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

OMB No 1545-0052

**2009**

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

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that apply: ☒ Initial return ☐ Initial return of a former public charity ☐ Final return  
☒ Amended return ☐ Address change ☐ Name change

Use 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)

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 ☐

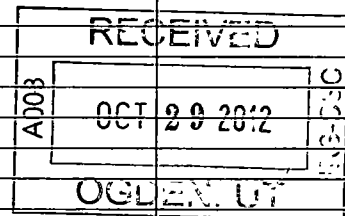
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization. ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 380,504,070.  
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) |
|-------------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| <b>Revenue</b>                                                                                  |                                    |                           |                         |                                                             |
| 1 Contributions, gifts, grants, etc., received (attach schedule)                                | 2,840.                             |                           |                         |                                                             |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B. |                                    |                           |                         |                                                             |
| 3 Interest on savings and temporary cash investments                                            |                                    |                           |                         |                                                             |
| 4 Dividends and interest from securities                                                        | 1,910,582.                         | 1,932,174.                |                         |                                                             |
| 5a Gross rents                                                                                  |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                                   |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                                        | 3,080,472.                         |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a                                                   | 21,846,214.                        |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                                |                                    | 2,925,422.                |                         |                                                             |
| 8 Net short-term capital gain                                                                   |                                    |                           |                         |                                                             |
| 9 Income modifications                                                                          |                                    |                           |                         |                                                             |
| 10 a Gross sales less returns and allowances                                                    | 203,689.                           |                           |                         |                                                             |
| b Less Cost of goods sold                                                                       | 99,987.                            |                           |                         |                                                             |
| c Gross profit or (loss) (attach schedule)                                                      | 103,702.                           |                           | 103,702.                |                                                             |
| 11 Other income (attach schedule)                                                               | 5,044,005.                         | 5,052,948.                |                         | STMT 2                                                      |
| 12 Total. Add lines 1 through 11                                                                | 10,141,601.                        | 9,910,544.                | 103,702.                |                                                             |
| <b>Operating and Administrative Expenses</b>                                                    |                                    |                           |                         |                                                             |
| 13 Compensation of officers, directors, trustees, etc.                                          | 360,540.                           | 87,635.                   |                         | 265,405.                                                    |
| 14 Other employee salaries and wages                                                            | 936,594.                           | 58,360.                   |                         | 878,233.                                                    |
| 15 Pension plans, employee benefits                                                             | 534,657.                           | 54,684.                   |                         | 528,876.                                                    |
| 16a Legal fees (attach schedule) STMT 3                                                         | 87,284.                            | 26,317.                   | 0.                      | 48,844.                                                     |
| b Accounting fees (attach schedule) STMT 4                                                      | 67,842.                            | 16,961.                   | 0.                      | 50,882.                                                     |
| c Other professional fees (attach schedule) *                                                   | 520,192.                           | 401,598.                  |                         | 119,968.                                                    |
| 17 Interest                                                                                     |                                    |                           |                         |                                                             |
| 18 Taxes (attach schedule) (see page 14 of the instructions) *                                  | 845,094.                           | 304,071.                  |                         |                                                             |
| 19 Depreciation (attach schedule) and depletion                                                 | 233,437.                           | 7,529.                    |                         |                                                             |
| 20 Occupancy                                                                                    | 44,600.                            | 11,150.                   |                         | 32,977.                                                     |
| 21 Travel, conferences, and meetings                                                            | 9,579.                             |                           |                         | 12,088.                                                     |
| 22 Printing and publications                                                                    | 92,737.                            |                           |                         | 91,638.                                                     |
| 23 Other expenses (attach schedule) STMT 8                                                      | 961,053.                           | 198,501.                  |                         | 763,061.                                                    |
| 24 Total operating and administrative expenses. Add lines 13 through 23                         | 4,693,609.                         | 1,166,806.                | 0.                      | 2,791,972.                                                  |
| 25 Contributions, gifts, grants paid                                                            | 6,096,500.                         |                           |                         | 9,535,500.                                                  |
| 26 Total expenses and disbursements. Add lines 24 and 25                                        | 10,790,109.                        | 1,166,806.                | 0.                      | 12,327,472.                                                 |
| 27 Subtract line 26 from line 12                                                                |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                             | -648,508.                          |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                |                                    | 8,743,738.                |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                  |                                    |                           | 103,702.                |                                                             |



| Part II Balance Sheets      |                                                                                                                                          | Beginning of year | End of year    |                |
|-----------------------------|------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|----------------|
|                             |                                                                                                                                          |                   | (a) Book Value | (b) Book Value |
| Assets                      | 1 Cash - non-interest-bearing . . . . .                                                                                                  | 437,219.          | 367,642.       | 367,642.       |
|                             | 2 Savings and temporary cash investments . . . . .                                                                                       |                   |                |                |
|                             | 3 Accounts receivable ▶ 38,694,680.                                                                                                      |                   |                |                |
|                             | Less allowance for doubtful accounts ▶ . . . . .                                                                                         | 2,856,114.        | 38,694,680.    | 38,694,680.    |
|                             | 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 16 of the instructions) |                   |                |                |
|                             | 7 Other notes and loans receivable (attach schedule) ▶ . . . . .                                                                         |                   |                |                |
|                             | Less allowance for doubtful accounts ▶ . . . . .                                                                                         |                   |                |                |
|                             | 8 Inventories for sale or use . . . . .                                                                                                  | 346,726.          | 349,163.       | 349,163.       |
|                             | 9 Prepaid expenses and deferred charges . . . . .                                                                                        | 4,875.            |                |                |
|                             | 10 a Investments - U.S. and state government obligations (attach schedule)                                                               |                   |                |                |
|                             | b Investments - corporate stock (attach schedule) STMT 9                                                                                 | 83,402,045.       | 102,555,282.   | 102,555,282.   |
|                             | c Investments - corporate bonds (attach schedule)                                                                                        |                   |                |                |
| Liabilities                 | 11 Investments - land, buildings, and equipment basis . . . . .                                                                          |                   |                |                |
|                             | Less accumulated depreciation ▶ STMT 10 2,017,689.                                                                                       | 1,435,129.        | 1,431,512.     | 34,386,583.    |
|                             | 12 Investments - mortgage loans . . . . .                                                                                                |                   |                |                |
|                             | 13 Investments - other (attach schedule) STMT 11                                                                                         | 121,983,444.      | 86,082,346.    | 97,669,628.    |
|                             | 14 Land, buildings, and equipment basis . . . . .                                                                                        |                   |                |                |
|                             | Less accumulated depreciation ▶ STMT 12 2,511,510.                                                                                       | 6,794,599.        | 6,712,091.     | 3,613,711.     |
|                             | 15 Other assets (describe ▶ STMT 13)                                                                                                     | 10,284,605.       | 10,309,132.    | 102,867,381.   |
|                             | 16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .                                | 227,544,756.      | 246,501,848.   | 380,504,070.   |
|                             | 17 Accounts payable and accrued expenses . . . . .                                                                                       | 425,235.          | 475,820.       |                |
|                             | 18 Grants payable . . . . .                                                                                                              | 9,018,000.        | 5,569,000.     |                |
|                             | 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)                                                                                                | 1,491,738.        | 1,862,329.     |                |
|                             | 23 Total liabilities (add lines 17 through 22) . . . . .                                                                                 | 10,934,973.       | 7,907,149.     |                |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. |                   |                |                |
|                             | 24 Unrestricted . . . . .                                                                                                                | 216,609,783.      | 238,594,699.   |                |
|                             | 25 Temporarily restricted . . . . .                                                                                                      |                   |                |                |
|                             | 26 Permanently restricted . . . . .                                                                                                      |                   |                |                |
|                             | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>                         |                   |                |                |
|                             | 27 Capital stock, trust principal, or current funds . . . . .                                                                            |                   |                |                |
|                             | 28 Paid-in or capital surplus, or land, bldg, and equipment fund                                                                         |                   |                |                |
|                             | 29 Retained earnings, accumulated income, endowment, or other funds                                                                      |                   |                |                |
|                             | 30 Total net assets or fund balances (see page 17 of the instructions) . . . . .                                                         | 216,609,783.      | 238,594,699.   |                |
|                             | 31 Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .                                            | 227,544,756.      | 246,501,848.   |                |

## 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 | 216,609,783. |
| 2 Enter amount from Part I, line 27a . . . . .                                                                                                                         | 2 | -648,508.    |
| 3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS . . . . .                                                                                        | 3 | 22,633,424.  |
| 4 Add lines 1, 2, and 3 . . . . .                                                                                                                                      | 4 | 238,594,699. |
| 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 | 238,594,699. |

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

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)                                                                                                                                                                                   |                                            |                                                 | (b) How acquired<br>P-Purchase<br>D-Donation                                              | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a</b> SEE PART IV SCHEDULE                                                                                                                                                                                                                                                                                       |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>b</b>                                                                                                                                                                                                                                                                                                             |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>c</b>                                                                                                                                                                                                                                                                                                             |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>d</b>                                                                                                                                                                                                                                                                                                             |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>e</b>                                                                                                                                                                                                                                                                                                             |                                            |                                                 |                                                                                           |                                      |                                  |
| (e) Gross sales price                                                                                                                                                                                                                                                                                                | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)                                              |                                      |                                  |
| <b>a</b>                                                                                                                                                                                                                                                                                                             |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>b</b>                                                                                                                                                                                                                                                                                                             |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>c</b>                                                                                                                                                                                                                                                                                                             |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>d</b>                                                                                                                                                                                                                                                                                                             |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>e</b>                                                                                                                                                                                                                                                                                                             |                                            |                                                 |                                                                                           |                                      |                                  |
| 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<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any |                                                                                           |                                      |                                  |
| <b>a</b>                                                                                                                                                                                                                                                                                                             |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>b</b>                                                                                                                                                                                                                                                                                                             |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>c</b>                                                                                                                                                                                                                                                                                                             |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>d</b>                                                                                                                                                                                                                                                                                                             |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>e</b>                                                                                                                                                                                                                                                                                                             |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>2</b> Capital gain net income or (net capital loss) . . . . .                                                                                                                                                                                                                                                     |                                            |                                                 | 2                                                                                         | 2,925,422.                           |                                  |
| <div style="display: flex; align-items: center;"> <div style="margin-right: 10px;">           If gain, also enter in Part I, line 7<br/>           If (loss), enter -0- in Part I, line 7         </div> <div style="font-size: 2em;">}</div> </div>                                                                 |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):                                                                                                                                                                                                                               |                                            |                                                 | 3                                                                                         | 123,098.                             |                                  |
| <div style="display: flex; align-items: center;"> <div style="margin-right: 10px;">           If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)<br/>           If (loss), enter -0- in Part I, line 8 . . . . .         </div> <div style="font-size: 2em;">}</div> </div> |                                            |                                                 |                                                                                           |                                      |                                  |

**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.

| (a)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                            | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of nonchantable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |              |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|---------------------------------------------|-------------------------------------------------------------|--------------|
| 2008                                                                                                                                                                                            | 15,834,402.                              | 281,103,374.                                | 0.056329                                                    |              |
| 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                                                    |              |
| <b>2</b> Total of line 1, column (d) . . . . .                                                                                                                                                  |                                          |                                             | 2                                                           | 0.280000     |
| <b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . . |                                          |                                             | 3                                                           | 0.056000     |
| <b>4</b> Enter the net value of nonchantable-use assets for 2009 from Part X, line 5 . . . . .                                                                                                  |                                          |                                             | 4                                                           | 244,642,282. |
| <b>5</b> Multiply line 4 by line 3 . . . . .                                                                                                                                                    |                                          |                                             | 5                                                           | 13,699,968.  |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .                                                                                                                   |                                          |                                             | 6                                                           | 87,437.      |
| <b>7</b> Add lines 5 and 6 . . . . .                                                                                                                                                            |                                          |                                             | 7                                                           | 13,787,405.  |
| <b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . .                                                                                                                         |                                          |                                             | 8                                                           | 12,498,648.  |

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

|                                                                                                                                                   |             |            |
|---------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------|
| 1a Exempt operating foundations described in section 4940(d)(2) check here <input type="checkbox"/> and enter "N/A" on line 1                     |             |            |
| Date of ruling or determination 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 <input type="checkbox"/> and enter 1% of Part I, line 27b |             | 1 174,875. |
| 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                                                                                                                               |             | 3 174,875. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)                                      |             | 4 0.       |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-                                                         |             | 5 174,875. |
| 6 Credits/Payments:                                                                                                                               |             |            |
| a 2009 estimated tax payments and 2008 overpayment credited to 2009                                                                               | 6a 118,256. |            |
| b Exempt foreign organizations-tax withheld at source                                                                                             | 6b 0.       |            |
| c Tax paid with application for extension of time to file (Form 8868)                                                                             | 6c 57,093.  |            |
| d Backup withholding erroneously withheld                                                                                                         | 6d          |            |
| 7 Total credits and payments Add lines 6a through 6d                                                                                              | 7 175,349.  |            |
| 8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached                     | 8 22.       |            |
| 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                                                      | 10 452.     |            |
| 11 Enter the amount of line 10 to be Credited to 2010 estimated tax 452. Refunded                                                                 | 11          |            |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                         | Yes | No |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                                 |     | 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)?<br>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<br>(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?<br>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  |
| 4a 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?<br>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<br>• By language in the governing instrument, or<br>• 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   |    |
| 8a 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 2009 or the taxable year beginning in 2009 (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)(13)? 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 <b>WWW.SIDRICHARDSON.ORG</b>                                    |                                                                                                                                                                                                        |                          |   |   |
| 14                                                                              | The books are in care of <b>VALLEAU WILKIE, JR.</b> Telephone no <b>817-336-0494</b>                                                                                                                   |                          |   |   |
| Located at <b>309 MAIN STREET FORT WORTH, TX</b> ZIP + 4 <b>76102</b>           |                                                                                                                                                                                                        |                          |   |   |
| 15                                                                              | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here                                                                                                    | <input type="checkbox"/> |   |   |
| and enter the amount of tax-exempt interest received or accrued during the year |                                                                                                                                                                                                        | <b>15</b>                |   |   |

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Yes                                     | No                                     |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|----------------------------------------|
| 1a During the year did the foundation (either directly or indirectly)                                                                                                                                                                                                                                                                                                                                                                                                                            |                                         |                                        |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                           | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                   | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                       | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                             | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No            |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| (6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?                                                                                                                                                                                                                                                            |                                         | X                                      |
| Organizations relying on a current notice regarding disaster assistance check here                                                                                                                                                                                                                                                                                                                                                                                                               | <input type="checkbox"/>                |                                        |
| 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 2009?                                                                                                                                                                                                                                                                                                        |                                         | 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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?                                                                                                                                                                                                                                                                                                                                              | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| If "Yes," list the years                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                         |                                        |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions)                                                                                                                                                                        |                                         | N/A                                    |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here                                                                                                                                                                                                                                                                                                                                                                                |                                         |                                        |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?                                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| b If "Yes," did it have excess business holdings in 2009 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 2009) |                                         | N/A                                    |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                               |                                         | X                                      |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?                                                                                                                                                                                                                                                              |                                         | 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)? **5b** ☐ Yes ☒ No  
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 23** ☒ 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? **6b** ☐ Yes ☒ No  
If "Yes" to 6b, file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** ☐ Yes ☒ No **N/A**

**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     |                                                           | 360,540                                   | 3,854                                                                 | 2,470                                 |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

**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                                              |                                                           | 503,607          | 123,922                                                               | 10,759                                |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

**Total number of other employees paid over \$50,000** **4**

**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                                            |                     | 826,651.         |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

|                                                                                                                 |            |
|-----------------------------------------------------------------------------------------------------------------|------------|
| 1 WESTERN ART MUSEUM - INCOME FOR 2009 WAS \$203,690<br>APPROXIMATELY 32,082 PEOPLE VISITED THE MUSEUM IN 2009. | 1,628,592. |
| 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 X 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 | 198,522,288. |
| b | Average of monthly cash balances                                                                                          | 1b | 15,167,487.  |
| c | Fair market value of all other assets (see page 24 of the instructions)                                                   | 1c | 34,678,024.  |
| d | Total (add lines 1a, b, and c)                                                                                            | 1d | 248,367,799. |
| 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  | 0.           |
| 3 | Subtract line 2 from line 1d                                                                                              | 3  | 248,367,799. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) | 4  | 3,725,517.   |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4                      | 5  | 244,642,282. |
| 6 | Minimum investment return. Enter 5% of line 5                                                                             | 6  | 12,232,114.  |

**Part XI 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  | 12,232,114. |
| 2a | Tax on investment income for 2009 from Part VI, line 5                                             | 2a | 174,875.    |
| b  | Income tax for 2009 (This does not include the tax from Part VI)                                   | 2b |             |
| c  | Add lines 2a and 2b                                                                                | 2c | 174,875.    |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 12,057,239. |
| 4  | Recoveries of amounts treated as qualifying distributions                                          | 4  |             |
| 5  | Add lines 3 and 4                                                                                  | 5  | 12,057,239. |
| 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  | 12,057,239. |

**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 | 12,327,472. |
| b | Program-related investments - total from Part IX-B                                                                                                                  | 1b | 0.          |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                                           | 2  | 171,176.    |
| 3 | Amounts set aside for specific charitable projects that satisfy the                                                                                                 |    |             |
| a | Suitability test (prior IRS approval required)                                                                                                                      | 3a | 0.          |
| b | Cash distribution test (attach the required schedule)                                                                                                               | 3b | 0.          |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                                          | 4  | 12,498,648. |
| 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  | N/A         |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4                                                                                                      | 6  | 12,498,648. |

**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)<br>Corpus | (b)<br>Years prior to 2008 | (c)<br>2008 | (d)<br>2009 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2009 from Part XI, line 7 . . . . .                                                                                                                      |               |                            |             | 12,057,239. |
| 2 Undistributed income, if any, as of the end of 2009                                                                                                                               |               |                            |             |             |
| a Enter amount for 2008 only . . . . .                                                                                                                                              |               |                            |             |             |
| b Total for prior years 20____, 20____, 20____                                                                                                                                      |               |                            |             |             |
| 3 Excess distributions carryover, if any, to 2009                                                                                                                                   |               |                            |             |             |
| a From 2004 . . . . .                                                                                                                                                               |               |                            |             |             |
| b From 2005 . . . . .                                                                                                                                                               |               |                            |             | 1,399,781.  |
| c From 2006 . . . . .                                                                                                                                                               |               |                            |             | 6,126,882.  |
| d From 2007 . . . . .                                                                                                                                                               |               |                            |             | 569,515.    |
| e From 2008 . . . . .                                                                                                                                                               |               |                            |             | 1,971,423.  |
| f Total of lines 3a through e . . . . .                                                                                                                                             | 10,067,601.   |                            |             |             |
| 4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 12,498,648.                                                                                                          |               |                            |             |             |
| a Applied to 2008, 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 2009 distributable amount . . . . .                                                                                                                                    |               |                            |             | 12,057,239. |
| e Remaining amount distributed out of corpus . . . . .                                                                                                                              | 441,409.      |                            |             |             |
| 5 Excess distributions carryover applied to 2009 .<br>(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 . . . . .                                                                                                                         | 10,509,010.   |                            |             |             |
| 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 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .                                                            |               |                            |             |             |
| f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010 . . . . .                                                              |               |                            |             |             |
| 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 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .                                                              |               |                            |             |             |
| 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .                                                                                             | 10,509,010.   |                            |             |             |
| 10 Analysis of line 9                                                                                                                                                               |               |                            |             |             |
| a Excess from 2005 . . . . .                                                                                                                                                        |               |                            |             | 1,399,781.  |
| b Excess from 2006 . . . . .                                                                                                                                                        |               |                            |             | 6,126,882.  |
| c Excess from 2007 . . . . .                                                                                                                                                        |               |                            |             | 569,515.    |
| d Excess from 2008 . . . . .                                                                                                                                                        |               |                            |             | 1,971,423.  |
| e Excess from 2009 . . . . .                                                                                                                                                        |               |                            |             | 441,409.    |

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**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 2009, enter the date of the ruling . . . . .

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

4942(j)(3) or

4942(j)(5)

|                                                                                                                                                                    | Tax year | Prior 3 years |          |          | (e) Total |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|---------------|----------|----------|-----------|
|                                                                                                                                                                    | (a) 2009 | (b) 2008      | (c) 2007 | (d) 2006 |           |
| <b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .                     |          |               |          |          |           |
| <b>b</b> 85% of line 2a . . . . .                                                                                                                                  |          |               |          |          |           |
| <b>c</b> Qualifying distributions from Part XII, 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 X, 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 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 28 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.

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**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<br>Name and address (home or business)         | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount     |
|----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|------------|
| <b>a Paid during the year</b><br>STATEMENT 20            |                                                                                                                    |                                      |                                     | 9,535,500. |
| <b>Total.</b>                                            |                                                                                                                    |                                      | <b>3a</b>                           | 9,535,500. |
| <b>b Approved for future payment</b><br>SEE STATEMENT 21 |                                                                                                                    |                                      |                                     | 5,569,000. |
| <b>Total.</b>                                            |                                                                                                                    |                                      | <b>3b</b>                           | 5,569,000. |

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## 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)<br>Related or exempt<br>function income<br>(See page 28 of<br>the instructions ) |
|------------------------------------------------------------|----------------------|---------------------------|-----------------------|--------------------------------------|--|--------------------------------------------------------------------------------------|
|                                                            | (a)<br>Business code | (b)<br>Amount             | (c)<br>Exclusion code | (d)<br>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                    | 1,910,582.                           |  |                                                                                      |
| 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                    | 3,080,472.                           |  |                                                                                      |
| 9 Net income or (loss) from special events . . .           |                      |                           |                       |                                      |  |                                                                                      |
| 10 Gross profit or (loss) from sales of inventory . .      |                      |                           |                       |                                      |  | 103,702.                                                                             |
| 11 Other revenue a _____                                   |                      |                           |                       |                                      |  |                                                                                      |
| b OIL&GAS ROYALTIES                                        |                      |                           | 15                    | 4,967,564.                           |  |                                                                                      |
| c MISCELLANEOUS                                            |                      |                           | 01                    | 76,441.                              |  |                                                                                      |
| d _____                                                    |                      |                           |                       |                                      |  |                                                                                      |
| e _____                                                    |                      |                           |                       |                                      |  |                                                                                      |
| 12 Subtotal. Add columns (b), (d), and (e) . . . . .       |                      |                           |                       | 10,035,059.                          |  | 103,702.                                                                             |
| 13 Total. Add line 12, columns (b), (d), and (e)           |                      |                           |                       | 13                                   |  | 10,138,761.                                                                          |

(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]



SID W RICHARDSON FOUNDATION  
75-6015828  
SUPPLEMENTARY TAX RETURN SCHEDULES  
FOR YEAR ENDING 12/31/09

**STATEMENT: PART IV**

|                               | <u>DATE<br/>ACQ</u> | <u>DATE<br/>SOLD</u> | <u>GROSS<br/>SALES<br/>PRICE</u> | <u>COST OR<br/>OTHER<br/>BASIS</u> | <u>GAIN/<br/>(LOSS)</u> |
|-------------------------------|---------------------|----------------------|----------------------------------|------------------------------------|-------------------------|
| <b>SHORT-TERM GAIN/(LOSS)</b> |                     |                      |                                  |                                    |                         |
| STOCKS-PURCHASED              | VARIOUS             | VARIOUS              | 1,939,045 53                     | 1,814,820.38                       | 124,225.15              |
| JP MORGAN PARTNERS            |                     |                      |                                  |                                    |                         |
| GLOBAL PRIVATE INVESTORS      | VARIOUS             | VARIOUS              | <u>0 00</u>                      | <u>1,127 00</u>                    | <u>(1,127.00)</u>       |
| Total short-term              |                     |                      | <u>1,939,045 53</u>              | <u>1,815,947 38</u>                | <u>123,098 15</u>       |
| <b>LONG-TERM GAIN/(LOSS)</b>  |                     |                      |                                  |                                    |                         |
| STOCKS-PURCHASED              | VARIOUS             | VARIOUS              | 16,297,835 63                    | 17,056,720 97                      | (758,885.34)            |
| PIMCO SHORT-TERM              |                     |                      |                                  |                                    |                         |
| INSTITUTIONAL FUND            | VARIOUS             | VARIOUS              | 289 98                           | 0.00                               | 289 98                  |
| HEDGE FUNDS                   | VARIOUS             | VARIOUS              | 3,525,045 00                     | 0.00                               | 3,525,045 00            |
| JP MORGAN PARTNERS            |                     |                      |                                  |                                    |                         |
| GLOBAL PRIVATE INVESTORS      | VARIOUS             | VARIOUS              | 83,998 00                        | 0.00                               | 83,998 00               |
| S&P LOSS CARRYFORWARD         |                     |                      | <u>0 00</u>                      | <u>48,124 00</u>                   | <u>(48,124 00)</u>      |
| Total long-term               |                     |                      | <u>19,907,168 61</u>             | <u>17,104,844 97</u>               | <u>2,802,323 64</u>     |
| TOTAL                         |                     |                      | <u>21,846,214 14</u>             | <u>18,920,792.35</u>               | <u>2,925,421.79</u>     |

SID W. RICHARDSON FOUNDATION  
TAX RETURN SCHEDULE  
2009

| 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    | SHORT OR LONG |
|------|---------------------------------|------------------|------------------|--------------|----------------|-------------|---------------|------------|-----------|-----------------|--------------|------------------------|--------------|---------------|
| 2    | Accenture Ltd.                  | 40,000.00        | 1,145,393.58     | 28.63        | 1,013,054.00   | 25.33       | 1 18-Nov-04   | 02-Mar-08  | 05-Mar-09 | LiquidNet       | 132,329.58   | 0.00                   | 132,329.58   |               |
| 2    | Accenture Ltd.                  | 42,500.00        | 1,211,391.95     | 28.50        | 1,076,380.50   | 25.33       | 1 18-Nov-04   | 02-Mar-08  | 05-Mar-09 | LiquidNet       | 135,011.45   | 0.00                   | 135,011.45   |               |
| 2    | Schering-Plough Corp.           | 25,000.00        | 575,750.00       | 23.03        | 207,800.62     | 8.32        | 2 20-Jul-83   | 17-Mar-09  | 20-Mar-09 | CSI             | 387,949.38   | 0.00                   | 387,949.38   |               |
| 2    | Schering-Plough Corp.           | 20,000.00        | 460,600.00       | 23.03        | 280,825.00     | 14.55       | 2 10-Sep-88   | 17-Mar-09  | 20-Mar-09 | CSI             | 169,775.00   | 0.00                   | 169,775.00   |               |
| 2    | Schering-Plough Corp.           | 15,000.00        | 345,450.00       | 23.03        | 509,798.00     | 33.99       | 3 08-Mar-00   | 17-Mar-09  | 20-Mar-09 | CSI             | (164,346.00) | 0.00                   | (164,346.00) |               |
| 2    | Schering-Plough Corp.           | 10,000.00        | 230,300.00       | 23.03        | 383,076.00     | 38.31       | 4 17-Mar-00   | 17-Mar-09  | 20-Mar-09 | CSI             | (152,776.00) | 0.00                   | (152,776.00) |               |
| 2    | Schering-Plough Corp.           | 20,000.00        | 460,600.00       | 23.03        | 327,832.00     | 16.39       | 5 23-Sep-03   | 17-Mar-09  | 20-Mar-09 | CSI             | 132,768.00   | 0.00                   | 132,768.00   |               |
| 2    | Schering-Plough Corp.           | 20,000.00        | 460,600.00       | 23.03        | 411,250.00     | 20.56       | 6 14-Apr-05   | 17-Mar-09  | 20-Mar-09 | CSI             | 48,350.00    | 0.00                   | 48,350.00    |               |
| 2    | Schering-Plough Corp.           | 15,000.00        | 345,450.00       | 23.03        | 296,730.00     | 19.78       | 7 14-May-08   | 17-Mar-09  | 20-Mar-09 | CSI             | 48,720.00    | 0.00                   | 48,720.00    |               |
| 2    | Schering-Plough Corp.           | 25,000.00        | 576,075.61       | 23.04        | 376,190.00     | 15.05       | 8 24-Nov-08   | 17-Mar-09  | 20-Mar-09 | CSI             | 199,885.61   | 0.00                   | 199,885.61   |               |
| 2    | Time Warner Cable, Inc.         | 0.30             | 8.44             | 28.13        | 8.62           | 28.73       | 1 31-Oct-08   | 23-Apr-09  | 23-Apr-09 | Instinet        | (0.16)       | (0.16)                 | 0.00         |               |
| 2    | Time Warner Cable, Inc.         | 0.98             | 22.21            | 22.66        | 21.47          | 21.91       | 1 31-Oct-08   | 28-Apr-09  | 28-Apr-09 | Instinet        | 0.74         | 0.74                   | 0.00         |               |
| 2    | Time Warner Cable, Inc.         | 5,045.00         | 164,193.67       | 32.55        | 145,095.48     | 28.76       | 1 31-Oct-08   | 19-May-09  | 22-May-09 | Instinet        | 19,098.38    | 19,098.38              | 0.00         |               |
| 2    | Conoco Phillips                 | 17,100.00        | 810,772.23       | 47.41        | 983,615.78     | 56.35       | 1 06-Jun-09   | 01-Jun-09  | 04-Jun-09 | Baldwin Anthony | (152,843.55) | (152,843.55)           | 0.00         |               |
| 2    | Intel Corp.                     | 40,000.00        | 647,200.00       | 16.18        | 1,503,504.00   | 37.89       | 1 11-Aug-89   | 01-Jun-09  | 04-Jun-09 | Baldwin Anthony | (856,304.00) | 0.00                   | (856,304.00) |               |
| 2    | Intel Corp.                     | 10,000.00        | 161,800.00       | 16.18        | 440,000.00     | 44.00       | 2 07-Sep-89   | 01-Jun-09  | 04-Jun-09 | Baldwin Anthony | (278,200.00) | 0.00                   | (278,200.00) |               |
| 2    | Intel Corp.                     | 10,000.00        | 161,800.00       | 16.18        | 383,607.50     | 38.36       | 3 01-Nov-89   | 01-Jun-09  | 04-Jun-09 | Baldwin Anthony | (221,807.50) | 0.00                   | (221,807.50) |               |
| 2    | Intel Corp.                     | 10,000.00        | 161,800.00       | 16.18        | 418,998.00     | 41.90       | 4 19-Oct-00   | 01-Jun-09  | 04-Jun-09 | Baldwin Anthony | (257,188.00) | 0.00                   | (257,188.00) |               |
| 2    | Intel Corp.                     | 15,000.00        | 242,700.00       | 16.18        | 442,770.00     | 29.52       | 5 27-Mar-01   | 01-Jun-09  | 04-Jun-09 | Baldwin Anthony | (200,070.00) | 0.00                   | (200,070.00) |               |
| 2    | Intel Corp.                     | 15,000.00        | 242,700.00       | 16.18        | 271,741.50     | 18.12       | 6 17-Dec-02   | 01-Jun-09  | 04-Jun-09 | Baldwin Anthony | (29,041.50)  | 0.00                   | (29,041.50)  |               |
| 2    | Intel Corp.                     | 10,000.00        | 162,744.12       | 16.27        | 271,610.00     | 21.78       | 7 16-Jun-03   | 01-Jun-09  | 04-Jun-09 | Baldwin Anthony | (54,865.88)  | 0.00                   | (54,865.88)  |               |
| 2    | Honeywell Int'l                 | 15,000.00        | 475,500.00       | 31.70        | 553,388.00     | 37.56       | 1 15-Jun-01   | 01-Jul-09  | 07-Jul-09 | Hoering         | (77,888.00)  | 0.00                   | (77,888.00)  |               |
| 2    | Honeywell Int'l                 | 8,700.00         | 275,760.00       | 31.70        | 320,247.00     | 36.81       | 2 19-Jun-01   | 01-Jul-09  | 07-Jul-09 | Hoering         | (44,487.00)  | 0.00                   | (44,487.00)  |               |
| 2    | Honeywell Int'l                 | 8,000.00         | 253,600.00       | 31.70        | 286,030.40     | 37.00       | 3 20-Jun-01   | 01-Jul-09  | 07-Jul-09 | Hoering         | (42,430.40)  | 0.00                   | (42,430.40)  |               |
| 2    | Honeywell Int'l                 | 13,300.00        | 421,610.00       | 31.70        | 487,152.40     | 36.63       | 4 21-Jun-01   | 01-Jul-09  | 07-Jul-09 | Hoering         | (65,542.40)  | 0.00                   | (65,542.40)  |               |
| 2    | Honeywell Int'l                 | 20,000.00        | 634,000.00       | 31.70        | 482,200.00     | 24.11       | 5 17-Dec-02   | 01-Jul-09  | 07-Jul-09 | Hoering         | 151,800.00   | 0.00                   | 151,800.00   |               |
| 2    | Honeywell Int'l                 | 10,000.00        | 317,358.81       | 31.74        | 288,802.00     | 28.88       | 6 16-Jun-03   | 01-Jul-09  | 07-Jul-09 | Hoering         | 30,558.81    | 0.00                   | 30,558.81    |               |
| 2    | Verizon                         | 35,400.00        | 1,019,040.65     | 28.79        | 1,089,653.63   | 30.22       | 1 28-May-08   | 14-Jul-09  | 17-Jul-09 | Instinet        | (84,222.00)  | 0.00                   | (84,222.00)  |               |
| 2    | AT&T                            | 30,000.00        | 689,000.00       | 23.30        | 783,222.00     | 26.11       | 1 18-Nov-04   | 14-Jul-09  | 17-Jul-09 | Instinet        | (18,865.01)  | 0.00                   | (18,865.01)  |               |
| 2    | AT&T                            | 20,000.00        | 488,334.98       | 23.32        | 485,200.00     | 24.28       | 2 21-Nov-05   | 14-Jul-09  | 17-Jul-09 | Instinet        | 171,434.61   | 0.00                   | 171,434.61   |               |
| 2    | United Technologies             | 24,000.00        | 1,298,368.61     | 54.10        | 1,126,932.00   | 46.96       | 1 30-Aug-09   | 05-Aug-09  | 10-Aug-09 | LiquidNet       | 171,434.61   | 0.00                   | 171,434.61   |               |
| 2    | United Technologies             | 6,000.00         | 324,591.65       | 54.10        | 292,640.10     | 48.77       | 2 16-Nov-04   | 05-Aug-09  | 10-Aug-09 | LiquidNet       | 31,951.55    | 0.00                   | 31,951.55    |               |
| 2    | United Technologies             | 10,000.00        | 540,986.10       | 54.10        | 514,158.00     | 51.42       | 3 04-Feb-08   | 05-Aug-09  | 10-Aug-09 | LiquidNet       | 28,828.10    | 0.00                   | 28,828.10    |               |
| 2    | Burlington Northern Santa Fe Co | 15,000.00        | 1,471,564.18     | 98.10        | 1,315,306.50   | 87.89       | 1 04-Feb-08   | 20-Nov-09  | 25-Nov-09 | ITG             | 156,257.68   | 0.00                   | 156,257.68   |               |
| 2    | Molson Coors Brewing Co         | 32,000.00        | 1,398,127.54     | 43.32        | 1,105,128.60   | 34.54       | 1 03-Apr-06   | 17-Dec-09  | 22-Dec-09 | CIS             | 280,997.94   | 0.00                   | 280,997.94   |               |
| 2    | AOL, Inc.                       | 1,827.18         | 43,135.47        | 23.61        | 30,014.22      | 16.43       | 1 13-Oct-08   | 17-Dec-09  | 22-Dec-09 | Instinet        | 13,121.25    | 0.00                   | 13,121.25    |               |
| 2    | AOL, Inc.                       | 363.73           | 8,596.89         | 23.61        | 6,356.94       | 17.48       | 2 28-May-09   | 17-Dec-09  | 22-Dec-09 | Instinet        | 2,239.95     | 0.00                   | 2,239.95     |               |
| 2    | AOL, Inc.                       | 900.00           | 21,249.00        | 23.61        | 17,246.94      | 18.16       | 3 01-Jul-09   | 17-Dec-09  | 22-Dec-09 | Instinet        | 4,002.06     | 0.00                   | 4,002.06     |               |
| 2    | AOL, Inc.                       | 536.09           | 12,680.84        | 23.65        | 9,546.33       | 17.81       | 4 09-Jul-09   | 17-Dec-09  | 22-Dec-09 | Instinet        | 3,134.61     | 0.00                   | 3,134.61     |               |
| 2    | AOL, Inc.                       | 0.27             | 6.34             | 23.48        | 8.81           | 32.63       | 4 09-Jul-09   | 17-Dec-09  | 08-Jan-10 | Instinet        | (2.47)       | (2.47)                 | 0.00         |               |
|      |                                 |                  |                  |              |                |             |               |            |           |                 |              | 0.00                   | 0.00         | 0.00          |
|      |                                 |                  |                  |              |                |             |               |            |           |                 |              | (634,860.19)           | 124,225.15   | (758,885.34)  |

SID W. RICHARDSON FOUNDATION  
75-6015828  
SUPPLEMENTARY SCHEDULE FOR TAX RETURN  
FOR YEAR ENDING 12/31/09

**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 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

|  | <u>PER</u><br><u>BOOKS</u> | <u>NET INV</u><br><u>INCOME</u> | <u>CHARITABLE</u><br><u>PURPOSE</u> |
|--|----------------------------|---------------------------------|-------------------------------------|
|--|----------------------------|---------------------------------|-------------------------------------|

Description:

|                           |                  |                  |  |
|---------------------------|------------------|------------------|--|
| Oil and Gas Royalties     | 4,967,563.96     | 4,967,563.96     |  |
| JP Morgan Ltd. P/S Income |                  | (7,413.00)       |  |
| Miscellaneous             | <u>76,440.85</u> | <u>92,796.73</u> |  |

|                     |                     |                     |  |
|---------------------|---------------------|---------------------|--|
| Total-part 1, Ln 11 | <u>5,044,004.81</u> | <u>5,052,947.69</u> |  |
|---------------------|---------------------|---------------------|--|

**STATEMENT 3**

Line 16a-Legal Fees

|                      |                  |                  |                  |
|----------------------|------------------|------------------|------------------|
| Kelly Hart & Hallman | <u>87,284.23</u> | <u>26,316.68</u> | <u>48,844.11</u> |
|----------------------|------------------|------------------|------------------|

|                      |                  |                  |                  |
|----------------------|------------------|------------------|------------------|
| Total-Part 1, Ln 16a | <u>87,284.23</u> | <u>26,316.68</u> | <u>48,844.11</u> |
|----------------------|------------------|------------------|------------------|

**STATEMENT 4**

Line 16b-Accounting fees

|          |                  |                  |                  |
|----------|------------------|------------------|------------------|
| KPMG LLP | <u>67,842.00</u> | <u>16,960.50</u> | <u>50,881.50</u> |
|----------|------------------|------------------|------------------|

|                      |                  |                  |                  |
|----------------------|------------------|------------------|------------------|
| Total-Part 1, Ln 16b | <u>67,842.00</u> | <u>16,960.50</u> | <u>50,881.50</u> |
|----------------------|------------------|------------------|------------------|

**STATEMENT 5**

Line 16c-Other Professional Fees

|                                     |                  |             |                  |
|-------------------------------------|------------------|-------------|------------------|
| Luther King Capital Management      | 363,687.00       | 363,687.00  | 0.00             |
| JP Morgan Chase Bank                | 35,776.43        | 35,776.43   | 0.00             |
| Wells Fargo Bank                    | 160.00           | 160.00      | 0.00             |
| Kirkwood & Darby                    | 600.00           | 600.00      | 0.00             |
| William F. Craig                    | 72,000.00        | 0.00        | 72,000.00        |
| Lawrence & Associates               | 23,968.25        | 0.00        | 23,968.25        |
| JPMorgan Ltd. P/S professional fees | 0.00             | 1,375.00    | 0.00             |
| William E. Reaves                   | <u>24,000.00</u> | <u>0.00</u> | <u>24,000.00</u> |

|                      |                   |                   |                   |
|----------------------|-------------------|-------------------|-------------------|
| Total-Part I, Ln 16c | <u>520,191.68</u> | <u>401,598.43</u> | <u>119,968.25</u> |
|----------------------|-------------------|-------------------|-------------------|

**SID W. RICHARDSON FOUNDATION**

75-6015828

**STATEMENT 6**

Line 18-Taxes

|                             | <u>PER<br/>BOOKS</u> | <u>NET INV<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSE</u> |
|-----------------------------|----------------------|---------------------------|-------------------------------|
| Ad valorem                  | 283,612.38           | 283,612.38                | 0.00                          |
| Foreign dividend taxes paid | 18,735.43            | 20,459.43                 | 0.00                          |
| Deferred tax/(benefit)      | 367,398.00           | 0.00                      | 0.00                          |
| Excise tax                  | <u>175,348.92</u>    | <u>0.00</u>               | <u>0.00</u>                   |
| Total-Part I, Ln 18         | <u>845,094.73</u>    | <u>304,071.81</u>         | <u>0.00</u>                   |

**STATEMENT 7**

Line 19-Depreciation

|                     |                   |                 |             |
|---------------------|-------------------|-----------------|-------------|
|                     | <u>233,436.63</u> | <u>7,529.02</u> | <u>0.00</u> |
| Total-Part 1, Ln 19 | <u>233,436.63</u> | <u>7,529.02</u> | <u>0.00</u> |

**STATEMENT 8**

Line 23-Other expenses

|                                 |                   |                   |                     |
|---------------------------------|-------------------|-------------------|---------------------|
| Supplies                        | 11,734.74         | 2,237.20          | 9,363.90            |
| Insurance                       | 14,645.52         | 3,661.38          | 10,981.14           |
| Dues                            | 56,500.00         | 0.00              | 56,500.00           |
| Rental                          | 4,406.13          | 1,101.53          | 3,304.60            |
| Miscellaneous                   | 121,479.51        | 124,598.77        | 97,502.78           |
| Museum security                 | 135,214.87        |                   | 135,339.97          |
| Museum insurance                | 32,651.68         |                   | 32,651.68           |
| Museum miscellaneous            | 113,006.62        |                   | 106,614.36          |
| Museum dues & subscriptions     | 4,650.00          |                   | 4,591.50            |
| Museum maintenance              | 42,604.15         |                   | 40,362.30           |
| Museum telephone/utilities      | 72,272.89         |                   | 77,771.59           |
| Museum computer maintenance     | 103,206.75        |                   | 94,344.00           |
| Museum supplies and advertising | 167,000.71        |                   | 192,361.96          |
| Museum educational expenses     | 72,644.92         |                   | 61,324.25           |
| Salaries                        | 34,469.00         | 34,469.00         |                     |
| Payroll taxes/benefits          | 19,186.07         | 20,803.07         |                     |
| Supplies                        | 3,125.05          | 3,125.05          |                     |
| Utilities                       | 8,572.01          | 8,572.01          |                     |
| Repairs & Maintenance           | 7,499.87          | 7,499.87          |                     |
| Insurance                       | 4,525.64          | 4,525.64          |                     |
| Depreciation                    | 6,657.16          | 6,657.16          |                     |
| 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>(103,702.54)</u> |
| Total-Part 1, Ln 23             | <u>961,053.29</u> | <u>198,500.68</u> | <u>763,061.49</u>   |

**SID W. RICHARDSON FOUNDATION**

75-6015828

**STATEMENT 9:  
INVESTMENT-CORPORATE STOCKS**

| <u>SHARES</u> | <u>DESCRIPTION</u>            | <u>FMV</u>   |
|---------------|-------------------------------|--------------|
| 40000         | Abbott Laboratories           | 2,159,600.00 |
| 33825         | Akamai Technologies           | 857,125.50   |
| 6300          | Apple, Inc.                   | 1,327,611.60 |
| 80000         | Bank of America Corp.         | 1,204,800.00 |
| 60000         | Cabot Oil & Gas Corp.         | 2,615,400.00 |
| 85000         | Cisco Systems, Inc.           | 2,034,900.00 |
| 21800         | Coca Cola Co.                 | 1,242,600.00 |
| 60000         | Cullen Frost Bankers, Inc.    | 3,000,000.00 |
| 20600         | Danaher Corp                  | 1,549,120.00 |
| 36000         | Dentsply Int'l Inc.           | 1,266,120.00 |
| 56000         | E.I. DuPont De Nemours & Co.  | 1,885,520.00 |
| 140000        | EMC Corp. MASS                | 2,445,800.00 |
| 37000         | Emerson Electric Co.          | 1,576,200.00 |
| 14500         | Energizer Holdings co.        | 888,560.00   |
| 11500         | Express Scripts Inc.          | 993,830.00   |
| 25000         | Exxon Mobil Corp.             | 1,704,750.00 |
| 24000         | FMC Corp.                     | 1,338,240.00 |
| 38450         | General Electric Co.          | 581,748.50   |
| 21000         | Gilead Sciences Inc.          | 908,670.00   |
| 1160          | Google, Inc.                  | 719,176.80   |
| 40000         | IBM Corp.                     | 5,236,000.00 |
| 8270          | Itron Inc.                    | 558,803.90   |
| 1110          | Jarden Corp.,                 | 3,400,100.00 |
| 30000         | Kimberly-Clark Corp.          | 1,911,300.00 |
| 80000         | Microsoft Corp                | 2,438,400.00 |
| 15000         | Monsanto Co.                  | 1,226,250.00 |
| 21800         | National Instruments Corp.    | 642,010.00   |
| 22000         | Newmont Mining Corp.          | 1,040,820.00 |
| 35000         | Northern Trust Corp.          | 1,834,000.00 |
| 41100         | Nuance Communications Inc.    | 638,283.00   |
| 130000        | Oracle Corp.                  | 3,188,900.00 |
| 37500         | Pepsico Inc.                  | 2,280,000.00 |
| 90000         | Petsmart, Inc.                | 2,402,100.00 |
| 140000        | Pfizer, Inc.                  | 2,546,600.00 |
| 37500         | Procter & Gamble              | 2,273,625.00 |
| 72000         | Raytheon Co                   | 3,709,440.00 |
| 99000         | Republic Services             | 2,802,690.00 |
| 30000         | Resmed, Inc.                  | 1,568,100.00 |
| 30000         | Rockwell Collins              | 1,660,800.00 |
| 85000         | Texas Instruments             | 2,215,100.00 |
| 25000         | Thermo Fisher Scientific Inc. | 1,192,250.00 |
| 55000         | Tiffany & Co.                 | 2,365,000.00 |
| 39900         | Time Warner Inc.              | 1,162,686.00 |
| 25200         | Trimble Navigation Ltd.       | 635,040.00   |

**SID W. RICHARDSON FOUNDATION**

75-6015828

**STATEMENT 9  
INVESTMENT-CORPORATE STOCKS**

| <u>SHARES</u> | <u>DESCRIPTION</u>         | <u>FMV</u>            |
|---------------|----------------------------|-----------------------|
| 85000         | US Bancorp Del             | 1,913,350.00          |
| 14000         | VF Corp.                   | 1,025,360.00          |
| 41100         | Walgreen Co.               | 1,509,192.00          |
| 50000         | Waste Management Inc.      | 1,690,500.00          |
| 100000        | Wells Fargo & Co.          | 2,699,000.00          |
| 30000         | XTO Energy Corp.           | 1,395,900.00          |
| 23000         | Haemonetics Corp. MASS     | 1,268,450.00          |
| 30000         | Kirby Co.                  | 1,044,900.00          |
| 100000        | Mobile Mini                | 1,409,000.00          |
| 40000         | Tractor Supply Co          | 2,118,800.00          |
| 25000         | Alcon Inc.                 | 4,108,750.00          |
| 23000         | Cenovus Energy, Inc.       | 579,600.00            |
| 23000         | Encana Corp.               | 744,970.00            |
| 38000         | Fomento Economico Mexicano | <u>1,819,440.00</u>   |
|               |                            | <u>102,555,282.30</u> |

**SID W. RICHARDSON FOUNDATION**

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|                                                  | <u>COST PER<br/>BOOKS</u> | <u>DEPRECIATION/<br/>DEPLETION</u> | <u>NET BOOK<br/>VALUE</u> | <u>MARKET<br/>VALUE</u> |
|--------------------------------------------------|---------------------------|------------------------------------|---------------------------|-------------------------|
| <b>STATEMENT 10:</b>                             |                           |                                    |                           |                         |
| Producing royalties                              | 1,755,765 08              | 1,755,761.08                       | 4 00                      | 15,414,760 00           |
| Machinery & equipment                            | 243,715 25                | 166,225 14                         | 77,490 11                 | 77,490 11               |
| Furniture                                        | 26,231 21                 | 11,070 55                          | 15,160 66                 | 15,160 69               |
| Land-Tarrant County                              | 1,123,295 78              | 0 00                               | 1,123,295 78              | 18,808,000.00           |
| Non-producing royalties and<br>mineral interests | 80 80                     | 0.00                               | 80 80                     | 0 00                    |
| Building                                         | <u>300,113 33</u>         | <u>84,632 33</u>                   | <u>215,481 00</u>         | <u>71,172 50</u>        |
| Total - Part II, Ln 11                           | <u>3,449,201.45</u>       | <u>2,017,689.10</u>                | <u>1,431,512.35</u>       | <u>34,386,583.30</u>    |

|                                          |                        |                       |
|------------------------------------------|------------------------|-----------------------|
| <b>STATEMENT 11:</b>                     | <u>ENDING<br/>BOOK</u> | <u>ENDING<br/>FMV</u> |
| Investments-Other                        |                        |                       |
| JP Morgan US Gov't Money Market          | 14,372,705 02          | 14,372,705 02         |
| Wells Fargo Business Performance Savings | 2,126,231 43           | 2,126,231 43          |
| JP Morgan Limited Partnership            | 775,125 96             | 2,468,838 50          |
| PIMCO Fund                               | 112,565 27             | 112,565 27            |
| Castlengg International Fund             | 3,470,154 78           | 3,010,201 00          |
| Farallon Offshore Capital Investors      | 36,530,575.71          | 39,782,859 21         |
| OZ Overseas Fund, Ltd                    | 23,038,396 00          | 32,265,627 20         |
| Seneca Capital International, Ltd        | <u>5,656,592 07</u>    | <u>3,530,600 39</u>   |
| Total - Part II, Ln 13                   | <u>86,082,346.24</u>   | <u>97,669,628.02</u>  |

|                                 |                           |                                    |                           |                         |
|---------------------------------|---------------------------|------------------------------------|---------------------------|-------------------------|
| <b>STATEMENT 12</b>             | <u>COST PER<br/>BOOKS</u> | <u>DEPRECIATION/<br/>DEPLETION</u> | <u>NET BOOK<br/>VALUE</u> | <u>MARKET<br/>VALUE</u> |
| Furniture, fixtures & equipment | 911,254 30                | 291,892 60                         | 619,361 70                | 619,361 70              |
| Building                        | 7,246,324 39              | 2,144,117 55                       | 5,102,206 84              | 2,003,827 50            |
| Leasehold Improvements          | <u>1,066,022 57</u>       | <u>75,500 30</u>                   | <u>990,522 27</u>         | <u>990,522 27</u>       |
| Total-Part II, Ln 14            | <u>9,223,601.26</u>       | <u>2,511,510.45</u>                | <u>6,712,090.81</u>       | <u>3,613,711.47</u>     |

|                      |                        |                       |
|----------------------|------------------------|-----------------------|
| <b>STATEMENT 13</b>  | <u>ENDING<br/>BOOK</u> | <u>ENDING<br/>FMV</u> |
| OTHER ASSETS         |                        |                       |
| Art Collection       | 10,286,569 07          | 102,844,818 35        |
| Prepaid Insurance    | <u>22,562 82</u>       | <u>22,562 82</u>      |
| Total-Part II, Ln 15 | <u>10,309,131.89</u>   | <u>102,867,381.17</u> |

**SID W. RICHARDSON FOUNDATION**

**75-6015828**

**STATEMENT 14**

Other Liabilities:

|                                   |                     |
|-----------------------------------|---------------------|
| Federal excise tax payable        | 57,093.00           |
| Deferred taxes payable            | 367,398.00          |
| Postretirement benefit obligation | <u>1,437,838.00</u> |
| Part II, Ln 22                    | <u>1,862,329.00</u> |

SID W. RICHARDSON FOUNDATION

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**STATEMENT 16:**

List of Officers:

| <u>Name and Address</u>                                        | <u>TITLE/<br/>HOURS</u>     | <u>COMPENSATION</u> | <u>CONTRIBUTIONS</u> | <u>EXPENSE<br/>ACCT.</u> |
|----------------------------------------------------------------|-----------------------------|---------------------|----------------------|--------------------------|
| Edward P Bass<br>201 Main Street<br>Fort Worth, TX 76102       | Chmn /Dir.<br>Est 1-2 hrs.  | 2,500 00            | None                 | None                     |
| Sid R. Bass<br>201 Main Street<br>Fort Worth, TX 76102         | VP/Dir.<br>Est 1-2 hrs.     | 2,500 00            | None                 | None                     |
| Lee M. Bass<br>201 Main Street<br>Fort Worth, TX 76102         | VP/Dir.<br>Est 1-2 hrs      | 2,500 00            | None                 | None                     |
| M. E. Chappell<br>309 Main Street<br>Fort Worth, TX 76102      | Treas /Dir.<br>Est. 1-2 hrs | 2,500 00            | 0 00                 | 0 00                     |
| Valleau Wilkie, Jr.<br>309 Main Street<br>Fort Worth, TX 76102 | Exec VP<br>Est 35 hrs.      | 350,540 00          | 3,854 00             | 2,470 00                 |
| Dee Steer<br>201 Main Street<br>Fort Worth, TX 76102           | Secretary<br>Est 1-2 hrs.   | <u>0 00</u>         | None                 | None                     |
| <b>TOTAL</b>                                                   |                             | <u>360,540.00</u>   | <u>3,854.00</u>      | <u>2,470.00</u>          |

SID W. RICHARDSON FOUNDATION

75-6015828

**STATEMENT 17:**

| <u>Name and Address</u>                                        | <u>TITLE/<br/>HOURS</u>             | <u>COMPENSATION</u> | <u>CONTRIBUTIONS<br/>TO EMPLOYEE<br/>BENEFIT PLANS</u> | <u>EXPENSE<br/>ACCT. &amp; OTHER<br/>ALLOWANCES</u> |
|----------------------------------------------------------------|-------------------------------------|---------------------|--------------------------------------------------------|-----------------------------------------------------|
| Cynthia K Alexander<br>309 Main Street<br>Fort Worth, TX 76102 | Business Mgr<br>35                  | 168,008             | 24,355                                                 | 3,114                                               |
| Mary E Burke<br>309 Main Street<br>Fort Worth, TX 76102        | Director of<br>Museum Gallery<br>40 | 71,526              | 19,120                                                 | 2,400                                               |
| Carolyn S Johns<br>309 Main Street<br>Fort Worth, TX 76102     | Executive<br>Assistant<br>35        | 86,990              | 31,982                                                 | 2,586                                               |
| Monica E Herman<br>309 Main Street<br>Fort Worth, TX 76102     | Asst Business<br>Manager<br>35      | 67,708              | 12,629                                                 | 0                                                   |
| Janice W Scott<br>309 Main Street<br>Fort Worth, TX 76102      | Museum<br>Director<br>35            | <u>109,375</u>      | <u>35,836</u>                                          | <u>2,659</u>                                        |
| TOTAL                                                          |                                     | <u>503,607</u>      | <u>123,922</u>                                         | <u>10,759</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<br>301 Commerce Street, Suite 1600<br>Fort Worth, TX 76102 | Investment Advisor     | 363,687               |
| Kelly Hart & Hallman<br>201 Main Street, Suite 2500<br>Fort Worth, TX 76102               | Attorneys              | 87,445                |
| William F Craig<br>P.O. Box 5764<br>Granbury, TX 76049                                    | Medical Consultant     | 86,400                |
| Nu-Design<br>P.O. Box 14116<br>Arlington, TX 76094                                        | Computer Consultants   | 221,277               |
| KPMG LLP<br>717 North Harwood Street, Suite 3100<br>Dallas, TX 75201                      | Accounting Services    | <u>67,842</u>         |
| <b>TOTAL</b>                                                                              |                        | <b><u>826,651</u></b> |

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 2009

STATEMENT 20

| GRANTEE                                                                                                    | STATUS    | PURPOSE                                                                                                       | AMOUNT     |
|------------------------------------------------------------------------------------------------------------|-----------|---------------------------------------------------------------------------------------------------------------|------------|
| ACT Human Development Fund<br>P O Box 3565<br>Fort Worth, TX 76113                                         | 509(a)(1) | Support the program in collaboration with neighborhood organizations, churches, and                           | 75,000 00  |
| All Saints' Episcopal School of Fort Worth<br>9700 Saints Circle<br>Fort Worth, TX 76108                   | 509(a)(1) | Assist in matching the \$50,000 challenge grant from the Edward E. Fort Foundation                            | 5,000 00   |
| All Saints Health Foundation<br>1400 8th Avenue<br>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 Counseling and Educational Support Services, Inc<br>802 E Main Street<br>Rockport, TX 78382 | 509(a)(1) | General support                                                                                               | 10,000 00  |
| Aransas County Medical Services, Inc<br>P O Box 821<br>Rockport, TX 78381                                  | 509(a)(1) | Support construction of new facility for the Aransas County EMS                                               | 100,000 00 |
| Arts Council of Fort Worth and Tarrant County, Inc<br>1300 Gendy Street<br>Fort Worth, TX 76107            | 509(a)(1) | General support                                                                                               | 5,000 00   |
| Austin College<br>900 North Grand, Suite 6P<br>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  |
| Back to School Roundup<br>1100 Circle Drive<br>Fort Worth, TX 76119-8111                                   | 509(a)(1) | General support                                                                                               | 5,000 00   |
| Baylor College of Medicine<br>One Baylor Plaza<br>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<br>6565 Fannin, NC205<br>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  |

SID W RICHARDSON FOUNDATION  
GRANTS PAID DURING 2009

STATEMENT 20

| GRANTEE                                                                                                  | STATUS      | PURPOSE                                                                                                               | AMOUNT     |
|----------------------------------------------------------------------------------------------------------|-------------|-----------------------------------------------------------------------------------------------------------------------|------------|
| Baylor College of Medicine<br>6550 Fannin, Suite 1501<br>Houston, TX 77030                               | 509(a)(1)   | Support Dr Koch's research program in<br>the Department of Ophthalmology                                              | 25,000 00  |
| Baylor College of Medicine<br>1709 Dryden Road, Suite 632<br>Houston, TX 77030-2404                      | 509(a)(1)   | Support Dr Pool's program in internal<br>medicine                                                                     | 100,000 00 |
| Big Brothers Bid Sisters of North Texas<br>450 East John Carpenter Freeway<br>Irving, TX 75062           | 509(a)(1)   | General support                                                                                                       | 70,000 00  |
| Botanical Research Institute of Texas, Inc<br>509 Pecan Street<br>Fort Worth, TX 76102-4060              | 509(a)(3)*  | General support for 2009                                                                                              | 265,000 00 |
| Botanical Research Institute of Texas, Inc<br>509 Pecan Street<br>Fort Worth, TX 76102-4060              | 509(a)(3)*  | Support for new facility                                                                                              | 750,000 00 |
| Boy Scouts of America Longhorn Council<br>P O Box 54190<br>Hurst, TX 76054                               | 509(a)(1)   | Support Urban Scouting program                                                                                        | 25,000 00  |
| C L C, Inc<br>6300 Ridglea Place, Suite 600<br>Fort Worth, TX 76116                                      | 509(a)(1)   | General support                                                                                                       | 50,000 00  |
| Candlelighters Childhood Cancer Foundation<br>of Greater Fort Worth<br>P O Box 1127<br>Bedford, TX 76095 | 509(a)(1)   | Support for program providing assistance to<br>children being treated for cancer at<br>Cook Children's Medical Center | 5,000 00   |
| CareFlite<br>3110 S Great Southwest Parkway<br>Grand Prairie, TX 75052                                   | 509(a)(3)** | Support purchase of the Human Patient<br>Simulator to be used in training first<br>Responders                         | 100,000 00 |

\* Type III, functionally integrated

\*\*Type I, supporting organization

SID W RICHARDSON FOUNDATION  
GRANTS PAID DURING 2009

STATEMENT 20

| GRANTEE                                                                                                 | STATUS        | PURPOSE                                                                             | AMOUNT     |
|---------------------------------------------------------------------------------------------------------|---------------|-------------------------------------------------------------------------------------|------------|
| Catholic Charities of Ft Worth, Inc<br>2701 Burchill Road North<br>Ft Worth, TX 76105                   | 509(a)(1)     | Support Stability Empowerment Program                                               | 20,000.00  |
| Center for Reform of School Systems, Inc<br>4544 Post Oak Place, Suite 270<br>Houston, TX 77027         | 509(a)(1)     | Support the Texas Institute of School<br>Boards and Texas Fellows Alumni<br>Program | 100,000 00 |
| Van Cliburn Foundation, Inc<br>2525 Ridgmar Blvd , Suite 307<br>Fort Worth, TX 76116                    | 509(a)(2)     | Support concert series during 2009                                                  | 50,000.00  |
| Van Cliburn Foundation, Inc<br>2525 Ridgmar Blvd , Suite 307<br>Fort Worth, TX 76116                    | 509(a)(2)     | Support for the 13th Van Cliburn Competition<br>in 2009                             | 300,000 00 |
| Communities in Schools, Fort Worth, Inc<br>6707 Brentwood Stair Road, Suite 510<br>Ft Worth, TX 76112   | 509(a)(1)     | Support counseling program                                                          | 90,000 00  |
| Cowboy Heritage Association of Fort Worth<br>P O Box 136639<br>Fort Worth, TX 76136                     | 509(a)(2)     | Support the scholarship program                                                     | 10,000 00  |
| First Texas Council of Camp Fire, Inc<br>2700 Meacham Blvd<br>Ft Worth, TX 76137-4699                   | 509(a)(1)     | Support Kindergarten Readiness Program                                              | 75,000 00  |
| Fort Worth Art Association<br>3200 Darnell Street<br>Fort Worth, TX 76107                               | 509(a)(1)     | Operational support for the Modern Art<br>Museum                                    | 750,000 00 |
| Fort Worth, City of<br>Parks & Community Services<br>4900 Home St<br>Fort Worth, TX 76107               | public entity | General support for summer day camp at<br>the Como Community Center                 | 5,000 00   |
| Fort Worth Country Day School<br>Breakthrough Fort Worth<br>4200 Country Day Lane<br>Ft Worth, TX 76109 | 509(a)(1)     | Support Breakthrough Ft Worth program<br>in 2009                                    | 50,000 00  |

SID W RICHARDSON FOUNDATION  
GRANTS PAID DURING 2009

STATEMENT 20

| GRANTEE                                                                                                                        | STATUS    | PURPOSE                                                                            | AMOUNT       |
|--------------------------------------------------------------------------------------------------------------------------------|-----------|------------------------------------------------------------------------------------|--------------|
| Fort Worth Independent School District<br>Health and Physical Education<br>100 N University Drive<br>Fort Worth, TX 76107-1360 | 509(a)(1) | Support physical education program                                                 | 50,000 00    |
| Fort Worth Independent School District<br>100 N University Drive<br>Fort Worth, TX 76107-1360                                  | 509(a)(1) | Support Highly Qualified Educators for<br>Diversity Transition to Teaching project | 100,000 00   |
| Fort Worth Metropolitan Industrial Development, Inc<br>1150 South Freeway, Suite 211<br>Fort Worth, TX 76104                   | 509(a)(1) | Support the Fort Worth Metropolitan Black<br>Chamber of Commerce                   | 5,000 00     |
| Fort Worth Museum of Science and History<br>1501 Montgomery Street<br>Fort Worth, TX 76107                                     | 509(a)(1) | General support for program in 2009                                                | 150,000 00   |
| Fort Worth Museum of Science and History<br>1501 Montgomery Street<br>Fort Worth, TX 76107                                     | 509(a)(1) | Support the capital campaign for the<br>construction of a new facility             | 1,000,000 00 |
| Fort Worth Northside Community<br>Health Center, Inc<br>2100 North Main, Suite 107<br>Ft Worth, TX 76164-8576                  | 509(a)(1) | Support health clinic                                                              | 75,000 00    |
| Fort Worth Opera Association<br>1300 Gendy Street<br>Fort Worth, TX 76107                                                      | 509(a)(1) | General support                                                                    | 100,000 00   |
| Fort Worth Partnership for Community<br>Development<br>900 Summit Avenue<br>Fort Worth, TX 76102                               | 509(a)(1) | General support for the program in housing<br>and economic development             | 50,000 00    |
| Fort Worth Symphony Orchestra Association<br>330 East Fourth Street, Suite 200<br>Fort Worth, TX 76102                         | 509(a)(2) | General support during 2008                                                        | 750,000 00   |
| Fort Worth Teen Court, Inc<br>1000 Throckmorton<br>Fort Worth, TX 76102                                                        | 509(a)(1) | General support                                                                    | 10,000 00    |

SID W RICHARDSON FOUNDATION  
GRANTS PAID DURING 2009

STATEMENT 20

| GRANTEE                                                                                              | STATUS    | PURPOSE                                                   | AMOUNT     |
|------------------------------------------------------------------------------------------------------|-----------|-----------------------------------------------------------|------------|
| Fort Worth Zoological Association<br>1989 Colonial Parkway<br>Fort Worth, TX 76104                   | 509(a)(2) | General support                                           | 250,000 00 |
| Fort Worth Zoological Association<br>1989 Colonial Parkway<br>Fort Worth, TX 76104                   | 509(a)(2) | Support for the Museum of Living Art Facility             | 500,000 00 |
| Billy Graham Evangelistic Association<br>1 Billy Graham Parkway<br>Charlotte, NC 28201-0001          | 509(a)(1) | General support for ministry within the<br>state of Texas | 25,000 00  |
| Grand Prairie Wellness Center, Inc<br>1710 Small Street<br>Grand Prairie, TX 75050                   | 509(a)(1) | Support Family Medical Clinic                             | 25,000 00  |
| HI KIDS, Inc<br>7800 Swale Court<br>Burleson, TX 78028                                               | 509(a)(1) | General support                                           | 10,000 00  |
| Hispanic Wellness Coalition<br>1327 North Main<br>Fort Worth, TX 76164                               | 509(a)(1) | General support for the Hispanic Wellness Fair            | 10,000 00  |
| Housing Opportunities of Fort Worth, Inc<br>1065 West Magnolia Avenue, Suite B<br>Ft Worth, TX 76104 | 509(a)(1) | Support financial education program                       | 20,000 00  |
| Jubilee Players, Inc<br>506 Main St<br>Fort Worth, TX 76102                                          | 509(a)(2) | General support                                           | 25,000 00  |
| Mayfest, Inc<br>255 Bailey Avenue<br>Fort Worth, TX 76107                                            | 509(a)(2) | General support for Mayfest 2009                          | 10,000 00  |
| Meals on Wheels, Inc<br>320 South Freeway<br>Ft Worth, TX 76104                                      | 509(a)(1) | General support                                           | 50,000 00  |
| Mental Health Assn of Tarrant County, Inc<br>3136 W 4th<br>Fort Worth, TX 76107                      | 509(a)(1) | Support the Operation Healthy Reunions<br>project         | 100,000 00 |

SID W RICHARDSON FOUNDATION  
GRANTS PAID DURING 2009

STATEMENT 20

| GRANTEE                                                                                                                                      | STATUS    | PURPOSE                                                                                           | AMOUNT     |
|----------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------------------------------------------------------------------------------------------------|------------|
| Mental Health Assn of Tarrant County, Inc<br>3136 W 4th<br>Fort Worth, TX 76107                                                              | 509(a)(1) | Support merger of Mental Health Association<br>of Tarrant County with Mental Health<br>Connection | 10,000 00  |
| Mission Metroplex, Inc<br>210 W South Street<br>Arlington, TX 76010                                                                          | 509(a)(1) | Support Medical Clinic                                                                            | 20,000 00  |
| Mothers Fathers for the Advancement of<br>Social Systems, Inc<br>3737 Atlanta Street<br>Dallas, TX 75215                                     | 509(a)(1) | General support                                                                                   | 100,000 00 |
| National Center for Policy Analysis<br>12770 Cort Road, Suite 800<br>Dallas, TX 75251                                                        | 509(a)(1) | Support program in 2009                                                                           | 100,000 00 |
| The National Cowgirl Museum and Hall of<br>Fame, Inc<br>1720 Gendy<br>Fort Worth, TX 76102                                                   | 509(a)(1) | General support                                                                                   | 50,000 00  |
| New (The) Teacher Project, Inc<br>186 Joralemon Street, Suite 300<br>Brooklyn, NY 11201                                                      | 509(a)(1) | Support Texas Teaching Fellows program                                                            | 50,000 00  |
| North Texas Behavioral Healthcare Network<br>dba Mental Health Connection of Tarrant County<br>3131 Sanguinet Street<br>Fort Worth, TX 76102 | 509(a)(1) | Assist in training of 350 health<br>professionals at Symposium on Evidence-<br>based Practices    | 100,000 00 |
| Northside Inter-Church Agency, Inc<br>1600 Circle Park Blvd<br>Ft Worth, TX 76104                                                            | 509(a)(1) | General support                                                                                   | 60,000 00  |
| Pacific Youth Correctional Ministries<br>P O Box 120634<br>Arlington, TX 76012                                                               | 509(a)(1) | General support                                                                                   | 5,000 00   |
| Performing Arts Fort Worth, Inc<br>330 East 4th Street<br>Fort Worth, TX 76102                                                               | 509(a)(1) | Support Children's Education Program                                                              | 50,000 00  |

SID W RICHARDSON FOUNDATION  
GRANTS PAID DURING 2009

STATEMENT 20

| GRANTEE                                                                                                             | STATUS       | PURPOSE                                                                             | AMOUNT     |
|---------------------------------------------------------------------------------------------------------------------|--------------|-------------------------------------------------------------------------------------|------------|
| Pocket Theatre, Inc<br>1950 Silver Creek Road<br>Fort Worth, TX 76108                                               | 509(a)(1)    | General support                                                                     | 5,000.00   |
| Presbyterian Night Shelter of Tarrant County<br>P O Box 2645<br>Ft Worth, TX 76113                                  | 509(a)(1)    | General support                                                                     | 50,000 00  |
| Rensselaerville (The) Institute<br>63 Huyck Road<br>Rensselaerville, NY 12147                                       | 509(a)(2)    | Support Turnaround Readiness Program in<br>the FWISD                                | 50,000 00  |
| Safe City Commission<br>201 Main Street, Suite 2<br>Fort Worth, TX 76102                                            | 509(a)(1)    | Support crime prevention programs in Ft Worth                                       | 100,000 00 |
| St Edward's University, Inc<br>3001 South Congress Avenue<br>Austin, TX 78704-6489                                  | 509(a)(1)    | Support Jumpstart 2+2+2 Model for<br>Teacher Recruitment                            | 40,000 00  |
| SEARCH (South East Area Churches)<br>Association, Inc.<br>P O. Box 51256<br>Fort Worth, TX 76105                    | 509(a)(1)    | General support                                                                     | 5,000 00   |
| The Southwest Texas State University<br>Development Foundation<br>601 University Drive<br>San Marcos, TX 78666-4616 | 509(a)(1)    | Support the Richardson Fellows and Scholars<br>program within the Mathworks program | 48,000 00  |
| Southwestern Diabetic Foundation, Inc<br>P O Box 918<br>Gainesville, TX 76241                                       | 509(a)(1)    | General support for the program at Camp<br>Sweeney                                  | 10,000.00  |
| Star-Telegram Charities, Inc<br>P O Box 1870<br>Fort Worth, TX 76101                                                | 509(a)(1)    | General support for the 2009 Goodfellow Fund                                        | 5,000 00   |
| Tarleton State University<br>Box T-0210<br>Stephenville, TX 76402                                                   | state entity | Support TMATE-FWISD alternative<br>certification program                            | 100,000 00 |

SID W RICHARDSON FOUNDATION  
GRANTS PAID DURING 2009

STATEMENT 20

| GRANTEE                                                                                            | STATUS    | PURPOSE                                                                                     | AMOUNT     |
|----------------------------------------------------------------------------------------------------|-----------|---------------------------------------------------------------------------------------------|------------|
| Tarrant County Academy of Medicine<br>3855 Tulsa Way<br>Fort Worth, TX 76107                       | 509(a)(1) | Support construction of new facility                                                        | 125,000 00 |
| Tarrant County ACCESS for the Homeless<br>P O. Box 1461<br>Fort Worth, TX 76101-1461               | 509(a)(1) | General support                                                                             | 20,000 00  |
| Tarrant County ACCESS for the Homeless<br>P O Box 1461<br>Fort Worth, TX 76101-1461                | 509(a)(1) | General support                                                                             | 10,000 00  |
| Tarrant County College Foundation<br>1500 Houston Street<br>Fort Worth, TX 73102                   | 509(a)(1) | Support the Academy of Mathematics and Engineering                                          | 50,000 00  |
| Tarrant County Precinct One Community Organization<br>6551 Granbury Road<br>Fort Worth, TX 76133   | 509(a)(1) | Support the African American Health Expo                                                    | 5,000 00   |
| Tarrant County Precinct One Community Organization<br>6551 Granbury Road<br>Fort Worth, TX 76133   | 509(a)(1) | Support the Generation Hope Laptop Program                                                  | 10,000 00  |
| Tarrant County Youth Collaboration<br>6707 Brentwood Stair Road, Suite 620<br>Fort Worth, TX 76112 | 509(a)(1) | General support                                                                             | 50,000 00  |
| Texas A&M University<br>511 Harrington Tower, 4226 TAMU<br>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<br>6845 Green Oaks Road<br>Fort Worth, TX 76116                          | 509(a)(2) | General support in 2009                                                                     | 125,000 00 |
| Texas Engineering Foundation<br>Box 2145<br>Austin, TX 78768                                       | 509(a)(2) | General support for MATHCOUNTS                                                              | 40,000 00  |

SID W RICHARDSON FOUNDATION  
GRANTS PAID DURING 2009

STATEMENT 20

| GRANTEE                                                                                                                           | STATUS    | PURPOSE                                                                         | AMOUNT     |
|-----------------------------------------------------------------------------------------------------------------------------------|-----------|---------------------------------------------------------------------------------|------------|
| Union Gospel Mission of Ft Worth<br>P O. Box 2144<br>Fort Worth, TX 76113                                                         | 509(a)(1) | Support Healing Shepherd Clinic                                                 | 30,000 00  |
| United Community Centers, Inc<br>1200 E Maddox Avenue<br>Fort Worth, TX 76113                                                     | 509(a)(1) | General support                                                                 | 75,000 00  |
| United Community Centers, Inc<br>1200 E Maddox Avenue<br>Fort Worth, TX 76113                                                     | 509(a)(1) | General support for 100th Anniversary<br>Celebration dinner in November, 2009   | 5,000 00   |
| United Way of Metropolitan Tarrant County<br>P O Box 4448<br>Fort Worth, TX 76164                                                 | 509(a)(1) | General support for 2009 campaign                                               | 100,000 00 |
| University of Houston<br>College of Natural Sciences and Mathematics<br>214 Science and Research Bldg 1<br>Houston, TX 77204-5008 | 509(a)(1) | Support teachHouston program                                                    | 50,000 00  |
| University of North Texas<br>Health Science Center TCOM Foundation, Inc<br>3500 Camp Bowie Blvd<br>Fort Worth, TX 76107           | 509(a)(1) | Support for the North Texas Public Health<br>Forum                              | 10,000 00  |
| University of North Texas<br>Health Science Center TCOM Foundation, Inc<br>3500 Camp Bowie Blvd<br>Fort Worth, TX 76107           | 509(a)(1) | General support for the study of the M D<br>degree program                      | 10,000 00  |
| University of North Texas<br>Mayborn Graduate Institute of Journalism<br>P O Box 311460<br>Denton, TX 76203-1460                  | 509(a)(1) | Support The Mayborn Literary Nonfiction<br>Writers' Conference of the Southwest | 10,000 00  |
| University (The) of Texas at Austin<br>Charles (The) A Dana Center<br>2901 North IH 35<br>Austin, TX 78722                        | 509(a)(1) | Support Middle School Mathematics Program<br>at the Dana Center                 | 75,000 00  |

SID W RICHARDSON FOUNDATION  
GRANTS PAID DURING 2009

STATEMENT 20

| GRANTEE                                                                                                                    | STATUS    | PURPOSE                                                                                                                                 | AMOUNT              |
|----------------------------------------------------------------------------------------------------------------------------|-----------|-----------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| University (The) of Texas at Austin<br>Marine Science Institute<br>750 Channel View Drive<br>Port Aransas, TX 78373-5015   | 509(a)(1) | Support developing new knowledge for<br>early life stages of economically<br>important fishes on the TX coast                           | 100,000 00          |
| University (The) of Texas at Dallas<br>Box 830688<br>Richardson, TX 75083-0688                                             | 509(a)(1) | Support establishment of the Uteach<br>Dallas program                                                                                   | 100,000 00          |
| University (The) of Texas at El Paso<br>500 W University Avenue<br>El Paso, TX 79968                                       | 509(a)(1) | Support the Writing Initiative                                                                                                          | 150,000 00          |
| University (The) of Texas at San Antonio<br>501 W Durango Blvd<br>San Antonio, TX 78207-4415                               | 509(a)(1) | Support Prefreshman Engineering Program<br>(PREP)                                                                                       | 90,000 00           |
| The University of Texas System Cancer Center<br>P O Box 301439/Unit 541<br>Houston, TX 77230-1439                          | 509(a)(1) | Support multidisciplinary research programs<br>in the Red and Charline McCombs Institute for<br>Early Detection and Treatment of Cancer | 500,000 00          |
| What About Remembering Me Center, Inc<br>809 Lipscomb Street<br>Ft Worth, TX 76104-3121                                    | 509(a)(1) | General support                                                                                                                         | 20,000 00           |
| Winkler County Council for Retarded Children, Inc<br>P O Box 484<br>Kermit, TX 79745                                       | 509(a)(1) | General support for Kermit Opportunity School                                                                                           | 10,000 00           |
| Woman's (The) Club of Fort Worth Historical<br>Preservation Trust<br>1316 Pennsylvania Avenue<br>Fort Worth, TX 76104-2189 | 509(a)(1) | Support the renovation program                                                                                                          | 7,500 00            |
| Young Men's Chnstian Association<br>540 Lamar Street<br>Ft Worth, TX 76102                                                 | 509(a)(2) | Support programs at McDonald and Southeast<br>YMCA branches                                                                             | <u>20,000 00</u>    |
|                                                                                                                            |           |                                                                                                                                         | <u>9,535,500 00</u> |

SID W. RICHARDSON FOUNDATION  
UNPAID GRANTS @ 12/31/09

STATEMENT 21

| GRANTEE                                                                                     | STATUS     | PURPOSE                                                                                                            | AMOUNT       |
|---------------------------------------------------------------------------------------------|------------|--------------------------------------------------------------------------------------------------------------------|--------------|
| Baylor College of Medicine<br>One Baylor Plaza<br>Houston, TX 77030-3498                    | 509(a)(1)  | Support Dr Alford's research in the Dept.<br>of Otorhinolaryngology and Communicative<br>Sciences                  | 75,000 00    |
| Baylor College of Medicine<br>6565 Fannin, NC205<br>Houston, TX 77030                       | 509(a)(1)  | Support for research program, "Studies<br>in Ocular Bactenal and Fungal Infections"<br>from July 2010 to June 2011 | 75,000 00    |
| Baylor College of Medicine<br>6550 Fannin, Suite 1501<br>Houston, TX 77030                  | 509(a)(1)  | Support Dr Koch's research program in<br>the Department of Ophthalmology                                           | 50,000.00    |
| Baylor College of Medicine<br>1709 Dryden Road, Suite 632<br>Houston, TX 77030-2404         | 509(a)(1)  | Support Dr Pool's program in internal<br>medicine                                                                  | 100,000 00   |
| Botanical Research Institute of Texas, Inc<br>509 Pecan Street<br>Fort Worth, TX 76102-4060 | 509(a)(3)* | General support for 2010                                                                                           | 265,000 00   |
| Botanical Research Institute of Texas, Inc<br>509 Pecan Street<br>Fort Worth, TX 76102-4060 | 509(a)(3)* | Support for new facility                                                                                           | 1,250,000 00 |
| Boy Scouts of America Longhorn Council<br>P.O Box 54190<br>Hurst, Tx 76054                  | 509(a)(1)  | General support                                                                                                    | 50,000 00    |
| CASA of Tarrant County, Inc<br>P O. Box 3275<br>Fort Worth, TX 76113                        | 509(a)(1)  | General support for the child advocacy program                                                                     | 25,000.00    |
| Cenikor Foundation, Inc<br>7676 Hillmont Street, Suite 190<br>Houston, TX 77040             | 509(a)(1)  | General support                                                                                                    | 100,000 00   |

\* Type III, functionally integrated

SID W. RICHARDSON FOUNDATION  
UNPAID GRANTS @ 12/31/09

STATEMENT 21

| GRANTEE                                                                                                 | STATUS    | PURPOSE                                               | AMOUNT     |
|---------------------------------------------------------------------------------------------------------|-----------|-------------------------------------------------------|------------|
| Circle Theatre, Inc<br>P O Box 470456<br>Fort Worth, TX 76147-0456                                      | 509(a)(2) | General support                                       | 50,000 00  |
| Van Cliburn Foundation, Inc.<br>2525 Ridgmar Blvd , Suite 307<br>Fort Worth, TX 76116                   | 509(a)(2) | Support concert series during 2010                    | 50,000 00  |
| Communities in Schools, Fort Worth, Inc<br>6707 Brentwood Stair Road, Suite 510<br>Fort Worth, TX 76112 | 509(a)(1) | General support for the program in the Fort Worth ISD | 100,000 00 |
| Day Resource Center for the Homeless<br>P O. Box 2323<br>Fort Worth, TX 76113                           | 509(a)(1) | General support                                       | 50,000 00  |
| First Texas Council of Camp Fire, Inc<br>2700 Meacham Blvd.<br>Ft Worth, TX 76137-4699                  | 509(a)(1) | Support Kindergarten Readiness Program                | 100,000 00 |
| Fort Worth Art Association<br>3200 Darnell Street<br>Fort Worth, TX 76107                               | 509(a)(1) | Operational support for the Modern Art Museum         | 750,000 00 |
| Fort Worth Museum of Science and History<br>1501 Montgomery Street<br>Fort Worth, TX 76107              | 509(a)(1) | General support for program in 2010                   | 150,000 00 |
| Fort Worth Opera Association<br>1300 Gendy Street<br>Fort Worth, TX 76107                               | 509(a)(1) | General support for program in 2010                   | 100,000 00 |
| Fort Worth Symphony Orchestra Association<br>330 East Fourth Street, Suite 200<br>Fort Worth, TX 76102  | 509(a)(2) | General support for program in 2010                   | 750,000 00 |
| Fort Worth Zoological Association<br>1989 Colonial Parkway<br>Fort Worth, TX 76104                      | 509(a)(2) | General support for program in 2010                   | 250,000 00 |

SID W RICHARDSON FOUNDATION  
UNPAID GRANTS @ 12/31/09

STATEMENT 21

| GRANTEE                                                                                     | STATUS    | PURPOSE                                                     | AMOUNT     |
|---------------------------------------------------------------------------------------------|-----------|-------------------------------------------------------------|------------|
| Gill Children's Services, Inc<br>1020 Summit Avenue<br>Fort Worth, TX 76102                 | 509(a)(1) | General support for the program for low-income children     | 25,000 00  |
| Billy Graham Evangelistic Association<br>1 Billy Graham Parkway<br>Charlotte, NC 28201-0001 | 509(a)(1) | General support for ministry within the state of Texas      | 25,000 00  |
| HI KIDS, Inc.<br>7800 Swale Court<br>Burleson, TX 78028                                     | 509(a)(1) | General support                                             | 35,000.00  |
| Imagination Celebration<br>P O. Box 3161<br>Fort Worth, TX 76113                            | 509(a)(1) | General support for program in 2010                         | 60,000.00  |
| Jubilee Players, Inc.<br>506 Main St<br>Fort Worth, TX 76102                                | 509(a)(2) | General support                                             | 50,000.00  |
| Mayfest, Inc<br>255 Bailey Avenue<br>Fort Worth, TX 76107                                   | 509(a)(2) | Support Mayfest in 2010 and to meet the operating shortfall | 50,000 00  |
| Meals on Wheels, Inc<br>320 South Freeway<br>Ft Worth, TX 76104                             | 509(a)(1) | General support                                             | 50,000 00  |
| National Center for Policy Analysis<br>12770 Coit Road, Suite 800<br>Dallas, TX 75251       | 509(a)(1) | General support for program in 2010                         | 100,000 00 |
| The National Cowgirl Museum and Hall of Fame, Inc<br>1720 Gendy<br>Fort Worth, TX 76102     | 509(a)(1) | General support for program in 2010                         | 50,000 00  |

SID W RICHARDSON FOUNDATION  
UNPAID GRANTS @ 12/31/09

STATEMENT 21

| GRANTEE                                                                                  | STATUS    | PURPOSE                                                               | AMOUNT     |
|------------------------------------------------------------------------------------------|-----------|-----------------------------------------------------------------------|------------|
| Northside Inter-Church Agency, Inc<br>1600 Circle Park Blvd<br>Fort Worth, TX 76106-8943 | 509(a)(1) | General support                                                       | 50,000.00  |
| Performing Arts Fort Worth, Inc<br>330 East 4th Street<br>Fort Worth, TX 76102           | 509(a)(1) | Support Children's Education Program                                  | 50,000 00  |
| Presbyterian Night Shelter of Tarrant County<br>P O. Box 2645<br>Ft Worth, TX 76113      | 509(a)(1) | General support                                                       | 50,000 00  |
| Safe City Commission<br>201 Main Street, Suite 2<br>Fort Worth, TX 76102                 | 509(a)(1) | Support crime prevention programs in Ft. Worth                        | 100,000 00 |
| Tarrant Area Food Bank<br>2600 Cullen Street<br>Fort Worth, TX 76107                     | 509(a)(1) | General support for the Community Kitchen program                     | 50,000 00  |
| Texas Ballet Theater, Inc<br>2100 Ross Avenue, Suite 110<br>Dallas, TX 75201             | 509(a)(2) | General support for program in 2010                                   | 125,000.00 |
| Texas Engineering Foundation<br>Box 2145<br>Austin, TX 78768                             | 509(a)(2) | General support for MATHCOUNTS                                        | 40,000 00  |
| Texas Inmate Services TXIS<br>3001 Race Street<br>Fort Worth, TX 76111                   | 509(a)(1) | General support of the program in Ft Worth                            | 100,000 00 |
| Uvalde County Hospital Authority<br>1025 Garner Field Road<br>Uvalde, TX 78801           | 509(a)(1) | Support Uvalde memoral Hospital's Saving Lives Close to Home campaign | 54,000.00  |
| United Way of Metropolitan Tarrant County<br>P. O Box 4448<br>Fort Worth, TX 76164       | 509(a)(1) | General support for 2010 campaign                                     | 100,000 00 |

SID W RICHARDSON FOUNDATION  
UNPAID GRANTS @ 12/31/09

STATEMENT 21

| GRANTEE                                                                              | STATUS    | PURPOSE                                              | AMOUNT              |
|--------------------------------------------------------------------------------------|-----------|------------------------------------------------------|---------------------|
| Volunteer Center of North Texas<br>2800 Live Oak Street<br>Dallas, TX 75204          | 509(a)(1) | General support for the program in Tarrant<br>County | 40,000.00           |
| Youth Orchestra of Greater Ft Worth<br>4401 Trail Lake Drive<br>Fort Worth, TX 76109 | 509(a)(2) | General support                                      | <u>25,000 00</u>    |
|                                                                                      |           |                                                      | <u>5,569,000 00</u> |

SID W. RICHARDSON FOUNDATION

75-6015828

**STATEMENT 22 - PART XII, LN 2**

Amounts paid to acquire assets:

|                                   |                |
|-----------------------------------|----------------|
| Furniture, fixtures and equipment | 56,443         |
| Leasehold Improvements            | 88,548         |
| Building                          | 3,360          |
| Art Collection                    | <u>22,825</u>  |
|                                   | <u>171,176</u> |

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 Conference

Amount of grant spent by Grantee: \$125,000

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 March 31, 2010

SID W. RICHARDSON FOUNDATION  
IRC SECTION 1092 PORTFOLIO WALKFORWARD  
AS OF 12/31/09

|                                         | <u>NO OF<br/>SHARES</u> | <u>CARRYING<br/>VALUE</u> | <u>MARKET<br/>VALUE</u> |
|-----------------------------------------|-------------------------|---------------------------|-------------------------|
| KIMBERLY-CLARK                          | 20,000                  | 697,402                   | 1,274,200               |
|                                         |                         |                           | <u>(697,402)</u>        |
| UNREALIZED GAIN                         |                         |                           | 576,798                 |
| S&P LOSS CARRYFORWARD                   |                         |                           | <u>(624,922)</u>        |
| EXCESS OF LOSS C/F OVER UNREALIZED GAIN |                         |                           | <u>(48,124)</u>         |

SID W RICHARDSON FOUNDATION  
75-6015828  
SUPPLEMENTARY SCHEDULES FOR TAX RETURN  
YEAR ENDING 12/31/09

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 2009                                   | (624,922 00)        |
| UNRECOGNIZED GAIN IN OFFSETTING POSITION AT 12/31/09                                   | 576,798 00          |
| UNRECOGNIZED SEC 1092 LOSSES EXCEEDING UNRECOGNIZED GAIN<br>THAT WERE USED AT 12/31/09 | <u>(48,124 00)</u>  |
| UNRECOGNIZED SEC 1092 LOSSES CARRIED FORWARD TO 2010                                   | <u>(576,798 00)</u> |