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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

2010

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

For calendar year 2010, or tax year beginning , 2010, 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

Name of foundation

SID W. RICHARDSON FOUNDATION

A Employer identification number
75-6015828

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

Room/suite

B Telephone number (see page 10 of the instructions)

309 MAIN STREET

(817) 336-0494

City or town, state, and ZIP code

FORT WORTH, TX 76102

H Check type of organization. ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 395,157,465.
J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)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 ☐**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)
1 Contributions, gifts, grants, etc., received (attach schedule)	4,085.			
2 Check ☒ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	1,987,638.	2,295,455.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	2,830,798.			
b Gross sales price for all assets on line 6a 15,256,170.				
7 Capital gain net income (from Part IV, line 2)		2,833,942.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances 189,429.				
b Less. Cost of goods sold 98,135.				
c Gross profit or (loss) (attach schedule)	91,294.		91,294.	
11 Other income (attach schedule)	6,574,744.	6,577,547.		
12 Total. Add lines 1 through 11	11,488,559.	11,706,944.	91,294.	
13 Compensation of officers, directors, trustees, etc.	617,131.	151,783.		457,848.
14 Other employee salaries and wages	1,025,883.	59,819.		966,064.
15 Pension plans, employee benefits	1,423,967.	51,088.		481,852.
16 a Legal fees (attach schedule) ATCH 3	71,130.	12,278.	0.	69,436.
b Accounting fees (attach schedule) ATCH 4	80,485.	39,715.	0.	42,439.
c Other professional fees (attach schedule) *	745,520.	526,997.		218,662.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) **	771,535.	306,616.		0.
19 Depreciation (attach schedule) and depletion ATCH 7	280,772.	10,301.		
20 Occupancy	44,011.	11,003.		32,761.
21 Travel, conferences, and meetings	18,411.			15,079.
22 Printing and publications	39,803.	433.		42,497.
23 Other expenses (attach schedule) ATCH 8	1,040,646.	121,041.	91,294.	792,672.
24 Total operating and administrative expenses. Add lines 13 through 23	6,159,294.	1,291,074.	91,294.	3,119,310.
25 Contributions, gifts, grants paid	10,439,501.			10,251,500.
26 Total expenses and disbursements. Add lines 24 and 25	16,598,795.	1,291,074.	91,294.	13,370,810.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-5,110,236.			
b Net investment income (if negative, enter -0-)		10,415,870.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

* ATCH 5 JSA ** ATCH 6

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		367,642.	655,396.	655,396.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ 759,061.				
		Less allowance for doubtful accounts ▶		38,694,680.	759,061.	759,061.
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use		349,163.	352,862.	352,862.
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule) . .				
	b	Investments - corporate stock (attach schedule) ATCH 9 . .		102,555,282.	121,153,366.	121,153,366.
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶ 3,467,975.				
	Less accumulated depreciation ▶ ATCH 10 2,031,664.		1,431,512.	1,436,311.	30,884,006.	
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 11		86,082,346.	114,221,065.	134,941,533.	
14	Land, buildings, and equipment basis ▶ 9,236,621.					
	Less accumulated depreciation ▶ ATCH 12 2,772,060.		6,712,091.	6,464,561.	3,543,864.	
15	Other assets (describe ▶ ATCH 13)		10,309,132.	10,309,127.	102,867,377.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		246,501,848.	255,351,749.	395,157,465.	
Liabilities	17	Accounts payable and accrued expenses		475,820.	349,265.	
	18	Grants payable		5,569,000.	5,757,000.	
	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 ▶ ATCH 14)		1,862,329.	2,945,066.	
	23	Total liabilities (add lines 17 through 22)		7,907,149.	9,051,331.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		238,594,699.	246,300,418.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .				
	30	Total net assets or fund balances (see page 17 of the instructions)		238,594,699.	246,300,418.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		246,501,848.	255,351,749.	

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	238,594,699.
2	Enter amount from Part I, line 27a	2	-5,110,236.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS	3	12,815,955.
4	Add lines 1, 2, and 3	4	246,300,418.
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	246,300,418.

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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 P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	2,833,942.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.			3	227,073.	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	12,498,648.	244,642,282.	0.051089
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
2 Total of line 1, column (d)			2 0.288105
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.057621
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 269,209,316.
5 Multiply line 4 by line 3			5 15,512,110.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 104,159.
7 Add lines 5 and 6			7 15,616,269.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18			8 13,395,483.

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 ☐ 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 ☐ and enter 1% of Part I, line 27b	1	208,317.
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	208,317.
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	208,317.
6	Credits/Payments.		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	230,932.
b	Exempt foreign organizations-tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	230,932.
8	Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	22,615.
11	Enter the amount of line 10 to be Credited to 2011 estimated tax 22,615. 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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
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 2010 or the taxable year beginning in 2010 (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? Website address <u>WWW.SIDRICHARDSON.ORG</u>	13	X	
14	The books are in care of <u>PETE GEREN</u> Telephone no <u>817-336-0494</u> Located at <u>309 MAIN STREET FORT WORTH, TX</u> ZIP + 4 <u>76102</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? ☐	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If "Yes," list the years <u></u>		
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 22 of the instructions) ☐	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2010 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 2010) ☐	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? ☐	4b	X

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

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** 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 ATTACHMENT 16		617,131	16,150	2,464

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 ATTACHMENT 17		512,492	127,003	12,896

Total number of other employees paid over \$50,000 **5**

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
SFP ATTACHMENT 1A		901,604.
Total number of others receiving over \$50,000 for professional services		1

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 WESTERN ART MUSEUM - INCOME FOR 2010 WAS \$189,429 APPROXIMATELY 33,745 PEOPLE VISITED THE MUSEUM IN 2010	1,716,644.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 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	194,945,176.
b	Average of monthly cash balances	1b	47,211,455.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	31,152,319.
d	Total (add lines 1a, b, and c)	1d	273,308,950.
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	273,308,950.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	4,099,634.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	269,209,316.
6	Minimum investment return. Enter 5% of line 5	6	13,460,466.

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	13,460,466.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	208,317.
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	208,317.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	13,252,149.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	13,252,149.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	13,252,149.

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	13,370,810.
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	24,673.
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	13,395,483.
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	13,395,483.

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

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				13,252,149.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005	1,399,781.			
b From 2006	6,126,882.			
c From 2007	569,515.			
d From 2008	1,971,423.			
e From 2009	441,409.			
f Total of lines 3a through e	10,509,010.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 13,395,483.				
a Applied to 2009, 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 2010 distributable amount				13,252,149.
e Remaining amount distributed out of corpus . . .	143,334.			
5 Excess distributions carryover applied to 2010 . (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	10,652,344.			
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 2009. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	1,399,781.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	9,252,563.			
10 Analysis of line 9				
a Excess from 2006	6,126,882.			
b Excess from 2007	569,515.			
c Excess from 2008	1,971,423.			
d Excess from 2009	441,409.			
e Excess from 2010	143,334.			

Form 990-PF (2010)

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see 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 ATTACHMENT 19

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

LETTER DESCRIBING PROGRAM OR PROJECT

c Any submission deadlines:

JANUARY 15

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

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATTACHMENT 20				10,251,500.
Total			▶ 3a	10,251,500.
b Approved for future payment SEE ATTACHMENT 21				5,757,000.
Total			▶ 3b	5,757,000.

Form 990-PF (2010)

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.	Yes	No
1a(1)		✓
1a(2)		✓
1b(1)		✓
1b(2)		✓
1b(3)		✓
1b(4)		✓
1b(5)		✓
1b(6)		✓
1c		✓

[illegible]

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

PRESIDENT

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ►

Firm's address ►

Phone no

SID W RICHARDSON FOUNDATION
75-6015828
SUPPLEMENTARY TAX RETURN SCHEDULES
FOR YEAR ENDING 12/31/10

ATTACHMENT: PART IV

	<u>DATE ACQ</u>	<u>DATE SOLD</u>	<u>GROSS SALES PRICE</u>	<u>COST OR OTHER BASIS</u>	<u>GAIN/ (LOSS)</u>
SHORT-TERM GAIN/(LOSS)					
STOCKS-PURCHASED	VARIOUS	VARIOUS	932,472 59	762,494 90	169,977 69
PIMCO SHORT-TERM INSTITUTIONAL FUND	VARIOUS	VARIOUS	52,719.53	0 00	52,719.53
JP MORGAN PARTNERS GLOBAL PRIVATE INVESTORS	VARIOUS	VARIOUS	<u>4,376 00</u>	<u>0 00</u>	4,376 00
Total short-term			<u>989,568 12</u>	<u>762,494 90</u>	<u>227,073.22</u>
LONG-TERM GAIN/(LOSS)					
STOCKS-PURCHASED	VARIOUS	VARIOUS	14,215,006 63	11,646,333.56	2,568,673.07
PIMCO SHORT-TERM INSTITUTIONAL FUND	VARIOUS	VARIOUS	41,251 03	0 00	41,251 03
JP MORGAN PARTNERS GLOBAL PRIVATE INVESTORS	VARIOUS	VARIOUS	10,345 00	0 00	10,345 00
S&P LOSS CARRYFORWARD			<u>0.00</u>	<u>13,400 00</u>	<u>(13,400 00)</u>
Total long-term			<u>14,266,602 66</u>	<u>11,659,733.56</u>	<u>2,606,869.10</u>
TOTAL			<u>15,256,170.78</u>	<u>12,422,228.46</u>	<u>2,833,942.32</u>

SID W. RICHARDSON FOUNDATION
STOCK SALES RECAP 2010
STOCKS

CODE	DESCRIPTION	NUMBER OF SHARES	PROCEEDS OF SALE	PRICE/ SHARE	CARRYING VALUE	COST/ SHARE	LOT #	DATE ACQUIRED	TRADE DATE	PAY DATE	BROKER	TOTAL	GAIN (LOSS) SHORT-TERM	LONG-TERM
2	Fomento Economico Mexicano	7,243.00	243,776.86	48.83	388,503.38	48.99	1	02-Jun-08	12-Jan-10	15-Jan-10	Instinet	(24,776.60)	0.00	(24,776.60)
2	Fomento Economico Mexicano	11,457.00	483,986.05	43.83	522,014.83	46.79	2	02-Jun-08	12-Jan-10	15-Jan-10	Hoening	(33,048.78)	0.00	(33,048.78)
2	Genovus Energy	19,400.00	467,625.22	24.10	486,608.32	26.08	1	05-Jan-09	20-Jan-10	25-Jan-10	Jefferies & Co.	(18,984.10)	0.00	(18,984.10)
2	Genovus Energy	3,600.00	86,775.82	24.10	90,842.24	25.25	2	20-Jul-08	20-Jan-10	25-Jan-10	Jefferies & Co.	(4,106.42)	0.00	0.00
2	Fomento Economico Mexicano	6,000.00	254,880.95	42.48	280,728.61	46.79	2	02-Jun-08	25-Jan-10	28-Jan-10	Hoening	(25,847.66)	0.00	(25,847.66)
2	Fomento Economico Mexicano	5,000.00	212,400.79	42.48	228,598.00	45.72	3	28-Jul-08	25-Jan-10	28-Jan-10	Hoening	(16,197.21)	0.00	(16,197.21)
2	Fomento Economico Mexicano	8,000.00	339,841.29	42.48	213,540.00	26.69	4	24-Nov-08	25-Jan-10	28-Jan-10	Hoening	126,301.29	0.00	126,301.29
2	Haemonetics Corp.	3,110.00	167,387.40	53.82	196,045.21	63.03	1	21-Dec-07	23-Feb-10	26-Feb-10	ITG	(28,657.81)	0.00	(28,657.81)
2	Haemonetics Corp.	6,020.00	323,518.10	53.74	379,424.95	63.03	1	06-Jan-09	23-Feb-10	26-Feb-10	Jefferies & Co.	(55,908.85)	0.00	(55,908.85)
2	Haemonetics Corp.	3,520.00	189,000.82	53.69	221,858.45	63.03	1	21-Dec-07	01-Mar-10	04-Mar-10	Jefferies	(32,855.63)	0.00	(32,855.63)
2	Haemonetics Corp.	3,350.00	179,861.50	53.69	211,141.79	63.03	1	21-Dec-07	01-Mar-10	04-Mar-10	Liquidnet	(31,280.29)	0.00	(31,280.29)
2	Haemonetics Corp.	1,830.00	98,300.96	53.72	102,813.98	56.18	2	14-May-08	01-Mar-10	04-Mar-10	Liquidnet	(4,513.02)	0.00	(4,513.02)
2	Haemonetics Corp.	2,170.00	117,016.41	53.92	121,916.02	56.18	2	14-May-08	02-Mar-10	05-Mar-10	Jefferies	(4,889.61)	0.00	(4,889.61)
2	Haemonetics Corp.	2,080.00	112,163.20	53.92	118,207.65	56.83	3	28-Jul-08	02-Mar-10	05-Mar-10	Jefferies	(6,044.45)	0.00	(6,044.45)
2	Haemonetics Corp.	920.00	49,658.58	53.98	52,284.15	56.83	3	28-Jul-08	03-Mar-10	08-Mar-10	Jefferies	(2,624.57)	0.00	(2,624.57)
2	Jarden Corp.	18,200.00	811,048.13	33.57	687,157.38	37.76	1	23-Feb-07	22-Mar-10	25-Mar-10	Instinet	(76,108.25)	0.00	(76,108.25)
2	Iron, Inc.	2,232.00	172,432.03	77.26	132,745.03	59.48	1	01-Jun-09	23-Apr-10	28-Apr-10	Knight Trading	39,647.00	0.00	39,647.00
2	Iron, Inc.	2,464.00	190,427.51	77.28	146,587.06	59.49	1	01-Jun-09	23-Apr-10	28-Apr-10	JP Morgan	43,840.45	0.00	43,840.45
2	Iron, Inc.	1,386.00	106,228.17	78.84	82,455.21	59.49	1	01-Jun-09	23-Apr-10	28-Apr-10	JP Morgan	23,772.86	0.00	23,772.86
2	Iron, Inc.	2,188.00	167,646.54	76.82	130,167.41	59.49	1	01-Jun-09	23-Apr-10	28-Apr-10	Knight Trading	37,479.13	0.00	37,479.13
2	Alcon, Inc.	7,000.00	1,086,330.00	155.19	231,000.00	33.00	1	20-Mar-02	03-May-10	08-May-10	Batwin	855,330.00	0.00	855,330.00
2	Alcon, Inc.	9,000.00	1,396,710.00	155.19	305,045.10	33.89	2	21-Mar-02	03-May-10	08-May-10	Batwin	1,091,664.90	0.00	1,091,664.90
2	XTO Energy, Inc.	9,000.00	1,396,949.41	155.21	683,102.70	76.90	3	15-Nov-04	03-May-10	08-May-10	Batwin	713,816.71	0.00	713,816.71
2	XTO Energy, Inc.	25,500.00	1,484,120.91	46.44	1,037,865.30	40.70	1	05-Jan-09	04-May-10	07-May-10	First Southwestern	146,255.61	0.00	146,255.61
2	Resmed, Inc.	4,500.00	208,982.52	46.44	179,617.95	38.92	2	20-Jul-08	04-May-10	07-May-10	First Southwestern	28,344.57	0.00	28,344.57
2	Resmed, Inc.	5,000.00	320,278.08	64.06	253,039.50	50.81	1	23-Mar-07	13-Jul-10	16-Jul-10	Leerink Swan	67,240.58	0.00	67,240.58
2	Resmed, Inc.	10,000.00	658,797.85	65.88	548,077.00	50.81	1	23-Mar-07	13-Jul-10	16-Jul-10	Canaccord	152,720.85	0.00	152,720.85
2	Resmed, Inc.	10,400.00	682,437.59	65.70	526,320.08	50.81	1	23-Mar-07	20-Jul-10	23-Jul-10	Canaccord	156,117.51	0.00	156,117.51
2	Resmed, Inc.	4,500.00	283,001.25	63.70	172,580.62	37.52	2	28-Jul-08	20-Jul-10	23-Jul-10	Canaccord	120,410.63	0.00	120,410.63
2	General Electric Co	38,450.00	619,226.75	16.10	682,985.66	17.24	1	23-Sep-09	18-Oct-10	21-Oct-10	Sanford	(43,758.81)	0.00	(43,758.81)
2	Alkermes Technologies	33,825.00	1,574,814.62	46.56	653,260.90	19.61	1	23-Sep-09	15-Nov-10	18-Nov-10	JMP Securities	911,553.72	0.00	911,553.72
2	Bank of America Corp.	50,000.00	666,838.69	13.34	1,850,380.00	37.01	1	27-Oct-03	28-Dec-10	31-Dec-10	ISI Group	(1,183,521.31)	0.00	(1,183,521.31)
2	Bank of America Corp.	10,000.00	133,371.73	13.34	488,698.00	48.87	2	16-Nov-04	28-Dec-10	31-Dec-10	ISI Group	(335,324.27)	0.00	(335,324.27)
2	Bank of America Corp.	20,000.00	268,743.49	13.34	95,160.00	4.76	3	10-Mar-09	28-Dec-10	31-Dec-10	ISI Group	171,583.49	0.00	171,583.49

15,147,479.22

12,406,828.46

2,738,650.78

189,977.69

2,568,673.07

SID W. RICHARDSON FOUNDATION
75-6015828
SUPPLEMENTARY SCHEDULE FOR TAX RETURN
FOR YEAR ENDING 12/31/10

ATTACHMENT 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

ATTACHMENT 2

Line 11-Other Income

	<u>PER BOOKS</u>	<u>NET INV INCOME</u>	<u>CHARITABLE PURPOSE</u>
Description:			
Oil and Gas Royalties	6,562,504.53	6,562,504.53	
JP Morgan Ltd. P/S Income		2,803.00	
Miscellaneous	<u>12,239.17</u>	<u>12,239.17</u>	
Total-part 1, Ln 11	<u>6,574,743.70</u>	<u>6,577,546.70</u>	

ATTACHMENT 3

Line 16a-Legal Fees

Kelly Hart & Hallman	<u>71,129.42</u>	<u>12,278.48</u>	<u>69,436.13</u>
Total-Part 1, Ln 16a	<u>71,129.42</u>	<u>12,278.48</u>	<u>69,436.13</u>

ATTACHMENT 4

Line 16b-Accounting fees

JP Morgan Ltd. Partnership expense		3,844.00	
KPMG LLP	<u>80,485.00</u>	<u>35,871.25</u>	<u>42,438.75</u>
Total-Part 1, Ln 16b	<u>80,485.00</u>	<u>39,715.25</u>	<u>42,438.75</u>

ATTACHMENT 5

Line 16c-Other Professional Fees

Luther King Capital Management	425,362.00	425,362.00	0.00
JP Morgan Chase Bank	43,472.32	43,472.32	0.00
Wells Fargo Bank	200.00	200.00	0.00
Kirkwood & Darby	650.00	650.00	0.00
Cawley, Gillespie and Associates	25,382.47	25,382.47	0.00
William F. Craig	86,400.00	0.00	86,400.00
Lawrence & Associates	7,887.75	0.00	7,887.75
JPMorgan Ltd. P/S professional fees	0.00	139.00	0.00
Ray Partners, Inc.	127,166.25	31,791.56	95,374.69
Monna Loftis	5,000.00	0.00	5,000.00
William E. Reaves	<u>24,000.00</u>	<u>0.00</u>	<u>24,000.00</u>
Total-Part I, Ln 16c	<u>745,520.79</u>	<u>526,997.35</u>	<u>218,662.44</u>

SID W. RICHARDSON FOUNDATION

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ATTACHMENT 6	PER	NET INV	ADJUSTED	CHARITABLE
Line 18-Taxes	BOOKS	INCOME	NET INCOME	PURPOSE
Ad valorem	303,856.08	303,856.08	0.00	0.00
State income tax/filing fees	520.00	0 00	0.00	
Foreign dividend taxes paid	2,760.00	2,760 00	0 00	0.00
Deferred tax/(benefit)	256,319.00	0.00	0.00	0.00
Excise tax	<u>208,079 57</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>
Total-Part I, Ln 18	<u>771,534.65</u>	<u>306,616.08</u>	<u>0.00</u>	<u>0.00</u>

ATTACHMENT 7				
Line 19-Depreciation	<u>280,772.37</u>	<u>10,300 89</u>	0.00	<u>0.00</u>
Total-Part 1, Ln 19	<u>280,772.37</u>	<u>10,300 89</u>	<u>0.00</u>	<u>0.00</u>

ATTACHMENT 8
Line 23-Other expenses

Supplies	17,485.28	2,937.49	0.00	14,544.31
Insurance	14,941.83	3,735.46	0.00	11,209.37
Dues	49,000.00	0.00	0.00	49,000.00
Rental	4,241.16	1,060.29	0.00	3,180.87
Miscellaneous	128,777.05	16,093.26	0.00	103,303.59
Museum security	135,389.78	0.00	0.00	135,462.85
Museum insurance	33,203.66	0.00	0.00	33,203.66
Museum miscellaneous	86,915.98	0.00	86,915.98	1,986.00
Museum dues & subscriptions	4,841.00	0.00	0.00	4,779.55
Museum maintenance	52,753.26	0.00	0.00	51,910.28
Museum telephone/utilities	67,062.17	0.00	0.00	65,885.07
Museum computer maintenance	161,066.00	0 00	0.00	137,321.00
Museum supplies and advertising	155,069.89	0.00	0.00	161,538.59
Museum educational expenses	90,183.54	0.00	4,378.00	75,597.00
Salaries	35,158.00	35,158.00	0.00	0.00
Payroll taxes/benefits	22,115.62	23,364.62	0.00	0.00
Supplies	4,277.44	4,277.44	0.00	0.00
Utilities	10,026.33	10,026.33	0.00	0 00
Repairs & Maintenance	32,352.48	32,352.48	0.00	0.00
Insurance	3,804.47	3,804.47	0.00	0.00
Depreciation	6,981.36	6,981.36	0.00	0.00
Joint facilities overhead	(75,000.00)	(18,750.00)	0.00	(56,250 00)
Total-Part 1, Ln 23	<u>1,040,646.30</u>	<u>121,041.20</u>	<u>91,293.98</u>	<u>792,672.14</u>

SID W. RICHARDSON FOUNDATION

75-6015828

**ATTACHMENT 9:
INVESTMENT-CORPORATE STOCKS**

<u>SHARES</u>	<u>DESCRIPTION</u>	<u>FMV</u>
45,000	Abbott Laboratories	2,155,950.00
51,700	Adobe Systems, Inc.	1,591,326.00
6,300	Apple, Inc.	2,032,128.00
20,675	Ball Corp.	1,406,933.75
60,000	Cabot Oil & Gas Corp.	2,271,000.00
85,000	Cisco Systems, Inc.	1,719,550.00
21,800	Coca Cola Co.	1,433,786.00
20,000	ConocoPhillips	1,362,000.00
60,000	Cullen Frost Bankers, Inc.	3,667,200.00
41,200	Danaher Corp.	1,943,404.00
36,000	Dentsply Int'l Inc.	1,230,120.00
56,000	E.I. DuPont De Nemours & Co.	2,793,280.00
140,000	EMC Corp. MASS	3,206,000.00
37,000	Emerson Electric Co.	2,115,290.00
14,500	Energizer Holdings Co.	1,057,050.00
23,000	Express Scripts Inc	1,243,150.00
30,000	Exxon Mobil Corp.	2,193,600.00
24,000	FMC Corp.	1,917,360.00
21,000	Gilead Sciences Inc	761,040.00
1,160	Google, Inc.	689,005 20
35,000	Honeywell International Inc.	1,860,600.00
40,000	IBM Corp.	5,870,400.00
91,800	Jarden Corp.,	2,833,866.00
25,000	Johnson & Johnson	1,546,250.00
30,000	Kimberly-Clark Corp.	1,891,200.00
30,000	Kirby Co.	1,321,500.00
80,000	Microsoft Corp.	2,232,800.00
25,000	Monsanto Co.	1,741,000.00
21,800	National Instruments Corp.	820,552.00
22,000	Newmont Mining Corp.	1,351,460.00
35,000	Northern Trust Corp.	1,939,350.00
77,730	Nuance Communications Inc.	1,413,131.40
130,000	Oracle Corp.	4,069,000.00
37,500	Pepsico Inc.	2,449,875.00
50,000	Perkinelmer, Inc.	1,291,000.00
90,000	Petsmart, Inc.	3,583,800.00
140,000	Pfizer, Inc.	2,451,400 00
37,500	Procter & Gamble	2,412,375.00
60,000	Radioshack Corp.	1,109,400.00
24,000	Range Resources Corp	1,079,520.00
72,000	Raytheon Co.	3,336,480.00
99,000	Republic Services	2,956,140.00
30,000	Rockwell Collins	1,747,800.00
22,750	Roper Industries	1,738,782.50

SID W. RICHARDSON FOUNDATION

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**ATTACHMENT 9:
INVESTMENT-CORPORATE STOCKS**

<u>SHARES</u>	<u>DESCRIPTION</u>	<u>FMV</u>
85,000	Texas Instruments	2,762,500.00
25,000	Thermo Fisher Scientific Inc.	1,384,000.00
55,000	Tiffany & Co.	3,424,850.00
39,900	Time Warner Inc.	1,283,583.00
80,000	Tractor Supply Co	3,879,200.00
25,200	Trimble Navigation Ltd.	1,006,236.00
85,000	US Bancorp Del	2,292,450.00
18,000	Union Pacific Corp.	1,667,880.00
14,000	VF Corp.	1,206,520.00
41,100	Walgreen Co.	1,601,256.00
50,000	Waste Management Inc.	1,843,500.00
100,000	Wells Fargo & Co.	3,099,000.00
81,200	Brunswick Corp.	1,521,688.00
100,000	Mobile Mini	1,969,000.00
28,000	Covidien PLC	1,278,480.00
37,650	Encana Corp.	1,096,368.00
		<u>121,153,365.85</u>

SID W. RICHARDSON FOUNDATION
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	<u>COST PER BOOKS</u>	<u>DEPRECIATION/ DEPLETION</u>	<u>NET BOOK VALUE</u>	<u>MARKET VALUE</u>
ATTACHMENT 10:				
Producing royalties	1,755,765.08	1,755,761.08	4 00	11,900,000 00
Machinery & equipment	250,385 13	173,206 50	77,178 63	77,178 63
Furniture	38,334 55	10,679.19	27,655 36	27,655 36
Land-Tarrant County	1,123,295 78	0 00	1,123,295 78	18,808,000 00
Non-producing royalties and mineral interests	80 80	0 00	80 80	0 00
Building	<u>300,113.33</u>	<u>92,017 25</u>	<u>208,096 08</u>	<u>71,172.50</u>
Total - Part II, Ln 11	<u>3,467,974.67</u>	<u>2,031,664.02</u>	<u>1,436,310.65</u>	<u>30,884,006.49</u>

ATTACHMENT 11:		ENDING	ENDING
Investments-Other		<u>BOOK</u>	<u>FMV</u>
JP Morgan US Gov't Money Market		12,755,742 66	12,755,742 66
Wells Fargo Business Performance Savings		17,133,041.91	17,133,041 91
JP Morgan Limited Partnership		320,045 71	2,280,423 15
PIMCO Fund		17,085,932 44	17,085,932 44
Castleng International Fund		2,195,869.58	2,424,019 02
Farallon Offshore Capital Investors		36,530,575 71	45,056,878 26
OZ Overseas Fund, Ltd		23,038,396 00	34,750,283 00
Seneca Capital International, Ltd		<u>5,161,461 97</u>	<u>3,455,212 89</u>
Total - Part II, Ln 13		<u>114,221,065.98</u>	<u>134,941,533.33</u>

ATTACHMENT 12	COST PER BOOKS	DEPRECIATION/ DEPLETION	NET BOOK VALUE	MARKET VALUE
Furniture, fixtures & equipment	924,273 80	347,641 32	576,632 48	576,632 48
Building	7,246,324 39	2,321,800 59	4,924,523 80	2,003,827 50
Leasehold Improvements	<u>1,066,022 57</u>	<u>102,618 14</u>	<u>963,404.43</u>	<u>963,404 43</u>
Total-Part II, Ln 14	<u>9,236,620.76</u>	<u>2,772,060.05</u>	<u>6,464,560.71</u>	<u>3,543,864.41</u>

ATTACHMENT 13		ENDING	ENDING
OTHER ASSETS		<u>BOOK</u>	<u>FMV</u>
Art Collection		10,286,569 07	102,844,818.35
Prepaid Insurance		<u>22,558 86</u>	<u>22,558 86</u>
Total-Part II, Ln 15		<u>10,309,127.93</u>	<u>102,867,377.21</u>

SID W. RICHARDSON FOUNDATION

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ATTACHMENT 14

Other Liabilities:

Deferred taxes payable	623,717.00
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Postretirement benefit obligation	<u>2,321,349.00</u>
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Part II, Ln 22	<u>2,945,066.00</u>
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ATTACHMENT 16

List of Officers.

<u>Name and Address</u>	<u>TITLE/ HOURS</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS</u>	<u>EXPENSE ACCT</u>
Edward P. Bass 201 Main Street Fort Worth, TX 76102	Pres /Dir Est 1-2 hrs	2,500 00	None	None
Sid R Bass 201 Main Street Fort Worth, TX 76102	VP/Dir Est 1-2 hrs	2,500 00	None	None
Lee M Bass 201 Main Street Fort Worth, TX 76102	VP/Dir Est 1-2 hrs	2,500 00	None	None
M E Chappell 309 Main Street Fort Worth, TX 76102	Treas /Dir Est 1-2 hrs	2,500 00	None	None
Preston M. Geren III 309 Main Street Fort Worth, TX 76102	President-elect Est 35 hrs	246,590 90	11,776 00	None
Valleau Wilkie, Jr. 309 Main Street Fort Worth, TX 76102	Exec VP Est 35 hrs	360,540 00	4,374 24	2,464 00
Dee Steer 201 Main Street Fort Worth, TX 76102	Secretary Est 1-2 hrs	<u>0 00</u>	None	None
TOTAL		<u>617,130.90</u>	<u>16,150.24</u>	<u>2,464.00</u>

SID W. RICHARDSON FOUNDATION

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ATTACHMENT 17

<u>Name and Address</u>	<u>TITLE/ HOURS</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT & OTHER ALLOWANCES</u>
Cynthia K Alexander 309 Main Street Fort Worth, TX 76102	Business Mgr 35	172,208	23,142	3,114
Mary E Burke 309 Main Street Fort Worth, TX 76102	Director of Museum Gallery 40	69,609	19,915	2,400
Carolyn S Johns 309 Main Street Fort Worth, TX 76102	Executive Assistant 35	89,165	35,913	2,400
Monica S Herman 309 Main Street Fort Worth, TX 76102	Assistant Museum Dir 35	69,401	13,405	2,400
Jan Wilkie 309 Main Street Fort Worth, TX 76102	Museum Director 35	<u>112,109</u>	<u>34,628</u>	<u>2,582</u>
TOTAL		<u>512,492</u>	<u>127,003</u>	<u>12,896</u>

SID W. RICHARDSON FOUNDATION

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ATTACHMENT 18

<u>Name and Address</u>	<u>Type of Service</u>	<u>Compensation</u>
Luther King Capital Management 301 Commerce Street, Suite 1600 Fort Worth, TX 76102	Investment Advisor	425,362
Ray Partners, Inc. 301 Commerce Street, Suite 1350 Fort Worth, TX 76102	Consultant in Executive Search	125,000
KPMG LLP P.O. Box 120001 Dallas, TX 75312	Accounting Services	81,026
William F. Craig 1600 Texas Street, Suite 21103 Fort Worth, TX 76102	Medical Consultant	86,400
Nu-Design P.O. Box 14116 Arlington, TX 76094	Computer Consultants	<u>183,816</u>
TOTAL		<u>901,604</u>

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ATTACHMENT 19

NAME, ADDRESS AND TELEPHONE FOR APPLICATIONS

PETE GEREN
309 MAIN STREET
FORT WORTH, TX 76102
817-336-0494

SID W RICHARDSON FOUNDATION
GRANTS PAID DURING 2010

ATTACHMENT 20

GRANTEE	STATUS	PURPOSE	AMOUNT
ACCESS, Inc 802 E Main Street Rockport, TX 78382	509(a)(1)	General support	7,500
All Church Home for Children, Inc 1424 Summit Avenue Fort Worth, TX 7602	509(a)(1)	General support for Wichita Street campus	100,000
Alliance for Children 908 Southland Avenue Fort Worth, TX 76104	509(a)(1)	General support	50,000
American Cancer Society, Inc 3301 West Freeway Fort Worth, TX 73107	509(a)(1)	Support the High Plains Division and the North Texas Region for the Patient Navigation System	75,000
Arlington Handicapped Association 1635-A West Division Arlington, TX 76012	509(a)(1)	Support for the establishment of new administrative offices for the program	100,000
Arlington Women's Shelter 6815 Manhattan Blvd, Suite 105 Fort Worth, TX 76120	509(a)(1)	General support	75,000
Back to School Roundup 1100 Circle Drive Fort Worth, TX 76119	509(a)(1)	General support	10,000
Baylor College of Medicine 6565 Fannin, NC 205 Houston, TX 77030	509(a)(1)	Support research entitled "Studies in Ocular Bacterial and Fungal Infections"	75,000
Baylor College of Medicine 6565 Fannin, NC 205 Houston, TX 77030	509(a)(1)	Support Dr Koch's research program in ophthalmology	50,000
Baylor College of Medicine One Baylor Plaza, NA102 Houston, TX 77030	509(a)(1)	Support Department of Otorhinolaryngology and Communicative Services	75,000
Baylor College of Medicine 1709 Dryden Road, Suite 632 Houston, TX 77030	509(a)(1)	Support Dr James Pool's program in Internal Medicine	100,000
Be the Match Foundation 3001 Broadway, NE, Suite 601 Minneapolis, MN 55413	509(a)(1)	Support the Texas Transplant Support Assistance Fund	40,000

SID W RICHARDSON FOUNDATION
GRANTS PAID DURING 2010

ATTACHMENT 20

GRANTEE	STATUS	PURPOSE	AMOUNT
Big Brothers Big Sisters of North Texas 450 East John Carpenter Freeway Irving, TX 75062	509(a)(1)	General support	100,000
Botanical Research Institute of Texas, Inc 1700 University Drive Fort Worth, TX 76107	509(a)(3) Type III functionally integrated	Support construction of new facility	750,000
Botanical Research Institute of Texas, Inc 1700 University Drive Fort Worth, TX 76107	509(a)(3) Type III functionally integrated	General support for program during 2010	265,000
Boy Scouts Longhorn Council P O Box 54190 Hurst, TX 76054	509(a)(1)	General support	50,000
Bobby Bragan Youth Foundation, Inc 3116 West 6th Street, Suite 200 Fort Worth, TX 76102	509(a)(2)	General support for scholarship program	10,000
Marion J and Marie J Brooks Fund P O Box 34421 Fort Worth, TX 76162	509(a)(1)	Support the General Hope Laptop Program	30,000
Carter BloodCare 2205 Highway 121 Bedford, TX 76021	509(a)(2)	Support for office space for the Population Health Initiative	75,000
CASA of Tarrant County, Inc P O Box 3275 Fort Worth, TX 76113	509(a)(1)	General support for child advocacy program	25,000
CASA of Tarrant County, Inc P O Box 3275 Fort Worth, TX 76113	509(a)(1)	General support for the court advocates for abused and neglected children	50,000
Casa Manana Musicals, Inc 930 W First Street, Suite 200 Fort Worth, TX 76102	509(a)(2)	General support	50,000
Cassata High School 1400 Hemphill Street Fort Worth, TX 76104	509(a)(2)	General support for 2010-2011 school year	50,000
Catholic Charities of Fort Worth, Inc P O Box 15610 Fort Worth, TX 76119	509(a)(1)	General support for the Stability Empower- ment program	30,000

SID W RICHARDSON FOUNDATION
GRANTS PAID DURING 2010

ATTACHMENT 20

GRANTEE	STATUS	PURPOSE	AMOUNT
Cenikor Foundation 7676 Hillmont Street, Suite 190 Houston, TX 77040	509(a)(1)	General support	100,000
Chrnt's Haven for Children P O. Box 467 Keller, TX 76244	509(a)(1)	General support for transitional living program	50,000
Circle Theatre, Inc P O Box 470456 Fort Worth, TX 76147	509(a)(2)	General support	50,000
CLC, Inc 6300 Ridglea Place, Suite 600 Fort Worth, TX 76116	509(a)(1)	Support construction of new Education Training Center	80,000
Van Cliburn Foundation, Inc 2525 Ridgmar Blvd , Suite 307 Fort Worth, TX 76116	509(a)(2)	General support for Concert Series in 2010	50,000
Van Cliburn Foundation, Inc 2525 Ridgmar Blvd., Suite 307 Fort Worth, TX 76116	509(a)(2)	General support	10,000
Coastal Conservation Association 6919 Portwest Drive, Suite 100 Houston, TX 77024	509(a)(1)	General support for conserving the Texas coastal marine resources	5,000
Communities Foundation of Texas, Inc 5500 Caruth Haven Lane Dallas, TX 75225	509(a)(1)	General support for conference held in September, 2010	25,000
Communities in Schools, Fort Worth, Inc 6707 Brentwood Stair Rd , Suite 510 Fort Worth, TX 76112	509(a)(1)	General support for the program in the Fort Worth ISD	100,000
Community Foundation of North Texas 306 W Seventh Street, Suite 850 Fort Worth, TX 73102	509(a)(1)	Support <i>FWISD Excellence Fund</i>	5,000
Cornerstone Assistance Network 3500 Noble Avenue Fort Worth, TX 76111	509(a)(1)	Support the job training program, Creation Restaurant	100,000
Courage & Renewal-North Texas, Inc 1229 7th Avenue Fort Worth, TX 76104	509(a)(2)	General support	40,000

SID W RICHARDSON FOUNDATION
GRANTS PAID DURING 2010

ATTACHMENT 20

GRANTEE	STATUS	PURPOSE	AMOUNT
Cowboy Heritage Association of Fort Worth P O Box 136639 Fort Worth, TX 76136	509(a)(2)	General support for scholarship program	10,000
Day Resource Center for the Homeless P O Box 2323 Fort Worth, TX 76113	509(a)(1)	General support	50,000
Downtown Fort Worth Initiatives 777 Taylor Street, Suite 100 Fort Worth, TX 76102	509(a)(1)	Assist in funding the studies of Heritage Plaza	50,000
First Texas Council of Camp Fire, Inc 2700 Meacham Blvd Fort Worth, TX 76137	509(a)(1)	General support for the Kindergarten Readiness Program	100,000
City of Fort Worth 818 Missoun Avenue Fort Worth, TX 76104	509(a)(1)	Support the City PetSmart program	25,000
Fort Worth Art Association 3200 Damell Fort Worth, TX 76107	509(a)(1)	Operational support for the Modern Art Museum	750,000
City of Fort Worth Parks and Recreation Department 4900 Home Street Fort Worth, TX 73107	509(a)(1)	General support for City PetSmart program	5,000
Fort Worth Challenge, Inc 226 Bailey Avenue, Suite 105 Fort Worth, TX 76107	509(a)(1)	Support the Tarrant County Family Drug Court	50,000
Fort Worth Country Day School 4200 Country Day Lane Fort Worth, TX 76109	509(a)(1)	Support the Breakthrough Fort Worth program	50,000
Fort Worth Independent School District 100 N University, Suite 241A Fort Worth, TX 76107	509(a)(1)	Support the Texas Academy of Biomedical Sciences	90,000
Fort Worth Independent School District 100 N University, Suite 241A Fort Worth, TX 76107	509(a)(1)	Support the Coordinated Health Program	60,000
Fort Worth Museum of Science and History 1501 Montgomery Street Fort Worth, TX 76107	509(a)(1)	General support for 2010	150,000

SID W RICHARDSON FOUNDATION
GRANTS PAID DURING 2010

ATTACHMENT 20

GRANTEE	STATUS	PURPOSE	AMOUNT
Fort Worth Opera Association 1300 Gendy Fort Worth, TX 76107	509(a)(1)	General support for 2010	100,000
Fort Worth Opera Association 1300 Gendy Fort Worth, TX 76107	509(a)(1)	Support 2010-2011 season	25,000
Fort Worth Partnership for Community Development 900 Summit Avenue Fort Worth, TX 76102	509(a)(1)	General support	75,000
Fort Worth Symphony Orchestra Association 330 E. Fourth Street, Suite 200 Fort Worth, TX 76102	509(a)(2)	General support during 2010	750,000
Fort Worth Symphony Orchestra Association 330 E. Fourth Street, Suite 200 Fort Worth, TX 76102	509(a)(2)	Support the Bridge Fund addressing the current financial needs of the Orchestra	100,000
Fort Worth Teen Court, Inc 1000 Throckmorton Fort Worth, TX 76102	509(a)(1)	General support	10,000
Fort Worth Zoological Association 1989 Colonial Parkway Fort Worth, TX 76110	509(a)(2)	General support for the program during 2010	250,000
Gill Children's Services, Inc. 1020 Summit Avenue Fort Worth, TX 76102	509(a)(1)	General support for the programs for low-income children	25,000
Girls Incorporated of Tarrant County 2820 Matlock Road Arlington, TX 76015	509(a)(1)	Support for Operation SMART	50,000
Billy Graham Evangelistic Association 1 Billy Graham Parkway Charlotte, NC 28201	509(a)(1)	Support ministry within the state of Texas	25,000
Grand Prairie Wellness Center, Inc 1710 Small Street Grand Prairie, TX 75050	509(a)(1)	General support	10,000
Hardin Simmons University P O Box 16100 Abilene, TX 79698	509(a)(1)	Support the Holland Medical High School program	100,000

SID W RICHARDSON FOUNDATION
GRANTS PAID DURING 2010

ATTACHMENT 20

GRANTEE	STATUS	PURPOSE	AMOUNT
HI KIDS Incorporated 7800 Swale Court Burleson, TX 78028	509(a)(1)	General support	35,000
HI KIDS Incorporated 7800 Swale Court Burleson, TX 78028	509(a)(1)	General support for the program for youngsters in the form of educational and recreational activities	25,000
Hispanic Wellness Coalition 1327 North Main Fort Worth, TX 76164	509(a)(1)	General support for Hispanic Wellness Fair	10,000
H O P E Farm, Inc 865 Atlanta Fort Worth, TX 76104	509(a)(1)	General support	40,000
Hope Prison Ministries, Inc 7600 McCart Avenue Fort Worth, TX 76133	509(a)(1)	Support for the development of a curriculum that will prepare inmates for succeeding in the nonprofit world	95,000
Housing Opportunities 1065 W Magnolia Avenue, Suite B Fort Worth, TX 76104	509(a)(1)	General support	30,000
I Have a Dream Foundation-Fort Worth 3601 Hulen, Suite 20 Fort Worth, TX 76107	509(a)(1)	General support	20,000
Imagination Celebration of Fort Worth 1300 Gendy Fort Worth, TX 76107	509(a)(1)	General support for the program in 2010	60,000
Imagination Celebration of Fort Worth 1300 Gendy Fort Worth, TX 76107	509(a)(1)	Support for the educational program entitled <i>America the Beautiful A Celebration of our National Parks</i>	70,000
International Theatre School of Fort Worth, Inc. 1300 Gendy Fort Worth, TX 76107	509(a)(1)	Support Kids Who Care for the Creative Minds project	40,000
J Mac Youth Center of Tarrant County 2714 Stalcup Road Fort Worth, TX 76119	509(a)(1)	General support	10,000
Jubilee Players, Inc 506 Main Street Fort Worth, TX 76102	509(a)(2)	General support for the program in 2010	50,000

SID W RICHARDSON FOUNDATION
GRANTS PAID DURING 2010

ATTACHMENT 20

GRANTEE	STATUS	PURPOSE	AMOUNT
Jubilee Players, Inc 506 Main Street Fort Worth, TX 76102	509(a)(2)	General support for 2011 and to celebrate the theatre's 30th anniversary	50,000
Just Say Yes P O Box 670863 Dallas, TX 75367	509(a)(2)	Support for the program fro children in the Fort Worth ISD	50,000
The Ladder Alliance 1000 Bonnie Brae, Suite 200 Fort Worth, TX 76111	509(a)(1)	General support	25,000
Latin Arts Association of Fort Worth, Inc 1440 North Main Fort Worth, TX 76164	509(a)(1)	Support the Rose Marine Theater	20,000
The Learning Center of North Texas, Inc 101 Summit Avenue, Suite 612 Fort Worth, TX 76102	509(a)(1)	Support for the program for children with learning differences	50,000
Mayfest, Inc 6115 Camp Bowie Blvd , Suite 160 Fort Worth, TX 76116	509(a)(2)	General support for Mayfest 2010 and to meet the operating budget shortfall	50,000
Mayfest, Inc 6115 Camp Bowie Blvd , Suite 160 Fort Worth, TX 76116	509(a)(2)	General support for Mayfest 2011	35,000
McMurry University McMurry Station, Box 98 Abilene, TX 79697	509(a)(1)	Support the Math-Science Magnet School in collaboration with the Abilene ISD	50,000
Meals on Wheels, Inc 320 South Freeway Fort Worth, TX 76104	509(a)(1)	General support	50,000
Meals on Wheels, Inc 320 South Freeway Fort Worth, TX 76104	509(a)(1)	General support	50,000
MHMR Visions 3840 Hulen Street, Suite 516 Fort Worth, TX 76107	509(a)(1)	Support the Tarrant Youth Recovery Campus Assertive Adolescent Family Therapy program	75,000
Mission Metroplex, Inc 210 W. South Street Arlington, TX 76010	509(a)(1)	Support the medical clinic	35,000

SID W RICHARDSON FOUNDATION
GRANTS PAID DURING 2010

ATTACHMENT 20

GRANTEE	STATUS	PURPOSE	AMOUNT
Mothers Fathers for the Advancement of Social Systems, Inc 3737 Atlanta Street Dallas, TX 75215	509(a)(1)	Support program assisting formerly incarcerated individuals in Fort Worth	50,000
National Center for Policy Analysis 12770 Coit Road, Suite 800 Dallas, TX 75251	509(a)(1)	General support in 2010	100,000
The National Cowgirl Museum and Hall of Fame, Inc 1720 Gendy Fort Worth, TX 76107	509(a)(1)	General support in 2010	50,000
Newday Services for Children & Family P O Box 471233 Fort Worth, TX 76147	509(a)(1)	General support	40,000
Northside Inter-Church Agency, Inc 1600 Circle Park Blvd Fort Worth, TX 76164	509(a)(1)	General support	50,000
North Texas Public Broadcasting, Inc 3000 Harry Hines Blvd Dallas, TX 75201	509(a)(1)	General support-\$5,000 for KERA television and \$5,000 for KERA radio	10,000
Davey O'Brien Educational and Charitable Trust 306 W Seventh, Suite 305 Fort Worth, TX 76102	509(a)(1)	General support	5,000
Pacific Youth Correctional Ministries P O Box 120634 Arlington, TX 76012	509(a)(1)	General support	5,000
The Parenting Guidance Center 2928 W Fifth Street Fort Worth, TX 76107	509(a)(1)	General support	50,000
Partners Together for Health 2500 Circle Drive, Suite 300 Fort Worth, TX 76119	509(a)(3) Type 1	Support Level 1 Trauma Center	100,000
Performing Arts Fort Worth 330 East 4th Street Fort Worth, TX 76102	509(a)(1)	General support for the Children's Education Program	50,000
Performing Arts Fort Worth 330 East 4th Street Fort Worth, TX 76102	509(a)(1)	General support for Bass Hall	250,000

SID W RICHARDSON FOUNDATION
GRANTS PAID DURING 2010

ATTACHMENT 20

GRANTEE	STATUS	PURPOSE	AMOUNT
Pocket Theatre, Inc. 1950 Silver Creek Road Fort Worth, TX 76108	509(a)(1)	General support	5,000
Presbyterian Night Shelter of Tarrant County P O. Box 2645 Fort Worth, TX 76113	509(a)(1)	General support	50,000
Presbyterian Night Shelter of Tarrant County P O Box 2645 Fort Worth, TX 76113	509(a)(1)	General support	50,000
William Marsh Rice University P O Box 1892 Houston, TX 77251	509(a)(1)	Support for the Medical Innovations Awards in the Institute of Biosciences and Bioengineering	75,000
Safe City Commission 201 Main Street, Suite 2 Fort Worth, TX 76102	509(a)(1)	General support	100,000
Schola Cantorum of Texas, Inc 2463A Forest Park Blvd Fort Worth, TX 76110	509(a)(2)	Support for the Children's Chorus	12,000
SEARCH (South East Area Churches) Association, Inc P O Box 51256 Fort Worth, TX 76105	509(a)(1)	General support	10,000
Schreiner University 2100 Memorial Blvd Kerrville, TX 78028	509(a)(1)	Support for the bachelor of science degree in nursing	50,000
Scott and White Memorial Hospital and Scott, Sherwood and Brindley Foundation 2401 S 31st Street Temple, TX 76508	509(a)(1)	Support the <i>Weighting on Your Newborn</i> program	50,000
Southwest Educational Development Corp 4700 Mueller Blvd Austin, TX 78723	509(a)(1)	Support project, <i>Working for the Future Improving Math and Science Instruction for Texas Students K-5</i>	65,000
The Southwest Texas State University Development Foundation 601 University Drive San Marcos, TX 78666	509(a)(1)	General support for the MathWorks program	50,000

SID W RICHARDSON FOUNDATION
GRANTS PAID DURING 2010

ATTACHMENT 20

GRANTEE	STATUS	PURPOSE	AMOUNT
The Southwest Texas State University Development Foundation 601 University Drive San Marcos, TX 78666	509(a)(1)	Support the Grosvenor Center program	25,000
Star-Telegram Charities, Inc P O Box 1870 Fort Worth, TX 76101	509(a)(1)	General support for the 2010 Goodfellow Fund	5,000
Tarrant Area Food Bank 2600 Cullen Fort Worth, TX 76107	509(a)(1)	General support for the Community Kitchen program	50,000
Tarrant Council on Alcoholism and Drug Abuse 2700 Airport Freeway Fort Worth, TX 76111	509(a)(1)	General support for the Sunshine Club program	60,000
Tarrant County Academy of Medicine 555 Hemphill Fort Worth, TX 76104	509(a)(1)	Assist in funding a new position leading to the expansion of medical services to underserved patients in our community	50,000
Tarrant County ACCESS for the Homeless P O Box 1461 Fort Worth, TX 76101	509(a)(1)	General support	25,000
Tarrant County Black Historical and Genealogical Society, Inc P O Box 50483 Fort Worth, TX 76105	509(a)(1)	General support	5,000
Tarrant County Samantan Housing, Inc 929 Hemphill Fort Worth, TX 76104	509(a)(1)	General support for education project	5,000
Tarrant County Youth Collaboration 6707 Brentwood Stair Rd , Suite 620 Fort Worth, TX 76112	509(a)(1)	Support the BONDS project	50,000
Teach for America, Inc. 200 S. 10th Street, Suite 800 McAllen, TX 78501	509(a)(1)	General support for program in the Rio Grande Valley	50,000
Texas A&M University-Corpus Christi 6300 Ocean Drive, Unit 5741 Corpus Christi, TX 78412	509(a)(1)	Support the establishment of the teacher recruitment initiative	95,000

SID W RICHARDSON FOUNDATION
GRANTS PAID DURING 2010

ATTACHMENT 20

GRANTEE	STATUS	PURPOSE	AMOUNT
Texas Ballet Theater, Inc 2100 Ross Avenue, Suite 110 Dallas, TX 75201	509(a)(2)	General support during 2010	125,000
Texas Ballet Theater, Inc 6845 Green Oaks Road Fort Worth, TX 76116	509(a)(2)	General support for 2010-2011 season	100,000
Texas Engineering Foundation Box 2145 Austin, TX 78768	509(a)(2)	General support for MATHCOUNTS program	40,000
Texas Inmate Services TXIS 3001 Race Street Fort Worth, TX 76111	509(a)(1)	General support for program in Fort Worth	100,000
Texas Inmate Services TXIS 3001 Race Street Fort Worth, TX 76111	509(a)(1)	Support program in Tarrant County	50,000
Texas and Southwestern Cattle Raisers Foundation 1301 W Seventh Street Fort Worth, TX 76102	509(a)(1)	Support for the new facility in the new Fort Worth Museum of Science and History building	50,000
United Community Centers, Inc 1200 E Maddox Avenue Fort Worth, TX 76102	509(a)(1)	General support for program and long-range planning	125,000
United Way of Metropolitan Tarrant County P O Box 4448 Fort Worth, TX 76164	509(a)(1)	Support for 2010 Campaign	100,000
University of Houston System 3232 College Park Drive, Suite 303 The Woodlands, TX 77384	509(a)(1)	Support CREATE	275,000
University of Houston System 212 E Cullen Building Houston, TX 77204	509(a)(1)	Support the teachHouston program	50,000
University of North Texas P O Box 311250 Denton, TX 76203	509(a)(1)	General support for Bilingual/ESL teacher certification program	60,000
University of North Texas P O Box 311460 Denton, TX 76203	509(a)(1)	Support the Mayborn Literary Nonfiction program	25,000

SID W RICHARDSON FOUNDATION
GRANTS PAID DURING 2010

ATTACHMENT 20

GRANTEE	STATUS	PURPOSE	AMOUNT
University of North Texas Health Science Center TCOM Foundation, Inc 3500 Camp Bowie Blvd. Fort Worth, TX 76107	509(a)(1)	General support for the North Texas Public Health Forum	10,000
The University of Texas at Arlington P O Box 19125 Arlington, TX 76019	509(a)(1)	Support the Charles McDowell Center for Critical Languages and Area Studies	75,000
The University of Texas at Austin 2901 North IH 35 Austin, TX 78722	509(a)(1)	Support Middle School Mathematics program in the Dana Center	68,000
The University of Texas at El Paso 500 W University Avenue El Paso, TX 79958	509(a)(1)	Support the third year of Writing Initiative	100,000
The University of Texas at San Antonio 501 W Durango Blvd San Antonio, TX 78207	509(a)(1)	Support the Prefreshman Engineering Program	160,000
Unlimited Faith, Inc. 4515 Village Creek Road Fort Worth, TX 76119	509(a)(2)	General support for health clinic	5,000
Uvalde County Hospital Authority 1025 Garner Field Road Uvalde, TX 78801	509(a)(1)	General support for Uvalde Memorial Hospital's Saving Lives Close to Home campaign	54,000
Volunteer Center of North Texas 2800 Live Oak Street Dallas, TX 75204	509(a)(1)	General support for the program in Tarrant County	40,000
What About Remembering Me Center, Inc 809 Lipscomb Street Fort Worth, TX 76104	509(a)(1)	General support	25,000
Winkler County Council for Retarded Children, Inc P O Box 484 Kermit, TX 79745	509(a)(1)	General support	10,000
Young Men's Christian Association 540 Lamar Street Fort Worth, TX 76102	509(a)(2)	Support programs at the McDonald and Southeast YMCA branches	25,000
Young Women's Christian Association 512 W 4th Street Fort Worth, TX 76102	509(a)(1)	Support My Own Place program and the child development program	40,000

SID W RICHARDSON FOUNDATION
GRANTS PAID DURING 2010

ATTACHMENT 20

GRANTEE	STATUS	PURPOSE	AMOUNT
Youth Orchestra of Greater Fort Worth 4401 Trail Lake Drive Fort Worth, TX 76109	509(a)(2)	General support	25,000
Youth Orchestra of Greater Fort Worth 4401 Trail Lake Drive Fort Worth, TX 76109	509(a)(2)	General support	<u>25,000</u>
			<u>10,251,500</u>

SID W. RICHARDSON FOUNDATION
UNPAID GRANTS AS OF 12/31/10

ATTACHMENT 21

GRANTEE	STATUS	PURPOSE	AMOUNT
All Church Home for Children, Inc 1424 Summit Avenue Fort Worth, TX 7602	509(a)(1)	General support for Wichita Street campus	100,000
Baylor College of Medicine 6565 Fannin, NC 205 Houston, TX 77030	509(a)(1)	Support research entitled "Studies in Ocular Bactenal and Fungal Infections"	75,000
Baylor College of Medicine 6565 Fannin, NC 205 Houston, TX 77030	509(a)(1)	Support Dr. Koch's research program in ophthalmology	50,000
Baylor College of Medicine One Baylor Plaza, NA102 Houston, TX 77030	509(a)(1)	Support Department of Otorhinolaryngology and Communicative Services	75,000
Baylor College of Medicine 1709 Dryden Road, Suite 632 Houston, TX 77030	509(a)(1)	Support Dr. James Pool's program in Internal Medicine	100,000
Botanical Research Institute of Texas, Inc 1700 University Drive Fort Worth, TX 76107	509(a)(3) Type III functionally integrated	Support construction of new facility	500,000
Botanical Research Institute of Texas, Inc 1700 University Drive Fort Worth, TX 76107	509(a)(3) Type III functionally integrated	General support for program during 2011	265,000
Amon Carter Museum of Western Art 3501 Camp Bowie Blvd Fort Worth, TX 76107	509(a)(1)	Support publication and exhibition of <i>Romance Maker: Watercolors of Charles M. Russell</i>	75,000
Van Cliburn Foundation, Inc 2525 Ridgmar Blvd, Suite 307 Fort Worth, TX 76116	509(a)(2)	General support for Concert Series in 2011	50,000
First Texas Council of Camp Fire, Inc 2700 Meacham Blvd Fort Worth, TX 76137	509(a)(1)	General support for the Kindergarten Readiness Program	150,000
Fort Worth Art Association 3200 Darnell Fort Worth, TX 76107	509(a)(1)	Operational support for the Modern Art Museum	750,000
Fort Worth Independent School District 100 N. University, Suite 241A Fort Worth, TX 76107	509(a)(1)	Support the Texas Academy of Biomedical Sciences	630,000

SID W RICHARDSON FOUNDATION
UNPAID GRANTS AS OF 12/31/10

ATTACHMENT 21

GRANTEE	STATUS	PURPOSE	AMOUNT
Fort Worth Museum of Science and History 1501 Montgomery Street Fort Worth, TX 76107	509(a)(1)	General support for 2011	150,000
Fort Worth Opera Association 1300 Gendy Fort Worth, TX 76107	509(a)(1)	General support for 2011	100,000
Fort Worth Symphony Orchestra Association 330 E Fourth Street, Suite 200 Fort Worth, TX 76102	509(a)(2)	General support for 2011	750,000
Fort Worth Zoological Association 1989 Colonial Parkway Fort Worth, TX 76110	509(a)(2)	General support for the program during 2011	250,000
Billy Graham Evangelistic Association 1 Billy Graham Parkway Charlotte, NC 28201	509(a)(1)	Support ministry within the state of Texas	25,000
Hardin Simmons University P O Box 16100 Abilene, TX 79698	509(a)(1)	Support the Holland Medical High School program	150,000
McMurry University McMurry Station, Box 98 Abilene, TX 79697	509(a)(1)	Support the Math-Science Magnet School in collaboration with the Abilene ISD	150,000
National Center for Policy Analysis 12770 Coit Road, Suite 800 Dallas, TX 75251	509(a)(1)	General support in 2011	100,000
The National Cowgirl Museum and Hall of Fame, Inc 1720 Gendy Fort Worth, TX 76107	509(a)(1)	General support in 2011	50,000
Northside Inter-Church Agency, Inc. 1600 Circle Park Blvd Fort Worth, TX 76164	509(a)(1)	General support	100,000
Partners Together for Health 2500 Circle Drive, Suite 300 Fort Worth, TX 76119	509(a)(3) Type 1	Support Level 1 Trauma Center	100,000
Performing Arts Fort Worth 330 East 4th Street Fort Worth, TX 76102	509(a)(1)	General support for the Children's Education Program	50,000

SID W RICHARDSON FOUNDATION
UNPAID GRANTS AS OF 12/31/10

ATTACHMENT 21

GRANTEE	STATUS	PURPOSE	AMOUNT
Safe City Commission 201 Main Street, Suite 2 Fort Worth, TX 76102	509(a)(1)	General support	100,000
Schola Cantorum of Texas, Inc 2463A Forest Park Blvd Fort Worth, TX 76110	509(a)(2)	Support for the Children's Chorus	12,000
Schreiner University 2100 Memorial Blvd Kerrville, TX 78028	509(a)(1)	Support for the bachelor of science degree in nursing	50,000
Southwest Educational Development Corp. 4700 Mueller Blvd Austin, TX 78723	509(a)(1)	Support project, <i>Working for the Future Improving Math and Science Instruction for Texas Students K-5</i>	100,000
Southwestern Exposition and Livestock Show P O. Box 150 Fort Worth, TX 76101	509(a)(2)	Support expansion of the FW ISD's FFA barn facility in west Fort Worth	50,000
Tarrant County Youth Collaboration 6707 Brentwood Stair Rd , Suite 620 Fort Worth, TX 76112	509(a)(1)	Support the BONDS project	50,000
Texas Ballet Theater, Inc 2100 Ross Avenue, Suite 110 Dallas, TX 75201	509(a)(2)	General support during 2011	125,000
United Way of Metropolitan Tarrant County P O Box 4448 Fort Worth, TX 76164	509(a)(1)	Support for 2011 Campaign	100,000
University of Houston System 3232 College Park Drive, Suite 303 The Woodlands, TX 77384	509(a)(1)	Support CREATE	275,000
The University of Texas at Austin 2901 North IH 35 Austin, TX 78722	509(a)(1)	Support Middle School Mathematics program in the Dana Center	100,000
			<u>5,757,000</u>

SID W. RICHARDSON FOUNDATION

75-6015828

ATTACHMENT 22 - PART XII, LN 2

Amounts paid to acquire assets.

Furniture, fixtures and equipment

22,941

Art collection

1,732

24,673

SID W. RICHARDSON FOUNDATION
IRC SECTION 1092 PORTFOLIO WALKFORWARD
AS OF 12/31/10

	<u>NO. OF SHARES</u>	<u>CARRYING VALUE</u>	<u>MARKET VALUE</u>
KIMBERLY-CLARK	20,000	697,402	1,260,800
			<u>(697,402)</u>
UNREALIZED GAIN			563,398
S&P LOSS CARRYFORWARD			<u>(576,798)</u>
EXCESS OF LOSS C/F OVER UNREALIZED GAIN			<u>(13,400)</u>

SID W. RICHARDSON FOUNDATION
75-6015828
SUPPLEMENTARY SCHEDULES FOR TAX RETURN
YEAR ENDING 12/31/10

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 2010	(576,798)
UNRECOGNIZED GAIN IN OFFSETTING POSITION AT 12/31/10	563,398
UNRECOGNIZED SEC 1092 LOSSES EXCEEDING UNRECOGNIZED GAIN THAT WERE USED AT 12/31/10	<u>(13,400)</u>
UNRECOGNIZED SEC 1092 LOSSES CARRIED FORWARD TO 2011	<u>(563,398)</u>