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AMENDED

OMB No 1545-0052

Form 990-PF

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

0812 2008

Department of the Treasury
Internal Revenue Service

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2008, or tax year beginning , 2008, and ending , 20

G Check all that apply. Initial return Final return ☒ Amended return Address change Name changeUse the IRS
label
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

SID W. RICHARDSON FOUNDATION

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

Room/suite

309 MAIN STREET

City or town, state, and ZIP code

FORT WORTH, TX 76102

A Employer identification number

75-6015828

B Telephone number (see page 10 of the instructions)

(817) 336-0494

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☐ \$ 344,521,014.
J Accounting method ☐ Cash ☒ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Contributions, gifts, grants, etc., received (attach schedule)	29,328.			
Check ☐ if the foundation is not required to attach Sch. B.				
Interest on savings and temporary cash investments				
Dividends and interest from securities	2,504,687.	2,526,571.		
Gross rents				
Net rental income or (loss)				
Net gain or (loss) from sale of assets not on line 10	-32,618,257.			
Gross sales price for all assets on line 6a	32,308,302.			
Capital gain net income (from Part IV, line 2)				
Net short-term capital gain				
Income modifications				
Gross sales, less returns and allowances	205,961.			STMT 1
Less Cost of goods sold	105,496.			
Gross profit or (loss) (attach schedule)	100,465.		100,465.	
Other income (attach schedule)	7,874,763.	8,082,445.		STMT 2
Total. Add lines 1 through 11	-22,109,014.	10,609,016.	100,465.	
Compensation of officers, directors, trustees, etc.	350,540.	85,135.		257,905.
Other employee salaries and wages	882,070.	56,387.		825,683.
Pension plans, employee benefits	962,557.	34,146.		344,925.
Legal fees (attach schedule) STMT 3	59,036.	14,354.	NONE	52,933.
Accounting fees (attach schedule) STMT 4	55,565.	13,891.	NONE	41,674.
Other professional fees (attach schedule) STMT 5	701,136.	486,788.	NONE	221,016.
Interest				
Taxes (attach schedule) (see page 14 of the instructions) * STMT 7	-217,878.	205,698.		
Depreciation (attach schedule) and depletion	226,197.	7,375.		
Occupancy	34,995.	8,749.		25,815.
Travel, conferences, and meetings	26,413.			19,293.
Printing and publications	37,444.			35,619.
Other expenses (attach schedule) STMT 8	935,014.	86,987.		655,963.
Total operating and administrative expenses. Add lines 13 through 23	4,053,089.	999,510.	NONE	2,480,826.
Contributions, gifts, grants paid	9,529,000.			13,333,100.
Total expenses and disbursements. Add lines 24 and 25	13,582,089.	999,510.	NONE	15,813,926.
Subtract line 26 from line 12				
Excess of revenue over expenses and disbursements	-35,691,103.			
Net investment income (if negative, enter -0-)		9,609,506.		
Adjusted net income (if negative, enter -0-)			100,465.	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. ** STMT 6

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Part I Balance Sheets

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
Assets	1 Cash - non-interest-bearing	260,250.	437,219.	437,219.
	2 Savings and temporary cash investments			
	3 Accounts receivable ☐ 2,856,114.			
	Less allowance for doubtful accounts ☐	623,166.	2,856,114.	2,856,114.
	4 Pledges receivable ☐			
	Less allowance for doubtful accounts ☐			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ☐			
	Less allowance for doubtful accounts ☐			
	8 Inventories for sale or use	319,466.	346,726.	346,726.
	9 Prepaid expenses and deferred charges	6,720.	4,875.	4,875.
	10 a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) STMT 9	120,791,434.	83,402,045.	83,402,045.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ☐ 3,438,632.			
Less accumulated depreciation (attach schedule) STMT 10 2,003,503.	1,448,926.	1,435,129.	34,384,361.	
12 Investments - mortgage loans				
13 Investments - other (attach schedule) STMT 11	126,228,809.	121,983,444.	116,685,472.	
14 Land, buildings, and equipment basis ☐ 9,080,202.				
Less accumulated depreciation (attach schedule) STMT 12 2,285,603.	6,894,987.	6,794,599.	3,561,348.	
15 Other assets (describe ☐ STMT 13)	10,281,789.	10,284,605.	102,842,854.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	266,855,547.	227,544,756.	344,521,014.	
Liabilities	17 Accounts payable and accrued expenses	284,958.	425,235.	
	18 Grants payable	12,832,100.	9,018,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ☐ STMT 14)	1,437,603.	1,491,738.	
	23 Total liabilities (add lines 17 through 22)	14,554,661.	10,934,973.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	252,300,886.	216,609,783.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	252,300,886.	216,609,783.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	266,855,547.	227,544,756.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	252,300,886.
2 Enter amount from Part I, line 27a	2	-35,691,103.
3 Other increases not included in line 2 (itemize) ☐	3	
4 Add lines 1, 2, and 3	4	216,609,783.
5 Decreases not included in line 2 (itemize) ☐	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	216,609,783.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-2,488,140.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	-1,229,187.	
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8. }					

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))	
2007	16,183,885.	316,427,090.	0.051146	
2006	20,328,595.	287,283,700.	0.070761	
2005	13,983,226.	237,891,994.	0.058780	
2004	9,877,182.	229,788,193.	0.042984	
2003	10,826,699.	210,734,104.	0.051376	
2 Total of line 1, column (d)			2	0.275047
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3	0.055009
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4	281,103,374.
5 Multiply line 4 by line 3			5	15,463,216.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	96,095.
7 Add lines 5 and 6			7	15,559,311.
8 Enter qualifying distributions from Part XII, line 4			8	15,930,497.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VII Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1	
	Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions)	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1 96,095.
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
3	Add lines 1 and 2	3 96,095.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4 NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5 96,095.
6	Credits/Payments	
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6 a 147,025.
b	Exempt foreign organizations-tax withheld at source	6 b NONE
c	Tax paid with application for extension of time to file (Form 8868)	6 c NONE
d	Backup withholding erroneously withheld	6 d
7	Total credits and payments. Add lines 6a through 6d	7 147,025.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 50,930.
11	Enter the amount of line 10 to be Credited to 2009 estimated tax ☒ 50,930. Refunded ☐	11

Part VIII Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ <u>WWW.SIDRICHARDSON.ORG</u>				
14	The books are in care of ▶ <u>VALLEAU WILKIE, JR.</u> Telephone no ▶ <u>817-336-0494</u>			
	Located at ▶ <u>309 MAIN STREET FORT WORTH, TX</u> ZIP + 4 ▶ <u>76102</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>			

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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ 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 page 20 of the instructions)? ☐	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 2008? ☐	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☒ No		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the 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 ▶ _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2008 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 2008) ☐	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 2008? ☐	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☒ Yes ☐ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? SEE STATEMENT 15 ☒ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If you answered "Yes" to 6b, also file Form 8870.**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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 STATEMENT 16		350540	3918	2456

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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
SEE STATEMENT 17		471757	141546	11005

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

3

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 18		777,825.

Total number of others receiving over \$50,000 for professional services 1

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 WESTERN ART MUSEUM - INCOME FOR 2008 WAS \$205,961. APPROXIMATELY 35,358 PEOPLE VISITED THE MUSEUM IN 2008.	1,680,862.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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Part IX Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	98,621,272.
b	Average of monthly cash balances	1b	384,581.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	186,378,283.
d	Total (add lines 1a, b, and c)	1d	285,384,136.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	285,384,136.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	4,280,762.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	281,103,374.
6	Minimum investment return. Enter 5% of line 5	6	14,055,169.

Part X Distributable Amount (see page 25 of the 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	14,055,169.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	96,095.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	96,095.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	13,959,074.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	13,959,074.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	13,959,074.

Part XII Qualifying Distributions (see page 25 of the 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	15,813,926.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	116,571.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	15,930,497.
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 (see page 26 of the instructions)	5	96,095.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,834,402.

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				13,959,074.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2008				
a From 2003	423,765.			
b From 2004				
c From 2005	1,399,781.			
d From 2006	6,126,882.			
e From 2007	569,515.			
f Total of lines 3a through e	8,519,943.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 15,930,497.				
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2008 distributable amount				13,959,074.
e Remaining amount distributed out of corpus	1,971,423.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,491,366.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	423,765.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	10,067,601.			
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005	1,399,781.			
c Excess from 2006	6,126,882.			
d Excess from 2007	569,515.			
e Excess from 2008	1,971,423.			

Form 990-PF (2008)

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

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 2008, 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)

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

Tax year	Prior 3 years				(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
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 page 27 of the instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

SEE STATEMENT 19

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

LETTER DESCRIBING PROGRAM OR PROJECT

c Any submission deadlines

JANUARY 15

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

SERVES PEOPLE OF TEXAS IN THE ARTS, HUMANITIES, HEALTH, EDUCATION, ETC

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year STATEMENT 20				13,333,100.
Total			▶ 3a	13,333,100.
b Approved for future payment SEE STATEMENT 21				9,018,000.
Total			▶ 3b	9,018,000.

Form **990-PF** (2008)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	2,504,687.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	-32,618,257.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . .					100,465.
11	Other revenue a					
b	OIL&GAS ROYALTIES			15	7,872,044.	
c	MISCELLANEOUS			01	2,719.	
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				-22,238,807.	100,465.
13	Total. Add line 12, columns (b), (d), and (e)				-22,138,342.	

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

[illegible]

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
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. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

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

b If "Yes," complete the following schedule

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee _____ Date 10/23/12 **PRESIDENT**
Title _____

Form **990-PF** (2008)

Schedule of Contributors
▶ Attach to Form 990, 990-EZ, and 990-PF.

OMB No 1545-0047

2008

Name of the organization

SID W. RICHARDSON FOUNDATION

Employer identification number

75-6015828

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

General Rule

☒ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These Instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization **SID W. RICHARDSON FOUNDATION**

Employer identification number

75-6015828**Part III** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LAKESIDE FOUNDATION 3697 MT DIABLO BLVD, SUITE 205 LAFAYETTE, CA 94549	\$ 29,328.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

SID W. RICHARDSON FOUNDATION
75-6015828
SUPPLEMENTARY SCHEDULE FOR TAX RETURN
FOR YEAR ENDING 12/31/08

STATEMENT 1:

Gross profit from business activities:

The sales are a result of the operations during the year of the museum featuring the Foundation's collection of western art, paintings by Frederic Remington and Charles Russell. Reproductions of the paintings are being sold in the museum in the form of note cards, prints and postcards. Also, books about the paintings and artists are being sold. The gross and net income from these sources result from an activity which is substantially related to and part of the foundation's exempt functions and purpose.

SID W RICHARDSON FOUNDATION

75-6015828

STATEMENT 2

Line 11 - Other Income

PER
BOOKSNET INV
INCOMECHARITABLE
PURPOSE

Description

Oil and Gas Royalties

7,872,044 00

7,872,044 00

JP Morgan Ltd. P/S income

207,682.00

Miscellaneous

2,718 912,718 91

Total-Part 1, Ln 11

7,874,762 918,082,444 91**STATEMENT 3**

Line 16a - Legal Fees

Kelly, Hart & Hallman

59,035.7414,353 9852,933.47

Total-Part 1, Ln 16a

59,035.7414,353 9852,933 47**STATEMENT 4**

Line 16b - Accounting Fees

KPMG LLP

55,565 0013,891 2541,673 75

Total-Part 1, On 16b

55,565 0013,891 2541,673 75**STATEMENT 5**

Line 16c - Other Professional Fees

Luther King Capital Management

417,967 00

417,967 00

0.00

JP Morgan Chase Bank

42,508 79

42,508 79

0 00

Kirkwood and Darby

600 00

600 00

0 00

Cawley, Gillespie & Associates, Inc

6,361 70

6,361 70

0 00

Bass Enterprises Production Co

600 00

600 00

0.00

William F Craig

86,400 00

86,400 00

William E Reaves

24,000 00

24,000 00

Micheal O'Keefe

18,500 00

0 00

21,000 00

Paget Enterprises

23,500 00

0 00

27,666 67

Lawrence & Associates

5,698 75

5,698 75

Ray Partners, Inc

75,000 0018,750.0056,250 00

Total - Part 1, Ln 16c

701,136 24486,787.49221,015 42

SID W. RICHARDSON FOUNDATION

75-6015828

STATEMENT 6

Line 18 - Taxes

	PER BOOKS	NET INV INCOME	CHARITABLE PURPOSE
Ad valorem	194,758.76	194,758.76	
Foreign dividend taxes paid	10,938.73	10,938.73	
Deferred tax/(benefit)	(517,193.00)	0.00	
Excise tax	<u>93,616.82</u>	<u>0.00</u>	
Total-Part 1, Ln 18	<u>(217,878.69)</u>	<u>205,697.49</u>	

STATEMENT 7

Line 19 - Depreciation

	<u>226,196.74</u>	<u>7,375.32</u>
Total-Part 1, Ln 19	<u>226,196.74</u>	<u>7,375.32</u>

STATEMENT 8

Line 23 - Other expenses

Supplies	8,872.03	1,847.97	7,640.02
Insurance	13,223.62	3,305.91	9,917.71
Dues	50,000.00	0.00	50,000.00
Rental	4,901.04	1,225.26	3,675.78
Miscellaneous	124,763.43	13,415.43	104,851.31
Museum security	135,403.66		135,378.91
Museum insurance	30,552.47		30,552.47
Museum miscellaneous	123,749.21		103,516.85
Museum dues & subscriptions	4,334.06		4,278.35
Museum maintenance	34,564.21		35,634.04
Museum telephone/utilities	61,766.66		55,381.41
Museum computer maintenance	92,719.75		89,715.00
Museum supplies and advertising	163,467.42		133,631.08
Museum educational expenses	54,743.02		48,504.71
Salaries	33,303.00	33,303.00	
Payroll taxes/benefits	34,186.40	13,174.40	
Supplies	4,086.30	4,086.30	
Utilities	7,686.19	7,686.19	
Repairs & Maintenance	16,079.60	16,079.60	
Insurance	5,191.12	5,191.12	
Depreciation	6,421.68	6,421.68	
Joint facilities overhead	(75,000.00)	(18,750.00)	(56,250.00)
Less Museum's net profit	<u>0.00</u>	<u>0.00</u>	<u>(100,464.84)</u>
Total-Part 1, Ln 23	<u>935,014.87</u>	<u>86,986.86</u>	<u>655,962.80</u>

SID W RICHARDSON FOUNDATION
75-6015828
SUPPLEMENTARY SCHEDULE FOR TAX RETURN
YEAR ENDING 12/31/08

STATEMENT 9:
INVESTMENT-CORPORATE STOCKS

<u>SHARES</u>	<u>DESCRIPTION</u>	<u>FMV</u>
40,000	Abbott Laboratories	2,134,800 00
50,000	AT&T, Inc	1,425,000 00
60,000	Bank of America Corp	844,800 00
15,000	Burlington Northern Santa Fe	1,135,650 00
60,000	Cabot Oil and Gas Corp	1,560,000 00
85,000	Cisco Systems, Inc	1,385,500 00
21,800	Coca Cola Co	986,886 00
60,000	Cullen Frost Bankers, Inc	3,040,800 00
20,600	Danaher Corp	1,166,166 00
36,000	Dentsply International, Inc	1,016,640 00
53,000	El DuPont	1,340,900 00
140,000	EMC Corp Mass	1,465,800 00
33,300	Emerson Electric	1,219,113 00
13,500	Exxon Mobil Corp	1,077,705 00
24,000	FMC Corp	1,073,520 00
75,000	Honeywell International, Inc	2,462,250 00
110,000	Intel Corp	1,612,600 00
40,000	IBM Corp	3,366,400 00
30,000	Kimberly-Clark Corp	1,582,200 00
80,000	Microsoft Corp	1,555,200 00
32,000	Molson Coors Brewing Co	1,565,440 00
35,000	Northern Trust	1,824,900 00
130,000	Oracle Corp	2,304,900 00
37,500	Pepsico, Inc	2,053,875 00
90,000	Petsmart, Inc	1,660,500 00
130,000	Pfizer, Inc	2,302,300 00
37,500	Procter & Gamble Co	2,318,250 00
72,000	Raytheon Co	3,674,880 00
99,000	Republic Services, Inc	2,454,210 00
30,000	Resmed, Inc	1,124,400 00
30,000	Rockwell Collins	1,172,700 00
150,000	Schering-Plough	2,554,500 00
85,000	Texas Instruments	1,319,200 00
19,000	Thermo Fisher Scientific, Inc	647,330 00
55,000	Tiffany & Co	1,299,650 00
60,300	Time Warner, Inc	606,618 00
40,000	United Technologies	2,144,000 00
70,000	US Bancorp Del	1,750,700 00
35,400	Verizon Communications, Inc	1,200,060 00
41,100	Walgreen Co	1,013,937 00
50,000	Waste Management, Inc	1,657,000 00
100,000	Wells Fargo & Co	2,948,000 00
23,000	Haemonetics Corp Mass	1,299,500 00
110,000	Jarden Corp	1,265,000 00
30,000	Kirby Co	820,800 00
100,000	Mobile Mini Inc	1,442,000 00
40,000	Tractor Supply Co	1,445,600 00
82,500	Accenture Ltd	2,705,175 00
25,000	Alcon, Inc	2,229,750 00
38,000	Fomento Economico Mexicano	1,144,940 00
		<u>83,402,045 00</u>

SID W RICHARDSON FOUNDATION

75-6015828

	<u>COST PER BOOKS</u>	<u>DEPRECIATION/ DEPLETION</u>	<u>NET BOOK VALUE</u>	<u>MARKET VALUE</u>
STATEMENT 10				
Producing royalties	1,755,765.08	1,755,761 08	4.00	15,414,760.00
Machinery & equipment	235,640 88	159,567 98	76,072 90	76,072.90
Furniture	23,736 35	9,380 82	14,355 53	14,355 53
Land-Tarrant County	1,123,295 78	0 00	1,123,295 78	18,808,000 00
Non-producing royalties and mineral interests	80 80	0 00	80.80	0.00
Building	<u>300,113 33</u>	<u>78,793.01</u>	<u>221,320 32</u>	<u>71,172 50</u>
Total-Line 11	<u>3,438,632 22</u>	<u>2,003,502 89</u>	<u>1,435,129 33</u>	<u>34,384,360 93</u>

STATEMENT 11
Investments-Other

	<u>ENDING BOOK</u>	<u>ENDING FMV</u>
JP Morgan US Treasury Securities Money Market	10,042,849.68	10,042,849 68
JP Morgan US Treasury Securities Money Market	5,800,461 58	5,800,461 58
JP Morgan US Treasury Plus Money Market	1,000 00	1,000 00
JP Morgan Limited Partnership	775,123 96	2,766,603.06
PIMCO Fund	102,855 48	102,855 48
Castlengg International Fund	20,692,181 53	19,538,430 70
Farallon Offshore Capital Investors	36,530,575 71	30,015,987 16
OZ Overseas Fund, Ltd	23,038,396 00	26,390,210 35
Seneca Capital International, Ltd	<u>25,000,000 00</u>	<u>22,027,074.12</u>
Total-Line 13	<u>121,983,443 94</u>	<u>116,685,472 13</u>

STATEMENT 12

	<u>COST PER BOOKS</u>	<u>DEPRECIATION/ DEPLETION</u>	<u>NET BOOK VALUE</u>	<u>MARKET VALUE</u>
Furniture, fixtures & equipment	858,312 24	230,028 88	628,283 36	628,283 36
Building	7,242,964 39	2,005,886 39	5,237,078 00	2,003,827 50
Leasehold improvements	<u>978,924 73</u>	<u>49,687 57</u>	<u>929,237 16</u>	<u>929,237 16</u>
Total-Line 14	<u>9,080,201 36</u>	<u>2,285,602 84</u>	<u>6,794,598.52</u>	<u>3,561,348.02</u>

STATEMENT 13
Other Assets

	<u>ENDING BOOK</u>	<u>ENDING FMV</u>
Art collection	10,262,012 08	102,820,261 36
Prepaid Insurance	<u>22,592 66</u>	<u>22,592 66</u>
Total-Line 15	<u>10,284,604 74</u>	<u>102,842,854 02</u>

FORM 990PF, PART II - OTHER LIABILITIES

=====

DESCRIPTION -----	ENDING BOOK VALUE -----
ACCRUED POST RETIREMENT BENEFITS	1,491,738.
TOTALS	----- 1,491,738. =====

SID W. RICHARDSON FOUNDATION

75-6015828

STATEMENT: Part VII-1

Information relating to grants subject to expenditure responsibility:

Grantee: Education Service Center Region XI

3001 North Freeway

Fort Worth, TX 76106

Grant awarded: \$125,000 in 2005

Date Paid: May 2, 2005

Purpose: Support North Central Texas School Leadership Collaborative

Amount of grant spent by Grantee: \$117,530

Diversion: To the knowledge of the Foundation and based on the report furnished by the grantee,
no part of the grant has been used for other than its intended purpose

Date of last report: March 23, 2009

Grantee: Region I Education Service Center

1900 West Schunior

Edinburg, TX 78539-2234

Grant awarded: \$150,000 in 2005

Date Paid: \$75,000 on June 1, 2005 and \$75,000 on June 1, 2006

Purpose: Support Academic Leadership Alliance

Amount of grant spent by Grantee: \$150,000

Diversion: To the knowledge of the Foundation and based on the report furnished by the grantee,
no part of the grant has been used for other than its intended purpose.

Date of last report: July 29, 2009

STATUTE UNIT
RECEIVED

NOV 02 2017

TPK BRANCH
OGDEN

SID W RICHARDSON FOUNDATION

75-6015828

STATEMENT 16:

List of Officers.

<u>Name and Address</u>	<u>TITLE/ HOURS</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS</u>	<u>EXPENSE ACCT</u>
Edward P. Bass 201 Main Street Fort Worth, TX 76102	Chmn /Dir Est 1-2 hrs	2,500 00	None	None
Sid R Bass 201 Main Street Fort Worth, TX 76102	VP/Dir Est 1-2 hrs	2,500 00	None	None
Lee M Bass 201 Main Street Fort Worth, TX 76102	VP/Dir Est 1-2 hrs	2,500 00	None	None
M. E Chappell 309 Main Street Fort Worth, TX 76102	Treas /Dir Est 1-2 hrs	2,500 00	0 00	0 00
Valleau Wilkie, Jr 309 Main Street Fort Worth, TX 76102	Exec VP Est 35 hrs	340,540 00	3,918 00	2,456 00
Dee Steer 201 Main Street Fort Worth, TX 76102	Secretary Est 1-2 hrs	<u>0 00</u>	None	None
TOTAL		<u>350,540 00</u>	<u>3,918 00</u>	<u>2,456 00</u>

SID W. RICHARDSON FOUNDATION

75-6015828

STATEMENT 17:

<u>Name and Address</u>	TITLE/ <u>HOURS</u>	<u>COMPENSATION</u>	CONTRIBUTIONS TO EMPLOYEE <u>BENEFIT PLANS</u>	EXPENSE ACCT & OTHER <u>ALLOWANCES</u>
Cynthia K Alexander 309 Main Street Fort Worth, TX 76102	Business Mgr 35	162,327	30,898	3,224
Mary E Burke 309 Main Street Fort Worth, TX 76102	Director of Museum Gallery 40	68,412	18,266	2,585
Carolyn S Johns 309 Main Street Fort Worth, TX 76102	Executive Assistant 35	84,048	32,949	2,400
Margaret P Laskoski 309 Main Street Fort Worth, TX 76102	Asst Business Manager 35	63,220	25,622	154
Jan Wilkie 309 Main Street Fort Worth, TX 76102	Museum Director 35	<u>93,750</u>	<u>33,811</u>	<u>2,642</u>
TOTAL		<u>471,757</u>	<u>141,546</u>	<u>11,005</u>

SID W RICHARDSON FOUNDATION

75-6015828

STATEMENT 18

<u>Name and Address</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
Luther King Capital Management 301 Commerce, Suite 1600 Fort Worth, TX 76102	Investment Advisor	417,967
Kelly, Hart & Hallman 201 Main Street Fort Worth, TX 76102	Attorneys	92,057
William F Craig, MD 3301 Genoa Cove Belton, TX 76513	Medical Consultant	86,400
Ray Partners, Inc. 301 Commerce, Suite 1350 Fort Worth, TX 76102	Executive Selection Consultant	75,000
Nu-Design P.O. Box 14116 Arlington, TX 76094	Computer Consultants	<u>106,401</u>
 TOTAL COMPENSATION		 <u>777,825</u>

SID W RICHARDSON FOUNDATION

75-6015828

STATEMENT 19

NAME, ADDRESS AND TELEPHONE FOR APPLICATIONS

VALLEAU WILKIE, JR
309 MAIN STREET
FORT WORTH, TX 76102
(817)336-0494

SID W RICHARDSON FOUNDATION
GRANTS PAID DURING 2008

STATEMENT 20

GRANTEE	STATUS	PURPOSE	AMOUNT
ACT Human Development Fund P O Box 3565 Fort Worth, TX 76113	509(a)(1)	Support the program in collaboration with neighborhood organizations, churches, and	75,000 00
Allied Theatre Group, Inc 1300 Gendy Street Fort Worth, TX 76107-4036	509(a)(1)	Support renovation of Stage West	35,000 00
All Kinds of Minds 2800 Mendean Parkway, Ste 110 Durham, NC 27713	509(a)(1)	Support development of the program in Texas	200,000 00
All Saints Health Foundation 1400 8th Avenue Fort Worth, TX 76104	509(a)(1)	Support construction of the new Baylor All Saints Medical Center Women's Hospital	150,000 00
Aransas County Council of Aging 912 S Church Street Rockport, TX 78732-2307	509(a)(1)	General support	10,000 00
Aransas County Counseling & Education Support Services, Inc 802 E Main Street Rockport, TX 78382	509(a)(1)	General support	5,000 00
Aransas County Medical Services, Inc P O Box 821 Rockport, TX 77778381	509(a)(1)	Support construction of new facility for the Aransas County EMS	150,000 00
Arlington Women's Shelter 6815 Manhattan Blvd , Suite 105 Fort Worth, TX 76120	509(a)(1)	Support the SafeHaven program	135,000 00
Arts Council of Fort Worth and Tarrant County 1300 Gendy Street Fort Worth, TX 76107	509(a)(1)	General support for the program	5,000 00
Austin College 900 North Grand, Suite 6P Sherman, TX 75090-4400	509(a)(1)	Support Summer Institute for Texas Secondary Teachers of Foreign Languages and new summer immersion program	75,000 00

GRANTEE	STATUS	PURPOSE	AMOUNT
Baylor College of Medicine 6565 Fannin, NC205 Houston, TX 77030	509(a)(1)	Support for research program, "Studies in Ocular Bacterial and Fungal Infections" from July 2007 to June 2008	75,000 00
Baylor College of Medicine 6550 Fannin, Suite 1501 Houston, TX 77030	509(a)(1)	Support Dr Koch's research program in the Department of Ophthalmology	25,000 00
Baylor College of Medicine One Baylor Plaza Houston, TX 77030-3498	509(a)(1)	Support Dr Alford's research in the Dept of Otorhinolaryngology and Communicative Sciences	75,000 00
Baylor College of Medicine 1709 Dryden Road, Suite 632 Houston, TX 77030-2404	509(a)(1)	Support Dr Pool's program in internal medicine	100,000 00
Botanical Research Institute of Texas, Inc 509 Pecan Street Fort Worth, TX 76102-4060	509(a)(3)*	General support for 2008	265,000 00
Boy Scouts of America, Longhorn Council P O Box 54190 Hurst, TX 76054	509(a)(1)	Support the Urban After-School Program	50,000 00
Candlelighters Childhood Cancer Foundation of Greater Fort Worth P O Box 1127 Bedford, TX 76095	509(a)(1)	Support program providing assistance to children treated for cancer at Cook Children's Medical Center	5,000 00
CareFlite 3110 S Great Southwest Parkway Grand Prairie, TX 75052	509(a)(3)**	Support purchase of the Human Patient Simulator to be used in training first Responders	100,000 00
Carter BloodCare 2205 Highway 121 Bedford, TX 76021	509(a)(2)	Support National Marrow Donor Program	50,000 00
CASA of Tarrant County, Inc P O Box 3275 Fort Worth, TX 76113	509(a)(1)	General Support	25,000 00
Cassata High School 1400 Hemphill Street Fort Worth, TX 76104	509(a)(2)	Support financial aid for needy students	40,000 00
Catholic Charities of Fort Worth, Inc 2701 Burchill Road North Fort Worth, TX 76105	509(a)(1)	Support construction of new central facility	300,000 00

GRANTEE	STATUS	PURPOSE	AMOUNT
Cenikor Foundation, Inc 2209 South Main Street Fort Worth, TX 76110	509(a)(1)	Support capital improvements	50,000 00
Center for Reform of School Systems, Inc 4544 Post Oak Place, Suite 270 Houston, TX 77027	509(a)(1)	Support the Texas Institute of School Boards and Texas Fellows Alumni Program	100,000 00
Van Cliburn Foundation, Inc 2525 Ridgmar Blvd , Suite 307 Fort Worth, TX 76116	509(a)(2)	Support concert series during 2008	50,000 00
Communities in Schools, Fort Worth, Inc 6707 Brentwood Stair Road, Suite 510 Fort Worth, TX 76112	509(a)(1)	Support the program and to assist in the expansion of CIS	250,000 00
Cornerstone Assistance Network, Inc 6924 Glenview Drive Fort Worth, TX 76180	509(a)(1)	Support the Workforce Development Co- ordinator position at the Ft Worth Chamber of Commerce	46,000 00
Cornerstone Assistance Network, Inc 6924 Glenview Drive Fort Worth, TX 76180	509(a)(1)	Support "Meeting Needs, Restoring Hope" capital campaign	300,000 00
Courage and Renewal-North Texas, Inc 1201 Wesleyan Street Fort Worth, TX 76105	509(a)(2)	General support	95,000 00
Cowboy Hentage Association of Ft Worth P O Box 136639 Fort Worth, TX 76136	509(a)(2)	Support the scholarship program	10,000 00
First Texas Council of Camp Fire, Inc 2700 Meacham Blvd Fort Worth, TX 76137-4699	509(a)(1)	Support the Kindergarten Readiness Program and the Community Advocate Position	125,600 00
First Texas Council of Camp Fire, Inc 2700 Meacham Blvd Fort Worth, TX 76137-4699	509(a)(1)	Support position of advocate for the early childcare and education programs	54,000 00
Fort Worth Animal Control, City of 510 Hilton Drive Euless, TX 76040	public entity	Support the Fort Worth Animal Control (FWAC) Adoption Center Building	10,000 00
Fort Worth Art Association 3200 Darnell Street Fort Worth, TX 76107	509(a)(1)	Operational support for the Modern Art Museum	750,000 00

GRANTEE	STATUS	PURPOSE	AMOUNT
Fort Worth Challenge, Inc 226 Bailey Avenue, Suite 105 Fort Worth, TX 76107	509(a)(1)	General support	100,000 00
Fort Worth Country Day School 4200 Country Day Lane Fort Worth, TX 76109	509(a)(1)	Summerbridge Fort Worth	75,000 00
Fort Worth Country Day School 4200 Country Day Lane Fort Worth, TX 76109	509(a)(1)	Support construction of the Community/ Student Center and Dining Hall	500,000 00
Fort Worth Independent School District 100 N University Drive Fort Worth, TX 76107-1360	509(a)(1)	Support Highly Qualified Educators for Diversity Transition to Teaching project	100,000 00
Fort Worth Museum of Science and History 1501 Montgomery Street Fort Worth, TX 76107	509(a)(1)	General support	150,000 00
Fort Worth Museum of Science and History 1501 Montgomery Street Fort Worth, TX 76107	509(a)(1)	Support the capital campaign for the construction of a new facility	1,500,000 00
Ft Worth Northside Community Health Center, Inc 2100 North Man, Suite 215 Fort Worth, TX 76164	509(a)(1)	General support	100,000 00
Fort Worth Opera Association 1300 Gendy Street Fort Worth, TX 76107	509(a)(1)	General support	100,000 00
Fort Worth Partnership for Community Development 900 Summit Avenue Fort Worth, TX 76102	509(a)(1)	General support for the program in housing and economic development	150,000 00
Fort Worth Promotion and Development Fund P O Box 8040 Fort Worth, TX 76124	509(a)(3)**	Support the <i>Let's Talk Fort Worth</i> project	20,000 00
Fort Worth Public Library Foundation 500 West 3rd Street Fort Worth, TX 76102	509(a)(1)	Support establishment of the Gallery Complex	150,000 00
Fort Worth Symphony Orchestra Association 330 East Fourth Street, Suite 200 Fort Worth, TX 76102	509(a)(2)	General support during 2008	750,000 00

GRANTEE	STATUS	PURPOSE	AMOUNT
Fort Worth Zoological Association 1989 Colonial Parkway Fort Worth, TX 76104	509(a)(2)	General support	250,000 00
Gill Children's Services, Inc 1020 Summit Avenue Fort Worth, TX 76102	509(a)(1)	General support with an emphasis on oral healthcare	25,000 00
Girls Incorporated of Tarrant County 2820 Matlock Road Arlington, TX 76015	509(a)(1)	Support SMART program	80,000 00
Girl Scouts of Texas Oklahoma Plains, Inc 4901 Briarhaven Road Fort Worth, Tax 76109	509(a)(1)	Support expenses involved in establishing Ft Worth as the central office, including such things as technology improvement	75,000 00
Billy Graham Evangelistic Association 1 Billy Graham Parkway Charlotte, NC 28201-0001	509(a)(1)	General support for ministry within the state of Texas	25,000 00
Grand Prairie Wellness Center, Inc 1710 Small Street Grand Prairie, TX 75050	509(a)(1)	General support for the Family Medical Clinic	25,000 00
HI KIDS, Inc 7800 Swale Court Burleson, TX 78028	509(a)(1)	General support	25,000 00
Housing Opportunities of Fort Worth, Inc 1965 West Magnolia Avenue, Suite B Fort Worth, TX 76104	509(a)(1)	General support	30,000 00
I Have a Dream Foundation Fort Worth 2101 Hulen Fort Worth, TX 76107	509(a)(1)	General support	25,000 00
Imagination Celebration P O Box 3161 Fort Worth, TX 76113	509(a)(1)	General support for arts education program	100,000 00
Just Say Yes-Youth Equipped to Succeed P O Box 670863 Dallas, TX 75367-0863	509(a)(2)	General support for programs in Fort Worth schools	50,000 00
Just Say Yes-Youth Equipped to Succeed P O Box 670863 Dallas, TX 75367-0863	509(a)(2)	General support for the nsk avoidance program in the Fort Worth ISD	50,000 00

GRANTEE	STATUS	PURPOSE	AMOUNT
The Ladder Alliance, Inc 4400 Panola, South Building, Suite 101 Fort Worth, TX 76103	509(a)(1)	General support	75,000 00
Latin Arts Association of Fort Worth, Inc 1440 North Main Fort Worth, TX 76106	509(a)(1)	Support the Artes de la Rosa program	35,000 00
The Learning Center of North Texas, Inc 1701 River Run Road, Suite 710 Fort Worth, TX 76107	509(a)(1)	General support	90,000 00
March of Dimes Birth Defects Nat'l Foundation 200 Bailey Avenue, Suite 230 Fort Worth, TX 76107	509(a)(1)	Support Save Our Babies program	75,000 00
Mayfest, Inc 255 Bailey Avenue Fort Worth, TX 76107	509(a)(2)	Support Mayfest 2008	10,000 00
Mental Health Assn of Tarrant County, Inc 3136 W 4th Fort Worth, TX 76107	509(a)(1)	Support the Operation Healthy Reunions project	100,000 00
Mission Metroplex, Inc 210 W South Street Arlington, TX 76010	509(a)(1)	Support the Nurse Practitioner position in the Medical clinic	35,000 00
Mothers Fathers for the Advancement of Social Systems, Inc 3737 Atlanta Street Dallas, TX 75215	509(a)(1)	General support	50,000 00
National Center for Policy Analysis 12770 Coit Road, Suite 800 Dallas, TX 75251	509(a)(1)	General support	100,000 00
The National Cowgirl Museum and Hall of Fame, Inc 1720 Gendy Fort Worth, TX 76102	509(a)(1)	General support	50,000 00
Northside Inter-Church Agency, Inc 1600 Circle Park Blvd Fort Worth, TX 76106-8943	509(a)(1)	Support for the Circle of Winners and other important programs for families in the area	75,000 00

GRANTEE	STATUS	PURPOSE	AMOUNT
NSEAM Living at Home Block Nurse Program 1150 South Freeway #130 Fort Worth, TX 76104	509(a)(1)	General support	5,000 00
The Old Jail Art Center 201 South Second Albany, TX 76430	509(a)(1)	General support for the education program	50,000 00
Pacific Youth Correctional Ministries P O Box 120634 Arlington, TX 76012	509(a)(1)	General support for the program	5,000 00
The Parenting Center 2928 West Fifth Street Fort Worth, TX 76107	509(a)(1)	General support	100,000 00
Performing Arts Fort Worth, Inc 330 East 4th Street Fort Worth, TX 76102	509(a)(1)	Support Children's Education Program	50,000 00
The Rensselaerville Institute 63 Huyck Road Rensselaerville, NY 12147	509(a)(2)	Support the School Turnaround program in the FW ISD	75,000 00
William Marsh Rice University P O Box 1892 Houston, TX 77251-1892	509(a)(1)	Support the Medical Innovation Awards in the Institute of Biosciences and Bioengineering	75,000 00
Ronald McDonald House of Fort Worth, Inc 1004 7th Avenue Fort Worth, TX 76104	509(a)(1)	Support renovation of the kitchen facility	50,000 00
Safe City Commission 201 Main Street, Suite 2 Fort Worth, TX 76102	509(a)(1)	Support crime prevention programs in the city of Fort Worth	100,000 00
St Edward's University 3001 South Congress Avenue Austin, TX 78704-6489	509(a)(1)	Support the 2+2+2 Model for Teacher Recruitment	65,000 00
The Salvation Army P O Box 36006 Dallas, TX 75235	509(a)(1)	Support the First Choice Program	50,000 00
SEARCH (South East Area Churches) Association, Inc P O Box 51256 Fort Worth, TX 76105	509(a)(1)	General support	5,000 00

GRANTEE	STATUS	PURPOSE	AMOUNT
Scott and White Memorial Hospital and Scott, Sherwood and Brindley Foundation 2401 South 31st Street Temple, TX 76508	509(a)(1)	Support establishment of the Family Medicine Community Clinic	200,000 00
Scott and White Memorial Hospital and Scott, Sherwood and Brindley Foundation 2401 South 31st Street Temple, TX 76508	509(a)(1)	Support the Childhood Obesity Initiative	200,000 00
The Southwest Texas State University Development Foundation 601 University Drive San Marcos, TX 78666-4616	509(a)(1)	Support the Richardson Fellows and Scholars program within the Mathworks program	48,000 00
Special Olympics Texas, Inc 500 West 7th Street, Suite 1235 Fort Worth, TX 76102	509(a)(2)	Support the 2008 Summer Games under the Special Olympics program of the Greater Ft Worth Area	5,000 00
Star-Telegram Charities, Inc P O Box 1870 Fort Worth, TX 76101	509(a)(1)	Support for the 2008 Goodfellow Fund	5,000 00
Tarrant Area Food Bank 2600 Cullen Street Fort Worth, TX 76107	509(a)(1)	Support development of Community Kitchen program	96,500 00
Tarrant County Academy of Medicine 3855 Tulsa Way Fort Worth, TX 76107	509(a)(1)	Support construction of new facility	125,000 00
Tarrant County ACCESS for the Homeless P O Box 1461 Fort Worth, TX 76101-1461	509(a)(1)	Support the program and to meet the matching funds for a HUD grant	10,000 00
Tarrant County Black Historical and Genealogical Society, Inc P O Box 50483 Fort Worth, TX 76105-0483	509(a)(1)	Support the completion of the Lenora Rolla Heritage Center	10,000 00
Tarrant County Council on Alcoholism and Drug Abuse (dba Recovery Resource Council) 2700 Airport Freeway Fort Worth, TX 76111	509(a)(1)	Support for children who have problems with drug and alcohol abuse	70,000 00

GRANTEE	STATUS	PURPOSE	AMOUNT
Tarrant County College Foundation 1500 Houston Street Fort Worth, TX 73102	509(a)(1)	Support the Academy of Mathematics and Engineering	50,000 00
Tarrant County Samaritan Housing, Inc 929 Hemphill Street Fort Worth, TX 76104	509(a)(1)	Support the More Life project	5,000 00
Tarrant County Youth Collaboration 6707 Brentwood Stair Road, Suite 620 Fort Worth, TX 76112	509(a)(1)	Support the Children's Neighborhood Network	75,000 00
Texas A&M Foundation 401 George Bush Drive College Station, TX 77840-2811	509(a)(1)	Support the MASS program for the 2008-2009 school year	100,000 00
Texas A&M University 511 Harrington Tower, 4226 TAMU College Station, TX 778431	509(a)(1)	Support research project, Math and Science Performance in Large, Diverse Urban High Schools	75,000 00
Texas A&M University Commerce Foundation P O Box 4505 Commerce, TX 75429	509(a)(1)	Support improving Assessment Accuracy for Culturally and Linguistically Diverse Exceptional Learners	75,000 00
Texas Ballet Theater, Inc 6845 Green Oaks Road Fort Worth, TX 76116	509(a)(2)	General support in 2008	125,000 00
Texas Governor's Mansion Restoration Fund P O Box 12878 Austin, TX 78711-2878	509(a)(1)	Support renovation of the mansion	100,000 00
Texas Inmate Services TXIS 3001 Race Street Fort Worth, TX 76111	509(a)(1)	General support	50,000 00
Texas Wesleyan University 1201 Wesleyan Fort Worth, TX 76105-1536	509(a)(1)	Support third-year funding of the Institute of School Leadership	70,000 00
United Community Centers 1200 E Maddox Avenue Fort Worth, TX 76104	509(a)(1)	General support	100,000 00
United Community Centers 1200 E Maddox Avenue Fort Worth, TX 76104	509(a)(1)	Support capital campaign to build and renovate the facilities	300,000 00

GRANTEE	STATUS	PURPOSE	AMOUNT
United Way of Metropolitan Tarrant County P O Box 4448 Fort Worth, TX 76164	509(a)(1)	General support for 2008 campaign	100,000 00
United Way of Metropolitan Tarrant County P O Box 4448 Fort Worth, TX 76164	509(a)(1)	Support the Literacy Coalition under the leadership of the United Way	25,000 00
United Way of Metropolitan Tarrant County P O Box 4448 Fort Worth, TX 76164	509(a)(1)	Support for the Community Assessment	5,000 00
University of Houston 3232 College Park Drive, Suite 303 The Woodlands, TX 77384	509(a)(1)	Support CREATE for the work on teacher support	125,000 00
University of Houston 400 E Cullen Building Houston, TX 77204-2013	509(a)(1)	Support teachHOUSTON in the College of entitled teachHOUSTON	100,000 00
University of North Texas Health Science Center TCOM Foundation, Inc 1327 N Main Street Fort Worth TX 76106	509(a)(1)	Support the 2008 Hispanic Wellness Fair	10,000 00
University of North Texas Mayborn Graduate Institute of Journalism P O Box 311460 Denton, TX 76203-1460	509(a)(1)	Support the Mayborn Literary Nonfiction Writers Conference of the Southwest in 2008	10,000 00
The University of Texas at Austin 2901 North I 35 Austin, TX 76105-1536	509(a)(1)	Support the Middle School mathematics and statistics program in the Chas A Dana Center	95,000 00
The University of Texas at Austin Manne Science Institute 750 Channel View Drive Port Aransas, TX 78373-5015	509(a)(1)	Support developing new knowledge for early life stages of economically important fishes on the TX coast	100,000 00
The University of Texas at Dallas Box 830688 Richardson, TX 75083-0688	509(a)(1)	Support establishment of the Uteach Dallas program	100,000 00
The University of Texas at El Paso 500 W University Avenue El Paso, TX 79968	509(a)(1)	Support the Writing Initiative	150,000 00

GRANTEE	STATUS	PURPOSE	AMOUNT
The University of Texas at San Antonio 501 W Durango Blvd San Antonio, TX 78207-4415	509(a)(1)	Support 2008 TX prefreshman engineering program specifically TWU, UT Arlington, UT Brownsville, Del Mar College & TCCC	123,000 00
The University of Texas System Cancer Center P O Box 301439/Unit 541 Houston, TX 77230-1439	509(a)(1)	Support multidisciplinary research programs in the Red and Charline McCombs Institute for Early Detection and Treatment of Cancer	500,000 00
Volunteer Center of North Texas 2800 Live Oak Street Dallas, TX 75204	509(a)(1)	General support for program in Tarrant County	50,000 00
What About Remembering Me Center, Inc 809 Lipscomb Street Fort Worth, TX 76104-3121	509(a)(1)	General support	25,000 00
Winkler County Council for Retarded Children, Inc P O Box 484 Kermit, TX 79745	509(a)(1)	Support the Kermit Opportunity School	10,000 00
The Women's Center of Tarrant County, Inc 1723 Hemphill Street Fort Worth, TX 76110	509(a)(1)	Support construction of new facility	150,000 00
Young Men's Christian Association 540 Lamar Street Fort Worth, TX 76102	509(a)(2)	General support for the programs at the McDonald and Southeast YMCA branches	25,000 00
Young Men's Christian Association 540 Lamar Street Fort Worth, TX 76102	509(a)(2)	Support major renovation of the downtown YMCA facility	125,000 00
Young Women's Christian Association 512 West 4th Street Fort Worth, TX 76102	509(a)(1)	General support for the My Own Place program	40,000 00
			<u>13,333,100 00</u>

SID W RICHARDSON FOUNDATION
UNPAID GRANTS @ 12/31/08

STATEMENT 21

GRANTEE	STATUS	PURPOSE	AMOUNT
ACT Human Development Fund P O Box 3565 Fort Worth, TX 76113	509(a)(1)	Support the program in collaboration with neighborhood organizations, churches, and	75,000 00
All Saints Health Foundation 1400 8th Avenue Fort Worth, TX 76104	509(a)(1)	Support construction of the new Baylor All Saints Medical Center Women's Hospital	150,000 00
Aransas County Medical Services, Inc P O Box 821 Rockport, TX 78381	509(a)(1)	Support construction of new facility for the Aransas County EMS	100,000 00
Austin College 900 North Grand, Suite 6P Sherman, TX 75090-4400	509(a)(1)	Support Summer Institute for Texas Secondary Teachers of Foreign Languages and new summer immersion program	75,000 00
Baylor College of Medicine One Baylor Plaza Houston, TX 77030-3498	509(a)(1)	Support Dr Alford's research in the Dept of Otorhinolaryngology and Communicative Sciences	75,000 00
Baylor College of Medicine 6565 Fannin, NC205 Houston, TX 77030	509(a)(1)	Support for research program, "Studies in Ocular Bacterial and Fungal Infections" from July 2009 to June 2010	75,000 00
Baylor College of Medicine 6550 Fannin, Suite 1501 Houston, TX 77030	509(a)(1)	Support Dr Koch's research program in the Department of Ophthalmology	25,000 00
Baylor College of Medicine 1709 Dryden Road, Suite 632 Houston, TX 77030-2404	509(a)(1)	Support Dr. Pool's program in internal medicine	100,000 00

GRANTEE	STATUS	PURPOSE	AMOUNT
Botanical Research Institute of Texas, Inc 509 Pecan Street Fort Worth, TX 76102-4060	509(a)(3)*	General support for 2009	265,000 00
Botanical Research Institute of Texas, Inc 509 Pecan Street Fort Worth, TX 76102-4060	509(a)(3)*	Support for new facility	2,000,000 00
CareFlite 3110 S. Great Southwest Parkway Grand Prairie, TX 75052	509(a)(3)**	Support purchase of the Human Patient Simulator to be used in training first Responders	100,000 00
Center for Reform of School Systems, Inc 4544 Post Oak Place, Suite 270 Houston, TX 77027	509(a)(1)	Support the Texas Institute of School Boards and Texas Fellows Alumni Program	100,000 00
Van Cliburn Foundation, Inc 2525 Ridgmar Blvd , Suite 307 Fort Worth, TX 76116	509(a)(2)	Support concert series during 2009	50,000 00
Van Cliburn Foundation, Inc 2525 Ridgmar Blvd , Suite 307 Fort Worth, TX 76116	509(a)(2)	Support for the 13th Van Cliburn Competition in 2009	300,000 00
Fort Worth Art Association 3200 Darnell Street Fort Worth, TX 76107	509(a)(1)	Operational support for the Modern Art Museum	750,000 00
Fort Worth Independent School District 100 N University Drive Fort Worth, TX 76107-1360	509(a)(1)	Support Highly Qualified Educators for Diversity Transition to Teaching project	100,000 00
Fort Worth Museum of Science and History 1501 Montgomery Street Fort Worth, TX 76107	509(a)(1)	General support for program in 2009	150,000 00
Fort Worth Museum of Science and History 1501 Montgomery Street Fort Worth, TX 76107	509(a)(1)	Support the capital campaign for the construction of a new facility	1,000,000 00
Fort Worth Opera Association 1300 Gendy Street Fort Worth, TX 76107	509(a)(1)	General support	100,000 00

* Type III, functionally integrated

**Type I, supporting organization

GRANTEE	STATUS	PURPOSE	AMOUNT
Fort Worth Partnership for Community Development 900 Summit Avenue Fort Worth, TX 76102	509(a)(1)	General support for the program in housing and economic development	50,000 00
Fort Worth Symphony Orchestra Association 330 East Fourth Street, Suite 200 Fort Worth, TX 76102	509(a)(2)	General support during 2008	750,000 00
Fort Worth Zoological Association 1989 Colonial Parkway Fort Worth, TX 76104	509(a)(2)	General support	250,000 00
Fort Worth Zoological Association 1989 Colonial Parkway Fort Worth, TX 76104	509(a)(2)	Support for the Museum of Living Art Facility	500,000 00
Game Conservation International 4600 Broad Avenue Fort Worth, TX 76107	Private***	General support of the Junior Wildlife Art Competition expenditure responsibility	10,000 00
Billy Graham Evangelistic Association 1 Billy Graham Parkway Charlotte, NC 28201-0001	509(a)(1)	General support for ministry within the state of Texas	25,000 00
HI KIDS, Inc 7800 Swale Court Burleson, TX 78028	509(a)(1)	General support	10,000 00
Jubilee Players, Inc 506 Main St Fort Worth, TX 76102	509(a)(2)	General support	25,000 00
Mental Health Assn of Tarrant County, Inc 3136 W 4th Fort Worth, TX 76107	509(a)(1)	Support the Operation Healthy Reunions project	100,000 00
Mothers Fathers for the Advancement of Social Systems, Inc 3737 Atlanta Street Dallas, TX 75215	509(a)(1)	General support	100,000 00

*** Non-operating private foundation

GRANTEE	STATUS	PURPOSE	AMOUNT
The National Cowgirl Museum and Hall of Fame, Inc 1720 Gendy Fort Worth, TX 76102	509(a)(1)	General support	50,000 00
North Texas Behavioral Healthcare Network dba Mental Health Connection of Tarrant County 3131 Sanguinet Street Fort Worth, TX 76102	509(a)(1)	Assist in training of 350 health professionals at Symposium on Evidence- based Practices	100,000 00
Performing Arts Fort Worth, Inc 330 East 4th Street Fort Worth, TX 76102	509(a)(1)	Support Children's Education Program	50,000 00
The Southwest Texas State University Development Foundation 601 University Drive San Marcos, TX 78666-4616	509(a)(1)	Support the Richardson Fellows and Scholars program within the Mathworks program	48,000 00
Tarrant County Academy of Medicine 3855 Tulsa Way Fort Worth, TX 76107	509(a)(1)	Support construction of new facility	125,000 00
Tarrant County ACCESS for the Homeless P O Box 1461 Fort Worth, TX 76101-1461	509(a)(1)	General support	20,000 00
Tarrant County College Foundation 1500 Houston Street Fort Worth, TX 73102	509(a)(1)	Support the Academy of Mathematics and Engineering	50,000 00
Texas A&M University 511 Harrington Tower, 4226 TAMU College Station, TX 778431	509(a)(1)	Support research project, Math and Science Performance in Large, Diverse Urban High Schools	50,000 00
Texas Ballet Theater, Inc 6845 Green Oaks Road Fort Worth, TX 76116	509(a)(2)	General support in 2009	125,000 00
Texas Engineering Foundation Box 2145 Austin, TX 78768	509(a)(2)	General support for MATHCOUNTS	40,000 00

GRANTEE	STATUS	PURPOSE	AMOUNT
United Way of Metropolitan Tarrant County P O Box 4448 Fort Worth, TX 76164	509(a)(1)	General support for 2009 campaign	100,000 00
The University of Texas at Austin Marine Science Institute 750 Channel View Drive Port Aransas, TX 78373-5015	509(a)(1)	Support developing new knowledge for early life stages of economically important fishes on the TX coast	100,000 00
The University of Texas at Dallas Box 830688 Richardson, TX 75083-0688	509(a)(1)	Support establishment of the Uteach Dallas program	100,000 00
The University of Texas at El Paso 500 W University Avenue El Paso, TX 79968	509(a)(1)	Support the Writing Initiative	150,000 00
The University of Texas System Cancer Center P O Box 301439/Unit 541 Houston, TX 77230-1439	509(a)(1)	Support multidisciplinary research programs in the Red and Charline McCombs Institute for Early Detection and Treatment of Cancer	500,000 00
			<u>9,018,000 00</u>

SID W. RICHARDSON FOUNDATION

75-6015828

STATEMENT 22 - PART XII, Ln 2

Amounts paid to acquire assets:

Furniture, fixtures and equipment

60,976 87

Leasehold improvements

55,593 69

116,570.56

SID W RICHARDSON FOUNDATION
IRC SECTION 1092 PORTFOLIO WALKFORWARD
AS OF 12/31/08

	NO. OF SHARES	CARRYING VALUE	MARKET VALUE
Kimberly Clark	20,000	697,402	1,054,800
Schering Ploug	<u>45,000</u>	<u>498,826</u>	<u>766,350</u>
	<u>65,000</u>	<u>1,196,228</u>	1,821,150
			<u>(1,196,228)</u>
Unrealized Gain			624,922
S&P Loss Carryforward			<u>(1,390,072)</u>
Excess of loss carryforward over unrealized gain			<u>(765,150)</u>

SID W. RICHARDSON FOUNDATION
75-6015828
SUPPLEMENTARY SCHEDULES FOR TAX RETURN
YEAR ENDING 12/31/08

THE FOUNDATION BEGAN TRADING REGULATED FUTURES CONTRACTS IN 1990, AND TERMINATED THE POSITION AS OF DECEMBER 31, 1996.

IN COMPLIANCE WITH THE STRADDLE RULES, THE FOLLOWING LOSSES, WHICH WERE REALIZED ON THE SALE OF REGULATED FUTURES CONTRACTS, ARE DISALLOWED UNDER THE WASH SALE RULES OF REG SEC. 1.1092(b)-2T(A) PRIOR TO THE DISPOSITION OF THE STRADDLE. PURSUANT TO IRC SECTION 1092(a), LOSSES FROM THE DISPOSITION ARE TAKEN INTO ACCOUNT IN ANY TAXABLE YEAR ONLY TO THE EXTENT SUCH LOSSES EXCEED THE UNRECOGNIZED GAIN OF THE OFFSETTING POSITION.

UNRECOGNIZED SEC. 1092 LOSSES CARRIED FORWARD TO 2008	(1,390,072)
UNRECOGNIZED GAIN IN OFFSETTING POSITION AT 12/31/08	624,922
UNRECOGNIZED SEC. 1092 LOSSES EXCEEDING UNRECOGNIZED GAIN THAT WERE USED AT 12/31/08	<u>0</u>
UNRECOGNIZED SEC. 1092 LOSSES CARRIED FORWARD TO 2009	<u>(1,390,072)</u>

SID W RICHARDSON FOUNDATION
75-6015828
SUPPLEMENTARY TAX RETURN SCHEDULES
FOR YEAR ENDING 12/31/08

STATEMENT: PART IV

	DATE ACQ.	DATE SOLD	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN/ (LOSS)
SHORT-TERM GAIN/(LOSS)					
STOCKS-PURCHASED	Various	Various	4,740,989.70	5,970,182 13	(1,229,192 43)
JP MORGAN PARTNERS					
GLOBAL PRIVATE INVESTORS	Various	Various	0 00	601 00	(601 00)
PIMCO SHORT-TERM INSTITUTIONAL FUND	Various	Various	<u>606 08</u>	<u>0 00</u>	<u>606 08</u>
Total short-term			<u>4,741,595.78</u>	<u>5,970,783 13</u>	<u>(1,229,187 35)</u>
LONG-TERM GAIN/(LOSS)					
STOCKS-PURCHASED	Various	Various	15,982,061 32	19,086,812 52	(3,104,751 20)
PIMCO SHORT-TERM INSTITUTIONAL FUND	Various	Various	993.37	0 00	993.37
HEDGE FUNDS	Various	Various	11,576,118.41	9,738,846 76	1,837,271.65
JP MORGAN PARTNERS					
GLOBAL PRIVATE INVESTORS	Various	Various	<u>7,533 00</u>	<u>0 00</u>	<u>7,533 00</u>
Total long-term			<u>27,566,706.10</u>	<u>28,825,659.28</u>	<u>(1,258,953 18)</u>
TOTAL			<u>32,308,301 88</u>	<u>34,796,442 41</u>	<u>(2,488,140 53)</u>

SID W. RICHARDSON FOUNDATION
Analysis of Changes in JP Morgan Chase Asset Ledger
RECAP OF SALES-2008

CODE	DESCRIPTION	NUMBER OF SHARES	PROCEEDS OF SALE	PRICE/ SHARE	CARRYING VALUE	COST/ SHARE	DATE ACQUIRED	TRADE DATE	PAY DATE	BROKER	TOTAL	GAIN (LOSS) SHORT-TERM	LONG-TERM
2	Forstar Real Estate Group	16,487.00	370,638.55	22.48	312,137.13	18.93	05-Feb-01	03-Jan-08	08-Jan-08	UBS	58,501.40	0.00	58,501.40
2	Respironics	31,200.00	2,030,366.13	65.36	1,907,645.20	41.91	23-Feb-07	03-Jan-08	08-Jan-08	ISI	731,820.93	0.00	0.00
2	Forstar Real Estate Group	3,512.00	77,412.43	22.04	66,480.31	18.93	05-Feb-01	04-Jan-08	09-Jan-08	Keybank	10,922.12	0.00	10,922.12
2	Forstar Real Estate Group	0.98	21.60	22.04	22.04	18.93	05-Feb-01	04-Jan-08	09-Jan-08	Keybank	3.05	0.00	3.05
2	Alleggheny Energy	6,966.02	146,934.15	22.04	112,269.03	16.84	27-Mar-01	04-Jan-08	09-Jan-08	Keybank	34,666.10	0.00	34,666.10
2	Alleggheny Energy	6,300.00	402,427.76	63.88	278,990.51	36.35	31-May-06	09-Jan-08	14-Jan-08	ITG	173,437.25	0.00	173,437.25
2	Alleggheny Energy	24,500.00	1,569,847.10	63.81	694,153.42	36.35	31-May-06	09-Jan-08	14-Jan-08	ITG	675,693.68	0.00	675,693.68
2	AT&T Inc.	20,000.00	710,345.11	35.52	522,148.00	25.11	16-Nov-04	22-Jan-08	25-Jan-08	CIS	188,197.11	0.00	188,197.11
2	Belo Corp.	20,000.00	220,600.00	11.03	278,045.92	13.90	04-Oct-96	11-Mar-08	14-Mar-08	Jefferies & Co	(57,445.92)	0.00	(57,445.92)
2	Belo Corp.	30,000.00	330,770.35	11.03	479,858.05	16.00	09-Jun-97	11-Mar-08	14-Mar-08	Jefferies & Co	(149,087.70)	0.00	(149,087.70)
2	Belo Corp.	400.00	4,323.83	10.81	7,201.96	18.00	21-Aug-97	11-Mar-08	14-Mar-08	Jefferies & Co	(2,878.13)	0.00	(2,878.13)
2	Belo Corp.	10,000.00	111,248.76	11.12	180,048.91	18.00	21-Aug-97	11-Mar-08	14-Mar-08	Liquidnet	(68,800.13)	0.00	(68,800.13)
2	Belo Corp.	20,000.00	222,487.54	11.12	321,600.32	16.08	10-Aug-99	11-Mar-08	14-Mar-08	Liquidnet	(99,102.78)	0.00	(99,102.78)
2	Guaranty Financial Group	19,999.00	232,255.82	11.61	234,276.33	11.71	05-Feb-01	06-Mar-08	11-Mar-08	Instinet	(2,020.51)	0.00	(2,020.51)
2	Guaranty Financial Group	0.34	3.05	11.62	3.98	11.71	05-Feb-01	06-Mar-08	11-Mar-08	Instinet	(0.03)	0.00	(0.03)
2	Guaranty Financial Group	6,666.66	77,422.40	11.61	69,472.70	10.42	27-Mar-01	06-Mar-08	11-Mar-08	Instinet	7,949.70	0.00	7,949.70
2	Fairpoint Communications	0.91	4.61	7.56	4.30	7.05	26-May-06	21-Apr-08	21-Apr-08	Instinet	0.31	0.00	0.31
2	Temple Inland	32,944.00	394,831.52	11.98	497,929.99	15.11	03-Feb-01	05-May-08	08-May-08	Liquidnet	(103,098.37)	0.00	(103,098.37)
2	Temple Inland	27,056.00	322,778.08	11.93	408,936.19	15.11	05-Feb-01	05-May-08	08-May-08	Dain Rauscher	(86,158.11)	0.00	(86,158.11)
2	Temple Inland	20,000.00	238,399.20	11.92	268,910.47	13.45	27-Mar-01	05-May-08	08-May-08	Dain Rauscher	(30,511.27)	0.00	(30,511.27)
2	AH Belo Corp	4,000.00	33,767.81	8.44	70,054.08	17.51	04-Oct-96	14-May-08	19-May-08	Jefferies & Co	(36,286.27)	0.00	(36,286.27)
2	AH Belo Corp	6,000.00	50,651.72	8.44	120,900.95	20.15	09-Jun-97	14-May-08	19-May-08	Jefferies & Co	(70,249.23)	0.00	(70,249.23)
2	AH Belo Corp	2,080.00	17,559.26	8.44	47,178.13	22.68	21-Aug-97	14-May-08	19-May-08	Jefferies & Co	(29,618.87)	0.00	(29,618.87)
2	AH Belo Corp	4,000.00	33,767.80	8.44	81,027.68	20.28	10-Aug-99	14-May-08	19-May-08	Jefferies & Co	(47,259.88)	0.00	(47,259.88)
2	American International Group	22,100.00	867,972.63	39.27	1,237,121.58	58.24	30-Nov-07	14-May-08	19-May-08	Liquidnet	(419,149.05)	(419,149.05)	0.00
2	Gannett Co	40,000.00	1,218,193.17	30.45	2,241,272.00	56.03	10-May-06	14-May-08	19-May-08	Liquidnet	(1,023,078.83)	0.00	(1,023,078.83)
2	Fairpoint Communications	657.00	6,465.52	9.69	4,700.12	7.05	26-May-06	21-Apr-08	21-Apr-08	Instinet	1,765.40	0.00	1,765.40
2	Motorola	30,000.00	305,069.28	10.20	730,647.00	24.35	28-Nov-05	19-May-08	22-May-08	Jefferies & Co	(424,777.72)	0.00	(424,777.72)
2	Motorola	10,000.00	101,956.42	10.20	190,052.00	19.01	11-Jul-06	19-May-08	22-May-08	Jefferies & Co	(88,095.58)	0.00	(88,095.58)
2	Motorola	30,000.00	1,044,144.15	34.80	1,517,104.63	50.57	15-May-02	20-May-08	23-May-08	Hoerig	(472,960.48)	0.00	(472,960.48)
2	Clear Channel Communications	3,000.00	104,414.42	34.80	98,990.99	32.80	21-Aug-02	20-May-08	23-May-08	Hoerig	6,023.43	0.00	6,023.43
2	Clear Channel Communications	2,000.00	69,809.62	34.80	67,474.36	33.74	22-Aug-02	20-May-08	23-May-08	Hoerig	2,135.26	0.00	2,135.26
2	Clear Channel Communications	10,000.00	348,048.05	34.80	361,520.11	36.15	07-Apr-03	20-May-08	23-May-08	Hoerig	(13,472.06)	0.00	(13,472.06)
2	Clear Channel Communications	10,000.00	348,048.05	34.80	400,811.02	40.08	02-Jun-03	20-May-08	23-May-08	Hoerig	(52,763.77)	0.00	(52,763.77)
2	Clear Channel Communications	3,000.00	174,024.03	34.80	204,203.74	40.84	16-Jun-03	20-May-08	23-May-08	Hoerig	(30,179.71)	0.00	(30,179.71)
2	Clear Channel Communications	10,000.00	348,048.01	34.80	328,349.61	32.83	16-Nov-04	20-May-08	23-May-08	Hoerig	19,698.40	0.00	19,698.40
2	Viacom Corp.	29,900.00	675,541.85	22.58	1,293,315.86	43.28	30-Nov-07	03-Jun-08	06-Jun-08	ITG	(617,974.01)	0.00	(617,974.01)
2	Time Warner Entertainment Co	5,000.00	249,992.59	49.99	187,796.00	37.56	15-Jun-01	28-Jul-08	31-Jul-08	Gateway Trading	62,196.59	0.00	62,196.59
2	Raytheon Co	9,000.00	513,581.22	57.05	243,030.30	27.01	27-Sep-00	28-Jul-08	31-Jul-08	Gateway Trading	270,484.92	0.00	270,484.92
2	International Paper	40,000.00	922,694.82	23.07	1,223,872.00	30.60	24-Aug-05	28-Jul-08	31-Jul-08	Baldwin	(301,177.18)	0.00	(301,177.18)
2	Neveill Rubbermaid	10,000.00	230,673.70	23.07	314,365.00	31.44	21-Nov-05	28-Jul-08	31-Jul-08	Baldwin	(83,691.30)	0.00	(83,691.30)
2	Neveill Rubbermaid	50,000.00	971,778.54	19.20	1,388,364.00	23.14	01-Aug-03	28-Jul-08	31-Jul-08	Hoerig	(416,585.46)	0.00	(416,585.46)
2	Neveill Rubbermaid	20,000.00	323,926.18	16.20	457,990.00	22.90	04-Nov-03	28-Jul-08	31-Jul-08	Hoerig	(134,033.82)	0.00	(134,033.82)
2	Neveill Rubbermaid	10,000.00	161,963.09	16.20	233,192.00	23.35	16-Nov-04	28-Jul-08	31-Jul-08	Hoerig	(71,528.91)	0.00	(71,528.91)
2	General Electric	60,000.00	694,056.10	17.35	932,016.00	23.30	16-Oct-06	13-Oct-06	16-Oct-06	First Boston	(237,959.90)	0.00	(237,959.90)
2	General Electric	1,180,607.38	1,180,607.38	19.68	2,107,746.00	35.13	24-Sep-01	20-Oct-06	23-Oct-06	Southwest Securities	(927,138.62)	0.00	(927,138.62)
2	General Electric	15,000.00	295,151.84	19.68	562,735.50	37.52	14-Dec-04	20-Oct-06	23-Oct-06	Southwest Securities	(267,583.66)	0.00	(267,583.66)
2	PepsiCo	12,500.00	689,408.64	55.15	560,076.25	44.81	02-Jul-01	06-Nov-08	12-Nov-08	Baldwin Anthony	129,332.39	0.00	129,332.39
2	Procter & Gamble	12,500.00	804,931.74	64.39	451,128.96	36.89	17-Aug-01	06-Nov-08	12-Nov-08	Baldwin Anthony	343,822.88	0.00	343,822.88
2	Atton, Inc	100.00	3,867.11	38.67	9,590.69	95.81	25-Jul-08	24-Nov-08	28-Nov-08	Gateway Trading	(5,713.58)	0.00	(5,713.58)

[illegible]