

# INTERNAL REVENUE SERVICE

2949123500703 0

EXTENDED TO APRIL 15, 2020

## 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.  
▶ Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

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OMB No 1545-0052

2018

Open to Public Inspection

Form **990-PF**

Department of the Treasury  
Internal Revenue Service

For calendar year 2018 or tax year beginning **JUN 1, 2018** and ending **MAY 31, 2019**

|   |   |  |
|---|---|--|
| Name of foundation<br><b>HILLCREST FOUNDATION<br/>C/O BANK OF AMERICA, N.A.</b>   |   | A Employer identification number<br><b>75-6007565</b>  |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>P.O. BOX 831041</b>   |   | B Telephone number<br><b>800-357-7094</b>  |
| City or town, state or province, country, and ZIP or foreign postal code<br><b>DALLAS, TX 75283-1041</b>  |   | C If exemption application is pending check here <input type="checkbox"/>  |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Final return <input type="checkbox"/> Amended return<br><input type="checkbox"/> Address change <input type="checkbox"/> Name change |   | D 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation  |   | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>  |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16)<br><b>\$ 150,522,099.</b>  | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>   |

03  
04

04

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| Part I Analysis of Revenue and Expenses<br><small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small> |  | (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  |  | 3,093,515.                         | 3,036,328.                |                         | STATEMENT 1   |
| 5a Gross rents  |  |                                    |                           |                         |   |
| b Net rental income or (loss)   |  |                                    |                           |                         |   |
| 6a Net gain or (loss) from sale of assets not on line 10  |  | 3,440,836.                         |                           |                         |   |
| b Gross sales price for all assets on line 6a   |  | 6,881,672.                         |                           |                         |   |
| 7 Capital gain net income (from Part IV, line 2)  |  |                                    | 3,440,836.                |                         |   |
| 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   |  | 3,632.                             | 632.                      |                         | STATEMENT 2   |
| 12 Total Add lines 1 through 11   |  | 6,537,983.                         | 6,477,796.                |                         |   |
| 13 Compensation of officers, directors, trustees, etc   |  | 510,993.                           | 306,596.                  |                         | 204,397.  |
| 14 Other employee salaries and wages  |  |                                    |                           |                         |   |
| 15 Pension plans, employee benefits   |  |                                    |                           |                         |   |
| 16a Legal fees STMT 3   |  | 17,631.                            | 0.                        |                         | 17,631.   |
| b Accounting fees STMT 4  |  | 48,427.                            | 29,056.                   |                         | 19,371.   |
| c Other professional fees STMT 5  |  | 227,749.                           | 201,504.                  |                         | 26,245.   |
| 17 Interest   |  |                                    |                           |                         |   |
| 18 Taxes STMT 6   |  | 204,739.                           | 78,739.                   |                         | 0.  |
| 19 Depreciation and depletion   |  |                                    |                           |                         |   |
| 20 Occupancy  |  |                                    |                           |                         |   |
| 21 Travel, conferences, and meetings  |  |                                    |                           |                         |   |
| 22 Printing and publications  |  |                                    |                           |                         |   |
| 23 Other expenses STMT 7  |  | 438,278.                           | 40,095.                   |                         | 398,183.  |
| 24 Total operating and administrative expenses. Add lines 13 through 23   |  | 1,447,817.                         | 655,990.                  |                         | 665,827.  |
| 25 Contributions, gifts, grants paid  |  | 6,925,500.                         |                           |                         | 6,925,500.  |
| 26 Total expenses and disbursements. Add lines 24 and 25  |  | 8,373,317.                         | 655,990.                  |                         | 7,591,327.  |
| 27 Subtract line 26 from line 12:   |  |                                    |                           |                         |   |
| a Excess of revenue over expenses and disbursements   |  | -1,835,334.                        |                           |                         |   |
| b Net investment income (if negative, enter -0-)  |  |                                    | 5,821,806.                |                         |   |
| c Adjusted net income (if negative, enter -0-)  |  |                                    |                           | N/A                     |   |

SCANNED OCT 01 2020

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Received in Batch

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| 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   |                                     | 4,812,533.            | 5,593,670.   | 5,595,943.   |
|                             | 2   | Savings and temporary cash investments  |                                     |                       |              |              |
|                             | 3   | Accounts receivable   |                                     |                       |              |              |
|                             |   | Less: allowance for doubtful accounts   |                                     |                       |              |              |
|                             | 4   | Pledges receivable  |                                     |                       |              |              |
|                             |   | Less: allowance for doubtful accounts   |                                     |                       |              |              |
|                             | 5   | Grants receivable   |                                     |                       |              |              |
|                             | 6   | Receivables due from officers, directors, trustees, and other disqualified persons                  |                                     |                       |              |              |
|                             | 7   | Other notes and loans receivable  |                                     |                       |              |              |
|                             |   | Less: allowance for doubtful accounts   |                                     |                       |              |              |
|                             | 8   | Inventories for sale or use   |                                     |                       |              |              |
|                             | 9   | Prepaid expenses and deferred charges   |                                     |                       |              |              |
|                             | 10a   | Investments - U.S. and state government obligations   |                                     |                       |              |              |
|                             | b   | Investments - corporate stock   |                                     |                       |              |              |
|                             | c   | Investments - corporate bonds   |                                     |                       |              |              |
|                             | 11  | Investments - land, buildings, and equipment basis  |                                     |                       |              |              |
|                             | Less: accumulated depreciation  |   |                                     |                       |              |              |
| 12                          | Investments - mortgage loans  |   |                                     |                       |              |              |
| 13                          | Investments - other   | STMT 8  |                                     | 127,244,178.          | 125,222,155. | 144,926,156. |
| 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) |   |                                     | 132,056,711.          | 130,815,825. | 150,522,099. |
| Liabilities                 | 17  | Accounts payable and accrued expenses   |                                     |                       |              |              |
|                             | 18  | Grants payable  |                                     |                       |              |              |
|                             | 19  | Deferred revenue  |                                     |                       |              |              |
|                             | 20  | Loans from officers, directors, trustees and other disqualified persons                             |                                     |                       |              |              |
|                             | 21  | Mortgages and other notes payable   |                                     |                       |              |              |
|                             | 22  | Other liabilities (describe)  |                                     |                       |              |              |
| 23                          | Total liabilities (add lines 17 through 22)   |   |                                     | 0.                    | 0.           |              |
| Net Assets or Fund Balances | 24  | Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. | <input checked="" type="checkbox"/> |                       |              |              |
|                             | 24  | Unrestricted  |                                     | 131,556,711.          | 130,315,825. |              |
|                             | 25  | Temporarily restricted  |                                     |                       |              |              |
|                             | 26  | Permanently restricted  |                                     | 500,000.              | 500,000.     |              |
|                             | 27  | 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   |   |                                     | 132,056,711.          | 130,815,825. |              |
| 31                          | Total liabilities and net assets/fund balances  |   |                                     | 132,056,711.          | 130,815,825. |              |

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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 132,056,711. |
| 2 | Enter amount from Part I, line 27a  | 2 | -1,835,334.  |
| 3 | Other increases not included in line 2 (itemize) GAAP TO TAX DIFFERENCES  | 3 | 594,448.     |
| 4 | Add lines 1, 2, and 3   | 4 | 130,815,825. |
| 5 | Decreases not included in line 2 (itemize)  | 5 | 0.           |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30   | 6 | 130,815,825. |

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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 (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|---|--|--------------------------------------|----------------------------------|
| 1a CAPITAL GAIN/LOSS  | P  |                                      |                                  |
| b CAPITAL GAINS DIVIDENDS   | P  |                                      |                                  |
| c INVESCO DB COMMODITY INDEX TRACKING FUND  | P  |                                      |                                  |
| d   |  |                                      |                                  |
| e   |  |                                      |                                  |

  

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>((e) plus (f) minus (g)) |
|-----------------------|--|---|--|
| a 49,743,476.         |  | 46,083,807.                                     | 3,659,669.                                     |
| b 318,792.            |  |   | 318,792.                                       |
| c                     |  | 537,625.  | -537,625.                                      |
| d                     |  |   |  |
| e                     |  |   |  |

  

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69. |                                      |   | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|--|--------------------------------------|---|---|
| (i) FMV as of 12/31/69   | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any |   |
| a  |                                      |   | 3,659,669.  |
| b  |                                      |   | 318,792.  |
| c  |                                      |   | -537,625.   |
| d  |                                      |   |   |
| e  |                                      |   |   |

  

|   |   |   |            |
|---|---|---|------------|
| 2 Capital gain net income or (net capital loss)   | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | 2 | 3,440,836. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 |   | 3 | N/A        |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

If "Yes," the foundation doesn't 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<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col. (b) divided by col. (c)) |
|---|---------------------------------------|---|--|
| 2017  | 6,546,082.                            | 154,491,829.                              | .042372  |
| 2016  | 7,003,165.                            | 142,728,802.                              | .049066  |
| 2015  | 7,183,213.                            | 141,964,944.                              | .050598  |
| 2014  | 6,196,367.                            | 145,980,435.                              | .042447  |
| 2013  | 7,127,790.                            | 150,792,151.                              | .047269  |

|   |   |              |
|---|---|--------------|
| 2 Total of line 1, column (d)   | 2 | .231752      |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years  | 3 | .046350      |
| 4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5  | 4 | 152,421,132. |
| 5 Multiply line 4 by line 3   | 5 | 7,064,719.   |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)  | 6 | 58,218.      |
| 7 Add lines 5 and 6   | 7 | 7,122,937.   |
| 8 Enter qualifying distributions from Part XII, line 4<br>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.<br>See the Part VI instructions. | 8 | 7,591,327.   |

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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 <input type="checkbox"/> and enter "N/A" on line 1.<br>Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions) |    |          |
| b  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b  | 1  | 58,218.  |
| c  | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).   |    |          |
| 2  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)  | 2  | 0.       |
| 3  | Add lines 1 and 2   | 3  | 58,218.  |
| 4  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)  | 4  | 0.       |
| 5  | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-   | 5  | 58,218.  |
| 6  | Credits/Payments:   |    |          |
| a  | 2018 estimated tax payments and 2017 overpayment credited to 2018   | 6a | 166,829. |
| b  | Exempt foreign organizations - tax withheld at source   | 6b | 0.       |
| c  | Tax paid with application for extension of time to file (Form 8868)   | 6c | 0.       |
| d  | Backup withholding erroneously withheld   | 6d | 0.       |
| 7  | Total credits and payments. Add lines 6a through 6d   | 7  | 166,829. |
| 8  | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached   | 8  | 0.       |
| 9  | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed   | 9  |          |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid   | 10 | 108,611. |
| 11 | Enter the amount of line 10 to be: Credited to 2019 estimated tax <input checked="" type="checkbox"/> 108,611.   Refunded <input type="checkbox"/>  | 11 | 0.       |

**Part VII-A Statements Regarding Activities**

|    | Yes | No |
|----|-----|----|
| 1a |     | X  |
| 1b |     | X  |
| 1c |     | X  |
| d  |     |    |
| e  |     |    |
| 2  |     | X  |
| 3  |     | X  |
| 4a |     | X  |
| 4b |     |    |
| 5  |     | X  |
| 6  | X   |    |
| 7  | X   |    |
| 8a |     |    |
| 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  |     | 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?<br>Website address ► <u>N/A</u>   | X   |     |
| 14 The books are in care of ► <u>BANK OF AMERICA, N.A.</u> Telephone no. ► <u>214-209-1830</u><br>Located at ► <u>901 MAIN ST, 19TH FLOOR, DALLAS, TX</u> ZIP+4 ► <u>75202-3714</u>  |     |     |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year   | 15  | N/A |
| 16 At any time during calendar year 2018, 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?<br>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   | 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 2018?   | 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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>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.)   | 2b  | 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.<br>► _____   |     |     |
| 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 2018 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 2018.) | 3b  | N/A |
| 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 2018?   | 4b  | X   |

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

|     |  |   |     |    |
|-----|--|---|-----|----|
| 5a  | During the year, did the foundation pay or incur any amount to:  |   | Yes | No |
| (1) | Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |    |
| (2) | Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |    |
| (3) | Provide a grant to an individual for travel, study, or other similar purposes?   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |    |
| (4) | Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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<br>Organizations relying on a current notice regarding disaster assistance, check here | N/A   | 5b  |    |
| 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?<br>If "Yes," attach the statement required by Regulations section 53.4945-5(d).   | N/A   |     |    |
| 6a  | Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |    |
| b   | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?<br>If "Yes" to 6b, file Form 8870.  |   | 6b  | X  |
| 7a  | At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |    |
| b   | If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  | N/A   | 7b  |    |
| 8   | Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |    |

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

SEE STATEMENT 10

**1** List all officers, directors, trustees, and 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      |   | 510,993.                                  | 0.  | 0.                                    |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |

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

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

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

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

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

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

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

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

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

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. | Amount |
|---|--------|
| 1 N/A   |        |
|   |        |
| 2   |        |
|   |        |
| All other program-related investments. See instructions.  |        |
| 3   |        |
|   |        |
|   |        |
|   |        |
| <b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>  | 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 | 145,020,715. |
| b | Average of monthly cash balances   | 1b | 5,684,458.   |
| c | Fair market value of all other assets  | 1c | 4,037,093.   |
| d | Total (add lines 1a, b, and c)   | 1d | 154,742,266. |
| 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  | 154,742,266. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)  | 4  | 2,321,134.   |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4       | 5  | 152,421,132. |
| 6 | Minimum investment return. Enter 5% of line 5  | 6  | 7,621,057.   |

**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          | 7,621,057. |
| 2a | Tax on investment income for 2018 from Part VI, line 5   | 2a | 58,218.    |            |
| b  | Income tax for 2018 (This does not include the tax from Part VI)                                   | 2b |            |            |
| c  | Add lines 2a and 2b  | 2c | 58,218.    |            |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 7,562,839. |            |
| 4  | Recoveries of amounts treated as qualifying distributions  | 4  | 3,000.     |            |
| 5  | Add lines 3 and 4  | 5  | 7,565,839. |            |
| 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  | 7,565,839. |            |

**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 | 7,591,327. |
| 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  | 7,591,327. |
| 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  | 58,218.    |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4  | 6  | 7,533,109. |

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.

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

|  | (a)<br>Corpus | (b)<br>Years prior to 2017 | (c)<br>2017 | (d)<br>2018 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2018 from Part XI, line 7   |               |                            |             | 7,565,839.  |
| 2 Undistributed income, if any, as of the end of 2018  |               |                            |             |             |
| a Enter amount for 2017 only   |               |                            | 7,499,446.  |             |
| b Total for prior years:   |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2018:   |               |                            |             |             |
| a From 2013  |               |                            |             |             |
| b From 2014  |               |                            |             |             |
| c From 2015  |               |                            |             |             |
| d From 2016  |               |                            |             |             |
| e From 2017  |               |                            |             |             |
| f Total of lines 3a through e  | 0.            |                            |             |             |
| 4 Qualifying distributions for 2018 from Part XII, line 4. ▶ \$ 7,591,327.   |               |                            |             |             |
| a Applied to 2017, but not more than line 2a   |               |                            | 7,499,446.  |             |
| 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 2018 distributable amount   |               |                            |             | 91,881.     |
| e Remaining amount distributed out of corpus   | 0.            |                            |             |             |
| 5 Excess distributions carryover applied to 2018 (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:   | 0.            |                            |             |             |
| 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 2017. Subtract line 4a from line 2a. Taxable amount - see instr.  |               |                            | 0.          |             |
| f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019  |               |                            |             | 7,473,958.  |
| 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 2013 not applied on line 5 or line 7   | 0.            |                            |             |             |
| 9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a  | 0.            |                            |             |             |
| 10 Analysis of line 9:   |               |                            |             |             |
| a Excess from 2014   |               |                            |             |             |
| b Excess from 2015   |               |                            |             |             |
| c Excess from 2016   |               |                            |             |             |
| d Excess from 2017   |               |                            |             |             |
| e Excess from 2018   |               |                            |             |             |

HILLCREST FOUNDATION

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

|   | Tax year |          |          |          | (e) Total |
|---|----------|----------|----------|----------|-----------|
|   | (a) 2018 | (b) 2017 | (c) 2016 | (d) 2015 |           |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed                     |          |          |          |          |           |
| b 85% of line 2a  |          |          |          |          |           |
| c Qualifying distributions from Part XII, line 4 for each year listed   |          |          |          |          |           |
| d Amounts included in line 2c not used directly for active conduct of exempt activities   |          |          |          |          |           |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c                                   |          |          |          |          |           |
| 3 Complete 3a, b, or c for the alternative test relied upon   |          |          |          |          |           |
| a "Assets" alternative test - enter:  |          |          |          |          |           |
| (1) Value of all assets   |          |          |          |          |           |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i)   |          |          |          |          |           |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed                              |          |          |          |          |           |
| c "Support" alternative test - enter:   |          |          |          |          |           |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) |          |          |          |          |           |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)                                      |          |          |          |          |           |
| (3) Largest amount of support from an exempt organization   |          |          |          |          |           |
| (4) Gross investment income   |          |          |          |          |           |

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

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

NONE

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

NONE

- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number or email 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:

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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<br>* * | Amount            |
| Name and address (home or business)   |   |                                |   |                   |
| <b>a Paid during the year</b>   |   |                                |   |                   |
| A CHRISTIAN FOOD PANTRY<br>1116 DOBIE DRIVE<br>PLANO, TX 75074                        |   | PC                             | HUMANITARIAN GRANT                      | 5,000.            |
| ABERG CENTER FOR LITERACY<br>5100 ROSS AVENUE<br>DALLAS, TX 75206                     |   | PC                             | CASA LINDA BUILDING IMPROVEMENTS        | 15,000.           |
| ACHIEVE<br>8800 AMBASSADOR ROW<br>DALLAS, TX 75247                                    |   | PC                             | CAPITAL IMPROVEMENTS                    | 30,000.           |
| ADVOCATES FOR COMMUNITY TRANSFORMATION<br>P.O. BOX 225225<br>DALLAS, TX 75222         |   | PC                             | BUILDING ACTS LAUNCHPAD                 | 200,000.          |
| AIDS INTERFAITH NETWORK INC<br>2707 N STEMMONS FREEWAY, SUITE 120<br>DALLAS, TX 75219 |   | PC                             | AGENCY RELOCATION ASSISTANCE            | 25,000.           |
| <b>Total</b>  | <b>SEE CONTINUATION SHEET(S)</b>  |                                |   | <b>6,925,500.</b> |
| <b>b Approved for future payment</b>  |   |                                |   |                   |
| NONE  |   |                                |   |                   |
|   |   |                                |   |                   |
|   |   |                                |   |                   |
| <b>Total</b>  |   |                                |   | <b>0.</b>         |

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\*\* SEE PURPOSE OF GRANT CONTINUATIONS

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| Recipient<br>Name and address (home or business)   | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution                      | Amount     |
|--|--|--------------------------------------|--|------------|
| ALCUIN SCHOOL<br>6144 CHURCHILL WAY<br>DALLAS, TX 75230                                      |  | PC                                   | SHINE: THE ALCUIN<br>CAMPAIGN FOR A BRIGHT<br>FUTURE     | 150,000.   |
| ALLEY'S HOUSE<br>4105 JUNIUS STREET<br>DALLAS, TX 75246                                      |  | PC                                   | PATHWAY PROGRAM FOR<br>TEEN MOTHERS                      | 15,000.    |
| ALLIANCE FOR SUPPORTIVE HOUSING, INC.<br>13140 COIT ROAD, SUITE 362<br>DALLAS, TX 75240      |  | PC                                   | BUILDING IRIS PLACE II                                   | 150,000.   |
| AT LAST, INC.<br>11700 PRESTON, SUITE 660-116<br>DALLAS, TX 75230                            |  | PC                                   | CONSTRUCTION OF HOUSE<br>1 (AT DALLAS SITE 1)            | 75,000.    |
| ATTITUDES & ATTIRE<br>2050 N. STEMMONS FREEWAY, MAIL UNIT<br>102, SUITE 181 DALLAS, TX 75207 |  | PC                                   | ATTITUDE WORKS: A<br>WORKBOOK FROM<br>ATTITUDES & ATTIRE | 10,000.    |
| AUSTIN COLLEGE<br>900 N. GRAND AVE, STE. 6G<br>SHERMAN, TX 75090                             |  | PC                                   | CRAIG HALL RENOVATIONS<br>- HVAC SYSTEM                  | 500,000.   |
| BIG THOUGHT<br>1409 S LAMAR ST. #1015<br>DALLAS, TX 75215                                    |  | PC                                   | THE MOBILE TECH<br>EXPERIENCE (MXP)                      | 150,000.   |
| BOYS & GIRLS CLUBS OF GREATER DALLAS<br>P.O. BOX 140189<br>DALLAS, TX 75214                  |  | PC                                   | NEW SCHOOL BUS   | 100,000.   |
| BRACKETT INDEPENDENT SCHOOL DISTRICT<br>P.O. BOX 586<br>BRACKETTVILLE, TX 78832              |  | PC                                   | SAFETY AND SECURITY<br>FOR ALL STUDENTS                  | 60,000.    |
| BRASWELL CHILD DEVELOPMENT CENTER<br>2203 2ND AVENUE<br>DALLAS, TX 75210                     |  | PC                                   | SECURITY FENCING FOR<br>NEW PARKING LOT                  | 25,000.    |
| Total from continuation sheets   |  |                                      |  | 6,650,500. |

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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)   |   |                                |  |          |
| BRIGHTER TOMORROWS, INC.<br>928 BLUEBIRD DR.<br>IRVING, TX 75061                            |   | PC                             | EMERGENCY SHELTER PROGRAM                            | 25,000.  |
| BROTHER BILL'S HELPING HAND<br>3906 N. WESTMORELAND DRIVE<br>DALLAS, TX 75212               |   | PC                             | HUMANITARIAN GRANT                                   | 5,000.   |
| BUCKNER CHILDREN AND FAMILY SERVICES<br>700 N. PEARL STREET, SUITE 1200<br>DALLAS, TX 75201 |   | PC                             | BACHMAN LAKE FAMILY HOPE CENTER CAPITAL CAMPAIGN     | 125,000. |
| C. C. YOUNG MEMORIAL HOME<br>4847 WEST LAWTHER DRIVE, SUITE 100<br>DALLAS, TX 75214         |   | PC                             | NURSE CALL COMMUNICATION SYSTEM FOR THE VIST         | 100,000. |
| CAMP SUMMIT<br>17210 CAMPBELL ROAD, SUITE 180-W<br>DALLAS, TX 75252                         |   | PC                             | FACILITY & PROGRAM ENHANCEMENT FOR BARRIER-FREE CAMP | 200,000. |
| CATCH UP & READ, INC.<br>3001 KNOX STREET SUITE 201<br>DALLAS, TX 75205                     |   | PC                             | CATCH UP & READ                                      | 20,000.  |
| CATHOLIC CHARITIES OF DALLAS, INC.<br>1421 W. MOCKINGBIRD LANE<br>DALLAS, TX 75247          |   | PC                             | HUMANITARIAN GRANT                                   | 5,000.   |
| CHILD PROTECTIVE SERVICES COMMUNITY PARTNERS, INC.<br>7950 ELMBROOK DR.<br>DALLAS, TX 75247 |   | PC                             | HUMANITARIAN GRANT                                   | 5,000.   |
| CHILD PROTECTIVE SERVICES COMMUNITY PARTNERS, INC.<br>7950 ELMBROOK DR.<br>DALLAS, TX 75247 |   | PC                             | A NEW HOME FOR COMMUNITY PARTNERS OF DALLAS          | 250,000. |
| CHILDREN'S ADVOCACY CENTER FOR DENTON COUNTY<br>1854 CAIN DRIVE<br>LEWISVILLE, TX 75077     |   | PC                             | CAPITAL CAMPAIGN LEWISVILLE BUILDING EXPANSION       | 75,000.  |
| Total from continuation sheets  |   |                                |  |          |

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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)  |   |                                |   |          |
| CHILDREN'S MEDICAL CENTER FOUNDATION<br>2777 STEMMONS FREEWAY, SUITE 1700<br>DALLAS, TX 75207  |   | PC                             | ACQUISITION OF TWO STATE-OF-THE-ART CRITICAL CARE AMBULANCES AND ONE CRITICAL CARE ISOLETTE | 250,000. |
| CITY SQUARE<br>PO BOX 140024<br>DALLAS, TX 75214   |   | PC                             | HUMANITARIAN GRANT  | 5,000.   |
| COMMEMORATIVE AIR FORCE<br>PO BOX 764769<br>DALLAS, TX 75376                                   |   | PC                             | CAF NATIONAL AVIATION EDUCATION CENTER  | 250,000. |
| COMMUNITIES FOUNDATION OF TEXAS, INC.<br>5500 CARUTH HAVEN LANE<br>DALLAS, TX 75225            |   | PC                             | DALLAS SWAT RIFLE PLATFORM  | 200,000. |
| CRISTO REY DALLAS HIGH SCHOOL<br>1064 N. ST. AUGUSTINE<br>DALLAS, TX 75217                     |   | PC                             | CORPORATE WORK STUDY CENTER AT CRISTO REY DALLAS  | 250,000. |
| CROSSROADS COMMUNITY SERVICES INC<br>4500 S. COCKRELL HILL RD.<br>DALLAS, TX 75236             |   | PC                             | HUMANITARIAN GRANT  | 5,000.   |
| CROSSROADS COMMUNITY SERVICES INC<br>4500 S. COCKRELL HILL RD.<br>DALLAS, TX 75236             |   | PC                             | POLLOCK CAMPUS TRANSITION   | 25,000.  |
| DALLAS AFTERSCHOOL NETWORK<br>3900 WILLOW ST., 110<br>DALLAS, TX 75226                         |   | PC                             | PROGRAM QUALITY INITIATIVE - RESTRICTED FOR MATERIALS                                       | 25,000.  |
| DALLAS BLACK DANCE THEATRE<br>2700 ANN WILLIAMS WAY<br>DALLAS, TX 75201                        |   | PC                             | CAPITAL AND TECHNOLOGY IMPROVEMENTS FOR 42N SEASON  | 50,000.  |
| DALLAS FOUNDATION A TX NONPROFIT CORPORATION<br>3963 MAPLE AVENUE, STE 390<br>DALLAS, TX 75219 |   | PC                             | BACHMAN LAKE TOGETHER FAMILY CENTER BUILDING IMPROVEMENTS, CAPITAL SUPPORT REQUEST          | 50,000.  |
| Total from continuation sheets   |   |                                |   |          |

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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)  |   |                                |  |         |
| DALLAS INTERNATIONAL UNIVERSITY<br>7500 W. CAMP WISDOM ROAD<br>DALLAS, TX 75236                    |   | PC                             | CLASSROOM TECHNOLOGY UPGRADES                                  | 90,000. |
| DALLAS MISSION FOR LIFE, INC. DBA<br>DALLAS LIFE<br>P. O. BOX 130116<br>DALLAS, TX 75313           |   | PC                             | HUMANITARIAN GRANT   | 5,000.  |
| DENISON HELPING HANDS<br>418 WEST CHESNUT<br>DENISON, TX 75020                                     |   | PC                             | HUMANITARIAN GRANT   | 5,000.  |
| DWELL WITH DIGNITY FOUNDATION, INC.<br>3112 HOOD STREET<br>DALLAS, TX 75219                        |   | PC                             | HUMANITARIAN GRANT   | 5,000.  |
| EDUCATION OPENS DOORS<br>2804 SWISS AVENUE<br>DALLAS, TX 75204                                     |   | PC                             | ROADMAP TO SUCCESS   | 25,000. |
| EPISCOPAL CHURCH OF THE ASCENSION<br>8787 GREENVILLE AVENUE<br>DALLAS, TX 75243                    |   | PC                             | HUMANITARIAN GRANT   | 5,000.  |
| FAMILY GATEWAY, INC.<br>711 S. ST. PAUL<br>DALLAS, TX 75201  |   | PC                             | REFRESH OF COMPUTERS   | 25,000. |
| FAMILY PLACE, INC.<br>P.O. BOX 7999<br>DALLAS, TX 75209  |   | PC                             | NEW TURF FOR CHILDREN'S PLAYGROUND                             | 25,000. |
| FOR THE NATIONS REFUGEE OUTREACH<br>414 S. PURDUE DRIVE<br>GARLAND, TX 75042                       |   | PC                             | MULTIPURPOSE BUS AND ASSOCIATED COSTS                          | 40,000. |
| FRIENDS OF THE DALLAS PUBLIC LIBRARY, INC.<br>1515 YOUNG STREET, SEVENTH FLOOR<br>DALLAS, TX 75201 |   | PC                             | CHILDREN AND TEEN CENTERS AT THE VICKERY MEADOW BRANCH LIBRARY | 50,000. |
| Total from continuation sheets   |   |                                |  |         |

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

75-6007565

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)  |   |                                |   |          |
| FRIENDS OF THE KATY TRAIL, INC.<br>5207 MCKINNEY AVENUE, SUITE 19A<br>DALLAS, TX 75205     |   | PC                             | FRIENDS OF THE KATY TRAIL VISION PLAN   | 100,000. |
| FRISCO FAMILY SERVICES CENTER<br>8780 3RD STREET<br>FRISCO, TX 75034                       |   | PC                             | HUMANITARIAN GRANT  | 5,000.   |
| GRAND PRAIRIE UNITED CHARITIES INC.<br>1417 DENSMAN<br>GRAND PRAIRIE, TX 75051             |   | PC                             | HUMANITARIAN GRANT  | 5,000.   |
| HELPING HANDS OF ENNIS<br>P.O. BOX 472<br>ENNIS, TX 75120                                  |   | PC                             | HUMANITARIAN GRANT  | 5,000.   |
| HOLY TRINITY CATHOLIC SCHOOL<br>3815 OAK LAWN<br>DALLAS, TX 75219                          |   | PC                             | EARLY CHILDHOOD PLAYGROUND  | 75,000.  |
| HOPE SUPPLY CO.<br>10480 SHADY TRAIL, SUITE 104<br>DALLAS, TX 75220                        |   | PC                             | HUMANITARIAN GRANT  | 5,000.   |
| HOPE'S DOOR NEW BEGINNING CENTER<br>860 F AVE., STE 100<br>PLANO, TX 75074                 |   | PC                             | HUMANITARIAN GRANT  | 5,000.   |
| IN THE CITY FOR GOOD, INC.<br>10455 N. CENTRAL EXPRESSWAY, NO.<br>109-140 DALLAS, TX 75231 |   | PC                             | REMODELING A COMMERCIAL KITCHEN TO PROVIDE 70,000+ MEALS A YEAR TO LOW-INCOME SOUTH DALLAS CHILDREN | 50,000.  |
| IRVING CARES INC.<br>PO BOX 177425<br>IRVING, TX 75017                                     |   | PC                             | HUMANITARIAN GRANT  | 5,000.   |
| JESUIT COLLEGE PREPARATORY SCHOOL OF DALLAS<br>12345 INWOOD ROAD<br>DALLAS, TX 75244       |   | PC                             | SOUTH CAMPUS STUDENT PARKING LOT  | 150,000. |
| Total from continuation sheets   |   |                                |   |          |



HILLCREST FOUNDATION  
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Part XV Supplementary Information

| 3 Grants and Contributions Paid During the Year (Continuation)                           |   |                                |  |          |
|--|---|--------------------------------|--|----------|
| Recipient  | 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)  |   |                                |  |          |
| JEWISH COMMUNITY CENTER OF DALLAS<br>7900 NORTHAVEN RD.<br>DALLAS, TX 75230              |   | PC                             | HUMANITARIAN GRANT   | 5,000.   |
| JEWISH FAMILY SERVICE OF DALLAS<br>INCORPORATED<br>5402 ARAPAHO RD.<br>DALLAS, TX 75248  |   | PC                             | HUMANITARIAN GRANT   | 5,000.   |
| JOHN BUNKER SANDS WETLAND CENTER INC<br>655 MARTIN LANE<br>SEAGOVILLE, TX 75159          |   | PC                             | INCREASING<br>CONSERVATION LITERACY<br>THROUGH EXPANDED<br>FACILITIES AND<br>ENHANCED PROGRAMMING                        | 50,000.  |
| JUNE SHELTON SCHOOL AND EVALUATION<br>CENTER<br>15720 HILLCREST ROAD<br>DALLAS, TX 75248 |   | PC                             | THE CAMPAIGN FOR<br>SHELTON SCHOOL   | 250,000. |
| JUNIOR ACHIEVEMENT OF DALLAS<br>1201 EXECUTIVE DRIVE WEST<br>RICHARDSON, TX 75081        |   | PC                             | JA FINANCE PARK:<br>EQUIPMENT & TECHNOLOGY   | 25,000.  |
| JUNIOR PLAYERS GUILD<br>12225 GREENVILLE AVENUE, SUITE 1020<br>DALLAS, TX 75243          |   | PC                             | THE DIGITAL MEDIA &<br>JOURNALISM PROJECT  | 25,000.  |
| KIPP DALLAS FORT WORTH<br>P.O. BOX 140186<br>DALLAS, TX 75214                            |   | PC                             | KIPP TEXAS-DFW GENERAL<br>OPERATING SUPPORT  | 70,000.  |
| LIFE SCHOOL OF DALLAS<br>132 EAST OVILLA ROAD, SUITE A<br>DALLAS, TX 75154               |   | PC                             | BRIDGING TECHNOLOGICAL<br>INEQUITIES FOR<br>LOW-INCOME K-6<br>STUDENTS AT LIFE<br>SCHOOL'S OAK CLIFF                     | 50,000.  |
| LITTLE ELM AREA FOOD BANK<br>P.O. BOX 746<br>LITTLE ELM, TX 75068                        |   | PC                             | HUMANITARIAN GRANT   | 5,000.   |
| MEDISEND INTERNATIONAL<br>9244 MARKVILLE<br>DALLAS, TX 75243                             |   | PC                             | GENERAL RICHARD B<br>MYERS VETERANS PROGRAM<br>- ASSOCIATE OF APPLIED<br>SCIENCE IN BIOMEDICAL<br>ENGINEERING TECHNOLOGY | 60,000.  |
| Total from continuation sheets   |   |                                |  |          |

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

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Part XV: Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| Recipient<br>Name and address (home or business)   | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution   | Amount   |
|--|--|--------------------------------------|---|----------|
| MERCY STREET<br>3801 HOLYSTONE ST<br>DALLAS, TX 75212  |  | PC                                   | CAPITAL REQUEST -<br>URGENT REPAIRS FOR<br>MERCY STREET'S ROOF                    | 150,000. |
| MESQUITE SOCIAL SERVICES, INC.<br>1035 MILITARY PKWY<br>MESQUITE, TX 75149                     |  | PC                                   | HUMANITARIAN GRANT  | 5,000.   |
| METROCREST SERVICES, INC<br>13801 HUTTON DR STE 150<br>FARMERS BRANCH, TX 75234                |  | PC                                   | HUMANITARIAN GRANT  | 5,000.   |
| MINNIES FOOD PANTRY INC<br>671 18TH STREET<br>PLANO, TX 75074                                  |  | PC                                   | HUMANITARIAN GRANT  | 5,000.   |
| NASHER SCULPTURE CENTER<br>2001 FLORA STREET<br>DALLAS, TX 75201                               |  | PC                                   | NASHER SCULPTURE<br>CENTER CAPITAL<br>IMPROVEMENTS                                | 50,000.  |
| NATIONAL COUNCIL OF JEWISH WOMEN<br>INCORPORATED<br>6025 ROYAL LANE #219-9<br>DALLAS, TX 75230 |  | PC                                   | NCJW - GREATER DALLAS<br>SECTION: 'KIDS IN<br>COURT' COMMUNITY<br>SERVICE PROGRAM | 20,000.  |
| NATIONAL COUNCIL OF JEWISH WOMEN<br>INCORPORATED<br>6025 ROYAL LANE #219-9<br>DALLAS, TX 75230 |  | PC                                   | HUMANITARIAN GRANT  | 5,000.   |
| NEXUS RECOVERY CENTER INCORPORATED<br>8733 LA PRADA DRIVE<br>DALLAS, TX 75228                  |  | PC                                   | HUMANITARIAN GRANT  | 5,000.   |
| NORTH DALLAS SHARED MINISTRIES, INC.<br>2875 MERRELL ROAD<br>DALLAS, TX 75229                  |  | PC                                   | HUMANITARIAN GRANT  | 5,000.   |
| OUR CALLING, INC.<br>P.O. BOX 140428<br>DALLAS, TX 75214                                       |  | PC                                   | CAPITAL RENOVATIONS<br>FOR EXPAND SERVICES<br>FOR THE HOMELESS                    | 25,000.  |
| Total from continuation sheets   |  |                                      |   |          |

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

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| Recipient<br>Name and address (home or business)   | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution                           | Amount   |
|--|--|--------------------------------------|---|----------|
| PARKER COUNTY COMMITTEE ON AGING<br>1225 HOLLAND LAKE DRIVE<br>WEATHERFORD, TX 76086                                   |  | PC                                   | HUMANITARIAN GRANT  | 5,000.   |
| PAUL QUINN COLLEGE<br>3837 SIMPSON STUART RD.<br>DALLAS, TX 75241  |  | PC                                   | LAPTOPS FOR LOW-INCOME<br>STUDENTS AT PAUL QUINN<br>COLLEGE   | 75,000.  |
| PEDIPLACE<br>502 S. OLD ORCHARD LANE, SUITE 126<br>LEWISVILLE, TX 75067  |  | PC                                   | PURCHASE MEDICAL<br>EQUIPMENT                                 | 25,000.  |
| PEROT MUSEUM OF NATURE AND SCIENCE<br>2201 N. FIELD STREET<br>DALLAS, TX 75201   |  | PC                                   | THE RESEARCH AND<br>COLLECTIONS CENTER AT<br>THE PEROT MUSEUM | 150,000. |
| PHOENIX HOUSES OF TEXAS, INC.<br>2351 W NORTHWEST HIGHWAY, SUITE 3265<br>DALLAS, TX 75220                              |  | PC                                   | PHOENIX HOUSES OF<br>TEXAS TECHNOLOGY FUND                    | 75,000.  |
| PLANO ISD EDUCATION FOUNDATION<br>2700 W. 15TH ST.<br>PLANO, TX 75075  |  | PC                                   | PLANO ISD HEALTH<br>SCIENCES ACADEMY                          | 15,000.  |
| PROMISE HOUSE<br>224 W. PAGE AVE.<br>DALLAS, TX 75208  |  | PC                                   | EXPANSION OF EMERGENCY<br>YOUTH SHELTER                       | 25,000.  |
| ROCKWALL COUNTY HELPING HANDS<br>950 WILLIAMS STREET<br>ROCKWALL, TX 75087   |  | PC                                   | HUMANITARIAN GRANT  | 5,000.   |
| RONALD MCDONALD HOUSE OF DALLAS, INC.<br>4707 BENGAL ST.<br>DALLAS, TX 75235   |  | PC                                   | TECHNOLOGY ENHANCEMENT<br>INITIATIVE                          | 150,000. |
| SALESMANSHIP CLUB YOUTH AND FAMILY<br>CENTERS, INC. DBA MOMENTOUS INSTITUTE<br>106 E. TENTH STREET<br>DALLAS, TX 75203 |  | PC                                   | NATURE-BASED SOCIAL<br>EMOTIONAL LEARNING                     | 40,000.  |
| Total from continuation sheets   |  |                                      |   |          |

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

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Part XV: Supplementary Information

| 3 Grants and Contributions Paid During the Year (Continuation)                                  |   |                                |   |          |
|---|---|--------------------------------|---|----------|
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| Name and address (home or business)   |   |                                |   |          |
| SENIOR CITIZENS OF GREATER DALLAS, INC.<br>3910 HARRY HINES<br>DALLAS, TX 75219                 |   | PC                             | SPIRIT OF GENERATIONS AWARD HONORING SANDRA AND HENRY ESTESS                        | 2,500.   |
| SHAKESPEARE DALLAS<br>1250 MAJESTY DR<br>DALLAS, TX 75247                                       |   | PC                             | ALL THE WORLD'S A STAGE BUILD AND IMPLEMENTATION AND SOTGI SUMMER CAMP SCHOLARSHIPS | 50,000.  |
| SHARING LIFE COMMUNITY OUTREACH<br>3544 E. EMPORIUM CIRCLE<br>MESQUITE, TX 75150                |   | PC                             | FINANCIAL EMPOWERMENT CENTER - CLASSROOM REMODEL                                    | 75,000.  |
| SHE SUPPLY<br>800 PARKER SQUARE, SUITE 275<br>FLOWER MOUND, TX 75028                            |   | PC                             | HUMANITARIAN GRANT  | 5,000.   |
| SHELTER MINISTRIES OF DALLAS DBA<br>AUSTIN STREET CENTER<br>P.O. BOX 710729<br>DALLAS, TX 75371 |   | PC                             | HUMANITARIAN GRANT  | 5,000.   |
| SIMPLY GRACE<br>P.O. BOX 180172<br>DALLAS, TX 75218   |   | PC                             | HUMANITARIAN GRANT  | 5,000.   |
| SOUPMOBILE, INC.<br>2423 S. GOOD LATIMER<br>DALLAS, TX 75215                                    |   | PC                             | HUMANITARIAN GRANT  | 5,000.   |
| SOUPMOBILE, INC.<br>2423 S. GOOD LATIMER<br>DALLAS, TX 75215                                    |   | PC                             | SOUPMOBILE MOBILE FOOD PANTRY   | 50,000.  |
| SOUTHERN METHODIST UNIVERSITY<br>P.O. BOX 750402<br>DALLAS, TX 75275                            |   | PC                             | CONSTRUCTION OF THE FORD RESEARCH AND INNOVATION BUILDING                           | 100,000. |
| SOUTHERN METHODIST UNIVERSITY<br>P.O. BOX 750402<br>DALLAS, TX 75275                            |   | PC                             | CONSTRUCTION OF THE FORD RESEARCH AND INNOVATION BUILDING                           | 100,000. |
| Total from continuation sheets  |   |                                |   |          |

HILLCREST FOUNDATION  
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Part XV Supplementary Information

| 3 Grants and Contributions Paid During the Year (Continuation)                                   |  |                                      |   |          |
|--|--|--------------------------------------|---|----------|
| Recipient<br>Name and address (home or business)   | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution   | Amount   |
| SOUTHERN METHODIST UNIVERSITY<br>P.O. BOX 750402<br>DALLAS, TX 75275                             |  | PC                                   | CONSTRUCTION OF THE<br>FORD RESEARCH AND<br>INNOVATION BUILDING                     | 100,000. |
| SOUTHWESTERN DIABETIC FOUNDATION,<br>INC.<br>PO BOX 918<br>GAINESVILLE, TX 76241                 |  | PC                                   | CENTRAL RECEIVING<br>BUILDING   | 40,000.  |
| ST. PHILIP'S SCHOOL & COMMUNITY<br>CENTER<br>1600 PENNSYLVANIA AVENUE<br>DALLAS, TX 75215        |  | PC                                   | WE BELIEVE CAMPAIGN -<br>NEW PERFORMING AND<br>FINE ARTS PAVILION AND<br>CLASSROOMS | 150,000. |
| TEACH FOR AMERICA, INC.<br>600 NORTH PEARL STREET, SUITE 2300<br>DALLAS, TX 75206                |  | PC                                   | TEACHER LEADERSHIP<br>TRAINING & SUPPORT<br>PROGRAM                                 | 50,000.  |
| TEXAS A&M FOUNDATION TEXAS A&M<br>COLLEGE OF DENTISTRY<br>3302 GASTON AVENUE<br>DALLAS, TX 75246 |  | PC                                   | TEXAS A&M UNIVERSITY<br>COLLEGE OF DENTISTRY<br>CLINIC AND EDUCATION<br>BUILDING    | 100,000. |
| TEXAS BALLET THEATER<br>8401 N CENTRAL EXPRESSWAY, SUITE 910<br>DALLAS, TX 75225                 |  | PC                                   | TBT COMMUNITY<br>ENRICHMENT PROGRAMS  | 25,000.  |
| TEXAS SCOTTISH RITE HOSPITAL FOR<br>CRIPPLED CHILDREN<br>2222 WELBORN STREET<br>DALLAS, TX 75219 |  | PC                                   | BOUNDLESS CENTENNIAL<br>CAMPAIGN FOR SCOTTISH<br>RITE HOSPITAL                      | 250,000. |
| TEXAS VETERINARY MEDICAL FOUNDATION<br>8104 EXCHANGE DRIVE<br>AUSTIN, TX 78754                   |  | PC                                   | TEXAS VETERINARY<br>MEDICAL FOUNDATION<br>PALS                                      | 5,000.   |
| THE CENTER FOR VISION HEALTH<br>5442 LA SIERRA DRIVE<br>DALLAS, TX 75231                         |  | PC                                   | OPTICAL EQUIPMENT FOR<br>NONPROFIT VISION<br>CLINIC                                 | 40,000.  |
| THE GATEHOUSE<br>670 WESTPORT PARKWAY<br>GRAPEVINE, TX 76051                                     |  | PC                                   | HUMANITARIAN GRANT  | 5,000.   |
| Total from continuation sheets   |  |                                      |   |          |

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

75-6007565

**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)  |   |                                |   |         |
| THE STEWPOT OF FIRST PRESBYTERIAN CHURCH<br>1835 YOUNG STREET<br>DALLAS, TX 75201      |   | PC                             | HUMANITARIAN GRANT  | 5,000.  |
| THE VISITING NURSE ASSOCIATION OF TEXAS<br>1600 VICEROY, SUITE 400<br>DALLAS, TX 75235 |   | PC                             | HUMANITARIAN GRANT  | 5,000.  |
| THE WARREN CENTER, INC.<br>320 CUSTER ROAD<br>RICHARDSON, TX 75080                     |   | PC                             | FISCAL YEAR 2019<br>CAMPUS UPDATES PROJECT                                  | 50,000. |
| TRUSTED WORLD FOUNDATION<br>906 W. MCDERMOTT DRIVE, SUITE 116-277<br>ALLEN, TX 75013   |   | PC                             | HUMANITARIAN GRANT  | 5,000.  |
| TYLER STREET CHRISTIAN ACADEMY<br>915 W. 9TH STREET<br>DALLAS, TX 75208                |   | PC                             | HVAC AND FIRE PANEL<br>UPGRADE  | 50,000. |
| TYLER STREET COMMUNITY SERVICES<br>927 W. TENTH STREET<br>DALLAS, TX 75208             |   | PC                             | HUMANITARIAN GRANT  | 3,000.  |
| TYLER STREET COMMUNITY SERVICES<br>927 W. TENTH STREET<br>DALLAS, TX 75208             |   | PC                             | HUMANITARIAN GRANT  | 5,000.  |
| UNION GOSPEL MISSION<br>3211 IRVING BLVD.<br>DALLAS, TX 75247                          |   | PC                             | HUMANITARIAN GRANT  | 5,000.  |
| UNITED WAY OF METROPOLITAN DALLAS, INC.<br>1800 N. LAMAR<br>DALLAS, TX 75202           |   | PC                             | ONCE UPON A MONTH   | 50,000. |
| UNIVERSITY OF DALLAS<br>1845 E. NORTHGATE<br>IRVING, TX 75062                          |   | PC                             | CARDINAL FARRELL HALL<br>STUDENT SERVICES AND<br>ADMINISTRATION<br>BUILDING | 50,000. |
| Total from continuation sheets   |   |                                |   |         |

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

75-6007565

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| Recipient<br>Name and address (home or business)                            | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution   | Amount  |
|---|--|--------------------------------------|---|---------|
| VOLUNTEER CENTER OF NORTH TEXAS<br>2800 LIVE OAK STREET<br>DALLAS, TX 75204 |  | PC                                   | TRANSFORMING THE<br>VOLY.ORG VOLUNTEER<br>RECRUITING AND<br>MANAGEMENT PLATFORM TO<br>BE ACESIBLE TO MORE | 25,000. |
| WAXAHACHIE C A R E SERVICES<br>1208 FERRIS AVENUE<br>WAXAHACHIE, TX 75165   |  | PC                                   | HUMANITARIAN GRANT  | 5,000.  |
| WHITE ROCK CENTER OF HOPE<br>PO BOX 180358<br>DALLAS, TX 75218              |  | PC                                   | HUMANITARIAN GRANT  | 5,000.  |
| WILKINSON CENTER<br>PO BOX 720248<br>DALLAS, TX 75372                       |  | PC                                   | HUMANITARIAN GRANT  | 5,000.  |
|   |  |                                      |   |         |
|   |  |                                      |   |         |
|   |  |                                      |   |         |
|   |  |                                      |   |         |
|   |  |                                      |   |         |
|   |  |                                      |   |         |
| <b>Total from continuation sheets</b>                                       |  |                                      |   |         |

823631  
04-01-18

**Part XV** Supplementary Information

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

NAME OF RECIPIENT - CHILDREN'S MEDICAL CENTER FOUNDATION

ACQUISITION OF TWO STATE-OF-THE-ART CRITICAL CARE AMBULANCES AND ONE  
CRITICAL CARE ISOLETTE FOR CHILDREN'S HEALTH TRANSPORT SERVICES

NAME OF RECIPIENT - LIFE SCHOOL OF DALLAS

BRIDGING TECHNOLOGICAL INEQUITIES FOR LOW-INCOME K-6 STUDENTS AT LIFE  
SCHOOL'S OAK CLIFF ELEMENTARY SCHOOL

NAME OF RECIPIENT - VOLUNTEER CENTER OF NORTH TEXAS

TRANSFORMING THE VOLY.ORG VOLUNTEER RECRUITING AND MANAGEMENT PLATFORM  
TO BE ACESIBLE TO MORE VOLUNTEERS THROUGH AMERICANS WITH DISABILITIES  
ACT COMPLIANCE



Part XVI-A Analysis of Income-Producing Activities

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, 13 Total.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

HILLCREST FOUNDATION

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule.

Table with 2 columns: Yes, No. Rows 1a(1) through 1c. All 'No' boxes are checked (X).

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

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.
Signature of officer or trustee: Donna Hedgcock-Gurria, Date: 4-14-20, Title: TRUSTEE

May the IRS discuss this return with the preparer shown below? See Instr. [X] Yes No

Paid Preparer Use Only section containing fields for Preparer's name (KEVIN WARNEKE), Signature, Date (04/08/2020), Firm's name (LANE GORMAN TRUBITT, LLC), Firm's EIN (75-1044330), Firm's address (2626 HOWELL ST, SUITE 700, DALLAS, TX 75204), and Phone no. (214-871-7500).

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

| SOURCE                 | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | (A) REVENUE PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME |
|------------------------|--------------|-------------------------|-----------------------|---------------------------|-------------------------|
| DOMESTIC DIVIDENDS     | 1,243,293.   | 0.                      | 1,243,293.            | 1,230,188.                |                         |
| FOREIGN DIVIDENDS      | 645,461.     | 0.                      | 645,461.              | 644,026.                  |                         |
| FOREIGN INTEREST       | 47,703.      | 0.                      | 47,703.               | 47,703.                   |                         |
| INTEREST               | 903,375.     | 0.                      | 903,375.              | 903,375.                  |                         |
| PARTNERSHIP INCOME     | 104,855.     | 0.                      | 104,855.              | 62,208.                   |                         |
| US GOVERNMENT INTEREST | 148,828.     | 0.                      | 148,828.              | 148,828.                  |                         |
| TO PART I, LINE 4      | 3,093,515.   | 0.                      | 3,093,515.            | 3,036,328.                |                         |

FORM 990-PF OTHER INCOME STATEMENT 2

| DESCRIPTION                           | (A) REVENUE PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME |
|---------------------------------------|-----------------------|---------------------------|-------------------------|
| OTHER INCOME                          | 3,632.                | 632.                      |                         |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 3,632.                | 632.                      |                         |

FORM 990-PF LEGAL FEES STATEMENT 3

| DESCRIPTION                | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|----------------------------|------------------------|---------------------------|-------------------------|-------------------------|
| LEGAL FEES                 | 17,631.                | 0.                        |                         | 17,631.                 |
| TO FM 990-PF, PG 1, LN 16A | 17,631.                | 0.                        |                         | 17,631.                 |

FORM 990-PF ACCOUNTING FEES STATEMENT 4

| DESCRIPTION                  | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------|---------------------------|-------------------------|-------------------------|
| ACCOUNTING FEES              | 48,427.                | 29,056.                   |                         | 19,371.                 |
| TO FORM 990-PF, PG 1, LN 16B | 48,427.                | 29,056.                   |                         | 19,371.                 |

| FORM 990-PF                  | OTHER PROFESSIONAL FEES      |                                   |                               | STATEMENT 5                   |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| PROFESSIONAL FEES            | 227,749.                     | 201,504.                          |                               | 26,245.                       |
| TO FORM 990-PF, PG 1, LN 16C | 227,749.                     | 201,504.                          |                               | 26,245.                       |

| FORM 990-PF                 | TAXES                        |                                   |                               | STATEMENT 6                   |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| EXCISE TAXES                | 126,000.                     | 0.                                |                               | 0.                            |
| FOREIGN TAXES               | 78,739.                      | 78,739.                           |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 18 | 204,739.                     | 78,739.                           |                               | 0.                            |

| FORM 990-PF                 | OTHER EXPENSES               |                                   |                               | STATEMENT 7                   |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| INSURANCE                   | 20,259.                      | 12,155.                           |                               | 8,104.                        |
| GRANTMAKING EXPENSE         | 388,494.                     | 0.                                |                               | 388,494.                      |
| OTHER CHARITABLE EXPENSE    | 646.                         | 0.                                |                               | 646.                          |
| OTHER INVESTMENT FEE        | 939.                         | 0.                                |                               | 939.                          |
| PARTNERSHIP EXPENSES        | 27,940.                      | 27,940.                           |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 23 | 438,278.                     | 40,095.                           |                               | 398,183.                      |

| FORM 990-PF                            | OTHER INVESTMENTS | STATEMENT 8  |                   |
|--|-------------------|--------------|-------------------|
| DESCRIPTION                            | VALUATION METHOD  | BOOK VALUE   | FAIR MARKET VALUE |
| FIXED INCOME SECURITIES                | COST              | 29,511,242.  | 29,881,324.       |
| EQUITY SECURITIES                      | COST              | 73,482,349.  | 94,000,291.       |
| ALTERNATIVE INVESTMENTS                | COST              | 22,228,564.  | 21,044,541.       |
| TOTAL TO FORM 990-PF, PART II, LINE 13 |                   | 125,222,155. | 144,926,156.      |

| FORM 990-PF  | PART VIII - LIST OF OFFICERS, DIRECTORS<br>TRUSTEES AND FOUNDATION MANAGERS | STATEMENT 9       |                                 |                    |
|--|---|-------------------|---------------------------------|--------------------|
| NAME AND ADDRESS   | TITLE AND<br>AVRG HRS/WK  | COMPEN-<br>SATION | EMPLOYEE<br>BEN PLAN<br>CONTRIB | EXPENSE<br>ACCOUNT |
| BANK OF AMERICA<br>P.O. BOX 831041<br>DALLAS, TX 75283     | CORP-TRUSTEE<br>1.00  | 510,993.          | 0.                              | 0.                 |
| W.W. CARUTH, III<br>P.O. BOX 831041<br>DALLAS, TX 75283    | CO-TRUSTEE<br>1.00  | 0.                | 0.                              | 0.                 |
| D. HAROLD BYRD, III<br>P.O. BOX 831041<br>DALLAS, TX 75283 | CO-TRUSTEE<br>1.00  | 0.                | 0.                              | 0.                 |
| SANDRA ESTESS<br>P.O. BOX 831041<br>DALLAS, TX 75283       | CO-TRUSTEE<br>1.00  | 0.                | 0.                              | 0.                 |
| ALAN J. PERKINS<br>P.O. BOX 831041<br>DALLAS, TX 75283     | CO-TRUSTEE<br>1.00  | 0.                | 0.                              | 0.                 |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII               |   | 510,993.          | 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, PHILANTHROPIC SOLUTIONS  
901 MAIN ST, 19TH FLOOR  
DALLAS, TX 75202-3714

TELEPHONE NUMBER

877-898-7323

EMAIL ADDRESS

TX.PHILANTHROPIC@BANKOFAMERICA.COM

FORM AND CONTENT OF APPLICATIONS

APPLY ONLINE AT [WWW.BANKOFAMERICA.COM/GRANTMAKING](http://WWW.BANKOFAMERICA.COM/GRANTMAKING). 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 THE GRANT MUST BE FOR RELIEF OF POVERTY OR FURTHERANCE OF EDUCATION OR HEALTH.