

Form 990-PF Department of the Treasury Internal Revenue Service

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 for instructions and the latest information.

OMB No. 1545-0047

2022

Open to Public Inspection

For calendar year 2022, or tax year beginning 06-01-2022, and ending 05-31-2023

Name of foundation: HILLCREST FOUNDATION C/O BANK OF AMERICA NA. A Employer identification number: 75-6007565. B Telephone number: (888) 866-3275. G Check all that apply: Initial return, Final return, Address change, etc. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$158,586,938. J Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	4,324,284	3,860,492	3,860,492
	<b>2</b> Savings and temporary cash investments . . . . .			
	<b>3</b> Accounts receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .			
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .	129,525,203	128,076,035	154,726,446
	<b>14</b> Land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)				
<b>16 Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	133,849,487	131,936,527	158,586,938	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow FASB ASC 958, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24, 25, 29 and 30.</b>			
	<b>24</b> Net assets without donor restrictions . . . . .	133,349,487	131,436,527	
	<b>25</b> Net assets with donor restrictions . . . . .	500,000	500,000	
	<b>Foundations that do not follow FASB ASC 958, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 26 through 30.</b>			
	<b>26</b> Capital stock, trust principal, or current funds . . . . .			
	<b>27</b> Paid-in or capital surplus, or land, bldg., and equipment fund			
	<b>28</b> Retained earnings, accumulated income, endowment, or other funds			
<b>29 Total net assets or fund balances</b> (see instructions) . . . . .	133,849,487	131,936,527		
<b>30 Total liabilities and net assets/fund balances</b> (see instructions) .	133,849,487	131,936,527		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> Total net assets or fund balances at beginning of year—Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return) . . . . .	<b>1</b>	133,849,487
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	-866,392
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	0
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	132,983,095
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	1,046,568
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29 .	<b>6</b>	131,936,527

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1 a</b> CAPITAL GAIN/LOSS	P		
<b>b</b> CAPITAL GAINS DIVIDENDS	P		
<b>c</b> INVESCO DB COMMODITY INDEX TRACKING FUND ST	P		
<b>d</b> INVESCO DB COMMODITY INDEX TRACKING FUND 1256	P		
<b>e</b> INVESCO DB COMMODITY INDEX TRACKING FUND LT	P		

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b> 49,021,683		45,390,151	3,631,532
<b>b</b> 333,936			333,936
<b>c</b> 31,330			31,330
<b>d</b> 1,211,807			1,211,807
<b>e</b>		162	-162

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
<b>a</b>			3,631,532
<b>b</b>			333,936
<b>c</b>			31,330
<b>d</b>			1,211,807
<b>e</b>			-162

**2** Capital gain net income or (net capital loss)

{	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	}
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**2**

5,208,443

**3** Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8

. . . . . }

**3**

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

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, tax under section 511, subtitle A tax, tax based on investment income, credits/payments, and total tax due/overpayment.

Part VI-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Questions cover political activities, tax filing, and asset requirements.

Part VI-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, distributions, public inspection requirements, and books in care.

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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

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

Part VI-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.

Table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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

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

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

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

(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 Additional Data Table				

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

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

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

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

**3 Five highest-paid independent contractors for professional services (see instructions). 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 VIII-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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**Part VIII-B Summary of Program-Related Investments (see instructions)**

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

	Amount
<b>1</b>	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	
Total. Add lines 1 through 3 . . . . .	▶ 0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	147,258,908
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	7,828,690
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	7,462,901
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	162,550,499
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	162,550,499
<b>4</b>	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	2,438,257
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3.. . . .	<b>5</b>	160,112,242
<b>6</b>	<b>Minimum investment return.</b> Enter 5% (0.05) of line 5. . . . .	<b>6</b>	8,005,612

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

<b>1</b>	Minimum investment return from Part IX, line 6. . . . .	<b>1</b>	8,005,612
<b>2a</b>	Tax on investment income for 2022 from Part V, line 5. . . . .	<b>2a</b>	114,248
<b>b</b>	Income tax for 2022. (This does not include the tax from Part V.). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	114,248
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1. . . . .	<b>3</b>	7,891,364
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	10,000
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	7,901,364
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1. . . . .	<b>7</b>	7,901,364

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26. . . . .	<b>1a</b>	8,994,247
<b>b</b>	Program-related investments—total from Part VIII-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part XII, line 4.. . . .	<b>4</b>	8,994,247



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

	(a) Corpus	(b) Years prior to 2021	(c) 2021	(d) 2022
<b>1</b> Distributable amount for 2022 from Part X, line 7				7,901,364
<b>2</b> Undistributed income, if any, as of the end of 2022:				
<b>a</b> Enter amount for 2021 only. . . . .			8,202,116	
<b>b</b> Total for prior years: 20___, 20___, 20___		0		
<b>3</b> Excess distributions carryover, if any, to 2022:				
<b>a</b> From 2017. . . . .				
<b>b</b> From 2018. . . . .				
<b>c</b> From 2019. . . . .				
<b>d</b> From 2020. . . . .				
<b>e</b> From 2021. . . . .				
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2022 from Part XI, line 4: <b>▶</b> \$ <u>8,994,247</u>				
<b>a</b> Applied to 2021, but not more than line 2a			8,202,116	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2022 distributable amount. . . . .				792,131
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2022. (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b. . . . .		0		
<b>c</b> 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	
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions. . . . .		0		
<b>e</b> Undistributed income for 2021. Subtract line 4a from line 2a. Taxable amount—see instructions. . . . .			0	
<b>f</b> Undistributed income for 2022. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2023. . . . .				7,109,233
<b>7</b> 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			
<b>8</b> Excess distributions carryover from 2017 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9</b> <b>Excess distributions carryover to 2023.</b> Subtract lines 7 and 8 from line 6a. . . . .	0			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2018. . . . .				
<b>b</b> Excess from 2019. . . . .				
<b>c</b> Excess from 2020. . . . .				
<b>d</b> Excess from 2021. . . . .				
<b>e</b> Excess from 2022. . . . .				

**Part XIII Private Operating Foundations** (see instructions and Part VI-A, question 9)

<b>1a</b> If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2022, enter the date of the ruling . . . . . ▶					
<b>b</b> Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed . . . . .	Tax year	Prior 3 years			<b>(e) Total</b>
	<b>(a)</b> 2022	<b>(b)</b> 2021	<b>(c)</b> 2020	<b>(d)</b> 2019	
<b>b</b> 85% (0.85) of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XI, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part IX, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**Part XIV 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).)

**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.

**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. See instructions

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**a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

BANK OF AMERICA PHILANTHROPIC SOLUT  
 901 MAIN ST 16TH FLOOR  
 DALLAS, TX 75202  
 (214) 209-2396  
 TX.PHILANTHROPIC@BOFA.COM

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**b** The form in which applications should be submitted and information and materials they should include:

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

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**c** Any submission deadlines:

FEBRUARY 28, JULY 31, AND NOVEMBER 30.

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

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.

**Part XIV** **Supplementary Information** (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total</b> . . . . . ▶ <b>3a</b>				
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . . ▶ <b>3b</b>				0



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

Part XVI

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?

Table with 3 columns: Question, Yes, No. Rows include 1a(1) Cash, 1a(2) Other assets, 1b(1) Sales of assets, 1b(2) Purchases of assets, 1b(3) Rental of facilities, 1b(4) Reimbursement arrangements, 1b(5) Loans or loan guarantees, 1b(6) Performance of services, and 1c Sharing of facilities.

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. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation.

Schedule table with 4 columns: (a) Line No., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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 No

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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.

Sign Here

\*\*\*\*\*

2024-03-25

\*\*\*\*\*

Signature of officer or trustee

Date


Title

May the IRS discuss this return with the preparer shown below? See instructions. Yes No

Paid Preparer Use Only

Table for preparer information with columns: Print/Type preparer's name (KEVIN WARNEKE), Preparer's Signature, Date, Check if self-employed, PTIN (P01294950), Firm's name (LANE GORMAN TRUBITT LLC), Firm's EIN (75-1044330), Firm's address (2626 HOWELL ST SUITE 700 DALLAS, TX 75204), Phone no. (214) 871-7500.

**Form 990PF Part VII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

<b>(a)</b> Name and address	Title, and average hours per week <b>(b)</b> devoted to position	<b>(c)</b> Compensation (If not paid, enter -0-)	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	Expense account, <b>(e)</b> other allowances
BANK OF AMERICA  PO BOX 653067 DALLAS, TX 752653067	CORP-TRUSTEE 1.00	543,664	0	0
WW CARUTH III PO BOX 653067 DALLAS, TX 752653067	CO-TRUSTEE 1.00	0	0	0
D HAROLD BYRD III PO BOX 653067 DALLAS, TX 752653067	CO-TRUSTEE 1.00	0	0	0
SANDRA ESTESS PO BOX 653067 DALLAS, TX 752653067	CO-TRUSTEE 1.00	0	0	0
ALAN J PERKINS PO BOX 653067 DALLAS, TX 752653067	CO-TRUSTEE 1.00	0	0	0

**Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount	
Name and address (home or business)					
<b>a</b> <i>Paid during the year</i>					
A CHRISTIAN FOOD PANTRY 741 S SHERMAN ST RICHARDSON, TX 75081			PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	20,000
AMERICAN CANCER SOCIETY INC 210 N HALL ST DALLAS, TX 75226			PC	PERGOLA FOR CANCER PATIENTS STAYING AT THE AMERICAN CANCER SOCIETY GENE AND JERRY JONES FAMILY HOPE LODGE IN DALLAS	50,000
ASSOCIATION FOR INDEPENDENT LIVING 2826 STOREY LANE DALLAS, TX 752204550			PC	CAPITAL IMPROVEMENTS TO OUR AFIL DORMITORY AND CAMPUS	50,000
<b>Total . . . . .</b>				<b>8,233,500</b>	

**Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount	
Name and address (home or business)					
<b>a</b> <i>Paid during the year</i>					
AUSTIN COLLEGE 900 NORTH GRAND AVE STE 6G SHERMAN, TX 75090					375,000
AUSTIN COLLEGE 900 NORTH GRAND AVE STE 6G SHERMAN, TX 75090					200,000
BAYLOR HEALTH CARE SYSTEM FOUNDATION 301 N WASHINGTON AVE DALLAS, TX 752461754					350,000
<b>Total . . . . .</b>				<b>8,233,500</b>	



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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
BIG BROTHERS BIG SISTERS LONE STAR 450 E JOHN CARPENTER FWY STE 300 IRVING, TX 75062				
		PC	NEW HOME FOR DALLAS MENTORING PROGRAM	50,000
BOYS & GIRLS CLUBS OF GREATER DALLAS 4816 WORTH ST DALLAS, TX 752461154				
		PC	NEW SHUTTLE BUS	115,000
BRIDGE BREAST CENTER INC 4000 JUNIUS STREET DALLAS, TX 75246				
		PC	BRIDGING BREAST HEALTH ACCESS WITH TECHNOLOGY	10,000
<b>Total . . . . .</b>				8,233,500

▶ **3a**

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
BRIGHTER TOMORROWS INC 928 BLUEBIRD DR IRVING, TX 75061		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	20,000
BROTHER BILL'S HELPING HAND 3906 N WESTMORELAND DRIVE DALLAS, TX 75212		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	20,000
BRYAN'S HOUSE - OPEN ARMS INC 3610 PIPESTONE DALLAS, TX 75212		PC	CAPITAL PROJECTS AT BRYAN'S HOUSE WEST DALLAS CAMPUS - HVAC AND SECURITY SYSTEM	75,000
<b>Total . . . . .</b> ▶ <b>3a</b>				8,233,500

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
BUCKNER CHILDREN AND FAMILY SERVICES 700 N PEARL STREET SUITE 1200 DALLAS, TX 75201		PC	STRENGTHENING AND EXPANDING CHILDREN AND YOUTH PROGRAMMING AT BUCKNER FAMILY HOPE CENTERS IN DALLAS - PURCHASE VAN	50,000
CASA DEL LAGO PO BOX 540324 DALLAS, TX 75354		PC	CASA DEL LAGO - HEART OF BACHMAN CAMPAIGN	150,000
CATHOLIC CHARITIES OF DALLAS INC 1421 W MOCKINGBIRD LANE DALLAS, TX 75247		PC	ST. JUDE CENTER CLIENT CHOICE PANTRY - TO BE USED FOR RENOVATIONS ONLY	150,000
<b>Total . . . . .</b> ▶ <b>3a</b>				8,233,500

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CEDAR HILL SHARES PO BOX 2694 CEDAR HILL, TX 75106		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	20,000
CHILDREN FIRST INC PO BOX 532147 GRAND PRAIRIE, TX 75053		PC	CAPITAL PROJECTS FOR OUR COUNSELING CENTER	100,000
CHRISTIAN COMMUNITY ACTION 200 S MILL STREET LEWISVILLE, TX 75057		PC	CAPITAL - HEATER/AIR-CONDITIONER REPLACEMENT	65,000
<b>Total . . . . .</b> ▶ <b>3a</b>				8,233,500

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CNM 6688 N CENTRAL EXPRESSWAY SUITE 1025 DALLAS, TX 75206		PC	TECHNOLOGY UPGRADES FOR CNM STAFF	30,000
COMMEMORATIVE AIR FORCE PO BOX 764769 DALLAS, TX 75376		PC	COMMEMORATIVE AIR FORCE HEADQUARTERS RENOVATION	100,000
COMMUNITY DOES IT 232 RIGGS CIR MESQUITE, TX 75149		PC	CAPITAL SUPPORT FOR THE BUILDING OF THE FAMILY MENTAL HEALTH SERVICES CENTER NAMED, "CUENTA CONMIGO"	50,000
<b>Total . . . . .</b> ▶ <b>3a</b>				8,233,500

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
COMMUNITY PARTNERS OF DALLAS - CHILD PROTECTIVE SERVICES 7950 ELMBROOK DR DALLAS, TX 75247		PC	RAINBOW ROOM PROGRAM	35,000
COMMUNITY PARTNERS OF DALLAS - CHILD PROTECTIVE SERVICES 7950 ELMBROOK DR DALLAS, TX 75247		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	20,000
CROSSROADS COMMUNITY SERVICES 4500 S COCKRELL HILL RD DALLAS, TX 752362028		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	20,000
<b>Total . . . . . ▶ 3a</b>				8,233,500

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
DALLAS AFTERSCHOOL NETWORK 3900 WILLOW STREET 110 DALLAS, TX 75226		PC	AFTERSCHOOL PROGRAM QUALITY INITIATIVE (PQI)	35,000
DALLAS INTERNATIONAL UNIVERSITY 7500 WEST CAMP WISDOM ROAD DALLAS, TX 75236		PC	4THEWORLD - INNOVATION PROJECT	100,000
DALLAS MISSION FOR LIFE INC DBA DALLAS LIFE 1100 CADIZ STREET DALLAS, TX 75215		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	20,000
<b>Total . . . . .</b> ▶ <b>3a</b>				8,233,500

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
DME EXCHANGE OF DALLAS INC 12015 SHILOH ROAD SUITE 130 DALLAS, TX 75228		PC	MEETING THE DURABLE MEDICAL EQUIPMENT NEED	10,000
EMPOWERING THE MASSES 2922 MARTIN LUTHER KING BLVD SUITE 131A DALLAS, TX 75215		PC	TECHNOLOGY SUPPORT FOR PHLEBOTOMY CERTIFICATION STUDENTS	25,000
ESSILOR VISION FOUNDATION 13515 STEMMONS FWY DALLAS, TX 75234		PC	ROAMING MOBILE CLINIC	50,000
<b>Total . . . . . ▶ 3a</b>				8,233,500



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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
EXODUS MINISTRIES INC 4630 MUNGER AVENUE 110 DALLAS, TX 75204		PC	CAPITAL IMPROVEMENTS FOR TRANSITIONAL HOUSING FACILITY	25,000
FAIR PARK FIRST 3809 GRAND AVE DALLAS, TX 752101007		PC	FAIR PARK YOUR PLACE PHASE 1 CAPITAL CAMPAIGN - RESTRICTED TO CONSTRUCTION	250,000
FAMILY COMPASS 4210 JUNIUS STREET 2ND FLOOR DALLAS, TX 752461429		PC	TECHNOLOGY UPGRADES FOR PROGRAM SUCCESS	50,000
<b>Total . . . . .</b> ▶ <b>3a</b>				8,233,500

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
FAMILY PLACE INC PO BOX 7999 DALLAS, TX 752090999			SAFE CAMPUS BATHROOM RENOVATION	150,000
FERGUSON ROAD INITIATIVE PO BOX 570417 DALLAS, TX 75357			TECHNOLOGY AND OFFICE SUPPORT	18,500
FRIENDS OF SKY RANCH INC 7616 LBJ FREEWAY SUITE 500 DALLAS, TX 75251			OAK HAVEN DINING HALL RENOVATION	50,000
<b>Total . . . . .</b> ▶ <b>3a</b>				8,233,500

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
FRONTIERS OF FLIGHT MUSEUM INC 6911 LEMMON AVENUE DALLAS, TX 75209		PC	PORTABLE PLANETARIUM	55,000
GASTON CHRISTIAN CENTER 8515 GREENVILLE AVENUE DALLAS, TX 75243		SO	RENOVATION FOR GROWTH AT GASTON CHRISTIAN CENTER - RELOCATION OF GATEWAY GRACE REFUGEE MINISTRY, REFURBISH SPACE OF LIGHT OF HOPE IMMIGRATION LAW CENTER SATELLITE OFFICE AND RECONFIGURATION OF FELLOWSHIP HALL FOR FULL CIRCLE BAKERY'S COMMERCIAL KITCHEN	125,000
HARMONY COMMUNITY DEVELOPMENT CORPORATION 6969 PASTOR BAILEY DR SUITE 110 DALLAS, TX 75376		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	20,000
<b>Total . . . . .</b> ▶ <b>3a</b>				8,233,500

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
HELPING HANDS OF ENNIS PO BOX 472 ENNIS, TX 75120		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	20,000
HOPE SUPPLY CO 10480 SHADY TRL STE 104 DALLAS, TX 752202533		PC	CRITICAL NEEDS PROGRAM FOR HOMELESS INFANTS AND TODDLERS	35,000
IN THE CITY FOR GOOD INC 10455 N CENTRAL EXPRESSWAY 109-14 DALLAS, TX 75231		PC	COMMUNITY DISTRIBUTION OF PERSONAL HYGIENE PRODUCTS	20,000
<b>Total . . . . . ▶ 3a</b>				8,233,500

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<b>a</b> <i>Paid during the year</i>				
INCARNATION HOUSE 4061 N CENTRAL EXPRESSWAY DALLAS, TX 75204		PC	INCARNATION HOUSE STUDENT TRANSPORT (VAN)	50,000
IRVING HEALTHCARE FOUNDATION 1901 N MACARTHUR BLVD IRVING, TX 75061		PC	EXPANDING SURGICAL CAPACITY AT BAYLOR SCOTT & WHITE MEDICAL CENTER - IRVING	250,000
JEWISH FAMILY SERVICE OF DALLAS INCORPORATED 5402 ARAPAHO ROAD DALLAS, TX 75248		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	20,000
<b>Total . . . . .</b> ▶ <b>3a</b>				8,233,500

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
JUBILEE PARK AND COMMUNITY CENTER CORPORATION 917 BANK ST DALLAS, TX 752232819		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	20,000
JULIETTE FOWLER COMMUNITIES 1234 ABRAMS ROAD DALLAS, TX 75214		PC	NUTRITION AND WELLNESS PROGRAM EXPANSION VIA KITCHEN RE-BUILD	75,000
JUNIOR PLAYERS GUILD 12225 GREENVILLE AVE DALLAS, TX 75243		PC	JUNIOR PLAYERS REQUEST FOR TECHNOLOGICAL SUPPORT - NEW SERVER AND NEW PROGRAM SCHEDULING SOFTWARE ONLY	15,000
<b>Total . . . . . ▶ 3a</b>				8,233,500

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
LAMPLIGHTER SCHOOL 11611 INWOOD ROAD DALLAS, TX 75229		PC	BRIGHT FUTURE: CAMPAIGN FOR CAMPUS, CURRICULUM, AND COMMUNITY	75,000
LUMIN EDUCATION 924 WAYNE STREET DALLAS, TX 75233		PC	FACILITY UPDATES AND REPAIRS AT LINDSLEY PARK COMMUNITY SCHOOL	100,000
MEALS ON WHEELS AND SENIOR SERVICES PO BOX 910 ROCKWALL, TX 75087		PC	WELCOME TO THE TABLE	50,000
<b>Total . . . . .</b> ▶ <b>3a</b>				8,233,500

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
METROCREST SERVICES INC 13801 HUTTON DR 150 FARMERS BRANCH, TX 75234		PC	BUILDING OUR FUTURE CAPITAL CAMPAIGN - TO BE USED FOR CAPITAL CONSTRUCTION ONLY	150,000
MINNIES FOOD PANTRY INC 671 18TH STREET PLANO, TX 75074		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	20,000
MISSION OAK CLIFF - CLIFF TEMPLE BAPTIST CHURCH 125 SUNSET AVENUE DALLAS, TX 75208		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	30,000
<b>Total . . . . . ▶ 3a</b>				8,233,500



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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
MY POSSIBILITIES 3601 MAPLESHADE LANE PLANO, TX 75075		PC	CAMPUS TECHNOLOGY INTEGRATION AND IMPROVEMENTS - TO BE USED FOR EQUIPMENT ONLY	150,000
NETWORK OF COMMUNITY MINISTRIES INC 1500 INTERNATIONAL PARKWAY SUITE 300 RICHARDSON, TX 75081		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	20,000
NEXUS RECOVERY CENTER INCORPORATED 8733 LA PRADA DRIVE DALLAS, TX 75228		PC	NEW PASSENGER VAN FOR CLIENTS	40,000
<b>Total . . . . . ▶ 3a</b>				8,233,500

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
NONPAREIL INSTITUTE 5085 W PARK BLVD SUITE 700 PLANO, TX 75093		PC	BUILDING BETTER FUTURES FOR ADULTS WITH AUTISM	25,000
NORTH DALLAS SHARED MINISTRIES INC 2875 MERRELL ROAD DALLAS, TX 75229		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	20,000
NORTH TEXAS FOOD BANK 3677 MAPLESHADE LANE PLANO, TX 75075		PC	NOURISH NORTH TEXAS - FOOD PURCHASE	300,000
<b>Total . . . . .</b> ▶ <b>3a</b>				8,233,500

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<b>a</b> <i>Paid during the year</i>				
NORTH TEXAS FOOD BANK 3677 MAPLESHADE LANE PLANO, TX 75075		PC	PRIORITY INITIATIVES AS DEFINED BY NTFB LEADERSHIP	300,000
OUR CALLING INC PO BOX 140428 DALLAS, TX 752140428		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	20,000
OUR CALLING INC PO BOX 140428 DALLAS, TX 752140428		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	25,000
<b>Total . . . . . ▶ 3a</b>				8,233,500

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
OUR DAILY BREAD 909 NORTH LOOP 288 DENTON, TX 76209		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	20,000
PLEASANT GROVE FOOD PANTRY INC PO BOX 171221 DALLAS, TX 752171154		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	20,000
POETIC PO BOX 132633 DALLAS, TX 75313		PC	POETIC CAPITAL	15,000
<b>Total . . . . . ▶ 3a</b>				8,233,500

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
PRISON ENTREPRENEURSHIP PROGRAM 10830 N CENTRAL EXPY STE 240 DALLAS, TX 75231		PC	REPAIRS TO TRANSITIONAL HOMES AND PURCHASE OF FLEET VEHICLE	80,000
RECOVERY RESOURCE COUNCIL 2700 AIRPORT FWY FORT WORTH, TX 76111		PC	CAPITAL EFFORTS FOR A NEW TRAUMA-INFORMED DESIGNED EAST CAMPUS FACILITY	50,000
SAINT PAUL CATHOLIC CLASSICAL SCHOOL 720 S FLOYD RD RICHARDSON, TX 75080		PC	TECHNOLOGY UPGRADE	50,000
<b>Total . . . . .</b> ▶ <b>3a</b>				8,233,500

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<b>a</b> <i>Paid during the year</i>				
SEARCH ONE RESCUE TEAM 122 SUNSET CIRCLE SHADY SHORES, TX 76208		PC	SEARCH ONE RESCUE: LOCATING LOST AND MISSING PERSONS	25,000
SHAKESPEARE DALLAS 1250 MAJESTY DR DALLAS, TX 75247		PC	SHAKESPEARE ON THE GO! CAPITAL SUPPORT	55,000
SHARING LIFE COMMUNITY OUTREACH 3544 E EMPORIUM CIRCLE MESQUITE, TX 75150		PC	SHARING COMPASSION, TRANSFORMING LIVES	250,000
<b>Total . . . . .</b> ▶ <b>3a</b>				8,233,500

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
SHARING LIFE COMMUNITY OUTREACH 3544 E EMPORIUM CIRCLE MESQUITE, TX 75150				
		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	20,000
SOMERVELL COUNTY HOSPITAL DISTRICT 1021 HOLDEN ST GLEN ROSE, TX 76043				
		PC	PREPARING FOR ICU CAPACITY	200,000
SOUPMOBILE INC 2423 S GOOD LATIMER DALLAS, TX 75215				
		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	20,000
<b>Total . . . . . ▶ 3a</b>				8,233,500

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
SOUTHERN METHODIST UNIVERSITY 3140 DYER ST MS261 DALLAS, TX 752051977		PC	CONSTRUCTION OF THE FORD RESEARCH AND INNOVATION BUILDING	100,000
ST CECILIA CATHOLIC SCHOOL 635 MARY CLIFF ROAD DALLAS, TX 75208		PC	CRITICAL ELECTRICAL UPGRADES	50,000
ST MARK'S SCHOOL OF TEXAS 10600 PRESTON ROAD DALLAS, TX 75230		PC	THE ATHLETIC CENTER PROJECT	250,000
<b>Total . . . . . ▶ 3a</b>				8,233,500



**Form 990PF Part XIV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ST PATRICK CATHOLIC SCHOOL 9635 FERNDALE ROAD DALLAS, TX 75238		PC	ST. PATRICK SCHOOL AUDITORIUM	50,000
T R HOOVER COMMUNITY DEVELOPMENT CORPORATION 5106 BEXAR ST DALLAS, TX 75215		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	20,000
TEAMCONNOR CHILDHOOD CANCER FOUNDATION 5420 LBJ FREEWAY SUITE 1300 DALLAS, TX 752406299		PC	KIDZBINZ ACTIVITY BOX PROGRAM	15,000
<b>Total . . . . . ▶ 3a</b>				8,233,500

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
TEXAS RAMP PROJECT PO BOX 832065 RICHARDSON, TX 75083		PC	NORTH TEXAS RAMP PROJECT	35,000
THE KING'S ACADEMY DALLAS 1819 MARTIN LUTHER KING JR BLVD DALLAS, TX 75215		PC	TEN CLASSROOM EXPANSION FOR THE KING'S ACADEMY	125,000
THE SALVATION ARMY NORTH TEXAS AREA COMMAND PO BOX 36006 DALLAS, TX 75235		PC	CHILDCARE CENTER AT THE SALVATION ARMY'S NEW DALLAS SOCIAL SERVICE CENTER	500,000
<b>Total . . . . .</b> ▶ <b>3a</b>				8,233,500

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
THE STEWPOT OF FIRST PRESBYTERIAN CHURCH 1835 YOUNG STREET DALLAS, TX 75201			PC HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	20,000
THE UNIVERSITY OF TEXAS FOUNDATION INC FBO UNIVERSITY OF TEXAS AT DALLAS 9011 MOUNTAIN RIDGE DR STE 150 AUSTIN, TX 787597396			PC EDITH AND PETER O'DONNELL JR. ATHENAEUM	250,000
THE WARREN CENTER INC 320 CUSTER ROAD RICHARDSON, TX 75080			PC MOVE FROM CARROLLTON LOCATION OT IRVING LOCATION	50,000
<b>Total . . . . . ▶ 3a</b>				8,233,500

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
TRINITY RESTORATION MINISTRIES 2728 HOLMES ST DALLAS, TX 75215				
		PC	FACILITIES - ROOF, FIRE PROTECTION SYSTEM	10,000
U&I SPREAD THE LIGHT (FORMERLY ACHIEVE) 8800 AMBASSADOR ROW DALLAS, TX 75247				
		PC	CAPITAL IMPROVEMENT	40,000
UNITED WAY OF METROPOLITAN DALLAS INC 1800 N LAMAR DALLAS, TX 75202				
		PC	ONCE UPON A MONTH / EXPANDING ACCESS TO BOOKS FOR YOUNG CHILDREN	25,000
<b>Total . . . . .</b>				8,233,500

▶ **3a**

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
UPTOWN PLAYERS 1327 MOTOR CIR DALLAS, TX 75207		PC	PURCHASE OF NEW OFFICE/SUPPORT FACILITY AT 1327 MOTOR CIRCLE AND THE NEED TO PURCHASE COMPUTER EQUIPMENT, PRINTERS, OFFICE FURNITURE FOR THE NEW FACILITY TO SUPPORT UPTOWN PLAYERS WORK.	10,000
UT SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BLVD DALLAS, TX 753909009		PC	UT SOUTHWESTERN AND UT DALLAS JOINT BIOMEDICAL ENGINEERING AND SCIENCES BUILDING	250,000
WESLEY-RANKIN COMMUNITY CENTER 3100 CROSSMAN AVENUE DALLAS, TX 75212		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	20,000
<b>Total . . . . . ▶ 3a</b>				8,233,500

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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)				
<b>a</b> <i>Paid during the year</i>				
WHITE ROCK CENTER OF HOPE PO BOX 180358 DALLAS, TX 75218		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	20,000
WILKINSON CENTER PO BOX 720248 DALLAS, TX 75372		PC	HUMANITARIAN GRANT TO PURCHASE FOOD, CLOTHING AND OTHER ESSENTIAL ITEMS FOR THE UNDERSERVED IN THE DFW AREA	20,000
WINGS 4201 SPRING VALLEY RD SUITE 1400 DALLAS, TX 75244		PC	TECHNOLOGY UPGRADES FOR PROGRAM EXPANSION, CLIENT/STAFF ENHANCEMENTS	100,000
<b>Total . . . . .</b> ▶ <b>3a</b>				8,233,500

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
YMCA OF METROPOLITAN DALLAS 146 TOWN CENTER BLVD COPPELL, TX 750192127		PC	YMCA OF METROPOLITAN DALLAS SOUTHERN DALLAS INITIATIVE	500,000
YOUTH WITH FACES 6333 E MOCKINGBIRD LANE STE 147-872 DALLAS, TX 75214		PC	TOOLS TO DELIVER CULINARY ARTS INSTRUCTION TO JUSTICE-IMPACTED YOUTH	30,000
<b>Total . . . . .</b> ▶ <b>3a</b>				8,233,500

**TY 2022 Accounting Fees Schedule****Name:** HILLCREST FOUNDATION

C/O BANK OF AMERICA NA

**EIN:** 75-6007565

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
LANE GORMAN TRUBITT LLC	31,000	18,600		12,400
TAX REVIEW FEE - BOA	1,675	1,005		670



**TY 2022 Compensation Explanation**

**Name:** HILLCREST FOUNDATION  
C/O BANK OF AMERICA NA  
**EIN:** 75-6007565

Person Name	Explanation
BANK OF AMERICA NA AS CORPORATE TRUSTEE	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 TRUTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINSTRATIVE 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.

**TY 2022 Investments - Other Schedule**

**Name:** HILLCREST FOUNDATION  
C/O BANK OF AMERICA NA  
**EIN:** 75-6007565

**Investments Other Schedule 2**

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
FIXED INCOME SECURITIES	AT COST	25,228,187	23,552,192
EQUITY SECURITIES	AT COST	73,965,450	100,741,698
ALTERNATIVE INVESTMENTS	AT COST	28,882,398	30,432,556

**TY 2022 Legal Fees Schedule**

**Name:** HILLCREST FOUNDATION  
C/O BANK OF AMERICA NA

**EIN:** 75-6007565

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
HOLLAND & KNIGHT LLP	26,349	0		26,349

**TY 2022 Other Decreases Schedule**

**Name:** HILLCREST FOUNDATION  
C/O BANK OF AMERICA NA  
**EIN:** 75-6007565

<b>Description</b>	<b>Amount</b>
GAAP TO TAX DIFFERENCES	1,046,568

**TY 2022 Other Expenses Schedule**

**Name:** HILLCREST FOUNDATION  
C/O BANK OF AMERICA NA  
**EIN:** 75-6007565

**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GRANTMAKING EXPENSE	407,597	0		407,597
PARTNERSHIP EXPENSES	59,530	59,530		0
INSURANCE	28,162	16,897		11,265
OTHER INVESTMENT FEE	580	580		0

**TY 2022 Other Income Schedule**

**Name:** HILLCREST FOUNDATION  
C/O BANK OF AMERICA NA  
**EIN:** 75-6007565

**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	499	499	499

**TY 2022 Other Professional Fees Schedule**

**Name:** HILLCREST FOUNDATION  
C/O BANK OF AMERICA NA  
**EIN:** 75-6007565

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
GRANT CONSULTING - KAREN SHUFORD	85,000	0		85,000
INVESTMENT ADVISORY FEES	228,396	228,396		0

**TY 2022 Taxes Schedule****Name:** HILLCREST FOUNDATION

C/O BANK OF AMERICA NA

**EIN:** 75-6007565**Taxes Schedule**

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
EXCISE TAX ESTIMATES	105,000	0		0
FOREIGN TAXES	79,999	79,999		0
EXCISE TAX - PRIOR YEAR	0	0		0