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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

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) 309 MAIN STREET	Room/suite	B Telephone number (see instructions) (817) 336-0494						
City or town, state, and ZIP code FORT WORTH, TX 76102		C If exemption application is pending, check here ☐						
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
H Check type of organization: <table border="0"> <tr> <td>☒ Section 501(c)(3) exempt private foundation</td> <td>☐ Section 4947(a)(1) nonexempt charitable trust</td> <td>☐ Other taxable private foundation</td> </tr> </table>		☒ Section 501(c)(3) exempt private foundation	☐ Section 4947(a)(1) nonexempt charitable trust	☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐			
☒ 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) \$ 398,869,536.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐						
J Accounting method: <table border="0"> <tr> <td>☐ Cash</td> <td>☒ Accrual</td> </tr> <tr> <td colspan="2">☐ Other (specify) _____</td> </tr> </table> (Part I, column (d) must be on cash basis)		☐ Cash	☒ Accrual	☐ Other (specify) _____				
☐ Cash	☒ Accrual							
☐ Other (specify) _____								

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 instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule) ☐ if the foundation is not required to attach Sch B	21,743.			
	2 Check ☐ Interest on savings and temporary cash investments				
	3 Dividends and interest from securities	2,363,502.	2,399,427.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9,232,425.			
	b Gross sales price for all assets on line 6a 26,047,831.				
	7 Capital gain net income (from Part IV, line 2)		9,699,916.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances 233,923.				ATCH 1
	b Less Cost of goods sold 130,007.				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)	103,916.		103,916.	
	11 Other income (attach schedule) ATCH 2	7,121,587.	7,138,873.		ATCH 2
	12 Total. Add lines 1 through 11	18,843,173.	19,238,216.	103,916.	
	13 Compensation of officers, directors, trustees, etc.	817,770.	202,567.		615,203.
	14 Other employee salaries and wages	1,086,998.	61,015.		1,025,983.
	15 Pension plans, employee benefits	1,227,323.	91,111.		726,933.
	16a Legal fees (attach schedule) ATCH 3	82,066.	34,439.		49,906.
	b Accounting fees (attach schedule) ATCH 4	67,361.	22,148.		49,021.
	c Other professional fees (attach schedule) ATCH 5	664,723.	537,220.		141,962.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 6 *	729,251.	396,335.		
	19 Depreciation (attach schedule) and depletion ATCH 7	282,351.	10,716.		
	20 Occupancy	51,339.	12,835.		40,885.
	21 Travel, conferences, and meetings	22,921.			25,415.
	22 Printing and publications	32,632.	331.		32,862.
	23 Other expenses (attach schedule) ATCH 8	1,175,657.	133,230.	103,916.	970,523.
	24 Total operating and administrative expenses. Add lines 13 through 23	6,240,392.	1,501,947.	103,916.	3,678,693.
	25 Contributions, gifts, grants paid	14,088,994.			11,036,000.
26 Total expenses and disbursements. Add lines 24 and 25	20,329,386.	1,501,947.	103,916.	14,714,693.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-1,486,213.				
b Net investment income (if negative, enter -0-)		17,736,269.			
c Adjusted net income (if negative, enter -0-).					

For Paperwork Reduction Act Notice, see instructions.

*ATCH 5 JSA ** ATCH 6

Form 990-PF (2011)

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PAGE 1

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17

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		655,396.	636,041.	636,041.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ 924,637.				
		Less allowance for doubtful accounts ▶		759,061.	924,637.	924,637.
	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 instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use		352,862.	415,578.	415,578.
	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		121,153,366.	125,189,524.	125,189,524.
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶ 3,476,795.			
		Less accumulated depreciation ▶ ATCH 10 2,037,868.		1,436,311.	1,438,927.	34,865,723.
12		Investments - mortgage loans				
13		Investments - other (attach schedule) ATCH 11		114,221,065.	111,025,811.	130,496,918.
14		Land, buildings, and equipment basis ▶ 9,249,574.				
		Less accumulated depreciation ▶ ATCH 12 3,032,908.		6,464,561.	6,216,666.	3,473,653.
15		Other assets (describe ▶ ATCH 13)		10,309,127.	10,309,213.	102,867,462.
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		255,351,749.	256,156,397.	398,869,536.
17		Accounts payable and accrued expenses		349,265.	384,177.	
18		Grants payable		5,757,000.	8,810,000.	
Net Assets or Fund Balances	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)		2,945,066.	3,395,745.	
	23	Total liabilities (add lines 17 through 22)		9,051,331.	12,589,922.	
Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.	24	Unrestricted		246,300,418.	243,566,475.	
	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 instructions)		246,300,418.	243,566,475.	
31	Total liabilities and net assets/fund balances (see instructions)		255,351,749.	256,156,397.		

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	246,300,418.
2	Enter amount from Part I, line 27a	2	-1,486,213.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	244,814,205.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS	5	1,247,730.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	243,566,475.

Form 990-PF (2011)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	9,699,917.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	482,158.	

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 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))
2010	13,395,483.	269,209,316.	0.049759
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
2 Total of line 1, column (d)			2 0.279084
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 0.055817
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 292,454,869.
5 Multiply line 4 by line 3			5 16,323,953.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 177,363.
7 Add lines 5 and 6			7 16,501,316.
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			8 14,737,113.

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

1 a 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 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	354,725.
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	354,725.
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	354,725.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	283,250.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	75,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	358,250.	
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	3,525.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 3,525. Refunded ☐ ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 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. SEE ATTACHMENT.	X	
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? 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

Form 990-PF (2011)

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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address WWW.SIDRICHARDSON.ORG				
14	The books are in care of PETE GEREN Telephone no 817-336-0494			
Located at 309 MAIN STREET FORT WORTH, TX ZIP + 4 76102				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2011, 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country 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 instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? ☐	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years 2a		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) ☐	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 2c		
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 2011 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 2011) ☐	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 2011? ☐	4b	X

Form 990-PF (2011)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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 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 instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**5 b**

X

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)

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

6 b

X

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**7 b**

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 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
ATTACHMENT 16		817,770.	42,591.	101,711.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 17		531,020.	124,651.	12,354.

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

6

Form 990-PF (2011)

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 instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 18		959,633.

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 2011 WAS \$233,923 APPROXIMATELY 34,454 PEOPLE VISITED THE MUSEUM IN 2011.	1,818,782.
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	226,517,655.
b	Average of monthly cash balances	1b	34,896,541.
c	Fair market value of all other assets (see instructions)	1c	35,494,300.
d	Total (add lines 1a, b, and c)	1d	296,908,496.
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	
3	Subtract line 2 from line 1d	3	296,908,496.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,453,627.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	292,454,869.
6	Minimum investment return. Enter 5% of line 5	6	14,622,743.

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

1	Minimum investment return from Part X, line 6	1	14,622,743.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	354,725.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	354,725.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	14,268,018.
4	Recoveries of amounts treated as qualifying distributions	4	6.
5	Add lines 3 and 4	5	14,268,024.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	14,268,024.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	14,714,693.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes. ATCH 22	2	22,420.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	14,737,113.
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 instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	14,737,113.

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

Form 990-PF (2011)

Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				14,268,024.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006 6,126,882.				
b From 2007 569,515.				
c From 2008 1,971,423.				
d From 2009 441,409.				
e From 2010 143,334.				
f Total of lines 3a through e	9,252,563.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 14,737,113.				
a Applied to 2010, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				14,268,024.
e Remaining amount distributed out of corpus . .	469,089.			
5 Excess distributions carryover applied to 2011 . (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	9,721,652.			
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 instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . .	6,126,882.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	3,594,770.			
10 Analysis of line 9				
a Excess from 2007 569,515.				
b Excess from 2008 1,971,423.				
c Excess from 2009 441,409.				
d Excess from 2010 143,334.				
e Excess from 2011 469,089.				

Form 990-PF (2011)

Part XIV Private Operating Foundations (see 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 2011, enter the date of the ruling

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

4942(j)(3) or

4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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**

Grants and Contributions Paid During the Year or Approved for Future Payment					
Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year ATTACHMENT 20					11,036,000.
Total				3a	11,036,000.
b Approved for future payment SEE ATTACHMENT 21					8,255,000.
Total				3b	8,255,000.

Form 990-PF (2011)

Enter gross amounts unless otherwise indicated

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

JSA
1E1492 1 000

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

- | | | Yes | No |
|----------|---|--------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| 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 | | |

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

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

SARA M. MERCER

Preparer's signature

Sara M. Muc

Date	
------	--

11/2/12

Check ☐ if self-employed

PTIN

P00031690

Firm's name ► KPMG LLP

Firm's EIN ► 13-5565207

Firm's address ► 210 PARK AVE., SUITE 2850
OKLAHOMA CITY, OK

73102

Phone no 405-239-6411

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

2011

Name of the organization

SID W. RICHARDSON FOUNDATION

Employer identification number

75-6015828

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **SID W. RICHARDSON FOUNDATION**Employer identification number
75-6015828**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LAKESIDE FOUNDATION 3697 MT. DIABLO BLVD., SUITE 205 LAFAYETTE, CA 94549	\$ 20,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization SID W. RICHARDSON FOUNDATION

Employer identification number

75-6015828

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

SID W. RICHARDSON FOUNDATION
75-6015828
SUPPLEMENTARY TAX RETURN SCHEDULES
FOR YEAR ENDING 12/31/11
75-6015828

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	1,637,957.85	1,251,534.48	386,423.37
PIMCO SHORT-TERM INSTITUTIONAL FUND	VARIOUS	VARIOUS	<u>95,734.55</u>	<u>0.00</u>	<u>95,734.55</u>
Total short-term			<u>1,733,692.40</u>	<u>1,251,534.48</u>	<u>482,157.92</u>
LONG-TERM GAIN/(LOSS)					
STOCKS-PURCHASED	VARIOUS	VARIOUS	21,792,459.84	15,328,478.28	6,463,981.56
PIMCO SHORT-TERM INSTITUTIONAL FUND	VARIOUS	VARIOUS	46,212.18	0.00	46,212.18
HEDGE FUNDS	VARIOUS	VARIOUS	521,736.00	0.00	521,736.00
LAND	1/1/1962	10/27/2011	1,953,730.11	11,415.21	1,942,314.90
JP MORGAN PARTNERS GLOBAL PRIVATE INVESTORS	VARIOUS	VARIOUS	243,514.00	0.00	243,514.00
Total long-term			<u>24,557,652.13</u>	<u>15,339,893.49</u>	<u>9,217,758.64</u>
TOTAL			<u>26,291,344.53</u>	<u>16,591,427.97</u>	<u>9,699,916.56</u>

SID W. RICHARDSON FOUNDATION
75-6015828
SUPPLEMENTARY SCHEDULE FOR TAX RETURN
FOR YEAR ENDING 12/31/11

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.

<u>Inventory Item</u>	<u>Gross Sales</u>	<u>Cost of Goods Sold</u>	<u>Gross Profit</u>
Prints & Postcards	11,333	(3,698)	7,634
Books	26,868	(14,486)	12,382
Notecards	1,294	(97)	1,197
Other Products	<u>194,429</u>	<u>(111,725)</u>	<u>82,703</u>
	<u>233,923</u>	<u>(130,007)</u>	<u>103,916</u>
	Ln 10a	Ln 10b	Ln 10c

SID W. RICHARDSON FOUNDATION

75-6015828

ATTACHMENT 2

Line 11-Other Income

PER
BOOKSNET INV
INCOMECHARITABLE
PURPOSE

Description

Oil and Gas Royalties 7,119,332 88 7,119,332 88

JP Morgan Ltd P/S Income 17,286 00

Miscellaneous 2,254 17 2,254 17Total-part 1, Ln 11 7,121,587.05 7,138,873.05**ATTACHMENT 3**

Line 16a-Legal Fees

Kelly Hart & Hallman 82,066 42 34,439 30 49,905 93Total-Part 1, Ln 16a 82,066 42 34,439 30 49,905 93**ATTACHMENT 4**

Line 16b-Accounting fees

JP Morgan Ltd Partnership expense 1,633 00
KPMG LLP 67,361 00 20,515 25 49,020 75Total-Part 1, Ln 16b 67,361 00 22,148 25 49,020 75**ATTACHMENT 5**

Line 16c-Other Professional Fees

Luther King Capital Management 466,769 00 466,769 00 0 00

JP Morgan Chase Bank 50,342 11 50,342 11 0 00

Kirkwood & Darby 650 00 650 00 0 00

Transystems 5,000 00 5,000 00 0 00

William F Craig 86,400 00 0 00 86,400 00

Lawrence & Associates 10,165 00 0 00 10,165 00

JPMorgan Ltd P/S professional fees 0 00 14,459 00 0 00

Monna Loftis 10,000 00 0 00 10,000 00

William E Reaves 24,000 00 0 00 24,000 00

Abish Deter 50 00 0 00 50 00

Cindy Erickson 50 00 0 00 50 00

Stephanie Garvin 50 00 0 00 50 00

Veonda Mahoneh 50 00 0 00 50 00

Daniel Russell 50 00 0 00 50 00

Allison Joy Smith 50 00 0 00 50 00

Jan Stull 50 00 0 00 50 00

Norma Toscano-Henson 50 00 0 00 50 00

Matt Zmolek 50 00 0 00 50 00

Mario Banda 150 00 0 00 150 00

Alejandro R Cabrera 150 00 0 00 150 00

Chrstina Davis 150 00 0 00 150 00

Jenny Ortiz 150 00 0 00 150 00

Garnet Cameron 150 00 0 00 150 00

Sean Carney 150 00 0 00 150 00

Jennifer Hanson 150 00 0 00 150 00

Sharon Pfeiffer 150 00 0 00 150 00

Kevin Cieszkowski 150 00 0 00 150 00

Debra Mangold 150 00 0 00 150 00

Kimerly Witty 150 00 0 00 150 00

Jessica Zeske 150 00 0 00 150 00

TCES & Associates 9,147 06 0 00 9,147 06Total-Part I, Ln 16c 664,723.17 537,220.11 141,962.06

SID W. RICHARDSON FOUNDATION

75-6015828

ATTACHMENT 6

Line 18-Taxes	<u>PER</u> <u>BOOKS</u>	<u>NET INV</u> <u>INCOME</u>	<u>CHARITABLE</u> <u>PURPOSE</u>
Ad valorem	390,532.55	390,532.55	0.00
Foreign dividend taxes paid	5,638.00	5,802.00	0.00
Deferred tax/(benefit)	(24,955.00)	0.00	0.00
Excise tax	<u>358,035.43</u>	<u>0.00</u>	<u>0.00</u>
Total-Part I, Ln 18	<u>729,250.98</u>	<u>396,334.55</u>	<u>0.00</u>

ATTACHMENT 7

Line 19-Depreciation	<u>282,350.89</u>	<u>10,716.39</u>	<u>0.00</u>
Total-Part 1, Ln 19	<u>282,350.89</u>	<u>10,716.39</u>	<u>0.00</u>

ATTACHMENT 8**Line 23-Other expenses**

Supplies	22,759.88	4,130.52	0.00	18,773.83
Insurance	14,497.63	3,624.41	0.00	10,873.22
Dues	49,000.00	0.00	0.00	49,000.00
Rental	4,245.06	1,061.27	0.00	3,183.79
Miscellaneous	252,890.01	43,800.79	0.00	192,090.27
JP Morgan Ltd. Partnership		160.00		
Museum security	133,580.36	0.00	0.00	133,035.14
Museum insurance	34,377.02	0.00	0.00	34,377.02
Museum miscellaneous	90,764.13	0.00	90,000.00	777.06
Museum dues & subscriptions	5,150.00	0.00	0.00	5,085.50
Museum maintenance	41,735.08	0.00	0.00	42,399.28
Museum telephone/utilities	76,346.83	0.00	0.00	81,075.00
Museum computer maintenance	180,047.85	0.00	0.00	205,125.35
Museum supplies and advertising	166,300.49	0.00	0.00	162,455.16
Museum educational expenses	84,155.33	0.00	13,916.29	88,522.37
Salaries	35,861.00	35,861.00	0.00	0.00
Payroll taxes/benefits	22,146.95	26,542.95	0.00	0.00
Supplies	3,427.01	3,427.01	0.00	0.00
Utilities	9,967.03	9,967.03	0.00	0.00
Repairs & Maintenance	11,927.54	11,927.54	0.00	0.00
Insurance	3,809.86	3,809.86	0.00	0.00
Depreciation	7,666.76	7,666.76	0.00	0.00
Joint facilities overhead	<u>(75,000.00)</u>	<u>(18,750.00)</u>	<u>0.00</u>	<u>(56,250.00)</u>
Total-Part 1, Ln 23	<u>1,175,655.82</u>	<u>133,229.14</u>	<u>103,916.29</u>	<u>970,522.99</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	2,530,350.00
51,700	Adobe Systems, Inc	1,461,559.00
14,300	Airgas, Inc	1,116,544.00
42,200	Akamai Technologies, Inc.	1,362,216.00
13,000	Allergan, Inc	1,140,620.00
3,300	Amazon Com, Inc	571,230.00
4,685	Apple, Inc.	1,897,425.00
41,350	Ball Corp.	1,476,608.50
52,150	Cabot Oil & Gas Corp	3,958,185.00
17,100	Celgene Corp.	1,155,960.00
21,800	Coca Cola Co.	1,525,346.00
12,200	Colgate Palmolive Co.	1,127,158.00
20,000	ConocoPhillips	1,457,400.00
28,000	Covidien PLC	1,260,280.00
60,000	Cullen Frost Bankers, Inc.	3,174,600.00
41,200	Danaher Corp.	1,938,048.00
36,000	Dentsply Int'l Inc	1,259,640.00
56,000	E.I. DuPont De Nemours & Co.	2,563,680.00
140,000	EMC Corp MASS	3,015,600.00
37,000	Emerson Electric Co.	1,723,830.00
37,650	Encana Corp	697,654.50
11,500	EOG Resources, Inc.	1,132,865.00
30,000	Exxon Mobil Corp	2,542,800.00
24,000	FMC Corp.	2,064,960.00
22,690	Franklin Electric, Inc	988,376.40
91,000	Glacier Bancorp, Inc.	1,094,730.00
1,160	Google, Inc	749,244.00
43,350	Hancock Holding Co.	1,385,899.50
35,000	Honeywell International Inc.	1,902,250.00
19,350	IBM Corp.	3,558,078.00
91,800	Jarden Corp,	2,742,984.00
25,000	Johnson & Johnson	1,639,500.00
42,250	JP Morgan Chase & Co.	1,404,812.50
30,000	Kimberly-Clark Corp.	2,206,800.00
30,000	Kirby Co.	1,975,200.00
19,680	Martin Marietta Materials, Inc.	1,484,068.80
80,000	Microsoft Corp.	2,076,800.00
100,000	Mobile Mini	1,745,000.00
25,000	Monsanto Co.	1,751,750.00
42,700	National Instruments Corp.	1,108,065.00
36,800	Neogen Corp.	1,127,552.00
22,000	Newmont Mining Corp.	1,320,220.00
35,000	Northern Trust Corp.	1,388,100.00
77,730	Nuance Communications Inc	1,955,686.80

SID W. RICHARDSON FOUNDATION

75-6015828

**ATTACHMENT 9
INVESTMENT-CORPORATE STOCKS**

<u>SHARES</u>	<u>DESCRIPTION</u>	<u>FMV</u>
50,000	Oracle Corp.	1,282,500.00
35,000	Pall Corp	2,000,250 00
37,500	PepsiCo Inc.	2,488,125.00
72,000	Perkinelmer, Inc	1,440,000 00
90,000	Petsmart, Inc.	4,616,100 00
140,000	Pfizer, Inc	3,029,600.00
37,500	Procter & Gamble	2,501,625.00
24,000	Range Resources Corp.	1,486,560 00
18,400	Raven Industries, Inc	1,138,960.00
99,000	Republic Services	2,727,450 00
30,000	Rockwell Collins	1,661,100 00
22,750	Roper Industries	1,976,292.50
31,000	Thermo Fisher Scientific Inc.	1,394,070.00
55,000	Tiffany & Co.	3,644,300 00
39,900	Time Warner Inc.	1,441,986.00
40,000	Tractor Supply Co.	2,806,000 00
29,200	Trimble Navigation Ltd.	1,267,280.00
85,000	US Bancorp Del	2,299,250 00
18,000	Union Pacific Corp	1,906,920.00
14,000	VF Corp.	1,777,860.00
12,900	Valmont Industries, Inc.	1,171,191.00
41,100	Walgreen Co	1,358,766 00
37,950	Waste Connections, Inc.	1,257,663 00
100,000	Wells Fargo & Co.	<u>2,756,000.00</u>
		<u>125,189,524.50</u>

SID W. RICHARDSON FOUNDATION
75-6015828

	<u>COST PER BOOKS</u>	<u>DEPRECIATION/ DEPLETION</u>	<u>NET BOOK VALUE</u>	<u>MARKET VALUE</u>
ATTACHMENT 10:				
Producing royalties	1,755,765 08	1,755,761 08	4 00	11,900,000 00
Machinery & equipment	268,321 34	170,095 99	98,225 35	98,225 35
Furniture	40,633 79	12,608 52	28,025 27	28,025 27
Land-Tarrant County	1,111,880 57	0 00	1,111,880 57	22,768,300 00
Non-producing royalties and mineral interests	80 80	0.00	80 80	0 00
Building	<u>300,113 33</u>	<u>99,402 18</u>	<u>200,711 15</u>	<u>71,172 50</u>
Total - Part II, Ln 11	<u>3,476,794.91</u>	<u>2,037,867.77</u>	<u>1,438,927.14</u>	<u>34,865,723.12</u>

ATTACHMENT 11:		<u>ENDING BOOK</u>	<u>ENDING FMV</u>
Investments-Other			
JP Morgan US Gov't Money Market		16,132,100 80	16,132,100 80
Wells Fargo Business Performance Savings		15,919,812 62	15,919,812 62
JP Morgan Limited Partnership		162 33	1,869,762 33
PIMCO Fund		15,947,889 75	15,947,889 75
Castlerigg International Fund		387,666 57	332,297.78
Farallon Offshore Capital Investors		36,530,575 71	44,327,759 92
OZ Overseas Fund, Ltd		23,038,396 00	34,251,605 83
Seneca Capital International, Ltd		<u>3,069,207 00</u>	<u>1,715,688 24</u>
Total - Part II, Ln 13		<u>111,025,810.78</u>	<u>130,496,917.27</u>

ATTACHMENT 12:		<u>COST PER BOOKS</u>	<u>DEPRECIATION/ DEPLETION</u>	<u>NET BOOK VALUE</u>	<u>MARKET VALUE</u>
Furniture, fixtures & equipment		937,226 75	403,687 64	533,539 11	533,539 11
Building		7,246,324 39	2,499,483 74	4,746,840 65	2,003,827 50
Leasehold Improvements		<u>1,066,022 57</u>	<u>129,736 48</u>	<u>936,286 09</u>	<u>936,286 09</u>
Total-Part II, Ln 14		<u>9,249,573.71</u>	<u>3,032,907.86</u>	<u>6,216,665.85</u>	<u>3,473,652.70</u>

ATTACHMENT 13:		<u>ENDING BOOK</u>	<u>ENDING FMV</u>
OTHER ASSETS			
Art Collection		10,286,569 07	102,844,818 35
Prepaid Insurance		<u>22,644 35</u>	<u>22,644 35</u>
Total-Part II, Ln 15		<u>10,309,213.42</u>	<u>102,867,462.70</u>

SID W. RICHARDSON FOUNDATION

75-6015828

ATTACHMENT 14:

Other Liabilities

Federal excise tax payable	75,000.00
Deferred taxes payable	598,762.00
Postretirement benefit obligation	<u>2,721,983.00</u>
Part II, Ln 22	<u>3,395,745.00</u>

SID W. RICHARDSON FOUNDATION

75-6015828

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	Chmn /Dir Est 1-2 hrs	2,500 00	None	None
Sid R. Bass 201 Main Street Fort Worth, TX 76102	VP/Dir Est 1-2 hrs	2,500 00	None	None
Lee M. Bass 201 Main Street Fort Worth, TX 76102	VP/Dir Est 1-2 hrs	2,500 00	None	None
Preston M. Geren III 309 Main Street Fort Worth, TX 76102	President Est 35 hrs	450,000 00	40,188 00	100,354 00 *
Valleau Wilkie, Jr 309 Main Street Fort Worth, TX 76102	Exec VP Est 35 hrs	360,270 00	2,403 00	1,357 00
Dee Steer 201 Main Street Fort Worth, TX 76102	Secretary Est 1-2 hrs.	<u>0 00</u>	None	None
TOTAL		<u>817,770.00</u>	<u>42,591.00</u>	<u>101,711.00</u>

*Amount includes reimbursement of closing costs on house of \$82,600 (included in taxable income) and employer-paid moving expenses of \$16,554.

SID W. RICHARDSON FOUNDATION

75-6015828

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	175,652	24,514	2,510
Mary E Burke 309 Main Street Fort Worth, TX 76102	Director of Museum Gallery 40	79,173	23,911	2,400
Carolyn S Johns 309 Main Street Fort Worth, TX 76102	Executive Assistant 35	90,948	39,977	2,400
Monica S Herman 309 Main Street Fort Worth, TX 76102	Assistant Museum Dir. 35	71,136	13,575	2,400
Jan Wilkie 309 Main Street Fort Worth, TX 76102	Museum Director 35	<u>114,111</u>	<u>22,674</u>	<u>2,644</u>
TOTAL		<u>531,020</u>	<u>124,651</u>	<u>12,354</u>

SID W. RICHARDSON FOUNDATION

75-6015828

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	466,769
KPMG LLP P.O. Box 120001 Dallas, TX 75312	Accountants	67,361
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	254,036
Kelly Hart & Hallman LLP 201 Main Street, Suite 2500 Fort Worth, TX 76102	Attorneys	<u>85,067</u>
TOTAL		<u>959,633</u>

SID W RICHARDSON FOUNDATION 75-6015828

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 2011

ATTACHMENT 20

GRANTEE	STATUS	PURPOSE	AMOUNT
ACCESS, Inc 802 E Main Rockport, TX 78382	509(a)(1)	General support	\$7,500
ACT Human Development Fund P O Box 3565 Fort Worth, TX 76113	509(a)(1)	Support Allied Communities of Tarrant County's program in public education improvement through the development of neighborhood organizations	50,000
AIDS Outreach Center, Inc 400 N Beach Fort Worth, TX 76111	509(a)(1)	Assist in providing HIV/AIDS services and programs to the greater Tarrant County community	50,000
All Church Home for Children, Inc 1424 Summit Avenue Fort Worth, TX 76102	509(a)(1)	General support for Wichita Street campus	100,000
Allied Theatre Group, Inc 821 W Vickery Blvd Fort Worth, TX	509(a)(1)	General support for Stage West	10,000
All Saints Health Foundation 1400 Eighth Avenue Fort Worth, TX 76104	509(a)(1)	Support the Diabetes Research/Islet Cell Transplant program	250,000
American Cancer Society, Inc 3301 West Freeway Fort Worth, TX 76107	509(a)(1)	Support Patient Navigation System	50,000
American National Red Cross 1515 S Sylvania Avenue Fort Worth, TX 76111	509(a)(1)	General support for emergency assistance during the grass fire crises	10,000
Arlington Women's Shelter 6815 Manhattan Blvd, Suite 105 Fort Worth, TX 76120	509(a)(1)	Support the SafeLiving program	50,000
Arts Council of Fort Worth and Tarrant County, Inc 1300 Gendy Street Fort Worth, TX 76107	509(a)(1)	General support	5,000
Association for Retarded Citizens Texas, Greater Tarrant County Area 1501 Haskell, Suite 106 Fort Worth, TX 76107	509(a)(1)	General support	50,000
Back to School Roundup 1100 Circle Drive Fort Worth, TX 76119	509(a)(1)	General support for the 7th annual Tarrant County Back to School Roundup which provides backpacks and supplies for low-income pre-K through 12th grade students	10,000

SID W RICHARDSON FOUNDATION
GRANTS PAID DURING 2011

ATTACHMENT 20

GRANTEE	STATUS	PURPOSE	AMOUNT
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 Drne 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
Boy Scouts Longhorn Council P O Box 54190 Hurst, TX 76054	509(a)(1)	General support	50,000
Manon J and Marie N Brooks Fund 3150 McCart Avenue, Suite 247 Fort Worth, TX 76110	509(a)(1)	General support for the 2011 9th Annual African American Health Expo held in Fort Worth in April, 2011	5,000
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</i> <i>The Watercolors of Charles M Russell</i>	75,000
Cancer Care Services 623 S Henderson Fort Worth, TX 76104	509(a)(1)	Assist in the purchase of client management software	25,000
Casa Manana, Inc 3101 West Lancaster Fort Worth, TX 76107	509(a)(2)	Support the Arts Education and Outreach Fund	50,000
Cassata High School 1400 Hemphill Street Fort Worth, TX 76104	509(a)(2)	General support	50,000

SID W RICHARDSON FOUNDATION
GRANTS PAID DURING 2011

ATTACHMENT 20

GRANTEE	STATUS	PURPOSE	AMOUNT
Catholic Charities Diocese of Fort Worth, Inc P O Box 15610 Fort Worth, TX 76119	509(a)(1)	General support for the Stability Empowerment program	50,000
Cenikor Foundation 7676 Hillmont Street, Suite 190 Houston, TX 77040	509(a)(1)	General support	50,000
Center for Reform of School Systems, Inc 4544 Post Oak Place, Suite 270 Houston, TX 77027	509(a)(1)	Support the training program to develop stronger school boards for our public schools	100,000
The Chamber Music Society of Fort Worth, Inc 2501 Parkview Drive Fort Worth, TX 76102	509(a)(1)	General support during leadership transition	10,000
Child Study Center 1300 W Lancaster Fort Worth, TX 76102	509(a)(1)	General support	100,000
Christ's Haven for Children P O Box 467 Keller, TX 76244	509(a)(1)	General support	7,500
Circle Theatre, Inc 230 W Fourth Street Fort Worth, TX 76109	509(a)(2)	General Support	25,000
CitySquare 511 N Award, Suite 302 Dallas, TX 75201	509(a)(1)	General support for Transition Resource Action Center	50,000
Van Cliburn Foundation, Inc 2525 Ridgmar Blvd , Suite 307 Fort Worth, TX 76116	509(a)(2)	General support for 2011 concert series	50,000
College for All Texans Foundations Closing the Gaps 1200 E Anderson Lane Austin, TX 78752	509(a)(3) Type 1	Support the statewide project to improve teaching and learning in our schools	210,000
Communities Foundation of Texas, Inc 5500 Caruth Haven Lane Dallas, TX 75225	509(a)(1)	Support Texas High School Project in organizing/operating Texas Commission on Effective Teaching and Learning	100,000
Communities in Schools, Fort Worth, Inc 6707 Brentwood Stair Rd , Suite 510 Fort Worth, TX 76112	509(a)(1)	Support counseling services for at-risk students in 36 public schools in Tarrant County	150,000

SID W RICHARDSON FOUNDATION
GRANTS PAID DURING 2011

ATTACHMENT 20

GRANTEE	STATUS	PURPOSE	AMOUNT
Community Food Bank 3000 Galvez Avenue Fort Worth, TX 76111	509(a)(1)	Support holiday meals program during the 2011 Christmas season	7,500
Community Foundation of North Texas 306 W Seventh Street, Suite 850 Fort Worth, TX 76102	509(a)(1)	Support the Nonprofit Toolbox project	25,000
Community Foundation of North Texas 306 W Seventh Street, Suite 850 Fort Worth, TX 76102	509(a)(1)	Support the third North Texas Giving Day held on September 15, 2011 which spurs gifts to nonprofits by offering matching funds	10,000
Courage & Renewal-North Texas, Inc 1229 7th Avenue Fort Worth, TX 76104	509(a)(2)	General support for the program which provides renewal and encouragement for teachers, nurses and nonprofit leadership	10,000
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 1415 E Lancaster Fort Worth, TX 76102	509(a)(1)	Support cost of hiring development coordinator	55,000
James and Dorothy Doss Heritage and Culture Center 1400 Texas Drive Weatherford, TX 76086	509(a)(1)	General support	50,000
The Easter Seal Society for Children and Adults of Tarrant County 1424 Hemphill Fort Worth, TX 76104	509(a)(1)	Assist with the Respite Care program	75,000
EmpowerngChurch Healthcare Outreach 201 Main Street, Suite 1450 Fort Worth, TX 76102	509(a)(1)	Assist in the establishment of six charitable primary care clinics for the indigent in Tarrant County	75,000
Essilor Vision Foundation 13515 N Stemmons Freeway Dallas, TX 75234	509(a)(1)	Support the Kids Vision for Life program in Tarrant County	50,000
First Texas Council of Camp Fire, Inc 2700 Meacham Blvd Fort Worth, TX 76137	509(a)(1)	Support Kindergarten Readiness Program and Connect4Success curriculum at Western Hills Primary	150,000
First Texas Council of Camp Fire, Inc 2700 Meacham Blvd Fort Worth, TX 76137	509(a)(1)	Support Kindergarten Readiness Program	150,000

SID W RICHARDSON FOUNDATION
GRANTS PAID DURING 2011

ATTACHMENT 20

GRANTEE	STATUS	PURPOSE	AMOUNT
Fort Worth Art Association 3200 Damell Fort Worth, TX 76107	509(a)(1)	Operational support for the Modern Art Museum during 2011	750,000
Fort Worth Country Day School 4200 Country Day Lane Fort Worth, TX 76109	509(a)(1)	General support for Breakthrough Fort Worth program in 2011	50,000
Fort Worth Independent School District 100 N University, Suite 241A Fort Worth, TX 76107	509(a)(1)	Support for the Coordinated Health Program aimed at high school students	60,000
Fort Worth Independent School District 100 N University, Suite 241A Fort Worth, TX 76107	509(a)(1)	Support the Texas Academy of Biomedical Sciences	150,000
Fort Worth Metropolitan Industrial Development, Inc 1150 S Freeway, Suite 211 Fort Worth, TX 76104	509(a)(1)	Support <i>PATHS Forward</i> , a project to identify and provide training for young leaders in the African-American community	10,000
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 Police Historical Association P O Box 470836 Fort Worth, TX 76147	509(a)(1)	Support the project to provide 100-year anniversary commemorative badges for each of the 2,057 employees of the Fort Worth Police Department	10,000
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
Generation Hope Laptop Program 1201 Wesleyan Fort Worth, TX 76105	509(a)(1)	Support after-school program for students in Crowley, Everman and Fort Worth ISDs	50,000
Gill Children's Services, Inc 555 Hemphill Fort Worth, TX 76104	509(a)(1)	General support	30,000

SID W RICHARDSON FOUNDATION
GRANTS PAID DURING 2011

ATTACHMENT 20

GRANTEE	STATUS	PURPOSE	AMOUNT
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	25,000
Habitat for Humanity International, Inc 3345 S Jones Fort Worth, TX 76110	509(a)(1)	Support for an additional ReStore	100,000
Hardin Simmons University P O Box 16100 Abilene, TX 79698	509(a)(1)	Support the Holland Medical High School program	150,000
Harris Hospital-Methodist 6100 Western Place, Suite 1001 Fort Worth, TX 76107	509(a)(1)	Support the Nursing Excellence Fund	100,000
HI KIDS Incorporated 7800 Swale Court Burleson, TX 78028	509(a)(1)	General support	35,000
H O P E Farm, Inc 865 Atlanta Fort Worth, TX 76104	509(a)(1)	Assist in the construction of a Family Life Center	50,000
Housing Opportunities 1065 W Magnolia Avenue, Suite B Fort Worth, TX 76104	509(a)(1)	General support	30,000
Imagination Celebration of Fort Worth 1300 Gendy Fort Worth, TX 76107	509(a)(1)	Matching grant in support of operations and programming	11,000
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
Jubilee Players, Inc 506 Main Street Fort Worth, TX 76102	509(a)(2)	General support for the 2011-2012 season	50,000

SID W RICHARDSON FOUNDATION
GRANTS PAID DURING 2011

ATTACHMENT 20

GRANTEE	STATUS	PURPOSE	AMOUNT
Just Say Yes P O Box 670863 Dallas, TX 75367	509(a)(2)	Support for the program for 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	50,000
Latin Arts Association of Fort Worth, Inc 1440 North Main Fort Worth, TX 76164	509(a)(1)	Support the Rose Marine Theater and Latino Cultural Program	20,000
The Learning Center of North Texas, Inc 101 Summit Avenue, Suite 612 Fort Worth, TX 76102	509(a)(1)	General support	100,000
Mayfest, Inc 6115 Camp Bowie Blvd , Suite 160 Fort Worth, TX 76116	509(a)(2)	General support for Mayfest 2012	35,000
Ronald McDonald House of Fort Worth, Inc 1004 7th Avenue Fort Worth, TX 76104	509(a)(1)	Support for the expansion of the Ronald McDonald house	75,000
McMurry University McMurry Station, Box 98 Abilene, TX 79697	509(a)(1)	Support the Math-Science Magnet School in collaboration with the Abilene ISD	75,000
Meals on Wheels, Inc 320 South Freeway Fort Worth, TX 76104	509(a)(1)	General support for the 2012 program	50,000
Mission Metroplex, Inc 210 W South Street Arlington, TX 76010	509(a)(1)	General support for the salary of the medical director of the Mann Medical Clinic in Arlington	35,000
National Center for Policy Analysis 12770 Coit Road, Suite 800 Dallas, TX 75251	509(a)(1)	General support in 2011	100,000
National Center for Youth Issues 6101 Preservation Drive Chattanooga, TN 37416	509(a)(1)	General support for conference, <i>Southwest Healthy Choices for Youth</i> , to be held in North Texas in June, 2011	5,000
National Council on Teacher Quality 1420 New York Avenue, NW, Ste 800 Washington, DC 20005	509(a)(2)	Support project to review and rate 79 education schools in Texas as a part of national review of the nation's 1,400 education schools	55,000

SID W RICHARDSON FOUNDATION
GRANTS PAID DURING 2011

ATTACHMENT 20

GRANTEE	STATUS	PURPOSE	AMOUNT
The National Cowgirl Museum and Hall of Fame, Inc 1720 Gendy Fort Worth, TX 76107	509(a)(1)	General support in 2011	50,000
Near Southeast Community Development Corporation P O Box 1872 Fort Worth, TX 76101	509(a)(1)	General support for the youth education program provided in the near Southeast neighborhoods of Fort Worth	10,000
The New Teacher Project 128 Raley Road Cedar Park, TX 78613	509(a)(1)	Support the Texas Teaching Fellows program	200,000
Northside Inter-Church Agency, Inc 1600 Circle Park Blvd Fort Worth, TX 76164	509(a)(1)	General support	100,000
North Texas Public Broadcasting, Inc 3000 Harry Hines Blvd Dallas, TX 75201	509(a)(1)	Support KERA's educational program for childcare providers and families	50,000
Davey O'Brien Educational and Chantable Trust 306 W 7th Street, Suite M-15 Fort Worth, TX 76102	509(a)(1)	Support scholarship program for the student-athletes from North Texas	12,500
The Old Jail Art Center 201 S Second Albany, TX 76430	509(a)(1)	General support for expansion of art education program	56,000
Pacific Youth Correctional Ministries P O Box 120634	509(a)(1)	Support for the program providing chaplaincy services in youth incarceration facilities in Tarrant County	5,000
The Parenting Guidance Center 2928 W Fifth Street Fort Worth, TX 76107	509(a)(1)	General support	75,000
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
GRANTS PAID DURING 2011

ATTACHMENT 20

GRANTEE	STATUS	PURPOSE	AMOUNT
Pocket Theatre, Inc 1950 Silver Creek Road Fort Worth, TX 76108	509(a)(1)	General support	10,000
Lena Pope Home, Inc 3131 Sanguinet Street, Fort Worth, TX 76107	509(a)(1)	Support the Family Matters Counseling Program	50,000
Presbytenan Night Shelter of Tarrant County P O Box 2645 Fort Worth, TX 76113	509(a)(1)	General support for <i>Moving Home</i> -new initiative to move clients beyond chronic homelessness to employment and permanent housing	50,000
Reading & Radio Resource, Inc 2007 Randall Dallas, TX 75201	509(a)(1)	Support the program training teachers to assist children experencing reading difficulties using audio recordings provided by Reading & Radio Resource	10,000
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)	Support construction of One Safe Place-matching \$1 for \$1 grant	300,000
Safe City Commission 201 Main Street, Suite 2 Fort Worth, TX 76102	509(a)(1)	Support for crme prevention program in Fort Worth	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 Kenville, TX 78028	509(a)(1)	Support the bachelor of science degree in nursing	50,000
Special Olympics Texas, Inc for Greater Fort Worth Area 7715 Chevy Chase Drive, Suite 120 Austin, TX 78752	509(a)(2)	General support	5,000
Southeast Fort Worth, Inc 1150 S Freeway, Suite 148 Fort Worth, TX 76104	509(a)(1)	General support	25,000
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

SID W RICHARDSON FOUNDATION
GRANTS PAID DURING 2011

ATTACHMENT 20

GRANTEE	STATUS	PURPOSE	AMOUNT
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
Star-Telegram Chanties, Inc P O Box 1870 Fort Worth, TX 76101	509(a)(1)	General support for the 2011 Goodfellow Fund	5,000
Tarrant County Academy of Medicine 555 Hemphill Fort Worth, TX 76104	509(a)(1)	Support for Project Access Tarrant County	100,000
Tarrant County College Foundation 1500 Houston Fort Worth, TX 76102	509(a)(1)	Assist with third year funding for the Academy of Mathematics and Engineering	50,000
Tarrant County Samantan Housing, Inc 929 Hemphill Fort Worth, TX 76104	509(a)(1)	General support	80,000
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 350 N Paul, Suite 2800 Dallas, TX 75201	509(a)(1)	Support for the program in the Fort Worth ISD	250,000
Texas Ballet Theater, Inc 6845 Green Oaks Rd Fort Worth, TX 76116	509(a)(2)	General support during 2011	125,000
Texas Boys Choir 3901 S Hulen Fort Worth, TX 76109	509(a)(1)	General support for expenses related to the expansion of the program	50,000
Texas Christian University TCU Box 297080 Fort Worth, TX 76129	509(a)(1)	Support the basketball program within the athletics department of TCU	5,000
Texas Engineering Foundation Box 2145 Austin, TX 78768	509(a)(2)	General support for MATHCOUNTS program	40,000
Texas State University-San Marcos 601 University Drive San Marcos, TX 78666	509(a)(1)	General support for the programs of the Gilbert Grosvenor Center for Geographic Education	25,000

SID W RICHARDSON FOUNDATION
GRANTS PAID DURING 2011

ATTACHMENT 20

GRANTEE	STATUS	PURPOSE	AMOUNT
United Way of Metropolitan Tarrant County P O Box 4448 Fort Worth, TX 76164	509(a)(1)	Support the Impact X 2 matching challenge grant	50,000
United Way of Metropolitan Tarrant County P O Box 4448 Fort Worth, TX 76164	509(a)(1)	General 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
University of Houston System 212 E Cullen Building Houston, TX 77204	509(a)(1)	Support the TeachHouston program	75,000
University of North Texas P O Box 311460 Denton, TX 76203	509(a)(1)	Support the Mayborn Nonfiction Literary Conference	31,000
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 held in Fort Worth in April, 2011	10,000
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
The University of Texas at Brownsville and Texas Southmost College 500 St Charles Brownsville, TX 78520	509(a)(1)	Support the Emergency Medical Science program	30,000
The University of Texas at Dallas 800 W Campbell Rd, MP 13 Richardson, TX 75080	509(a)(1)	Support UTeach Dallas	100,000
The University of Texas at Pan American 1201 W University Dr Edinburg, TX 78539	509(a)(1)	Support the Educational Technology Research Center	50,000
The University of Texas at San Antonio 501 W Durango Blvd San Antonio, TX 78207	509(a)(1)	Support TexPREP	150,000

SID W RICHARDSON FOUNDATION
GRANTS PAID DURING 2011

ATTACHMENT 20

GRANTEE	STATUS	PURPOSE	AMOUNT
Uplift Education 606 E Royal Lane Irving, TX 75039	509(a)(1)	Support the opening of two charter elementary schools in southeast Fort Worth	250,000
Vision Mexico 4750 Bryant Irvin Road, Suite 808 Fort Worth, TX 76132	509(a)(1)	Support travel expenses for world leaders to come to Fort Worth to participate in lecture series	25,000
James L. West Presbyterian Special Care Center 1111 Summit Avenue Fort Worth, TX 76102	509(a)(1)	Support the Family Caregiver Education program	70,000
What About Remembering Me Center, Inc 809 Lipscomb Fort Worth, TX 76104	509(a)(1)	General support	25,000
The Women's Center of Tarrant County 1723 Hemphill Fort Worth, TX 76110	509(a)(1)	General support with emphasis on the Jobs Now program	50,000
World Affairs Council of Dallas Fort Worth 325 N Paul, Suite 4200 Dallas, TX 75201	509(a)(2)	Support the World Affairs Council's International Education program	25,000
Young Men's Christian Association 512 Lamar Street, Suite 400 Fort Worth, TX 76102	509(a)(2)	Support programs at the McDonald and Southeast YMCA branches	30,000
Young Women's Christian Association 512 W 4th Street Fort Worth, TX 76102	509(a)(1)	Support the Child Development Program	56,000
			<u>11,036,000</u>

SID W RICHARDSON FOUNDATION
UNPAID GRANTS AS OF 12/31/11

ATTACHMENT 21

GRANTEE	STATUS	PURPOSE	AMOUNT
ACT Human Development Fund P O Box 3565 Fort Worth, TX 76113	509(a)(1)	Support Allied Communities of Tarrant County's program in public education improvement through the development of neighborhood organizations	\$50,000
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
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 2012	265,000
George W Bush Foundation 6116 N Central Expressway, Ste 400 Dallas, TX 75206	509(a)(1)	Support two education programs	3,000,000
Child Study Center 1300 W Lancaster Fort Worth, TX 76102	509(a)(1)	General support	100,000
Van Cliburn Foundation, Inc 2525 Ridgmar Blvd , Suite 307 Fort Worth, TX 76116	509(a)(2)	Support documentary commemorating Cliburn's 50th anniversary of the First Competition in 1962	100,000
Van Cliburn Foundation, Inc 2525 Ridgmar Blvd , Suite 307 Fort Worth, TX 76116	509(a)(2)	General support for Concert Series in 2012	50,000
College for All Texans Foundations Closing the Gaps 1200 E Anderson Lane Austin, TX 78752	509(a)(3) Type 1	Support the statewide project to improve teaching and learning in our schools	210,000

SID W RICHARDSON FOUNDATION
UNPAID GRANTS AS OF 12/31/11

ATTACHMENT 21

GRANTEE	STATUS	PURPOSE	AMOUNT
EmpowerngChurch Healthcare Outreach 201 Main Street, Suite 1450 Fort Worth, TX 76102	509(a)(1)	Assist in the establishment of six chantable primary care clinics for the indigent in Tarrant County	75,000
Fort Worth Art Association 3200 Darnell Fort Worth, TX 76107	509(a)(1)	Operational support for the Modern Art Museum during 2012	750,000
Fort Worth Museum of Science and History 1501 Montgomery Street Fort Worth, TX 76107	509(a)(1)	General support for 2012	150,000
Fort Worth Opera Association 1300 Gendy Fort Worth, TX 76107	509(a)(1)	General support for 2012	100,000
Fort Worth Symphony Orchestra Association 330 E Fourth Street, Suite 200 Fort Worth, TX 76102	509(a)(2)	General support for 2012	750,000
Fort Worth Zoological Association 1989 Colonial Parkway Fort Worth, TX 76110	509(a)(2)	General support for the program during 2012	250,000
Habitat for Humanity International, Inc 3345 S Jones Fort Worth, TX 76110	509(a)(1)	Support for an additional ReStore	100,000
Harris Hospital-Methodist 6100 Western Place, Suite 1001 Fort Worth, TX 76107	509(a)(1)	Support the Nursing Excellence Fund	150,000
Ronald McDonald House of Fort Worth, Inc 1004 7th Avenue Fort Worth, TX 76104	509(a)(1)	Support for the expansion of the Ronald McDonald house	75,000
National Center for Policy Analysis 12770 Cort Road, Suite 800 Dallas, TX 75251	509(a)(1)	General support in 2012	100,000

SID W RICHARDSON FOUNDATION
UNPAID GRANTS AS OF 12/31/11

ATTACHMENT 21

GRANTEE	STATUS	PURPOSE	AMOUNT
The National Cowgirl Museum and Hall of Fame, Inc 1720 Gendy Fort Worth, TX 76107	509(a)(1)	General support in 2012	50,000
The New Teacher Project 128 Raley Road Cedar Park, TX 78613	509(a)(1)	Support the Texas Teaching Fellows program	200,000
Performing Arts Fort Worth 330 East 4th Street Fort Worth, TX 76102	509(a)(1)	General support for the Children's Education Program	55,000
Lena Pope Home, Inc 3131 Sanguinet Street, Fort Worth, TX 76107	509(a)(1)	Support the Family Matters Counseling Program	50,000
Safe City Commission 201 Main Street, Suite 2 Fort Worth, TX 76102	509(a)(1)	Support for crime prevention program in Fort Worth	100,000
Tarrant County Academy of Medicine 555 Hemphill Fort Worth, TX 76104	509(a)(1)	Support for Project Access Tarrant County	200,000
Teach for America, Inc 350 N Paul, Suite 2800 Dallas, TX 75201	509(a)(1)	Support for the program in the Fort Worth ISD	250,000
Texas Ballet Theater, Inc 6845 Green Oaks Rd Fort Worth, TX 76116	509(a)(2)	General support during 2012	125,000
United Way of Metropolitan Tarrant County P O Box 4448 Fort Worth, TX 76164	509(a)(1)	General support for 2012 campaign	100,000
Uplift Education 606 E Royal Lane Irving, TX 75039	509(a)(1)	Support the opening of two charter elementary schools in southeast Fort Worth	500,000
James L. West Presbyterian Special Care Center 1111 Summit Avenue Fort Worth, TX 76102	509(a)(1)	Support the Family Caregiver Education program	<u>50,000</u>
			<u>8,255,000</u>

SID W. RICHARDSON FOUNDATION

75-6015828

ATTACHMENT 22 - PART XII, LN 2

Amounts paid to acquire assets:

Furniture, fixtures and equipment

22,420

SID W RICHARDSON FOUNDATION
IRC SECTION 1092 PORTFOLIO WALKFORWARD
AS OF 12/31/11

	<u>NO. OF SHARES</u>	<u>CARRYING VALUE</u>	<u>MARKET VALUE</u>
KIMBERLY-CLARK	20,000	697,402	1,471,200
			<u>(697,402)</u>
UNREALIZED GAIN			773,798
S&P LOSS CARRYFORWARD			<u>(563,398)</u>
EXCESS OF LOSS C/F OVER UNREALIZED GAIN			0

SID W RICHARDSON FOUNDATION
75-6015828
SUPPLEMENTARY SCHEDULES FOR TAX RETURN
YEAR ENDING 12/31/11

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 2011	(563,398)
UNRECOGNIZED GAIN IN OFFSETTING POSITION AT 12/31/11	0
UNRECOGNIZED SEC 1092 LOSSES EXCEEDING UNRECOGNIZED GAIN THAT WERE USED AT 12/31/11	<u>0</u>
UNRECOGNIZED SEC 1092 LOSSES CARRIED FORWARD TO 2012	<u>(563,398)</u>

SECRETARY'S CERTIFICATE
SID W. RICHARDSON FOUNDATION

The undersigned, being the Secretary of Sid W. Richardson Foundation, a nonprofit corporation incorporated under the laws of the State of Texas (the "*Foundation*"), hereby certifies that the following amendments to the Foundation's Bylaws were adopted by the Board of Directors of the Foundation at the November 7, 2011, annual meeting of the Board of Directors:

Article II, Section 1

Section 1 of Article II of the Bylaws was revised to (a) eliminate the requirement that the Foundation must have a Treasurer and (b) eliminate the following sentence:

No one shall be elected to the office of President who is not a director of the corporation, and any such officer who ceases to be a director shall cease to hold office as soon as his successor is elected and qualified.

Therefore, Section 1 of Article II now reads in its entirety as follows:

Section 1. Number and Titles. The officers of the corporation shall be: (a) a Chairman of the Board; (b) a President; (c) one or more Vice Presidents, as may be determined from time to time by the Board of Directors (and in the case of each such Vice President, with such descriptive title, if any, as the Board of Directors shall deem appropriate); and (d) a Secretary. Each officer shall hold office for the term of one (1) year commencing with the date of the annual meeting of the Board of Directors at which such officer is elected, and until his successor shall have been duly elected and qualified, unless such officer is removed, resigns or is unable to serve. One person may hold more than one office except that the President shall not serve as Secretary. The Board of Directors also may appoint a Treasurer, Assistant Secretaries and such other officers, assistant officers and agents as the Board of Directors shall from time to time deem necessary, who shall exercise such powers and perform such activities as shall

be set forth in these bylaws or as determined from time to time by the Board of Directors.

Article II, Section 8

Section 8 of Article II of the Bylaws was revised to provide that if a Treasurer is appointed by the Board, the Treasurer will have the powers and responsibilities described in such Section 8. Therefore, Section 8 of Article II now reads in its entirety as follows:

Section 8. Treasurer. If an individual is appointed by the Board of Directors to serve as Treasurer of the corporation, the Treasurer shall have the powers and responsibilities described in this Section. The Treasurer of the corporation shall have custody of all the funds and securities of the corporation. When necessary or proper, he may endorse, on behalf of the corporation, for collection, checks, notes and other obligations and shall deposit the same to the credit of the corporation in such bank or banks or depositories as shall be designated in the manner prescribed by the Board of Directors, and he may sign all receipts and vouchers for payments made to the corporation, either alone or jointly with such other officer as is designated by the Board of Directors. The Treasurer shall make such transfers and alterations in the securities of the corporation as may be ordered by the Board of Directors. The Treasurer shall keep proper books of account and other books showing at all times the amount of the funds and other property belonging to the corporation, all of which books shall be open at all times to the inspection of the Board of Directors. The Treasurer shall, under the direction of the Board of Directors, disburse all moneys. The Treasurer shall also submit a report of the accounts and financial condition of the corporation at each annual meeting of the Board of Directors if so requested by the Board of Directors. In general, the Treasurer shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors, and shall perform such other duties as may be prescribed from time to time by the Board of Directors or the President. The Treasurer shall, if required by the Board of Directors, give such bond for the faithful discharge of his duties in such form as the Board of Directors may require.

Article V, Section 2

Section 2 of Article V of the Bylaws was revised to delete the reference to the Treasurer and to an Assistant Treasurer. Therefore, Section 2 of Article V now reads in its entirety as follows:

SID W. RICHARDSON FOUNDATION
EIN: 75-6015828

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President.

In witness whereof, I have hereunto set my hand this 18th day of April, 2011.



Dee Steer, Secretary