,529.
2 Enter amount from Part I, line 27a	2	-1,857,825.
3 Other increases not included in line 2 (itemize) ▶ GAAP TO TAX DIFFERENCES	3	81,707.
4 Add lines 1, 2, and 3	4	131,663,411.
5 Decreases not included in line 2 (itemize) ▶ BASIS ADJUSTMENT	5	1,010,996.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	130,652,415.

Form 990-PF (2016)

**HILLCREST FOUNDATION**

Form 990-PF (2016)

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

**75-6007565**

Page **3**

**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 POWERHARES DB COMMODITY</b>	<b>P</b>		
<b>c UNITED STATES COMMODITY FUND</b>	<b>P</b>		
<b>d CAPITAL GAINS DIVIDENDS</b>			
<b>e</b>			

(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 83,279,698.</b>		<b>80,247,353.</b>	<b>3,032,345.</b>
<b>b 78,744.</b>			<b>78,744.</b>
<b>c 85,154.</b>			<b>85,154.</b>
<b>d 72,132.</b>			<b>72,132.</b>
<b>e</b>			

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	
<b>a</b>			<b>3,032,345.</b>
<b>b</b>			<b>78,744.</b>
<b>c</b>			<b>85,154.</b>
<b>d</b>			<b>72,132.</b>
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	<b>2</b>	<b>3,268,375.</b>
<b>3</b> 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		<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))
2015	7,183,213.	141,964,944.	.050598
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

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>.220711</b>
<b>3</b> 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>3</b>	<b>.044142</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	<b>4</b>	<b>142,728,802.</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>6,300,335.</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>51,681.</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>6,352,016.</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4 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.	<b>8</b>	<b>7,054,846.</b>

## HILLCREST FOUNDATION

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

Form 990-PF (2016)

75-6007565

Page 4

**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 2016 estimated tax payments and 2015 overpayment credited to 2016

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 2017 estimated tax

86,793. 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 2016 or the taxable year beginning in 2016 (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

Form 990-PF (2016)

## HILLCREST FOUNDATION

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

75-6007565

Page 5

Form 990-PF (2016)

**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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► BANK OF AMERICA, N.A. Telephone no. ► 214-209-1830 Located at ► 901 MAIN ST, 9TH FLOOR, DALLAS, TX ZIP+4 ► 75202-3714		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
16 At any time during calendar year 2016, 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 ►	Yes	No
	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 ►		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 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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. ►		
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 2016 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 2016)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2016?		X

Form 990-PF (2016)

**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

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?

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

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

SEE STATEMENT 10

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 9		402,551.	0.	0.

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

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

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

0



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	135,940,835.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	6,802,517.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	2,158,985.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	144,902,337.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	144,902,337.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	2,173,535.
<b>5</b>	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	142,728,802.
<b>6</b>	<b>Minimum investment return</b> Enter 5% of line 5	<b>6</b>	7,136,440.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	7,136,440.
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5	<b>2a</b>	51,681.
<b>b</b>	Income tax for 2016. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	51,681.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	7,084,759.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	4,000.
<b>5</b>	Add lines 3 and 4	<b>5</b>	7,088,759.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	7,088,759.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	7,054,846.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	7,054,846.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	51,681.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	7,003,165.

**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.



## HILLCREST FOUNDATION

Form 990-PF (2016)

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

75-6007565

Page 9

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

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				7,088,759.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			6,367,988.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 7,054,846.				
a Applied to 2015, but not more than line 2a			6,367,988.	
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 2016 distributable amount				686,858.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				6,401,901.
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 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

N/A

- ▶

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

☐ 4942(1)(3) or ☐ 4942(1)(5)

- [illegible]

## 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 11

- 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 (2016)

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

75-6007565

Page 11

**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
<b>a Paid during the year</b>				
A+ ACADEMY 10327 RYLIE RD DALLAS, TX 75217		PUBLIC CHARITY	PATHWAYS TO COLLEGE PROGRAM.	50,000.
ABERG CENTER FOR LITERACY 5100 ROSS AVENUE DALLAS, TX 75206-7709		PUBLIC CHARITY	EARLY CHILDHOOD EDUCATION, PLAYGROUND PHASE 1 AT THE ST. MATHEW'S LOCATION.	15,000.
ALCUIN SCHOOL 6144 CHURCHILL WAY DALLAS, TX 75230		PUBLIC CHARITY	50TH ANNIVERSARY CAMPAIGN FOR ALCUIN MOVING BOLDLY TOWARD THE FUTURE.	150,000.
ALLEN COMMUNITY OUTREACH 801 E MAIN ST ALLEN, TX 75002		PUBLIC CHARITY	INFORMATION TECHNOLOGY UPGRADES	15,000.
AMERICAN RED CROSS DALLAS AREA CHAPTER 4800 HARRY HINES BLVD. DALLAS, TX 75235		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>3a</b> 6,446,000.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>3b</b>	0.

Form 990-PF (2016)





**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
ANIMAL FRIENDS OF JEFF DAVIS COUNTY PO BOX 1156 FORT DAVIS, TX 79734		PUBLIC CHARITY	BUILD PUPPY NURSERY	25,000.
ARLINGTON CHARITIES, INC. 811 SECRETARY DR ARLINGTON, TX 76015		PUBLIC CHARITY	TRANSPORTATION FOR FOOD RETRIEVAL PROGRAM.	40,000.
ASSIST THE OFFICER FOUNDATION 1412 GRIFFIN ST E DALLAS, TX 75215		PUBLIC CHARITY	SUPPORT DALLAS POLICE FALLEN OFFICERS.	25,000.
ASSISTANCE LEAGUE OF GREATER COLLIN COUNTY 2011 W SPRING CREEK PKWY, STE 1500 PLANO, TX 75023		PUBLIC CHARITY	OPERATION SCHOOL BELL.	10,000.
ATTITUDES & ATTIRE 2050 NORTH STEMMONS FREEWAY MB. 102, SUITE 181 DALLAS, TX 75207		PUBLIC CHARITY	SUPPORT ATTITUDE WORKS A WORKBOOK, PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	13,000.
AUTISTIC TREATMENT CENTER, INC. 10503 METRIC DRIVE DALLAS, TX 75243		PUBLIC CHARITY	CAPITAL RENOVATION FOR EARLY INTERVENTION EDUCATION AND BEHAVIOR THERAPY.	200,000.
BAYLOR HEALTH CARE SYSTEM FOUNDATION 2001 BRYAN STREET, SUITE 2200 DALLAS, TX 75201		PUBLIC CHARITY	SUPPORT HOPE LODGE DALLAS	500,000.
BEACON HILL PREPATORY INSTITUTE 1402 CORINTH ST, STE 257 DALLAS, TX 75215		PUBLIC CHARITY	SUPPORT FOR EDUCATE NOW	25,000.
BEHIND EVERY DOOR MINISTRIES, INC. 2824 SWISS AVE. DALLAS, TX 75204		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
BLACK TIE DINNER, INC. 3824 CEDAR SPRINGS, #335 DALLAS, TX 75219		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
<b>Total from continuation sheets</b>				<b>6,213,000.</b>

**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
BOYS AND GIRLS CLUB OF GREATER DALLAS, INC. PO BOX 140189 DALLAS, TX 75214		PUBLIC CHARITY	PURCHASE PASSENGER VANS.	50,000.
BRIGHTER TOMORROWS INC PO BOX 532151 GRAND PRAIRIE, TX 75053-2151		PUBLIC CHARITY	EMERGENCY SHELTER PROGRAM, PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	28,000.
BROTHER BILL'S HELPING HAND PO BOX 565846 DALLAS, TX 75356-5846		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
BUCKNER CHILDREN AND FAMILY SERVICES 600 N. PEARL STREET, SUITE 2000 DALLAS, TX 75201		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
CAMP SUMMIT 17210 CAMPBELL RD., SUITE 180W DALLAS, TX 75252		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
CARE CENTER MINISTRIES, INC. PO BOX 171059 DALLAS, TX 75217		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
CATCH UP & READ 3001 KNOX ST, SUITE 207 DALLAS, TX 75205		PUBLIC CHARITY	LONG TERM SOLUTIONS FOR LITERACY	10,000.
CATHOLIC CHARITIES OF DALLAS, INC. 9461 LYNDON B. JOHNSON FWY, #128 DALLAS, TX 75243		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
CENTER FOR THE STUDY OF NEW TESTAMENT MANUSCRIPTS 2001 W PLANO PKWY, STE 1043 PLANO, TX 75075		PUBLIC CHARITY	MULTI SPECTRAL IMAGING EQUIPMENT	40,000.
CHILDREN'S MEDICAL CENTER OF DALLAS 1935 MEDICAL DISTRICT DRIVE DALLAS, TX 75235-7701		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
<b>Total from continuation sheets</b>				

**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
CISTERCIAN PREPATORY SCHOOL 3660 CISTERCIAN RD IRVING, TX 75039		PUBLIC CHARITY	SCIENCE BUILDING RENOVATION PROJECT.	100,000.
CITY SQUARE 511 N. AKARD, SUITE 302 DALLAS, TX 75201		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
MEALS ON WHEELS COLLIN COUNTY 600 N TENNESSEE ST MCKINNEY, TX 75069		PUBLIC CHARITY	NEW ROOF FOR MEALS ON WHEELS COLLIN COUNTY HEADQUARTERS AND KITCHEN FACILITY.	50,000.
COMMUNITY PARTNERS, INC. 1215 SKILES ST DALLAS, TX 75204		PUBLIC CHARITY	SUPPORT FOR THE RAINBOW ROOM, PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	38,000.
CREATIVE ARTS CENTER OF DALLAS 2360 LAUGHLIN DR DALLAS, TX 75228		PUBLIC CHARITY	INSTITUTIONAL CAPACITY BUILDING INITIATIVE	30,000.
CROSSROADS COMMUNITY SERVICES, INC. 1822 YOUNG STREET DALLAS, TX 75201		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
DALLAS AFTERSCHOOL NETWORK 2902 SWISS AVENUE DALLAS, TX 75204		PUBLIC CHARITY	WONDER KIT PREPARATION MATERIALS	50,000.
DALLAS CHILDREN'S ADVOCACY CENTER 5351 SAMUELL BLVD DALLAS, TX 75228		PUBLIC CHARITY	FACILITY CONSTRUCTION AND EQUIPMENT.	20,000.
DALLAS CHRISTIAN COLLEGE 2700 CHRISTIAN PKWY DALLAS, TX 75234		PUBLIC CHARITY	STUDENT PROGRAM TRANSPORTATION VEHICLES	90,000.
DALLAS CHRISTIAN SCHOOL 1515 REPUBLIC PKWY MESQUITE, TX 75150		PUBLIC CHARITY	FORWARD IN FAITH CAPITAL CAMPAIGN, MULTIPURPOSE ATHLETIC COMPLEX	150,000.
<b>Total from continuation sheets</b>				



**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 COMMUNITY LIGHTHOUSE PO BOX 495787 GARLAND, TX 75049		PUBLIC CHARITY	OPENING OF KIDS-U TUTORING SITE.	25,000.
DALLAS COUNTY HERITAGE SOCIETY 1515 S HARWOOD ST DALLAS, TX 75215		PUBLIC CHARITY	REPLACE COLLECTIONS WAREHOUSE ROOF.	40,000.
DALLAS FOUNDATION, A TX NONPROFIT CORPORATION 3963 MAPLE AVENUE, SUITE 390 DALLAS, TX 75219		PUBLIC CHARITY	BONTON FARMS COMMUNITY RESOURCE CENTER, DALLAS MAYOR'S BACK TO SCHOOL FAIR	45,000.
DALLAS HOLOCAUST MUSEUM 211 N RECORD ST, STE 100 DALLAS, TX 75202		PUBLIC CHARITY	SUPPORT BUILDING A FOUNDATION OF HOPE CAMPAIGN TO CREATE THE DALLAS HOLOCAUST HUMAN RIGHTS MUSEUM.	750,000.
DALLAS MISSION FOR LIFE, INC. DBA DALLAS LIFE 1100 CADIZ STREET DALLAS, TX 75215		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
DALLAS THEATER CENTER 2400 FLORA STREET DALLAS, TX 75201		PUBLIC CHARITY	LIGHTING AND SOUND EQUIPMENT	300,000.
DENISON HELPING HANDS 418 W CHESTNUT ST DENISON, TX 75020		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
DICKINSON PLACE CHARITABLE CORP 911 SAINT JOSEPH ST DALLAS, TX 75246		PUBLIC CHARITY	REFRIGERATOR REPLACEMENT	15,000.
EASTERSEALS NORTH TEXAS, INC. 1424 HEMPHILL ST FORT WORTH, TX 76104		PUBLIC CHARITY	FITNESS AND THERAPEUTIC EQUIPMENT	50,000.
EDUCATIONAL OPPORTUNITIES, INC. 3419 WESTMINSTER AVE, 218 DALLAS, TX 75205		PUBLIC CHARITY	SUPPORT SCHOLARSHIP PROGRAM	50,000.
<b>Total from continuation sheets</b>				

**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
EPISCOPAL CHURCH OF THE ASCENSION 8787 GREENVILLE AVE DALLAS, TX 75243		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
EQUAL HEART 4848 LEMMON AVE, 513 DALLAS, TX 75219		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
FAMILY PLACE INC PO BOX 7999 DALLAS, TX 75209		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
FARMERS ASSISTING RETURNING MILITARY 314 W BELT LINE RD DESOTO, TX 75115		PUBLIC CHARITY	F.A.R.M. URBAN PARK LEARNING GARDENS.	25,000.
FERGUSON ROAD INITIATIVE PO BOX 570417 DALLAS, TX 75357		PUBLIC CHARITY	FRI VITA INITIATIVE	15,000.
FIRST BAPTIST ACADEMY PO BOX 868 DALLAS, TX 75221		PUBLIC CHARITY	PRESSING TOWARD THE GOAL CAPITAL CAMPAIGN - ELECTRONICS PART	125,000.
FOOD FOUNDATION 8340 MEADOW RD, STE 228 DALLAS, TX 75231		PUBLIC CHARITY	FEED THE NEED PROGRAM, PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	53,000.
FRIENDS OF BARACK OBAMA MALE LEADERSHIP ACADEMY 4730 S LANCASTER RD DALLAS, TX 75216		PUBLIC CHARITY	PURCHASE COMPUTERS, TABLETS, AND SOFTWARE	75,000.
FRISCO FAMILY SERVICES CENTER PO BOX 1387 FRISCO, TX 75034		PUBLIC CHARITY	BUILDING A STRONGER COMMUNITY TRANSFORMING LIVES CAPITAL CAMPAIGN, PURCHASE FOOD, CLOTHING, AND	53,000.
GIRL SCOUTS OF NORTHEAST TEXAS 6001 SUMMERSIDE DR DALLAS, TX 75252		PUBLIC CHARITY	GEOGRID ROADS - INFRASTRUCTURE EXPANSION STREM CENTER OF EXCELLENCE	350,000.
<b>Total from continuation sheets</b>				

**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	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
GRADUATE INSTITUTE OF APPLIED LINGUISTICS, INC. 7500 W. CAMP WISDOM RD. DALLAS, TX 75236		PUBLIC CHARITY	TECHNOLOGY UPGRADE/REPLACEMENT	100,000.
GRAND PRAIRIE UNITED CHARITIES, INC. 1417 DENSMAN STREET GRAND PRAIRIE, TX 75051-2378		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
GRAYSON COUNTY SHELTER 331 W MORTON ST DENISON, TX 75020		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
HACKBERRY HOUSE PO BOX 217 LANCASTER, TX 75146		PUBLIC CHARITY	FACILITY REPAIRS AND RENOVATION	30,000.
HANDFUL OF CORN COMMUNITY DEVELOPMENT CORPORATION PO BOX 41594 DALLAS, TX 75241		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
HELPING HANDS OF ENNIS PO BOX 472 ENNIS, TX 75120		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
HEROES FOR CHILDREN 1701 GATEWAY BLVD, STE 410 RICHARDSON, TX 75080		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
HOPE COTTAGE, INC. 4209 MCKINNEY AVENUE DALLAS, TX 75205		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
HOPE SUPPLY CO. 10480 SHADY TRAIL, STE 104 DALLAS, TX 75220		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
<b>Total from continuation sheets</b>				

**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
HOPE'S DOOR 860 F AVE, STE 100 PLANO, TX 75074		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
INTERNATIONAL AMERICAN EDUCATION FEDERATION, INC. 12085 GARDEN CREST DR ROCKWALL, TX 75087		PUBLIC CHARITY	PURCHASE MINIBUS	35,000.
IRVING CARES, INC. PO BOX 177425 IRVING, TX 75017-7425		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
IRVING HEALTHCARE FOUNDATION 1901 N MACARTHUR BLVD IRVING, TX 75061		PUBLIC CHARITY	PORTABLE IMAGING AND COMPLETED HOSPITAL DIGITAL RADIOLOGY UPGRADE	400,000.
IT'S A SENSORY WORLD, INC. 13617 NEUTRON ROAD FARMERS BRANCH, TX 75244		PUBLIC CHARITY	SUPPORT ISW ACADEMY	25,000.
JEWISH COMMUNITY CENTER OF DALLAS 7900 NORTHAVEN ROAD DALLAS, TX 75230-2737		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
JEWISH FAMILY SERVICE OF DALLAS INCORPORATED 5402 ARAPAHO ROAD DALLAS, TX 75248-6905		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
KID NET FOUNDATION PO BOX 140085 DALLAS, TX 75214		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
LITTLE ELM AREA FOOD BANK PO BOX 746 LITTLE ELM, TX 75068		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
MARY IMMACULATE CATHOLIC SCHOOL 14032 DENNIS LANE DALLAS, TX 75234		PUBLIC CHARITY	SUPPORT JUNIOR HIGH BUILDING ENERGY EFFICIENCY AND SAFETY RENOVATION.	50,000.
<b>Total from continuation sheets</b>				

**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
MEDISEND INTERNATIONAL 9244 MARKVILLE DR DALLAS, TX 75243		PUBLIC CHARITY	SUPPORT GENERAL RICHARD B MYERS VETERANS BIOMEDICAL EQUIPMENT TECHNOLOGY PROGRAM.	60,000.
MERCY STREET 3801 HOLYSTONE STREET DALLAS, TX 75212		PUBLIC CHARITY	MERCY STREET FIELD OF DREAMS SPORTS COMPLEX.	50,000.
MESQUITE SOCIAL SERVICE, INC. 1035 MILITARY PKWY MESQUITE, TX 75149		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
METHODIST RICHARDSON MEDICAL CENTER FOUNDATION 401 W CAMPBELL RD RICHARDSON, TX 75080		PUBLIC CHARITY	INSTITUTE OF SURGERY AND DIGESTIVE DISEASES	100,000.
METRO DALLAS HOMELESS ALLIANCE 2816 SWISS AVENUE DALLAS, TX 75204		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
METROCREST SERVICES 13801 HUTTON DR, STE 150 FARMERS BRANCH, TX 75234		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
MINNIES FOOD PANTRY 3033 W PARKER RD, STE 117 PLANO, TX 75023		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
MOMENTOUS INSTITUTE 106 E. 10TH ST DALLAS, TX 75203		PUBLIC CHARITY	HONOR THE LIFE OF GEORGE BRAMBLETT, JR.	50,000.
MOSAIC 2245 MIDWAY ROAD, SUITE 300 CARROLLTON, TX 75006		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
MOSAIC FAMILY SERVICES 12225 GREENVILLE AVE, SUITE 800 DALLAS, TX 75243		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
<b>Total from continuation sheets</b>				

**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
NAMI DALLAS, INC. 2812 SWISS AVE DALLAS, TX 75204		PUBLIC CHARITY	RESTRICTED TO MATERIALS FOR MENTAL HEALTH EDUCATION COURSES AND SUPPORT GROUPS.	10,000.
NATIONAL COUNCIL OF JEWISH WOMEN INCOPORATED 6025 ROYAL LANE, SUITE 219-9 DALLAS, TX 75230		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
NAVARRO COUNTY FOOD PANTRY 122 W 1ST AVE CORSICANA, TX 75110		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
NEW FRIENDS NEW LIFE PO BOX 192378 DALLAS, TX 75219		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
NEW HOPE EQUINE ASSISTED THERAPY 6151 FM 1830 ARGYLE, TX 76226		PUBLIC CHARITY	SUPPORT NEW HOPE EQUINE LEARNING CENTER.	15,000.
NEXUS RECOVERY CENTER, INC. 8733 LA PRADA DR DALLAS, TX 75228		PUBLIC CHARITY	SUPPORT CLIENT CARE FUND, PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	53,000.
NORTH DALLAS SHARED MINISTRIES, INC. 2875 MERRELL RD DALLAS, TX 75229-4697		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
NORTH TEXAS FOOD BANK 4500 S. COCKRELL HILL RD. DALLAS, TX 75236		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
OPEN ARMS, INC. DBA BRYAN'S HOUSE 3610 PIPESTONE ROAD DALLAS, TX 75212		PUBLIC CHARITY	SUPPORT BRYAN'S HOUSE PLAYGROUND, PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	43,000.
OPERATION PATHWAYS 122 E 42ND ST, RM 3500 NEW YORK, NY 10168		PUBLIC CHARITY	SUPPORT BRIGHTEN UP AFTERSCHOOL AND SUMMER PROGRAM IN DALLAS COMMUNITIES.	15,000.
<b>Total from continuation sheets</b>				

HILLCREST FOUNDATION  
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75-6007565

**Part XV** Supplementary Information

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
OUR FRIENDS PLACE 6500 GREENVILLE AVENUE, SUITE 620 DALLAS, TX 75206		PUBLIC CHARITY	SUPPORT BEASZLEY HOUSE TLC ADDITION.	50,000.
PARISH EPISCOPAL SCHOOL 4101 SIGMA ROAD DALLAS, TX 75224		PUBLIC CHARITY	SUPPORT MULTIPURPOSE ACTIVITY CENTER, PERFORMANCE AND COMMUNITY CENTER.	200,000.
PARKER COUNTY COMMITTEE ON AGING, INC. 1225 HOLLAND LAKE DR WEATHERFORD, TX 76086		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
PHOENIX HOUSES OF TEXAS 50 JAY ST BROOKLYN, NY 11201		PUBLIC CHARITY	SUPPORT HILL A FEINBERG ACADEMY RENOVATIONS	50,000.
PROJECT HAND UP PO BOX 2947 DESOTO, TX 75123		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
PROJECT TRANSFORMATION - NORTH TEXAS 4024 CARUTH BLVD DALLAS, TX 75225		PUBLIC CHARITY	NATIONAL CURRICULUM DEVELOPMENT FOR SUMMER CHILDREN'S PROGRAM.	20,000.
PROMISE HOUSE, INC. 224 W. PAGE AVE. DALLAS, TX 75208		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
PROVIDENCE CHRISTIAN SCHOOL OF TEXAS 5002 W LOVERS LANE DALLAS, TX 75209		PUBLIC CHARITY	SUPPORT PROVIDENCE CAPITAL CAMPAIGN.	250,000.
RESOURCE CENTER OF DALLAS PO BOX 190869 DALLAS, TX 75219		PUBLIC CHARITY	REFRIGERATION AND FREEZER FOR THE PANTRY	40,000.
ROCKWALL COUNTY HELPING HANDS PO BOX 375 ROCKWALL, TX 75087		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	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
SHAKESPEARE FESTIVAL OF DALLAS 1250 MAJESTY DRIVE DALLAS, TX 75247		PUBLIC CHARITY	SUPPORT SHAKESPEARE ON THE GO REBUILD.	30,000.
SHELTER MINISTRIES OF DALLAS DBA AUSTIN STREET CENTRE PO BOX 710729 DALLAS, TX 75371		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
SHELTER MINISTRIES OF DALLAS DBA GENESIS WOMEN'S SHELTER 4411 LEMMON AVE., SUITE 201 DALLAS, TX 75219		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
SHOE BANK INC 205 BECKY LANE ROCKWALL, TX 75087-5217		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
SOULS HARBOR INC. PO BOX 360455 DALLAS, TX 75336		PUBLIC CHARITY	PURCHASE OF NEW BOX TRUCK.	50,000.
SOUPMOBILE, INC. 3017 COMMERCE ST. DALLAS, TX 75226		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
SOUTHERN METHODIST UNIVERSITY PO BOX 750261 DALLAS, TX 75275		PUBLIC CHARITY	HONOR THE LIFE OF GEORGE BRAMBLETT, JR.	50,000.
ST PHILLIP ST AUGUSTINE CATHOLIC ACADEMY 8151 MILITARY PKWY DALLAS, TX 75227		PUBLIC CHARITY	LIBRARY MEDIA CENTER	35,000.
ST. SIMONS AFTER-SCHOOL PO BOX 700324 DALLAS, TX 75370		PUBLIC CHARITY	SUPPORT AFTER SCHOOL PROGRAMS FOR LOW INCOME ELEMENTARY SCHOOL STUDENTS.	15,000.
TEACHING TRUST 1825 MARKET CENTER BLVD, SUITE 260 DALLAS, TX 75207		PUBLIC CHARITY	SUPPORT TECHNOLOGY TO SUPPORT THE DEVELOPMENT OF GREAT SCHOOL LEADERS.	25,000.
<b>Total from continuation sheets</b>				



**Part XV** Supplementary Information

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TEXAS HEALTH RESOURCES FOUNDATION 612 EAST LAMAR, SUITE 300 ARLINGTON, TX 76011		PUBLIC CHARITY	50TH ANNIVERSARY PROJECT, MOBILE HEALTH UNIT	100,000.
TEXAS VETERINARY MEDICAL FOUNDATION 8104 EXCHANGE DR AUSTIN, TX 78754		PUBLIC CHARITY	PALS PROGRAM	5,000.
THE COMMIT! PARTNERSHIP 3800 MAPLE AVE, SUITE 800 DALLAS, TX 75219		PUBLIC CHARITY	PARTNERSHIP'S CRADLE TO CAREER INITIATIVE.	50,000.
THE STEWPOT OF FIRST PRESBYTERIAN CHURCH 1835 YOUNG STREET DALLAS, TX 75201		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
TRINITY RIVER MISSION, INC. 2060 SINGLETON BLVD., SUITE 104 DALLAS, TX 75212		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
TYLER STREET COMMUNITY SERVICES 927 W. TENTH STREET DALLAS, TX 75208		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
UNION GOSPEL MISSION 3211 IRVING BLVD. DALLAS, TX 75247		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
UNIVERSITY OF TEXAS FOUNDATION, INC. PO BOX 250 AUSTIN, TX 78767-0250		PUBLIC CHARITY	SUPPORT SCHOOL OF NURSING LEVEL 1 CLASSROOM RENOVATIONS.	100,000.
VISITING NURSE ASSOCIATION OF TEXAS 1600 VICEROY DRIVE, SUITE 400 DALLAS, TX 75235-2316		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
VOGEL ALCOVE CHILDCARE CENTER FOR THE HOMELESS PO BOX 150948 DALLAS, TX 75315		PUBLIC CHARITY	ROOF REPLACEMENT, PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	153,000.
<b>Total from continuation sheets</b>				

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

75-6007565

**Part XV** Supplementary Information

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VOICE OF HOPE MINISTRIES PO BOX 224845 DALLAS, TX 75222		PUBLIC CHARITY	PURCHASE MULTI-FUNCTION SCHOOL ACTIVITY BUS.	50,000.
WAXAHACHIE CARE SERVICES 1208 FERRIS AVE WAXAHACHIE, TX 75165		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
WESLEY RANKIN COMMUNITY CENTER, INC. 3100 CROSSMAN AVE DALLAS, TX 75212-3914		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
WHITE ROCK CENTER OF HOPE PO BOX 180358 DALLAS, TX 75218-0358		PUBLIC CHARITY	SUPPORT FOR RENOVATIONS, EXPANSION, AND TECHNOLOGY UPGRADES, PURCHASE FOOD,	63,000.
WILKINSON CENTER PO BOX 720248 DALLAS, TX 75372		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
WOMEN IN NEED OF GENEROUS SUPPORT 2603 INWOOD RD DALLAS, TX 75235		PUBLIC CHARITY	PURCHASE TECHNOLOGY	90,000.
WOODALL ROGERS PARK FOUNDATION 1909 WOODALL ROGERS FREEWAY, SUITE 403 DALLAS, TX 75201		PUBLIC CHARITY	PURCHASE NEW EQUIPMENT.	75,000.
YOUTH BELIEVING IN CHANGE 8574 STULTS RD DALLAS, TX 75243		PUBLIC CHARITY	PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.	3,000.
YOUTH VILLAGE RESOURCES OF DALLAS, INC. 6333 E. MOCKINGBIRD LN., SUITE 147-872 DALLAS, TX 75214-2692		PUBLIC CHARITY	NEW GREENHOUSE STRUCTURE.	40,000.
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 - FRISCO FAMILY SERVICES CENTER

BUILDING A STRONGER COMMUNITY TRANSFORMING LIVES CAPITAL CAMPAIGN,

PURCHASE FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.

NAME OF RECIPIENT - WHITE ROCK CENTER OF HOPE

SUPPORT FOR RENOVATIONS, EXPANSION, AND TECHNOLOGY UPGRADES, PURCHASE

FOOD, CLOTHING, AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED.

## 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
CAPITAL GAIN					
DISTRIBUTIONS	72,132.	72,132.	0.	0.	
DB POWERSHARES	1,330.	0.	1,330.	1,330.	
DOMESTIC DIVIDENDS	1,161,818.	0.	1,161,818.	1,135,685.	
FOREIGN DIVIDENDS	509,646.	0.	509,646.	507,741.	
FOREIGN INTEREST	27,033.	0.	27,033.	27,033.	
INTEREST	740,841.	0.	740,841.	740,841.	
US COMMODITY INDEX FUND	5,560.	0.	5,560.	5,560.	
US GOVERNMENT INTEREST	99,905.	0.	99,905.	99,905.	
TO PART I, LINE 4	2,618,265.	72,132.	2,546,133.	2,518,095.	

## FORM 990-PF

## OTHER INCOME

## STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	-15,811.	-15,811.	
NONTAXABLE RECEIPTS	902.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-14,909.	-15,811.	

## 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	27,645.	0.		27,645.
TO FM 990-PF, PG 1, LN 16A	27,645.	0.		27,645.

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	62,368.	37,421.		24,947.
TO FORM 990-PF, PG 1, LN 16B	62,368.	37,421.		24,947.

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	239,786.	219,794.		19,992.
TO FORM 990-PF, PG 1, LN 16C	239,786.	219,794.		19,992.

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	82,916.	82,916.		0.
TO FORM 990-PF, PG 1, LN 18	82,916.	82,916.		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	34,860.	20,916.		13,944.
GRANTMAKING EXPENSE	361,298.	0.		361,298.
TO FORM 990-PF, PG 1, LN 23	396,158.	20,916.		375,242.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME SECURITIES	COST	32,725,301.	32,948,848.
EQUITY SECURITIES	COST	79,346,707.	96,912,661.
ALTERNATIVE INVESTMENTS	COST	14,594,973.	14,651,627.
TOTAL TO FORM 990-PF, PART II, LINE 13		126,666,981.	144,513,136.

FORM 990-PF

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

STATEMENT 9

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	402,551.	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.
ALAN J. PERKINS P.O. BOX 831041 DALLAS, TX 75283	CO-TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		402,551.	0.	0.

FORM 990-PF

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

STATEMENT 10

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 11

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.

