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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

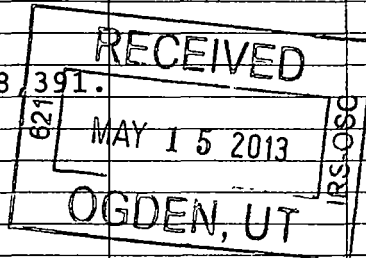
, and ending

Name of foundation HARRY BASS FOUNDATION		A Employer identification number 75-1876307
Number and street (or P.O. box number if mail is not delivered to street address) 4809 COLE AVENUE	Room/suite 250	B Telephone number 214 599-0300
City or town, state, and ZIP code DALLAS, TX 75205		C If exemption application is pending, check here ☐
G Check all that apply: ☐ 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 ☐
H Check type of organization: ☒ 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 ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 62,258,334. (Part I, column (d) must be on cash basis.)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(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				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		336.	336.		STATEMENT 1
4 Dividends and interest from securities		708,897.	708,897.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,278,391.			
b Gross sales price for all assets on line 6a		13,252,400.			
7 Capital gain net income (from Part IV, line 2)			1,278,391.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		8,844.	8,844.		STATEMENT 3
12 Total. Add lines 1 through 11		1,996,468.	1,996,468.		
13 Compensation of officers, directors, trustees, etc		18,000.	1,800.		16,200.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		10,110.	1,012.		9,098.
c Other professional fees STMT 5		249,930.	249,930.		0.
17 Interest					
18 Taxes STMT 6		23,550.	18,406.		0.
19 Depreciation and depletion					
20 Occupancy		19,628.	1,963.		17,665.
21 Travel, conferences, and meetings		8,870.	0.		8,870.
22 Printing and publications		135.	0.		135.
23 Other expenses STMT 7		274,370.	34,032.		234,043.
24 Total operating and administrative expenses. Add lines 13 through 23		604,593.	307,143.		286,011.
25 Contributions, gifts, grants paid		1,145,262.			1,145,262.
26 Total expenses and disbursements. Add lines 24 and 25		1,749,855.	307,143.		1,431,273.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		246,613.			
b Net investment income (if negative, enter -0-)			1,689,325.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 21 2013 Revenue

Operating and Administrative Expenses

12
914

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	397,256.	244,647.	244,647.
	2 Savings and temporary cash investments	573,909.	737,800.	737,800.
	3 Accounts receivable ▶ 41,047.			
	Less: allowance for doubtful accounts ▶	5,563.	41,047.	41,047.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	24,416.	19,272.	19,272.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	26,821,837.	27,058,597.	29,778,818.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 9)	16,225,767.	16,193,475.	31,436,750.
	16 Total assets (to be completed by all filers)	44,048,748.	44,294,838.	62,258,334.
	17 Accounts payable and accrued expenses	673.	150.	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	673.	150.	
	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	43,781,449.	43,781,449.	
	29 Retained earnings, accumulated income, endowment, or other funds	266,626.	513,239.	
	30 Total net assets or fund balances	44,048,075.	44,294,688.	
	31 Total liabilities and net assets/fund balances	44,048,748.	44,294,838.	

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	44,048,075.
2 Enter amount from Part I, line 27a	2	246,613.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	44,294,688.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	44,294,688.

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				
b SEE ATTACHED STATEMENT				
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 13,252,400.		11,974,009.	1,278,391.	
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			1,278,391.	
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 1,278,391.
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). If (loss), enter -0- in Part I, line 8		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		3 N/A

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))
2011	1,337,440.	28,785,735.	.046462
2010	1,185,882.	26,834,837.	.044192
2009	1,522,654.	23,759,690.	.064086
2008	1,808,648.	31,176,400.	.058013
2007	1,688,471.	38,455,679.	.043907
2 Total of line 1, column (d)			2 .256660
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 .051332
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 29,860,045.
5 Multiply line 4 by line 3			5 1,532,776.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 16,893.
7 Add lines 5 and 6			7 1,549,669.
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 1,431,273.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 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	33,787.
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	0.
3 Add lines 1 and 2		3	33,787.
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	33,787.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	29,272.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	29,272.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	156.	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	4,671.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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	2	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	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	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?	6	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	7	X
8a 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	8b	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

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? Website address ► HARRY BASS FOUNDATION.ORG	13	X	
14	The books are in care of ► GEORGA PERAZA Telephone no. ► 214 599-0300 Located at ► 4809 COLE AVENUE, SUITE 250, DALLAS, TX ZIP+4 ► 75205			
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	N/A	
16	At any time during calendar year 2012, 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		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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2012 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 2012.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		X

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)?

☐ 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)?

N/A

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?

N/A

☐ 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

X

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?

N/A

7b

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10	ATTACHED			
	55.00	18,000.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part 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 SEE STATEMENT 11	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

Amount

1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2012)

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	29,473,273.
b Average of monthly cash balances	1b	841,494.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	30,314,767.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	30,314,767.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	454,722.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,860,045.
6 Minimum investment return. Enter 5% of line 5	6	1,493,002.

Part XI Distributable Amount (see instructions) (Section 4942(i)(3) and (i)(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	1,493,002.
2a Tax on investment income for 2012 from Part VI, line 5	2a	33,787.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	33,787.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,459,215.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,459,215.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,459,215.

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	1,431,273.
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	
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	1,431,273.
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	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,431,273.

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 instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,459,215.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,407,795.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 1,431,273.				
a Applied to 2011, but not more than line 2a			1,407,795.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount	0.			23,478.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				1,435,737.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XV	Supplementary Information (continued)
----------------	--

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

Recipients and Contributions (and being the recipient approved for future payment)		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					
SEE STATEMENT 12					
Total				► 3a	0.
b Approved for future payment					
NONE					
Total				► 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	336.		
4 Dividends and interest from securities			14	708,897.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income			14	8,844.		
8 Gain or (loss) from sales of assets other than inventory			18	1,278,391.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		1,996,468.		0.
13 Total. Add line 12, columns (b), (d), and (e)				1,996,468.		1,996,468.

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

[illegible]

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

- | | | |
|---|--------------|----------|
| 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) | X |
| | 1a(2) | X |
| | | |
| | 1b(1) | X |
| | 1b(2) | X |
| | 1b(3) | X |
| | 1b(4) | X |
| | 1b(5) | X |
| | 1b(6) | X |
| | 1c | X |

[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 5/8/13

▶ Trustee
Title

May the IRS discuss this return with the preparer shown below (see instr) ?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

SONJA P. JACKSON

Preparer's signature

Donna P. Jackowski
CZEWSKI, CPA, P.C.

Date _____

5/6/13

Check ☐ self-employed

PTIN

P00433740

Firm's name ► **JAMES R. MINCZEWSKI, CPA, P.C.**

Firm's EIN ► 20-2077422

Firm's address ▶ 4245 N. CENTRAL EXPRESSWAY, SUITE 505
DALLAS, TX 75205

Phone no. (214) 526-7095

Form 990-PF (2012)

HARRY BASS FOUNDATION

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 SCHEDULE ATTACHED (716)	P	VARIOUS	VARIOUS
b	SEE SCHEDULE ATTACHED (716)	P	VARIOUS	VARIOUS
c	SEE SCHEDULE ATTACHED (748)	P	03/07/03	12/11/12
d	SEE SCHEDULE ATTACHED (2885)	P	VARIOUS	VARIOUS
e	SEE SCHEDULE ATTACHED (2885)	P	VARIOUS	VARIOUS
f	SEE SCHEDULE ATTACHED (13055)	P	VARIOUS	VARIOUS
g	SEE SCHEDULE ATTACHED (13055)	P	07/18/11	07/19/12
h	SEE SCHEDULE ATTACHED (15684)	P	12/03/12	12/03/12
i	SEE SCHEDULE ATTACHED (15684)	P	08/26/11	12/03/12
j	SEE SCHEDULE ATTACHED (15685)	P	VARIOUS	VARIOUS
k	SEE SCHEDULE ATTACHED (15685)	P	VARIOUS	VARIOUS
l	ABBEY CAPITAL FUND K-1	P	VARIOUS	VARIOUS
m	ABBEY CAPITAL FUND K-1	P	VARIOUS	VARIOUS
n	CAPITAL GAINS DIVIDENDS			
o				

(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 1,649,151.		1,563,364.	85,787.
b 2,169,045.		2,067,880.	101,165.
c 400,000.		382,439.	17,561.
d 2,237,701.		2,228,321.	9,380.
e 3,543,219.		2,612,783.	930,436.
f 2,142,868.		1,998,652.	144,216.
g 5,827.		4,947.	880.
h 35.		36.	<1.>
i 22,960.		12,785.	10,175.
j 435,793.		465,256.	<29,463.>
k 586,476.		620,493.	<34,017.>
l		6,821.	<6,821.>
m		10,232.	<10,232.>
n 59,325.			59,325.
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			85,787.
b			101,165.
c			17,561.
d			9,380.
e			930,436.
f			144,216.
g			880.
h			<1.>
i			10,175.
j			<29,463.>
k			<34,017.>
l			<6,821.>
m			<10,232.>
n			59,325.
o			

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	1,278,391.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
ABBAY CAPITAL FUND K-1	231.
SANFORD BERNSTEIN & CO 716	105.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	336.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SANFORD BERNSTEIN & CO.681	24,921.	0.	24,921.
SANFORD BERNSTEIN & CO.716	147,397.	0.	147,397.
SANFORD BERNSTEIN & CO.748	233,176.	31,532.	201,644.
SANFORD BERNSTEIN & CO.750	26,875.	0.	26,875.
SANFORD BERNSTEIN & CO.753	65,860.	0.	65,860.
SANFORD BERNSTEIN & CO.754	39,551.	21,172.	18,379.
UBS TX 02885	68,277.	0.	68,277.
UBS TX 13055 S4	5,515.	0.	5,515.
UBS TX 15684	8,904.	0.	8,904.
UBS TX 15685	110,884.	0.	110,884.
UBS TX 15850	36,862.	6,621.	30,241.
TOTAL TO FM 990-PF, PART I, LN 4	768,222.	59,325.	708,897.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LITIGATION SETTLEMENTS	8,936.	8,936.	
MISCELLANEOUS OTHER GAINS	11.	11.	
ABBAY CAPITAL FUND K-1	<103.>	<103.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	8,844.	8,844.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
WEALTH MANAGEMENT	6,135.	614.		5,521.	
JAMES R. MINCZEWSKI, CPA	3,975.	398.		3,577.	
TO FORM 990-PF, PG 1, LN 16B	10,110.	1,012.		9,098.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
SANFORD BERNSTEIN & CO	59,387.	59,387.		0.	
UBS FEES	190,543.	190,543.		0.	
TO FORM 990-PF, PG 1, LN 16C	249,930.	249,930.		0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN WITHHOLDING TAXES	18,392.	18,392.		0.	
FEDERAL EXCISE TAX	5,144.	0.		0.	
REAL ESTATE TAXES	14.	14.		0.	
TO FORM 990-PF, PG 1, LN 18	23,550.	18,406.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND MEMBERSHIP EXPENSES	1,500.	0.		1,500.
STORAGE AND SAFE DEPOSIT RENTAL	260.	260.		0.
COMPUTER SUPPLIES & SERVICES	4,561.	0.		4,561.
MANAGEMENT FEES TO BASS SERVICES	246,997.	24,700.		222,297.
INSURANCE	5,513.	0.		5,513.
POSTAGE & EXPRESS MAIL	142.	0.		142.
MISCELLANEOUS	6,295.	0.		0.
ABBEY CAPITAL FUND K-1	9,072.	9,072.		0.
OFFICE SUPPLIES	30.	0.		30.
TO FORM 990-PF, PG 1, LN 23	274,370.	34,032.		234,043.

FORM 990-PF	CORPORATE STOCK		STATEMENT 8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
BERNSTEIN 716	5,497,407.	5,735,557.	
BERNSTEIN 748	5,960,541.	6,241,730.	
BERNSTEIN 750	1,786,823.	1,810,463.	
BERNSTEIN 754	626,780.	762,209.	
BERNSTEIN 753	1,272,492.	1,047,191.	
UBS 02885	6,146,508.	7,506,454.	
UBS 13055	919,808.	952,969.	
UBS 15684	404,674.	431,418.	
UBS 15685	3,611,745.	4,406,288.	
UBS 15850	500,005.	521,434.	
BERNSTEIN 681	331,814.	363,105.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	27,058,597.	29,778,818.	

FORM 990-PF

OTHER ASSETS

STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
COLLECTION OF RARE COINS-PROGRAM ASSETS	15,885,774.	15,885,774.	31,129,049.
ABBEY CAPITAL FUND PARTNERSHIP	339,993.	307,701.	307,701.
TO FORM 990-PF, PART II, LINE 15	16,225,767.	16,193,475.	31,436,750.

Harry Bass Foundation
2012

Information About Officers, Directors,
Trustees, Foundation Managers, Highly
Paid Employees, and Contractors
Form 990-PF, Part VIII, Line 1

Name and Address	Title	Hours of work/wk	Amount paid	Paid to benefit plans	Deferred comp	Expense account
Doris L Bass 4809 Cole Avenue, Suite 252 Dallas, Texas 75205	President, Trustee	5	0	0	0	0
Michael L Calhoun 4809 Cole Avenue, Suite 252 Dallas, Texas 75205	V-P,Treas Trustee	5	6,000	0	0	0
F David Calhoun 4809 Cole Avenue, Suite 252 Dallas, Texas 75205	Executive Director, Secretary	40	6,000	0	0	0
J Michael Wylie 4809 Cole Avenue, Suite 252 Dallas, Texas 75205	Trustee	5	6,000	0	0	0
			18,000	0	0	0

Harry Bass Foundation – 2012 Form 990-PF

Effective April 27, 2001 the HARRY BASS FOUNDATION (75-1876307) merged with the HARRY W. BASS, Jr. RESEARCH FOUNDATION (75-2406369). The HARRY BASS FOUNDATION is the surviving Foundation of such merger. Accordingly, the extensive numismatic research, education, collection and display activities formerly conducted by the HARRY W. BASS, Jr. RESEARCH FOUNDATION have been continued by the surviving HARRY BASS FOUNDATION. The following discussion of Direct Charitable Activities generally relate to the HARRY W. BASS, Jr. RESEARCH FOUNDATION which, prior to the merger, was totally involved in the numismatic research, education, and collection matters discussed below.

Summary of Direct Charitable Activities
Part IX-A, Line 1

The Foundation has acquired rare numismatic items through gifts and purchases for use in providing educational and research opportunities in the field of numismatics. The collection of the Foundation is important due to its extent, its extreme rarity and its unique gathering of pattern and die varieties. The Foundation provides an unusual opportunity for research by scholars of numismatics on the history and development of United States patterns and currencies through a collection only matched by that of the Smithsonian Institute.

The Foundation was established in late 1991. During calendar years 1992 through 1994 the Foundation concentrated its activities on compiling a database of the collection for publication. During 1995 the Foundation began a new project to compile a database of the indexes of the major numismatic publications from their inception to date. The database was prepared in a computer format which allows access and search capabilities by any type of computer system. The database system allows researchers to search the vast majority of numismatic research to locate articles of interest. The database has been completed in test form and posted on the Internet for worldwide access. The service is provided free of charge to all interested parties. To the Foundation's knowledge, this database is the first of its kind in the numismatic field. This project was expanded and further refined in 1996 and 1997.

Additional holdings were acquired in 1996 and 1997. Technical support was extended to other numismatic organizations in 1996 and 1997. Also in 1997 the Foundation began the Numismatic Literature Project (NumLit). This project provides a searchable database on the Internet of numismatic periodicals over the last century, now numbering over 80,000 listings. At that time the Foundation maintained an Internet site, free of charge, for the American Numismatic Society (ANS), a 501(c)(3) organization. The Foundation provided hardware, software and support services for this pre-eminent numismatic organization.

During 1998 Mr. Harry W. Bass, Jr. died. The Foundation was the beneficiary of a charitable bequest from his estate of cash and his very extensive, rare and valuable collection of coins and numismatic books.

Prior to 2000 the Foundation qualified as an operating foundation under IRC Section 4942(j)(3). However, due to the sale of certain duplicate coins and related items coupled with a reallocation of assets, the Foundation no longer qualifies as such. Nonetheless, maintenance of the collection and coordination with the American Numismatic Association on projects previously begun continues. Currently, the Foundation makes charitable grants and contributions to a variety of Section 501(c)(3) organizations as well as continuing its participation in appropriate efforts in furtherance of numismatic research.

Harry W. Bass, Jr. Foundation
For the Period From Jan 1, 2012 to Dec 31, 2012

Trans Description	Debit Amt	Balance
THE WILKINSON CENTER - 2012 GRANT - CLIMB AFTER-SCHOOL AND SUMMER PROGRAM	10,000.00	
EDUCATIONAL OPPORTUNITIES, INC. - 2012 GRANT - ONE YEAR ACADEMIC SCHOLARSHIP	3,000.00	
SOUTHWESTERN DIABETIC FOUNDATI - 2012 GRANT - CAMP SWEENEY FINANCIAL ASSISTANCE	10,000.00	
NORTH TEXAS FOOD BANK - 2012 GRANT - GENERAL OPERATING SUPPORT	20,000.00	
AVANCE-DALLAS - 2012 GRANT - VOLUNTEER IMPACT PROGRAM	10,000.00	
PROJECT TRANSFORMATION - 2012 GRANT - LEADERS IN TRAINING EXPERIENCE PROGRAM	10,000.00	
AMERICAN NUMISMATIC ASSN - INV 47895 - INSURANCE COVERAGE COLLECTION 5/1/2012 - 4/30/2013	17,869.17	
RECOVERY INN - TEMPORARY HOUSING AND SUPPORT SERVICES	10,000.00	
GRAND PRAIRIE UNITED CHARITIES - FOOD PANTRY PROGRAM	20,000.00	
GIRL SCOUTS OF NORTHEAST TEXAS - GIRL SCOUTING IN THE SCHOOL DAY PROGRAM	10,000.00	
MISSION POSSIBLE KIDS - MISSION POSSIBLE KIDS AFTER SCHOOL PROGRAM	10,000.00	
REASONING MIND, INC. - GENERAL OPERATING SUPPORT	15,000.00	
AMERICAN NUMISMATIC ASSN - 2012 GRANT - BASS GALLERY LIGHTING UPGRADE	8,503.00	
TRINITY STRAND TRAIL - GENERAL OPERATING EXPENSES	2,500.00	
NORTH CENTRAL TEXAS ACADEMY - TECHNICAL CLASSROOM EQUIPMENT	15,000.00	
Dallas Symphony Orchestra - CECIL AND IDA GREEN YOUTH CONCERT SERIES	12,500.00	
COMMUNITY PARTNERS OF DALLAS - RAINBOW ROOM	15,000.00	
SALESMANSHIP CLUB YOUTH - MATH CURRICULUM UPDATE	15,000.00	
HEALING HANDS MINISTRIES - MEDICAL AND DENTAL SERVICES FOR CHILDREN	7,500.00	
AMERICAN NUMISMATIC ASSN - 2012 BASS COLLECTION INVENTORY AUDIT	2,200.00	
MEDIA PROJECTS, INC. - "A REASON TO LIVE" SPONSORSHIP	7,500.00	
CHILD CARE GROUP - PROGRAM OPERATIONS OF EARLY CARE AND SCHOOL READINESS CENTERS	20,000.00	
AUSTIN STREET CENTER - WORK READINESS PROGRAM	10,000.00	
SOUTHWESTERN MEDICAL FDN - 5TH INSTALLMENT OF TOTAL PLEDGE OF \$3,000,000 FOR CLINICAL CENTER FOR HEART, LUNG AND VASCULAR DISE	700,000.00	
		961,572.17
THE DALLAS MUSEUM OF ART - MEMORIAL HONORING STEVEN HERSCHELL EMERY	100.00	
U T SOUTHWESTERN HEALTH SYST - SOUTHWESTERN MEDICAL CENTER - MEMORIAL HONORING VIRGINIA "GINNY" PARAMORE	100.00	
SOUTHWESTERN MEDICAL FDN - 2012 MEMORIAL GRANT HONORING JACQUELINE VANSTON	1,000.00	
PARK CITIES YMCA - 2012 GRANT - PARTNERS CAMPAIGN	1,000.00	
PARKINSON VOICE PROJECT - MEMORIAL HONORING NANCY TIERNAN SWENSON	100.00	
LIBERTY INSTITUTE - 2012 GRANT - GENERAL OPERATING SUPPORT	10,000.00	
HPUMC OUTREACH CAMP - 2012 GRANT - 8 OUTREACH SCHOLARSHIPS	2,000.00	
SALESMANSHIP CLUB - MEMORIAL HONORING DONALD CHARLES MCILYAR	100.00	
DALLAS HERITAGE VILLAGE - MEMORIAL HONORING CHARLES H. PISTOR, JR	100.00	
ST. PHILLIP-IN-THE-FIELD - MEMORIAL HONORING ROBERT L. HAYNIE	50.00	
COMMUNITY FELLOWSHIP BAPTIST C - MEMORIAL HONORING KAREN DOCKERY	100.00	
COOPER RESEARCH INSTITUTE - MEMORIAL HONORING FRED MEYER	100.00	
THE DALLAS MUSEUM OF ART - MEMORIAL HONORING ADELYN JEAN HOFFMAN	1,000.00	
WESLEY RANKIN COMMUNITY CENTER - MEMORIAL HONORING JONATHAN MACK PAYNE, IV	100.00	
CHURCH OF THE INCARNATION - MEMORIAL HONORING NANCY PENN. PENSON	50.00	
THE DALLAS MUSEUM OF ART - MEMORIAL HONORING GEORGE CHARLTON	50.00	
HIGHLAND PARK ISD - CLASSROOM TECHNOLOGY - IPAD2S	29,240.00	
TOWN OF HIGHLAND PARK - EMPLOYEE CHRISTMAS FUND	1,000.00	
MEDHANIE ALEM ERITREAN - 2012 GRANT HONORING THE YEMANE A. ABRAHAM FAMILY	1,000.00	
THE ATHENA FOUNDATION - MEMORIAL HONORING JAMES BUTLER GOODSON	500.00	
PICKERINGTON CENTRAL - FOR THE ORCHESTRA SCHOLARSHIP FUND	1,000.00	
		48,690.00
FAMILY CRISIS CENTER OF THE BI - 2012 GRANT - GENERAL OPERATING SUPPORT	2,200.00	
JESTERS AND PLAYERS BOOSTER CL - 2012 GRANT - "INTO THE WOODS" PRODUCTION - UNDERWRITING AT H P M S	500.00	
CITY OF LOG CABIN - ROAD REPAIRS	18,000.00	
Dallas Symphony Orchestra - CECIL AND IDA GREEN YOUTH CONCERT SERIES	12,500.00	
BRADFIELD ELEMENTARY SCHOOL - 2013 AUCTION	5,000.00	
HIGHLAND PARK ISD - CLASSROOM TECHNOLOGY - IPAD2S	11,800.00	
		50,000.00
WASHINGTON ON WESTCOTT - LIGHT GARDEN	20,000.00	
TEXAS WOMEN'S LEAGUE - 2013 ANNUAL GALA	10,000.00	
HOUSTON MUSEUM OF NATURAL - SCIENCE EDUCATION PROGRAMS FOR YOUTH	20,000.00	
		50,000.00
Reading and Radio Resource, In - 2012 GRANT - RECORDED BOOKS	10,000.00	
SALESMANSHIP CLUB YOUTH - MATH CURRICULUM UPDATE	5,000.00	
DALLAS ARBORETUM AND - EDUCATIONAL PROGRAMMING - RORY MEYERS CHILDREN'S ADVENTURE GARDEN	20,000.00	
		35,000.00
Total Contributions for 2012		1,145,262.17

Capital Gains Report

HARRY BASS FOUNDATION (Account: 037-79716)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SHORT-TERM NON-COVERED								
06/03/2011	01/06/2012	400	***LYONDELLBASELL INDU-CL A	34.54	39.98	13,814.76	15,991.12	-2,176.36
07/21/2011	01/12/2012	150	CONOCOPHILLIPS	70.79	75.27	10,618.95	11,289.94	-670.99
08/11/2011	01/12/2012	600	CONOCOPHILLIPS	70.79	63.15	42,475.80	37,889.34	4,586.46
01/27/2011	01/25/2012	200	MARATHON PETROLEUM CORP	38.50	35.24	7,700.98	7,047.06	653.92
03/10/2011	01/25/2012	100	MARATHON PETROLEUM CORP	38.50	38.49	3,850.49	3,848.70	1.79
03/10/2011	01/25/2012	100	MARATHON PETROLEUM CORP	38.50	38.49	3,850.49	3,848.69	1.80
06/03/2011	01/31/2012	450	***LYONDELLBASELL INDU-CL A	42.90	39.98	19,303.02	17,990.01	1,313.01
02/02/2011	01/31/2012	600	LOWE'S COS INC	26.85	24.60	16,110.00	14,757.72	1,352.28
05/04/2011	01/31/2012	700	LOWE'S COS INC	26.85	25.88	18,795.00	18,113.97	681.03
05/18/2011	01/31/2012	700	LOWE'S COS INC	26.85	24.79	18,795.00	17,355.31	1,439.69
05/04/2011	02/02/2012	1,700	TYSON FOODS INC-CL A	18.60	19.45	31,622.55	33,063.47	-1,440.92
06/23/2011	02/02/2012	300	TYSON FOODS INC-CL A	18.60	18.55	5,580.45	5,564.70	15.75
12/07/2011	02/07/2012	250	GOLDMAN SACHS GROUP INC	116.57	102.96	29,142.18	25,740.63	3,401.55
03/10/2011	02/09/2012	150	MARATHON PETROLEUM CORP	44.90	38.49	6,734.84	5,773.04	961.80
08/02/2011	02/09/2012	250	MARATHON PETROLEUM CORP	44.90	43.77	11,224.72	10,943.08	281.64
08/30/2011	02/14/2012	350	***LYONDELLBASELL INDU-CL A	44.96	21.17	15,735.65	7,408.51	8,327.14
08/02/2011	02/14/2012	600	MARATHON PETROLEUM CORP	44.04	43.77	26,421.00	26,263.38	157.62
06/08/2011	02/28/2012	650	GENERAL MOTORS CO	26.24	28.91	17,055.48	18,790.53	-1,735.05
08/17/2011	03/07/2012	1,400	CMS ENERGY CORP	21.55	19.02	30,170.00	26,622.96	3,547.04
10/12/2011	03/07/2012	1,100	CMS ENERGY CORP	21.55	20.04	23,705.00	22,040.70	1,664.30
12/07/2011	03/20/2012	250	GOLDMAN SACHS GROUP INC	126.74	102.96	31,686.05	25,740.62	5,945.43
03/25/2011	03/20/2012	400	MOODY'S CORP	41.68	32.82	16,671.76	13,129.28	3,542.48
06/22/2011	03/21/2012	500	UNITEDHEALTH GROUP INC	54.12	52.26	27,061.05	26,131.40	929.65
01/13/2012	03/28/2012	1,600	***NEXEN INC	17.70	17.71	28,319.20	28,332.16	-12.96
06/09/2011	04/19/2012	550	MOODY'S CORP	41.28	40.02	22,701.30	22,013.31	687.99
12/05/2011	05/03/2012	3,300	MORGAN STANLEY	16.34	16.45	53,931.24	54,293.25	-362.01
02/13/2012	05/03/2012	1,100	MORGAN STANLEY	16.34	19.74	17,977.08	21,709.38	-3,732.30
01/10/2012	05/08/2012	325	VERTEX PHARMACEUTICALS INC	61.11	35.99	19,860.78	11,698.08	8,162.70
12/12/2011	05/14/2012	1,300	GENERAL ELECTRIC CO	18.69	16.45	24,292.19	21,380.84	2,911.35
06/08/2011	05/21/2012	600	TRW AUTOMOTIVE HOLDINGS CORP	38.84	51.62	23,301.30	30,970.62	-7,669.32
10/13/2011	05/21/2012	50	TRW AUTOMOTIVE HOLDINGS CORP	38.84	38.56	1,941.78	1,927.94	13.84
12/12/2011	06/01/2012	1,000	GENERAL ELECTRIC CO	18.59	16.45	18,589.70	16,446.80	2,142.90
12/14/2011	06/01/2012	800	GENERAL ELECTRIC CO	18.59	16.69	14,871.76	13,355.36	1,516.40
12/21/2011	06/01/2012	1,100	GENERAL ELECTRIC CO	18.59	17.47	20,448.67	19,221.29	1,227.38
08/30/2011	06/01/2012	500	***LYONDELLBASELL INDU-CL A	37.40	21.17	18,698.30	10,583.58	8,114.72
09/12/2011	06/04/2012	900	CORNING INC	12.34	13.23	11,102.31	11,903.13	-800.82
06/22/2011	06/06/2012	300	UNITEDHEALTH GROUP INC	57.26	52.26	17,177.28	15,678.84	1,498.44
02/06/2012	06/11/2012	300	DEVON ENERGY CORPORATION	58.27	63.40	17,482.08	19,020.33	-1,538.25
04/20/2012	06/15/2012	1,000	***ROYAL CARIBBEAN CRUISES LTD	24.71	28.05	24,706.30	28,052.40	-3,346.10
07/06/2011	06/27/2012	200	GILEAD SCIENCES INC	51.16	42.14	10,231.06	8,427.10	1,803.96
08/08/2011	06/27/2012	200	GILEAD SCIENCES INC	51.16	36.86	10,231.06	7,371.22	2,859.84
08/08/2011	06/29/2012	300	GILEAD SCIENCES INC	50.87	36.86	15,261.81	11,056.83	4,204.98
10/24/2011	07/05/2012	1,000	CENTERPOINT ENERGY INC	20.48	21.24	20,484.00	21,240.00	-756.00
08/02/2011	07/05/2012	150	MARATHON PETROLEUM CORP	44.42	43.77	6,662.82	6,565.84	96.98
08/24/2011	07/05/2012	350	MARATHON PETROLEUM CORP	44.42	35.15	15,546.58	12,303.38	3,243.20
08/24/2011	07/11/2012	250	MARATHON PETROLEUM CORP	44.69	35.15	11,172.20	8,788.12	2,384.08

Capital Gains Report

HARRY BASS FOUNDATION (Account: 037-79716)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
09/28/2011	07/11/2012	500	MARATHON PETROLEUM CORP	44.69	29.83	22,344.40	14,914.80	7,429.60
12/21/2011	07/11/2012	650	MARATHON PETROLEUM CORP	44.69	32.39	29,047.72	21,051.55	7,996.17
05/21/2012	07/11/2012	400	MARATHON PETROLEUM CORP	44.69	35.94	17,875.52	14,374.68	3,500.84
08/08/2011	07/27/2012	500	UNITEDHEALTH GROUP INC	53.10	42.64	26,550.80	21,320.45	5,230.35
08/12/2011	08/03/2012	500	DTE ENERGY COMPANY	61.67	46.94	30,833.70	23,467.60	7,366.10
08/08/2011	08/03/2012	700	GILEAD SCIENCES INC	58.06	36.86	40,640.60	25,799.27	14,841.33
10/24/2011	08/14/2012	300	CENTERPOINT ENERGY INC	20.51	21.24	6,153.57	6,372.00	-218.43
02/15/2012	08/14/2012	1,000	CENTERPOINT ENERGY INC	20.51	18.81	20,511.90	18,814.80	1,697.10
10/11/2011	09/12/2012	1,200	APPLIED MATERIALS INC	11.59	11.00	13,911.48	13,204.68	706.80
07/09/2012	09/12/2012	750	MOODY'S CORP	43.55	36.47	32,661.08	27,350.03	5,311.05
11/07/2011	09/13/2012	800	LAM RESEARCH CORP	33.70	43.29	26,959.92	34,635.52	-7,675.60
06/15/2012	09/13/2012	400	LAM RESEARCH CORP	33.70	37.59	13,479.96	15,037.60	-1,557.64
10/19/2011	09/13/2012	2,000	NEWELL RUBBERMAID INC	18.98	13.19	37,966.40	26,388.20	11,578.20
05/04/2012	09/13/2012	1,100	NEWELL RUBBERMAID INC	18.98	18.41	20,881.52	20,256.39	625.13
01/10/2012	09/13/2012	300	VERTEX PHARMACEUTICALS INC	55.55	35.99	16,665.03	10,798.23	5,866.80
10/05/2011	09/21/2012	700	CENTURYLINK INC	41.95	32.12	29,367.45	22,486.52	6,880.93
06/07/2012	10/04/2012	1,000	INTEL CORP	22.44	26.12	22,444.30	26,115.30	-3,671.00
06/12/2012	10/04/2012	1,300	INTEL CORP	22.44	26.46	29,177.59	34,401.90	-5,224.31
03/28/2012	10/05/2012	400	GILEAD SCIENCES INC	69.57	47.15	27,829.36	18,860.88	8,968.48
10/11/2011	10/08/2012	300	UNITEDHEALTH GROUP INC	57.75	46.31	17,326.47	13,892.40	3,434.07
04/26/2012	10/09/2012	800	LEUCADIA NATIONAL CO	22.76	25.06	18,206.32	20,047.44	-1,841.12
10/28/2011	10/26/2012	600	GENERAL MOTORS CO	23.33	26.37	13,997.10	15,823.20	-1,826.10
11/16/2011	10/26/2012	600	GENERAL MOTORS CO	23.33	23.01	13,997.10	13,807.20	189.90
03/22/2012	10/31/2012	300	JPMORGAN CHASE & CO	41.40	44.76	12,421.20	13,428.69	-1,007.49
01/03/2012	11/01/2012	1,000	APOLLO GROUP INC-CL A	20.20	53.17	20,199.60	53,167.50	-32,967.90
03/12/2012	11/01/2012	400	APOLLO GROUP INC-CL A	20.20	41.93	8,079.84	16,772.40	-8,692.56
07/20/2012	11/01/2012	500	APOLLO GROUP INC-CL A	20.20	29.37	10,099.80	14,687.15	-4,587.35
06/12/2012	11/08/2012	1,200	INTEL CORP	21.00	26.46	25,198.56	31,755.60	-6,557.04
06/12/2012	11/13/2012	600	INTEL CORP	20.55	26.46	12,329.76	15,877.80	-3,548.04
09/11/2012	11/13/2012	800	INTEL CORP	20.55	23.60	16,439.68	18,883.84	-2,444.16
04/12/2012	11/28/2012	500	MARATHON OIL CORP	31.05	30.20	15,525.90	15,100.25	425.65
02/08/2012	12/05/2012	500	JOHNSON & JOHNSON	69.74	65.26	34,868.50	32,629.25	2,239.25
06/04/2012	12/11/2012	400	***TRANSOCEAN LTD	46.10	39.58	18,438.64	15,833.08	2,605.56
06/29/2012	12/12/2012	3,800	MORGAN STANLEY	17.75	14.40	67,458.36	54,724.56	12,733.80
05/01/2012	12/17/2012	700	GENERAL MOTORS CO	24.78	23.35	17,347.19	16,347.45	999.74
09/17/2012	12/27/2012	700	FORD MOTOR CO	12.57	10.36	8,798.51	7,251.86	1,546.65
SUBTOTAL FOR SHORT-TERM NON-COVERED						1,649,150.85	1,563,364.03	85,786.82
LONG-TERM NON-COVERED								
05/17/2010	01/09/2012	1,000	MARATHON OIL CORP	30.55	18.89	30,553.00	18,892.32	11,660.68
05/20/2010	01/09/2012	200	MARATHON OIL CORP	30.55	19.26	6,110.60	3,851.19	2,259.41
06/18/2010	01/25/2012	400	MARATHON PETROLEUM CORP	38.50	26.44	15,401.96	10,574.40	4,827.56
06/22/2010	01/25/2012	300	MARATHON PETROLEUM CORP	38.50	26.53	11,551.47	7,959.61	3,591.86
03/25/2010	02/03/2012	800	***INGERSOLL-RAND PLC	36.94	34.62	29,551.92	27,697.00	1,854.92
10/22/2010	02/17/2012	500	DELL INC	18.13	14.58	9,063.15	7,292.40	1,770.75
02/03/2011	02/17/2012	1,200	DELL INC	18.13	13.69	21,751.56	16,425.48	5,326.08

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
11/18/2010	02/17/2012	600	GENERAL MOTORS CO	27.19	34.00	16,313.28	20,399.64	-4,086.36
11/18/2010	02/28/2012	250	GENERAL MOTORS CO	26.24	34.00	6,559.80	8,499.85	-1,940.05
09/24/2010	03/07/2012	600	ALTRIA GROUP INC	30.01	23.98	18,005.52	14,390.58	3,614.94
06/21/2007	03/21/2012	500	TRAVELERS COS INC/THE	58.66	53.02	29,331.95	26,510.60	2,821.35
11/27/2007	03/21/2012	500	TRAVELERS COS INC/THE	58.66	50.95	29,331.95	25,476.55	3,855.40
07/30/2010	03/21/2012	500	TRAVELERS COS INC/THE	58.66	50.23	29,331.95	25,116.70	4,215.25
03/04/2011	03/21/2012	600	TRAVELERS COS INC/THE	58.66	58.90	35,198.34	35,340.48	-142.14
03/15/2011	03/26/2012	600	DTE ENERGY COMPANY	55.35	48.14	33,208.32	28,885.20	4,323.12
04/05/2011	04/18/2012	500	AT&T INC	30.72	30.92	15,360.05	15,462.45	-102.40
03/25/2011	04/19/2012	550	MOODY'S CORP	41.28	32.82	22,701.31	18,052.76	4,648.55
09/01/2009	04/27/2012	1,800	CONSTELLATION BRANDS INC-A	22.00	14.91	39,801.08	26,844.48	12,956.60
12/14/2009	04/27/2012	1,000	CONSTELLATION BRANDS INC-A	22.00	16.05	22,000.00	16,047.80	5,952.20
12/10/2010	04/30/2012	350	NORTHROP GRUMMAN CORP	63.31	58.20	22,157.66	20,370.38	1,787.28
01/19/2011	04/30/2012	200	NORTHROP GRUMMAN CORP	63.31	62.51	12,661.52	12,501.78	159.74
02/02/2011	04/30/2012	200	NORTHROP GRUMMAN CORP	63.31	63.43	12,661.52	12,685.56	-24.04
03/07/2011	04/30/2012	200	NORTHROP GRUMMAN CORP	63.31	59.65	12,661.52	11,929.92	731.60
02/12/2010	05/14/2012	2,500	GENERAL ELECTRIC CO	18.69	15.49	46,715.75	38,735.25	7,980.50
03/09/2010	05/14/2012	700	GENERAL ELECTRIC CO	18.69	16.42	13,080.41	11,494.49	1,585.92
12/31/2010	05/24/2012	200	DEVON ENERGY CORPORATION	60.36	78.36	12,072.42	15,672.68	-3,600.26
01/26/2011	05/24/2012	200	DEVON ENERGY CORPORATION	60.36	85.65	12,072.42	17,129.92	-5,057.50
02/25/2011	05/24/2012	150	DEVON ENERGY CORPORATION	60.36	90.20	9,054.32	13,529.27	-4,474.95
09/22/2010	05/31/2012	400	CENTURYLINK INC	39.17	39.39	15,666.96	15,757.88	-90.92
05/20/2010	06/01/2012	500	MARATHON OIL CORP	24.01	19.26	12,002.75	9,627.97	2,374.78
06/18/2010	06/01/2012	800	MARATHON OIL CORP	24.01	20.42	19,204.40	16,336.72	2,867.68
06/22/2010	06/01/2012	100	MARATHON OIL CORP	24.01	20.50	2,400.55	2,049.51	351.04
09/30/2009	06/04/2012	1,450	CORNING INC	12.34	15.28	17,887.06	22,151.50	-4,264.44
11/19/2010	06/04/2012	2,250	CORNING INC	12.34	17.75	27,755.77	39,948.53	-12,192.76
01/13/2010	06/06/2012	450	JPMORGAN CHASE & CO	33.10	44.05	14,895.77	19,822.27	-4,926.50
01/25/2010	06/06/2012	300	JPMORGAN CHASE & CO	33.10	39.61	9,930.51	11,884.47	-1,953.96
06/16/2010	06/06/2012	150	JPMORGAN CHASE & CO	33.10	38.68	4,965.25	5,801.34	-836.09
06/16/2010	06/08/2012	900	JPMORGAN CHASE & CO	33.58	38.68	30,219.03	34,808.04	-4,589.01
02/25/2011	06/11/2012	350	DEVON ENERGY CORPORATION	58.27	90.20	20,395.76	31,568.28	-11,172.52
05/06/2011	06/11/2012	200	DEVON ENERGY CORPORATION	58.27	83.51	11,654.72	16,701.78	-5,047.06
01/26/2011	06/22/2012	1,300	DELTA AIR LINES INC	11.06	11.88	14,384.37	15,441.79	-1,057.42
06/16/2010	06/22/2012	350	JPMORGAN CHASE & CO	36.12	38.68	12,643.61	13,536.46	-892.85
08/27/2010	06/22/2012	500	JPMORGAN CHASE & CO	36.12	36.19	18,062.30	18,093.25	-30.95
10/15/2010	06/22/2012	300	JPMORGAN CHASE & CO	36.12	37.34	10,837.38	11,201.61	-364.23
03/25/2011	06/22/2012	400	JPMORGAN CHASE & CO	36.12	46.01	14,449.84	18,404.44	-3,954.60
04/28/2011	06/22/2012	350	JPMORGAN CHASE & CO	36.12	45.68	12,643.61	15,989.12	-3,345.51
09/22/2010	06/29/2012	500	JPMORGAN CHASE & CO	39.42	39.39	19,708.00	19,697.35	10.65
06/13/2006	06/29/2012	1,800	PFIZER INC	22.89	23.24	41,201.10	41,837.40	-636.30
10/05/2010	07/03/2012	1,200	GANNETT CO	14.92	12.55	17,901.48	15,058.32	2,843.16
04/15/2009	07/19/2012	500	TIME WARNER CABLE	85.79	28.03	42,893.60	14,016.70	28,876.90
06/30/2009	07/19/2012	100	TIME WARNER CABLE	85.79	31.66	8,578.72	3,166.34	5,412.38
06/13/2006	07/20/2012	375	PFIZER INC	23.74	23.24	8,900.70	8,716.12	184.58
11/27/2006	07/20/2012	225	PFIZER INC	23.74	26.93	5,340.42	6,058.13	-717.71
09/24/2010	07/26/2012	500	ALTRIA GROUP INC	35.46	23.98	17,729.15	11,992.15	5,737.00
06/22/2011	07/27/2012	400	UNITEDHEALTH GROUP INC	53.10	52.26	21,240.64	20,905.12	335.52
07/27/2011	08/09/2012	1,400	APPLIED MATERIALS INC	11.88	12.75	16,634.94	17,849.30	-1,214.36

Capital Gains Report

HARRY BASS FOUNDATION (Account: 037-79716)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
10/05/2010	08/09/2012	1,000	GANNETT CO	15.10	12.55	15,104.80	12,548.60	2,556.20
09/22/2010	08/20/2012	400	CENTURYLINK INC	41.67	39.39	16,669.16	15,757.88	911.28
04/21/2011	08/20/2012	400	CENTURYLINK INC	41.67	39.65	16,669.16	15,858.20	810.96
06/29/2011	08/23/2012	400	JPMORGAN CHASE & CO	37.36	40.39	14,942.16	16,155.56	-1,213.40
08/17/2011	08/23/2012	400	JPMORGAN CHASE & CO	37.36	36.48	14,942.16	14,593.32	348.84
06/28/2010	09/06/2012	700	JOHNSON & JOHNSON	67.99	59.45	47,591.88	41,615.14	5,976.74
06/30/2010	09/06/2012	600	JOHNSON & JOHNSON	67.99	59.22	40,793.04	35,531.10	5,261.94
09/30/2010	09/06/2012	400	JOHNSON & JOHNSON	67.99	57.71	27,195.36	23,083.16	4,112.20
07/27/2011	09/12/2012	800	JOHNSON & JOHNSON	67.99	61.86	54,390.72	49,485.36	4,905.36
03/07/2011	09/12/2012	900	APPLIED MATERIALS INC	11.59	12.75	10,433.61	11,474.55	-1,040.94
03/09/2011	09/12/2012	690	CITIGROUP INC	32.97	45.15	22,747.64	31,152.81	-8,405.17
03/22/2011	09/12/2012	650	CITIGROUP INC	32.97	46.36	21,428.94	30,133.35	-8,704.41
05/13/2011	09/12/2012	60	CITIGROUP INC	32.97	44.26	1,978.06	2,655.60	-677.54
07/22/2011	09/12/2012	475	***TRANSOCEAN LTD	46.22	68.74	21,955.17	32,650.31	-10,695.14
06/30/2009	09/12/2012	425	***TRANSOCEAN LTD	46.22	64.22	19,644.09	27,295.16	-7,651.07
12/14/2009	09/12/2012	300	TIME WARNER CABLE	91.83	31.66	27,548.76	9,499.02	18,049.74
08/17/2011	09/13/2012	50	TIME WARNER CABLE	91.83	42.65	4,591.46	2,132.26	2,459.20
05/06/2011	09/13/2012	450	LORILLARD INC	115.95	108.34	52,176.69	48,754.85	3,421.84
07/08/2009	09/13/2012	700	LAM RESEARCH CORP	33.70	48.71	23,589.93	34,098.82	-10,508.89
10/08/2009	09/13/2012	20	NVR INC	860.67	481.37	17,213.45	9,627.43	7,586.02
04/21/2011	09/21/2012	20	NVR INC	860.67	657.80	17,213.45	13,156.05	4,057.40
08/11/2011	09/21/2012	700	CENTURYLINK INC	41.95	39.65	29,367.45	27,751.85	1,615.60
09/12/2011	09/21/2012	600	CENTURYLINK INC	41.95	34.10	25,172.10	20,458.80	4,713.30
03/22/2011	09/27/2012	700	CENTURYLINK INC	41.95	33.16	29,367.45	23,209.62	6,157.83
03/30/2011	09/27/2012	540	CITIGROUP INC	33.15	44.26	17,901.70	23,900.40	-5,998.70
08/08/2011	09/27/2012	360	CITIGROUP INC	33.15	44.97	11,934.47	16,189.56	-4,255.09
08/15/2011	09/27/2012	400	GILEAD SCIENCES INC	66.68	36.86	26,672.00	14,742.44	11,929.56
06/08/2011	09/28/2012	350	GILEAD SCIENCES INC	66.68	37.13	23,338.00	12,994.45	10,343.55
06/22/2011	09/28/2012	600	GENERAL MOTORS CO	22.81	28.91	13,688.34	17,345.10	-3,656.76
08/15/2011	10/05/2012	900	GENERAL MOTORS CO	22.81	30.02	20,532.51	27,021.06	-6,488.55
08/11/2011	10/08/2012	250	GILEAD SCIENCES INC	69.57	37.13	17,393.35	9,281.75	8,111.60
03/30/2011	10/11/2012	600	UNITEDHEALTH GROUP INC	57.75	42.81	34,652.94	25,687.38	8,965.56
08/02/2011	10/12/2012	500	CITIGROUP INC	35.49	44.97	17,745.75	22,485.50	-4,739.75
03/07/2011	10/12/2012	500	***TRANSOCEAN LTD	45.51	60.31	22,756.55	30,154.00	-7,397.45
04/19/2011	10/18/2012	900	WELLPPOINT INC	61.98	67.84	55,785.42	61,056.09	-5,270.67
09/23/2011	10/26/2012	400	CITIGROUP INC	38.41	44.74	15,365.96	17,897.20	-2,531.24
09/09/2011	10/31/2012	600	GENERAL MOTORS CO	23.33	20.51	13,997.10	12,306.66	1,690.44
08/11/2011	11/13/2012	400	JPMORGAN CHASE & CO	41.40	32.29	16,561.60	12,914.24	3,647.36
11/12/2010	11/16/2012	500	***BP PLC-SPONS ADR	40.80	39.65	20,401.45	19,826.05	575.40
02/03/2011	11/16/2012	200	JOHNSON & JOHNSON	68.82	63.67	13,763.68	12,733.36	1,030.32
06/22/2010	11/28/2012	300	JOHNSON & JOHNSON	68.82	60.77	20,645.52	18,229.77	2,415.75
01/27/2011	11/28/2012	500	MARATHON OIL CORP	31.05	20.50	15,525.90	10,247.54	5,278.36
03/10/2011	11/28/2012	400	MARATHON OIL CORP	31.05	27.22	12,420.72	10,887.22	1,533.50
02/03/2011	12/03/2012	700	MARATHON OIL CORP	31.05	29.73	21,736.26	20,810.88	925.38
03/28/2011	12/03/2012	200	JOHNSON & JOHNSON	69.63	60.77	13,925.76	12,153.18	1,772.58
03/28/2011	12/03/2012	200	JOHNSON & JOHNSON	69.63	59.17	13,925.76	11,833.54	2,092.22
10/11/2011	12/05/2012	100	JOHNSON & JOHNSON	69.74	59.17	6,973.70	5,916.77	1,056.93
11/10/2011	12/11/2012	200	JOHNSON & JOHNSON	69.74	64.01	13,947.40	12,801.42	1,145.98
		800	***TRANSOCEAN LTD	46.10	49.68	36,877.28	39,746.40	-2,869.12

Capital Gains Report

HARRY BASS FOUNDATION (Account: 037-79716)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
11/16/2011	12/17/2012	1,100	GENERAL MOTORS CO	24.78	23.01	27,259.87	25,313.20	1,946.67
11/17/2009	12/27/2012	200	FORD MOTOR CO	12.57	8.91	2,513.86	1,782.68	731.18
04/21/2010	12/27/2012	1,900	FORD MOTOR CO	12.57	14.08	23,881.67	26,752.57	-2,870.90
SUBTOTAL FOR LONG-TERM NON-COVERED						2,169,044.95	2,067,879.84	101,165.11
TOTAL						3,818,195.80	3,631,243.87	186,951.93

** ACCOUNT TOTALS **

CURRENT PERIOD - G/L 186,951.93

SHORT TERM - COVERED (COST BASIS REPORTED ON 1099-B) 0.00
 SHORT TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B) 85,786.82
 SHORT TERM TOTAL 85,786.82

LONG TERM - COVERED (COST BASIS REPORTED ON 1099-B) 0.00
 LONG TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B) 101,165.11
 LONG TERM TOTAL 101,165.11

Capital-Gains Distributions: If you own shares of the Sanford C. Bernstein Fund, Inc., you may have received an annual capital-gains distribution (different from the capital gains or losses on securities sold, which are listed in this report). Long-term capital-gains distributions are a separate item on the I.R.S. forms, and appear on the Summary-of-Key-Items report.

Zero-Cost Transactions: If you transferred securities to Bernstein for which the purchase price was unavailable, the total capital-gains figure that appears on this report needs to be adjusted. Any such transactions are segregated on the Capital-Gains report, with the cost entered as zero. You will need to update the report data with the correct purchase information.

This information should be reviewed by your tax advisor or accountant.

Capital Gains Report

HARRY BASS FOUNDATION (Account: 037-79748)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
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LONG-TERM NON-COVERED

03/07/2003	12/11/2012	24,390	BERNSTEIN INTER. DURATION .244 INSTITUTIONAL PORTFOLIO	16.40	15.68	400,000.00	382,439.04	17,560.96
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SUBTOTAL FOR LONG-TERM NON-COVERED

TOTAL

400,000.00	382,439.04	17,560.96
400,000.00	382,439.04	17,560.96
400,000.00	382,439.04	17,560.96

** ACCOUNT TOTALS **

CURRENT PERIOD - G/L 17,560.96

SHORT TERM - COVERED (COST BASIS REPORTED ON 1099-B)

SHORT TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)

SHORT TERM TOTAL

LONG TERM - COVERED (COST BASIS REPORTED ON 1099-B)

LONG TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)

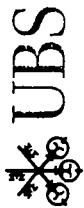
LONG TERM TOTAL

17,560.96

Capital-Gains Distributions: If you own shares of the Sanford C. Bernstein Fund, Inc., you may have received an annual capital-gains distribution (different from the capital gains or losses on securities sold, which are listed in this report). Long-term capital-gains distributions are a separate item on the I.R.S. forms, and appear on the Summary-of-Key-Items report

Zero-Cost Transactions: If you transferred securities to Bernstein for which the purchase price was unavailable, the total capital-gains figure that appears on this report needs to be adjusted. Any such transactions are segregated on the Capital-Gains report, with the cost entered as zero. You will need to update the report data with the correct purchase information.

This information should be reviewed by your tax advisor or accountant.



Private Wealth Solutions

Account name: HARRY W BASS JR FOUNDATION
Friendly account name: UBS Asset Mgt
Account number: TX 02885 54

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214-220-0400/888-430-5579

Realized gains and losses

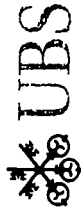
Estimated 2012 gains and losses for transactions with trade dates through 12/31/12 have been incorporated into this statement. Please note that gain or loss recognized on the sale or redemption of certain Structured Products, like Contingent Debt Securities, may be ordinary, and not capital, gain or loss. Please check with your tax advisor. To calculate gains and losses, we liquidate the oldest security lot first. This is known as the first-in, first-out or FIFO accounting method. We use this method unless you specified which tax lot to close when you placed your order. This is known as a versus purchases or VSP order.

See Important information about your statement on the last page of this statement for more information. We may not adjust gains and losses for all capital changes. Cost basis for coupon tax-exempt municipal securities, include securities subject to AMT, has been adjusted for mandatory amortization of bond premium. Estimates in the Unclassified section can not be classified as short term or long term because information is missing, or the product is one in which the gain/loss calculation is not provided.

Short-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment(\$)	Loss (\$)	Gain (\$)
AGILENT TECHNOLOGIES INC	VSP	464 000	Aug 01, 11	Jun 11, 12	18,346 51	18,944 06		-597 55	
	VSP	235 000	Oct 28, 11	Jun 11, 12	9,291 88	9,437 72		-145 84	
	VSP	300 000	May 11, 12	Dec 11, 12	11,663 77	11,974 74		-310 97	
ALLERGAN INC	VSP	130 000	May 02, 12	Sep 07, 12	11,541 73	12,068 90		-527 17	
AMAZON COM INC	VSP	92 000	Apr 27, 12	Jun 14, 12	19,822 88	20,654 14		-831 26	
APPLE INC	VSP	65 000	Jul 25, 12	Dec 11, 12	35,126 52	37,265 72		-2,139 20	
BAIDU INC ADS REPSNTG CL A ORD SHS SPON ADR	VSP	87 000	Oct 06, 11	Sep 27, 12	9,918 76	10,123 69		-204 93	
	VSP	77 000	Jan 19, 12	Sep 07, 12	8,489 05	9,714 78		-1,225 73	
	VSP	68 000	Jan 19, 12	Sep 25, 12	7,793 17	8,579 28		-786 11	
	VSP	126 000	Jun 14, 12	Sep 25, 12	14,440 29	14,860 81		-420 52	
	VSP	12 000	Jun 14, 12	Sep 27, 12	1,368 10	1,415 32		-47 22	
	FIFO	180 000	Jul 19, 12	Dec 05, 12	15,947 29	19,634 22		-3,686 93	
BIODER IDEC INC	VSP	23 000	Jan 27, 12	Sep 27, 12	3,481 78	2,728 27			753 51
	VSP	53 000	Jan 27, 12	Dec 11, 12	8,161 29	6,286 87			1,874 42
	VSP	115 000	Feb 13, 12	Sep 20, 12	17,875 32	13,757 16			4,118 16
	VSP	125 000	Feb 14, 12	Sep 27, 12	18,922 75	14,932 89			3,989 86
	VSP	123 000	Mar 20, 12	Sep 20, 12	19,118 83	14,700 49			4,418 34
	VSP	15 000	Mar 20, 12	Sep 27, 12	2,270 72	1,792 74			477 98
	VSP	98 000	Apr 27, 12	Jul 12, 12	13,751 78	12,953 21			798 57
	VSP	128 000	May 01, 12	Jul 12, 12	17,961 51	16,890 99			1,070 52
	VSP	30 000	May 01, 12	Sep 20, 12	4,663 12	3,958 82			704 30
BROADCOM CORP CL A	VSP	1,010 000	Mar 09, 12	Jul 12, 12	31,229 50	35,456 15		-5,266 65	
	FIFO	1,262 000	Mar 09, 12	Aug 03, 12	43,161 17	45,602 12		-2,440 95	

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Private Wealth Solutions

Account name HARRY W BASS JR FOUNDATION
Friendly account name: UBS Asset Mgt
Account number: TX 02885 S4

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214-220-0400/888-430-5571

Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment(\$)	Loss (\$)	Gain (\$)
C H ROBINSON WORLDWIDE									
INC NEW	VSP	172 000	Feb 25, 11	Jan 11, 12	11,454 64	12,446 01		-991 37	
	VSP	166 000	Feb 25, 11	Jan 24, 12	11,215 70	12,011 84		-796 14	
	VSP	170 000	Mar 28, 11	Jan 10, 12	11,523 31	12,339 97		-816 66	
	VSP	154 000	Mar 28, 11	Jan 11, 12	10,255 89	11,178 57		-922 68	
CABOT OIL & GAS CORP	VSP	652 000	Dec 20, 11	Sep 20, 12	28,716 04	24,988 95			3,727 09
	VSP	28 000	Dec 20, 11	Dec 14, 12	1,311 51	1,073 14			238 37
	VSP	299 000	Dec 21, 11	Dec 14, 12	14,005 09	11,442 03			2,563 06
	VSP	50 000	Dec 23, 11	Sep 20, 12	2,202 15	1,918 68			283 47
CHIPOTLE MEXICAN GRILL									
INC CL A	FIFO	130 000	Aug 10, 11	Jul 20, 12	41,433 59	39,520 94			1,912 65
	FIFO	57 000	Aug 11, 11	Jul 20, 12	18,167 03	17,802 81			364 22
	FIFO	50 000	Aug 31, 11	Jul 20, 12	15,935 99	15,745 60			190 39
	VSP	46 000	Oct 14, 11	May 03, 12	19,222 09	14,610 16			4,611 93
	FIFO	3 000	Oct 14, 11	Jul 20, 12	956 16	952 84			3 32
	FIFO	32 000	Jul 02, 12	Jul 20, 12	10,199 04	12,136 95		-1,937 91	
CME GROUP INC	VSP	86 000	Feb 25, 11	Feb 14, 12	24,747 99	26,822 40		-2,074 41	
	VSP	10 000	Mar 10, 11	Feb 14, 12	2,877 67	2,973 09		-95 42	
	VSP	66 000	Mar 10, 11	Feb 27, 12	19,150 20	19,622 37		-472 17	
	FIFO	72 000	Mar 21, 11	Mar 05, 12	19,880 69	20,674 54		-793 85	
COMCAST CORP NEW CL A	FIFO	370 000	Feb 08, 12	Sep 10, 12	12,707 73	10,059 01			2,648 72
	VSP	430 000	Feb 09, 12	May 18, 12	12,247 37	11,772 71			474 66
	FIFO	2,141 000	Feb 09, 12	Sep 10, 12	73,533 13	58,617 16			14,915 97
CONCHO RESOURCES INC	VSP	101 000	Mar 26, 12	Sep 28, 12	9,507 28	10,334 60		-827 32	
	VSP	114 000	Apr 27, 12	Sep 28, 12	10,730 99	12,255 27		-1,524 28	
	VSP	133 000	Aug 10, 12	Dec 11, 12	11,073 33	12,522 51		-1,449 18	
CONS ENERGY INC	VSP	272 000	Oct 27, 11	Jan 23, 12	9,312 88	12,069 35		-2,756 47	
	FIFO	127 000	Oct 27, 11	Mar 14, 12	4,088 32	5,635 32		-1,547 00	
CUMMINS INC	VSP	106 000	Feb 03, 12	Dec 11, 12	10,979 23	12,674 11		-1,694 88	
	VSP	38 000	Mar 08, 12	Dec 11, 12	3,935 95	4,537 90		-601 95	



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Private Wealth Solutions

Account name: HARRY W BASS JR FOUNDATION
Friendly account name: UBS Asset Mgt
Account number: TX 02885 54

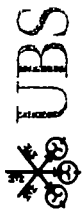
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Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment(\$)	Loss (\$)	Gain (\$)
CVS CAREMARK CORP	VSP	221 000	Apr 27, 12	Aug 07, 12	9,859 75	9,956 29		-96 54	
DANAHER CORP	VSP	245 000	Feb 01, 12	May 18, 12	12,628 77	13,000 19		-371 42	
DIRECTV	VSP	10 000	Aug 16, 12	Dec 11, 12	499 97	514 86		-14 89	
	VSP	229 000	Sep 27, 12	Dec 11, 12	11,449 28	11,959 55		-510 27	
DOLLAR GEN CORP NEW	VSP	679 000	Mar 01, 12	Jul 26, 12	34,713 10	28,947 77			5,765 33
	VSP	75 000	Mar 09, 12	Jul 12, 12	4,066 33	3,298 31			768 02
	VSP	343 000	Mar 09, 12	Jul 26, 12	17,535 48	15,084 29			2,451 19
	VSP	388 000	Mar 20, 12	Jul 12, 12	21,036 49	17,441 63			3,594 86
	VSP	351 000	Sep 28, 12	Dec 11, 12	16,002 92	18,162 92		-2,160 00	
EBAY INC	VSP	213 000	Sep 27, 12	Dec 11, 12	11,033 17	10,437 26			595 91
ECOLAB INC	VSP	233 000	Aug 22, 11	Jan 27, 12	14,116 00	10,637 80			3,478 20
	FIFO	262 000	Aug 22, 11	Jan 30, 12	15,744 87	11,961 82			3,783 05
	VSP	219 000	Aug 23, 11	Jan 25, 12	13,321 35	10,522 51			2,798 84
	VSP	395 000	Aug 23, 11	Jan 26, 12	24,046 50	18,978 96			5,067 54
	VSP	12 000	Aug 23, 11	Jan 27, 12	727 00	576 58			150 42
	VSP	276 000	Aug 31, 11	Jan 25, 12	16,788 55	14,732 91			2,055 64
EDWARDS LIFESCIENCES CORP	VSP	10 000	Sep 29, 11	Jan 31, 12	828 40	702 12			126 28
	VSP	202 000	Sep 29, 11	Feb 01, 12	16,573 03	14,182 87			2,390 16
	FIFO	758 000	Sep 29, 11	Mar 01, 12	55,190 13	53 220 84			1,969 29
	VSP	185 000	Oct 24, 11	Jan 31, 12	15,325 38	13,902 47			1,422 91
	FIFO	235 000	Nov 23, 11	Mar 01, 12	17,110 39	14,813 30			2,297 09
EOG RESOURCES INC	VSP	76 000	Oct 19, 11	Jun 01, 12	7,113 87	6,678 01			435 86
	VSP	180 000	Oct 24, 11	Jun 01, 12	16,848 65	16,351 45			497 20
	VSP	22 000	Nov 07, 11	Feb 17, 12	2,536 24	2,216 68			319 56
	VSP	107 000	Nov 07, 11	Feb 29, 12	12,200 08	10,781 10			1,418 98
	VSP	30 000	Nov 07, 11	Jun 01, 12	2,808 10	3,022 74		-214 64	
	VSP	40 000	Nov 14, 11	Feb 17, 12	4,611 35	4,114 96			496 39
	VSP	118 000	Nov 16, 11	Feb 17, 12	13,603 51	12,073 08			1,530 43

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Private Wealth Solutions

Account name* HARRY W BASS JR FOUNDATION
Friendly account name* UBS Asset Mgt
Account number: TX 02885 54

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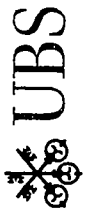
Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
EXPRESS SCRIPTS HLDG CO	FIFO	507 000	Jul 20, 11	May 11, 12	28,323 56	26,609 54			1,714 02
	FIFO	577 000	Aug 31, 11	May 11, 12	32,234 10	27,345 18			4,888 92
	FIFO	433 000	Oct 03, 11	May 11, 12	24,189 54	16,018 53			8,171 01
EXPRESS SCRIPTS INC *MERGER EFF 04/2012*	VSP	460 000	Mar 28, 11	Feb 06, 12	22,898 41	25,221 52		-2,323 11	
	VSP	426 000	Apr 26, 11	Mar 09, 12	22,932 48	22,927 71			4 77
	VSP	280 000	Apr 26, 11	Mar 13, 12	15,116 39	15,069 85			46 54
	VSP	41 000	Apr 27, 11	Feb 06, 12	2,040 94	2,222 35		-181 41	
	VSP	406 000	Apr 27, 11	Mar 09, 12	21,855 84	22,006 70		-150 86	
	VSP	292 000	May 13, 11	Feb 06, 12	14,535 51	17,478 57		-2,943 06	
FMC CORP NEW	FIFO	62 000	Aug 01, 11	Jul 11, 12	3,171 26	2,711 63			459 63
FMC TECHNOLOGIES INC	VSP	455 000	Mar 26, 12	Aug 20, 12	21,606 28	22,474 13		-867 85	
	VSP	7 000	Mar 26, 12	Sep 12, 12	344 43	345 76		-1 33	
	VSP	556 000	Apr 25, 12	Oct 05, 12	24,608 95	25,844 88		-1,235 93	
	VSP	2 000	Apr 25, 12	Dec 11, 12	84 44	92 97		-8 53	
	VSP	282 000	May 11, 12	Dec 11, 12	11,907 38	12,687 66		-780 28	
GILEAD SCIENCES INC	VSP	26 000	Mar 01, 12	Dec 11, 12	1,957 34	1,205 87			751 47
	VSP	215 000	Mar 20, 12	Oct 15, 12	14,481 79	10,071 05			4,410 74
	VSP	155 000	Mar 20, 12	Dec 11, 12	11,668 73	7,260 53			4,408 20
	VSP	171 000	May 02, 12	Sep 07, 12	10,108 13	8,870 25			1,237 88
	VSP	160 000	May 02, 12	Sep 18, 12	10,479 74	8,299 65			2,180 09
	VSP	146 000	Jun 14, 12	Sep 19, 12	9,749 67	7,258 39			2,491 28
	VSP	436 000	Jun 14, 12	Oct 15, 12	29,367 72	21,675 74			7,691 98
	VSP	366 000	Jul 13, 12	Sep 18, 12	23,972 42	18,695 72			5,276 70
	VSP	294 000	Jul 13, 12	Sep 19, 12	19,632 91	15,017 87			4,615 04
GOOGLE INC CL A	VSP	25 000	Dec 05, 12	Dec 11, 12	17,268 61	17,194 70			73 91
MASTERCARD INC CL A	VSP	31 000	Oct 03, 12	Dec 11, 12	14,912 22	14,608 80			303 42
MCDONALDS CORP	VSP	114 000	Mar 08, 12	Jun 20, 12	10,100 40	11,037 16		-936 76	

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Private Wealth Solutions

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Account number: TX 02885 S4

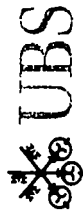
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Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
MERCADORE INC	VSP	14 000	Apr 04, 11	Jan 19, 12	1,229 08	1,196 58			32 50
	VSP	133 000	Apr 04, 11	Feb 23, 12	12,759 78	11,367 54			1,392 24
	VSP	75 000	Apr 28, 11	Jan 19, 12	6,584 40	6,838 45		-254 05	
	VSP	155 000	May 02, 11	Jan 19, 12	13,607 77	14,250 79		-643 02	
	VSP	92 000	Mar 26, 12	Dec 11, 12	7,198 38	9,286 08		-2,087 70	
MONSANTO CO NEW	VSP	330 000	Oct 06, 11	Jan 05, 12	25,232 43	22,957 61			2,274 82
	FIFO	490 000	Oct 06, 11	Jan 13, 12	38,952 19	34,088 56			4,863 63
MONSTER BEVERAGE CORP									
COM	VSP	164 000	Jun 28, 12	Dec 11, 12	8,901 41	11,231 65		-2,330 24	
	FIFO	725 000	Jul 10, 12	Sep 07, 12	44,329 60	39,554 48			4,775 12
MOSAIC CO	VSP	235 000	Oct 31, 11	Sep 27, 12	7,814 86	9,677 04		-1,862 18	
	VSP	386 000	Nov 08, 11	Sep 27, 12	12,836 33	16,879 93		-4,043 60	
	VSP	598 000	Feb 16, 12	Sep 27, 12	19,886 34	25,461 23		-5,574 89	
	VSP	415 000	Apr 25, 12	Dec 11, 12	14,046 44	16,268 79		-2,222 35	
NIKE INC CL B	VSP	120 000	Jan 25, 12	Sep 12, 12	12,075 24	12,333 73		-258 49	
	VSP	70 000	Jan 25, 12	Dec 11, 12	6,881 56	7,194 68		-313 12	
	VSP	10 000	Jan 26, 12	Dec 11, 12	983 08	1,023 52		-40 44	
	VSP	195 000	Feb 14, 12	Jun 22, 12	19,253 28	20,622 83		-1,369 55	
QUALCOMM INC	VSP	5 000	Feb 14, 12	Sep 12, 12	503 13	528 79		-25 66	
	VSP	75 000	Feb 15, 12	Jun 14, 12	7,554 15	8,035 22		-481 07	
	VSP	41 000	Feb 15, 12	Jun 22, 12	4,048 12	4,392 58		-344 46	
	VSP	123 000	Mar 26, 12	Jun 14, 12	12,388 81	13,316 57		-927 76	
RALPH LAUREN CORP CL A	VSP	206 000	Mar 09, 12	Sep 07, 12	12,782 83	13,170 86		-388 03	
	VSP	138 000	Mar 09, 12	Dec 11, 12	8,856 73	8,823 20			33 53
RIVERBED TECHNOLOGY INC	VSP	80 000	Nov 23, 11	Jun 14, 12	11,321 40	11,336 22		-14 82	
	VSP	201 000	Jan 26, 11	Jan 24, 12	5,717 60	6,808 80		-1,091 20	
	VSP	61 000	Jan 27, 11	Jan 23, 12	1,717 23	2,141 42		-424 19	
	VSP	254 000	Jan 27, 11	Jan 24, 12	7,225 22	8,916 75		-1,691 53	
	VSP	155 000	Jan 31, 11	Jan 20, 12	4,483 74	5,620 47		-1,136 73	
RIVERBED TECHNOLOGY INC	VSP	229 000	Jan 31, 11	Jan 23, 12	6,446 68	8,303 79		-1,857 11	

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Private Wealth Solutions

Account name: HARRY W BASS JR FOUNDATION
Friendly account name: UBS Asset Mgt
Account number: TX 02885 54

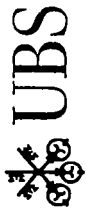
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Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
	VSP	625 000	Jul 20, 11	Jun 22, 12	10,039 33	20,123 13		-10,083 80	
	VSP	506 000	Jul 20, 11	Jul 10, 12	7,013 05	16,291 68		-9,278 63	
	VSP	384 000	Jul 28, 11	Jul 10, 12	5,322 16	11,259 00		-5,936 84	
	VSP	266 000	Jul 28, 11	Jul 25, 12	4,932 11	7,799 20		-2,867 09	
	VSP	459 000	Aug 09, 11	Jul 25, 12	8,510 67	10,980 24		-2,469 57	
	VSP	507 000	Aug 09, 11	Jul 26, 12	9,153 37	12,128 51		-2,975 14	
SALESFORCE COM INC	VSP	191 000	Jun 17, 11	Jun 01, 12	25,354 13	26,669 23		-1,315 10	
	VSP	95 000	Jun 23, 11	Jun 01, 12	12,610 68	13,678 93		-1,068 25	
SCHLUMBERGER LTD									
NETHERLANDS ANTILLES									
SINA CORP	VSP	470 000	Jan 10, 12	Jun 01, 12	28,866 84	33,302 70		-4,435 86	
	VSP	320 000	Sep 29, 11	Mar 26, 12	21,286 14	23,544 10		-2,257 96	
	VSP	465 000	Sep 29, 11	May 15, 12	24,277 75	34,212 51		-9,934 76	
	FIFO	7 000	Sep 29, 11	May 23, 12	365 84	515 03		-149 19	
	VSP	221 000	Nov 07, 11	Mar 26, 12	14,700 74	18,661 00		-3,960 26	
	FIFO	150 000	Nov 21, 11	May 23, 12	7,839 34	10,277 15		-2,437 81	
	FIFO	354 000	Jan 19, 12	May 23, 12	18,500 86	21,698 96		-3,198 10	
	FIFO	270 000	Jan 24, 12	May 23, 12	14,110 83	17,245 39		-3,134 56	
	FIFO	499 000	Jul 20, 12	Sep 20, 12	18,370 11	14,552 89			3,817 22
	VSP	261 000	Apr 02, 12	Sep 12, 12	13,850 95	15,415 73		-1,564 78	
	VSP	180 000	Apr 02, 12	Dec 11, 12	9,821 44	10,631 53		-810 09	
	VSP	177 000	Mar 15, 12	Sep 12, 12	13,941 97	15,337 10		-1,395 13	
VMWARE INC CL A	VSP	123 000	Mar 15, 12	Dec 11, 12	9,967 36	10,657 99		-690 63	
	VSP	148 000	Sep 07, 12	Dec 11, 12	13,894 15	13,907 86		-13 71	
WATSON PHARMACEUTICAL INC	VSP	329 000	Jun 23, 11	Mar 16, 12	19,406 47	21,550 16		-2,143 69	
	VSP	96 000	Jan 19, 12	Mar 16, 12	5,662 67	5,686 16		-23 49	
	FIFO	144 000	Jan 19, 12	May 07, 12	10,698 64	8,529 23			2,169 41
Total					\$2,237,701.97	\$2,228,321.47		-\$152,256.23	\$161,636.73
Net short-term capital gains and losses									\$9,380.50
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Account name: HARRY W BASS JR FOUNDATION
Friendly account name: UBS Asset Mgt
Account number: TX 02885 54

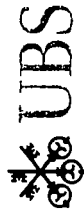
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Realized gains and losses (continued)

Long-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
AGILENT TECHNOLOGIES INC									
	VSP	65 000	Jan 20, 11	Dec 11, 12	2,527 15	2,744 13		-216 98	
	VSP	329 000	Jan 20, 11	Dec 18, 12	13,629 70	13,889 52		-259 82	
	VSP	38 000	Feb 25, 11	Dec 18, 12	1,574 25	1,596 87		-22 62	
ALLERGAN INC									
	VSP	145 000	Apr 24, 07	Jan 24, 12	12,887 06	8,643 75			4,243 31
	VSP	12 000	Apr 24, 07	Jan 25, 12	1,070 18	715 34			354 84
	VSP	192 000	Dec 08, 09	Jan 25, 12	17,123 05	11,310 72			5,812 33
	VSP	170 000	Mar 10, 11	Dec 11, 12	15,792 65	12,117 93			3,674 72
AMAZON COM INC									
	VSP	80 000	Dec 08, 09	Jun 14, 12	17,237 29	10,827 51			6,409 78
	VSP	104 000	Dec 08, 09	Jun 22, 12	22,918 23	14,075 76			8,842 47
	VSP	56 000	Dec 08, 09	Sep 07, 12	14,470 63	7,579 26			6,891 37
	VSP	68 000	Dec 08, 09	Sep 25, 12	17,428 75	9,203 38			8,225 37
	VSP	65 000	Dec 08, 09	Dec 11, 12	16,084 54	8,797 36			7,287 18
	VSP	64 000	Dec 08, 09	Dec 18, 12	16,729 52	8,662 00			8,067 52
	VSP	88 000	Nov 21, 11	Dec 07, 12	22,268 61	16,469 10			5,799 51
	VSP	21 000	Nov 21, 11	Dec 11, 12	5,196 54	3 930 13			1,266 41
APPLE INC									
	VSP	44 000	Dec 08, 09	Feb 14, 12	22,164 18	8,412 91			13,751 27
	VSP	33 000	Dec 08, 09	Feb 29, 12	17,935 01	6,309 68			11,625 33
	VSP	135 000	Dec 08, 09	Apr 24, 12	75,620 98	25 812 34			49,808 64
	VSP	39 000	Dec 08, 09	Sep 07, 12	26,531 88	7,456 89			19,074 99
	VSP	33 000	Dec 08, 09	Sep 12, 12	21,803 93	6 309 69			15,494 24
	VSP	29 000	Dec 08, 09	Oct 09, 12	18,221 18	5 544 87			12,676 31
	VSP	68 000	Dec 08, 09	Oct 26, 12	40,730 31	13,001 77			27,728 54
	VSP	59 000	Dec 08, 09	Dec 05, 12	32,421 78	11,280 95			21,140 83
	VSP	1 000	Dec 08, 09	Dec 11, 12	540 41	191 20			349 21
	VSP	72 000	Dec 08, 09	Dec 18, 12	38,172 63	13,766 58			24,406 05
BAIDU INC ADS REPSNTG CL									
A ORD SHS SPON ADR									
	VSP	48 000	Jul 08, 10	Oct 16, 12	5,455 47	3,475 16			1,980 31
	FIFO	399 000	Jul 08, 10	Dec 05, 12	35,349 82	28,887 28			6,462 54
	VSP	218 000	Sep 08, 10	Oct 16, 12	24,776 95	18,335 52			6,441 43
	VSP	84 000	Oct 11, 10	Oct 09, 12	8,941 42	8,469 53			471 89

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Private Wealth Solutions

Account name: HARRY W BASS JR FOUNDATION
Friendly account name: UBS Asset Mgt
Account number: TX 02885 S4

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STROUD INVESTMENT CONSULTING
214-220-0400/888-430-55

Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment(\$)	Loss (\$)	Gain (\$)
C H ROBINSON WORLDWIDE INC NEW	VSP	68 000	Oct 11, 10	Oct 16, 12	7,728 58	6,856 28			872 30
	VSP	80 000	Dec 15, 10	Oct 09, 12	8,515 64	8,356 82			158 82
	VSP	23 000	Jun 07, 11	Sep 27, 12	2,622 20	2,884 32		-262 12	
	VSP	134 000	Jun 07, 11	Oct 09, 12	14,339 06	16,804 31		-2,465 25	
	VSP	111 000	Jun 23, 11	Sep 27, 12	12,654 98	14,162 18		-1,507 20	
	VSP	62 000	Oct 03, 11	Oct 09, 12	6,634 49	6,625 90			8 59
	VSP	92 000	Oct 03, 11	Oct 09, 12	9,793 00	9,831 99		-38 99	
CME GROUP INC	FIFO	470 000	Jul 22, 10	Mar 29, 12	30,334 01	27,880 64			2,453 37
	FIFO	345 000	Jul 23, 10	Mar 29, 12	22,266 46	20,893 13			1,373 33
	FIFO	272 000	Jul 26, 10	Mar 29, 12	17,555 00	16,844 96			710 04
	FIFO	203 000	Nov 30, 10	Mar 29, 12	13,101 71	14,969 93		-1,868 22	
	VSP	132 000	Dec 03, 10	Jan 24, 12	8,918 51	10,021 84		-1,103 33	
	FIFO	64 000	Dec 03, 10	Mar 29, 12	4,130 59	4,859 07		-728 48	
	VSP	77 000	Dec 08, 09	Feb 27, 12	22,341 90	24,594 18		-2,252 28	
	VSP	130 000	Dec 08, 09	Feb 29, 12	37,938 56	41,522 65		-3,584 09	
CONCHO RESOURCES INC	FIFO	46 000	Feb 01, 10	Mar 06, 12	12,701 55	13,351 56		-650 01	
	VSP	15 000	Jun 16, 10	Feb 29, 12	4,377 53	4,681 69		-304 16	
	FIFO	20 000	Jun 16, 10	Mar 06, 12	5,522 42	6,242 26		-719 84	
	FIFO	52 000	Jun 17, 10	Mar 06, 12	14,358 27	16,085 11		-1,726 84	
	FIFO	80 000	Feb 04, 11	Mar 06, 12	22,089 66	24,512 96		-2,423 30	
	VSP	122 000	May 12, 10	Feb 17, 12	13,973 73	6,725 85			7,247 88
	VSP	89 000	Sep 03, 10	Jan 19, 12	8,989 47	5,682 49			3,306 98
	VSP	97 000	Sep 03, 10	Jan 20, 12	9,677 86	6,193 28			3,484 58
	VSP	9 000	Sep 03, 10	Jan 23, 12	918 46	574 63			343 83
	VSP	65 000	Sep 07, 10	Jan 23, 12	6,633 35	4,122 64			2,510 71
	VSP	64 000	Sep 07, 10	Feb 17, 12	7,330 48	4,059 22			3,271 26
	VSP	45 000	Sep 28, 10	Jan 23, 12	4,592 32	2,860 81			1,731 51
	VSP	10 000	Sep 29, 10	Jan 18, 12	1,008 37	654 37			354 00

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Account name: HARRY W BASS JR FOUNDATION
Friendly account name: UBS Asset Mgt
Account number: TX 02885 S4

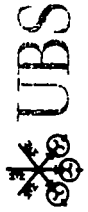
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Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment(\$)	Loss (\$)	Gain (\$)
CONS ENERGY INC	VSP	96 000	Sep 29, 10	Jan 19, 12	9,696 51	6,281 95			3,414 56
	VSP	58 000	May 13, 11	Sep 28, 12	5,459 62	5,265 11			194 51
	VSP	52 000	May 13, 11	Oct 04, 12	4,972 97	4,720 45			252 52
	VSP	40 000	Aug 05, 11	Oct 04, 12	3,825 36	3,344 70			480 66
	VSP	143 000	Aug 11, 11	Oct 04, 12	13,675 69	12,032 38			1,643 31
CONS ENERGY INC	FIFO	620 000	Dec 21, 10	Mar 14, 12	19,958 74	28,224 63		-8,265 89	
	FIFO	420 000	Dec 22, 10	Mar 14, 12	13,520 44	19,301 77		-5,781 33	
	FIFO	229 000	Dec 23, 10	Mar 14, 12	7,371 86	10,693 08		-3,321 22	
	FIFO	345 000	Dec 27, 10	Mar 14, 12	11,106 08	16,029 42		-4,923 34	
CROWN CASTLE INTL CORP	VSP	9 000	May 18, 10	Mar 14, 12	471 79	325 14			146 65
	VSP	253 000	May 18, 10	Mar 15, 12	13,300 91	9,139 93			4,160 98
	VSP	236 000	May 18, 10	Apr 11, 12	12,682 52	8,525 79			4,156 73
	VSP	227 000	May 18, 10	May 18, 12	12,015 18	8,200 65			3,814 53
	VSP	10 000	May 18, 10	Jul 06, 12	592 85	361 26			231 59
	VSP	154 000	May 19, 10	Dec 11, 12	10,486 11	5,503 94			4,982 17
	VSP	262 000	May 24, 10	Jul 06, 12	15,532 71	9,427 42			6,105 29
	VSP	38 000	May 24, 10	Dec 11, 12	2,587 48	1,367 33			1,220 15
	VSP	495 000	Jun 03, 10	Mar 13, 12	26,725 06	18,534 02			8,191 04
	VSP	55 000	Jun 03, 10	Mar 14, 12	2,883 17	2,059 34			823 83
	VSP	305 000	Jun 09, 10	Mar 14, 12	15,988 51	11,025 78			4,962 73
	VSP	182 000	Jun 10, 10	Feb 14, 12	8,979 48	6,842 91			2,136 57
	VSP	53 000	Jun 10, 10	Mar 13, 12	2,861 46	1,992 71			868 75
	VSP	120 000	Jun 11, 10	Feb 14, 12	5,920 54	4,617 94			1,302 60
	VSP	175 000	Jun 15, 10	Feb 14, 12	8,634 12	6,857 27			1,776 85
	VSP	125 000	Jul 23, 10	Feb 13, 12	6,179 32	4,918 16			1,261 16
	VSP	135 000	Jul 26, 10	Feb 13, 12	6,673 67	5,303 07			1,370 60
CVS CAREMARK CORP	VSP	53 000	Jul 26, 10	Feb 14, 12	2,614 90	2,081 95			532 95
	VSP	842 000	Dec 16, 10	Oct 09, 12	40,581 72	28,925 48			11,656 24
	VSP	219 000	Dec 16, 10	Dec 11, 12	10,404 46	7,523 37			2,881 09
VSP		199 000	Dec 16, 10	Dec 13, 12	9,750 18	6,836 31			2,913 87

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Account name: HARRY W BASIS JR FOUNDATION
Friendly account name UBS Asset Mgt
Account number TX 02885 S4

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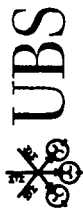
Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
DANAHER CORP	VSP	558 000	Dec 17, 10	Sep 07, 12	25,692 75	19,180 69			6,512 06
	VSP	397 000	Dec 17, 10	Sep 25, 12	19,028 10	13,646 48			5,381 62
	VSP	435 000	Dec 17, 10	Oct 09, 12	20,965 62	14,952 69			6,012 93
	VSP	384 000	Dec 20, 10	Dec 13, 12	18,814 43	13,180 72			5,633 71
	VSP	586 000	Jan 20, 11	Aug 07, 12	26,143 98	20,684 10			5,459 88
	VSP	62 000	Jan 20, 11	Sep 07, 12	2,854 74	2,188 42			666 32
	VSP	224 000	Aug 05, 11	Dec 13, 12	10,975 08	7,652 87			3,322 21
	VSP	132 000	Dec 21, 10	May 18, 12	6,804 07	6,243 01			561 06
DISCOVERY COMMUNICATIONS INC CL A	VSP	236 000	Dec 21, 10	Sep 12, 12	12,907 38	11,161 73			1,745 65
	VSP	30 000	Dec 21, 10	Dec 11, 12	1,602 36	1,418 87			183 49
	VSP	132 000	Aug 31, 11	Dec 11, 12	7,050 41	6,038 59			1,011 82
	FIFO	670 000	Apr 05, 10	Sep 27, 12	39,698 67	22,779 16			16,919 51
	VSP	126 000	Apr 06, 10	Jun 22, 12	6,668 79	4,342 97			2,325 82
	VSP	274 000	Apr 06, 10	Sep 25, 12	16,207 55	9,444 23			6,763 32
	VSP	314 000	Apr 07, 10	Sep 25, 12	18,573 62	10,744 33			7,829 29
	FIFO	253 000	Apr 07, 10	Sep 27, 12	14,990 69	8,657 05			6,333 64
EMC CORP MASS	VSP	530 000	Jun 30, 10	Jun 22, 12	28,051 26	19,068 37			8,982 89
	VSP	140 000	Jul 22, 10	Jun 14, 12	7,015 11	5,053 04			1,962 07
	VSP	27 000	Jul 22, 10	Jun 22, 12	1,429 02	974 51			454 51
	VSP	239 000	Nov 17, 10	Jun 14, 12	11,975 79	9,878 54			2,097 25
	FIFO	4,203 000	Apr 16, 10	May 24, 12	101,947 91	81,392 57			20,555 34
	FIFO	537 000	Jun 30, 10	May 24, 12	13,025 47	10,042 28			2,983 19
	FIFO	923 000	Sep 01, 10	May 24, 12	22,388 27	17,677 57			4,710 70
	FIFO	752 000	Sep 08, 10	May 24, 12	18,240 50	15,051 05			3,189 45
EOG RESOURCES INC	FIFO	825 000	Sep 17, 10	May 24, 12	20,011 19	16,967 03			3,044 16
	FIFO	352 000	Oct 14, 10	May 24, 12	8,538 11	7,453 00			1,085 11
	FIFO	330 000	Oct 18, 11	Dec 05, 12	39,325 91	28,295 92			11,029 99
	FIFO	309 000	Oct 19, 11	Dec 05, 12	36,823 35	27,151 36			9,671 99



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Account name: HARRY W BASS JR FOUNDATION
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Account number: TX 02885 S4

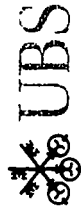
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Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment(\$)	Loss (\$)	Gain (\$)
EXPRESS SCRIPTS HLDG CO	FIFO	83 000	Feb 09, 10	May 11, 12	4,636 79	3,512 46			1,124 33
EXPRESS SCRIPTS INC									
MERGER EFF 04/2012									
FMC CORP NEW									
VSP	VSP	118 000	Dec 08, 09	Mar 13, 12	6,370 48	5,188 76			1,181 72
VSP	VSP	1,034 000	Dec 08, 09	Apr 02, 12	57,702 27	45,467 56			12,234 71
VSP	VSP	505 000	Feb 09, 10	Apr 02, 12	28,181 47	21,370 97			6,810 50
VSP	VSP	189 000	May 03, 11	May 14, 12	19,768 72	15,948 56			3,820 16
VSP	VSP	121 000	May 03, 11	May 16, 12	12,402 15	10 210 46			2,191 69
VSP	VSP	20 000	May 03, 11	Jun 14, 12	1,006 77	843 84			162 93
FIFO	FIFO	856 000	May 04, 11	Jul 11, 12	43,783 84	35,615 89			8,167 95
VSP	VSP	378 000	May 13, 11	Jun 14, 12	19,028 09	15,787 37			3,240 72
FIFO	FIFO	10 000	May 13, 11	Jul 11, 12	511 49	417 66			93 83
FMC TECHNOLOGIES INC									
VSP	VSP	178 000	Jan 21, 11	Jan 23, 12	9,274 06	7,679 52			1,594 54
VSP	VSP	349 000	Mar 10, 11	Sep 27, 12	16,305 47	15,507 95			797 52
VSP	VSP	259 000	Jun 30, 11	Sep 12, 12	12,743 91	11,579 89			1,164 02
VSP	VSP	164 000	Jun 30, 11	Sep 27, 12	7,662 16	7,332 44			329 72
GOOGLE INC CL A									
VSP	VSP	78 000	Dec 08, 09	Mar 09, 12	47,393 38	45,815 80			1,577 58
VSP	VSP	45 000	Dec 08, 09	Apr 12, 12	28,979 95	26,432 18			2,547 77
VSP	VSP	46 000	Dec 08, 09	Apr 16, 12	28,022 68	27,019 58			1,003 10
VSP	VSP	18 000	Dec 08, 09	Sep 07, 12	12,703 53	10,572 87			2,130 66
VSP	VSP	6 000	Dec 08, 09	Dec 11, 12	4,144 47	3,524 29			620 18
KELLOGG CO									
VSP	VSP	425 000	Dec 08, 09	Feb 01, 12	21,063 48	22,397 85		-1,334 37	
VSP	VSP	830 000	Dec 08, 09	Feb 02, 12	42,036 12	43,741 68		-1,705 56	
VSP	VSP	200 000	Dec 08, 09	Feb 08, 12	10,073 97	10,540 16		-466 19	
VSP	VSP	385 000	Dec 08, 09	Feb 09, 12	19,336 51	20,289 81		-953 30	
VSP	VSP	285 000	Dec 08, 09	Feb 10, 12	14,180 69	15,019 73		-839 04	
VSP	VSP	326 000	Dec 08, 09	Feb 13, 12	16,324 46	17,180 47		-856 01	
VSP	VSP	44 000	Jul 30, 10	Feb 13, 12	2,203 29	2,187 95			15 34
FIFO	FIFO	381 000	Jul 30, 10	Feb 14, 12	19,007 57	18,945 64			61 93
LAS VEGAS SANDS CORP									
VSP	VSP	347 000	Sep 16, 10	Apr 26, 12	19,551 14	11,211 05			8,340 09
VSP	VSP	411 000	Oct 06, 10	Mar 20, 12	23,571 49	15,169 72			8,401 77

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Private Wealth Solutions

Account name: HARRY W BASS JR FOUNDATION
Friendly account name: UBS Asset Mgt
Account number: TX 02885 S4

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STROUD INVESTMENT CONSULTING
214-220-0400/888-430-557

Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
VSP	VSP	87 000	Oct 06, 10	Apr 26, 12	4,901 87	3,211 11			1,690 76
VSP	VSP	495 000	Mar 21, 11	Apr 26, 12	27,889 95	19,127 15			8,762 80
VSP	VSP	508 000	Mar 24, 11	Apr 26, 12	28,622 41	20,831 81			7,790 60
VSP	VSP	587 000	Jun 01, 11	Sep 27, 12	27,524 10	25,052 81			2,471 29
VSP	VSP	160 000	Jun 01, 11	Dec 11, 12	7,182 60	6,828 70			353 90
VSP	VSP	7 000	Aug 05, 11	Dec 11, 12	314 24	294 46			19 78
VSP	VSP	181 000	Oct 24, 11	Dec 11, 12	8,125 32	7,968 02			157 30
LAUDER ESTÉE COS CL A	VSP	214 000	Jul 13, 11	Sep 07, 12	13,052 52	11,399 38			1,653 14
VSP	VSP	31 000	Jul 13, 11	Dec 11, 12	1,873 00	1,651 31			221 69
VSP	VSP	272 000	Nov 23, 11	Dec 11, 12	16,434 09	14,666 62			1,767 47
MCDONALDS CORP	VSP	87 000	Dec 08, 09	Jan 25, 12	8,617 21	5,280 47			3,336 74
VSP	VSP	355 000	Dec 08, 09	Jun 20, 12	31,453 00	21,546 72			9,906 28
VSP	VSP	273 000	Dec 08, 09	Jul 02, 12	24,007 74	16,569 74			7,438 00
FIFO	FIFO	1,240 000	Dec 08, 09	Aug 16, 12	108,759 82	75,261 80			33,498 02
VSP	VSP	263 000	Jan 20, 11	Jan 25, 12	26,049 75	19,772 05			6,277 70
MERCADOLIBRE INC	VSP	19 000	Apr 04, 11	Dec 11, 12	1,486 63	1,623 94		-137 31	
ORACLE CORP	FIFO	2,900 000	Dec 08, 09	Mar 08, 12	87,107 18	63,971 68			23,135 50
PRICELINE COM INC NEW	VSP	25 000	Jun 11, 10	Mar 20, 12	17,261 94	4,528 15			12,733 79
VSP	VSP	24 000	Jun 11, 10	May 03, 12	18,187 23	4,347 02			13,840 21
VSP	VSP	58 000	Jun 11, 10	Jun 14, 12	37,078 19	10,505 30			26,572 89
VSP	VSP	38 000	Jun 21, 10	Feb 16, 12	21,522 47	7,396 05			14,126 42
VSP	VSP	7 000	Jun 21, 10	Mar 20, 12	4,833 34	1,362 43			3,470 91
VSP	VSP	42 000	Oct 31, 11	Dec 07, 12	27,694 31	21,783 05			5,911 26
VSP	VSP	24 000	Oct 31, 11	Dec 11, 12	15,088 94	12,447 46			2,641 48
QUALCOMM INC	VSP	17 000	Dec 08, 09	Dec 11, 12	1,091 05	764 13			326 92
VSP	VSP	203 000	Nov 23, 11	Dec 11, 12	13,028 38	10,637 10			2,391 28
RALPH LAUREN CORP CL A	VSP	21 000	May 31, 11	Jun 14, 12	2,971 87	2,657 89			313 98
VSP	VSP	17 000	May 31, 11	Dec 11, 12	2,583 43	2,151 62			431 81
VSP	VSP	85 000	Jun 23, 11	Sep 12, 12	13,439 90	10,818 48			2,621 42

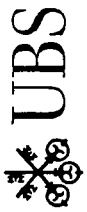
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Private Wealth Solutions

Account name: HARRY W BASS JR FOUNDATION
Friendly account name: UBS Asset Mgt
Account number: TX 02885 S4

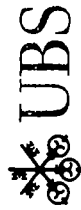
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STROUD INVESTMENT CONSULTING
214-220-0400/888-430-5575

Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
RIVERBED TECHNOLOGY INC									
VSP		42 000	Jun 23, 11	Dec 11, 12	6,382 60	5,345 60			1,037 00
FIFO		880 000	Dec 14, 10	Sep 28, 12	20,605 00	30,210 58		-9,605 58	
FIFO		759 000	Dec 15, 10	Sep 28, 12	17,771 82	25,984 52		-8,212 70	
VSP		440 000	Dec 30, 10	Jul 26, 12	7,943 76	15,958 80		-8,015 04	
FIFO		89 000	Dec 30, 10	Sep 28, 12	2,083 91	3,228 03		-1,144 12	
FIFO		404 000	Jan 26, 11	Sep 28, 12	9,459 57	13,685 36		-4,225 79	
ROPER INDS INC NEW									
FIFO		85 000	Apr 06, 10	Dec 19, 12	9,385 81	5,017 56			4,368 25
FIFO		155 000	Apr 07, 10	Dec 19, 12	17,115 31	9,229 09			7,886 22
VSP		59 000	Apr 08, 10	Oct 09, 12	6,429 12	3,533 51			2,895 61
VSP		56 000	Apr 08, 10	Dec 18, 12	6,214 00	3,353 84			2,860 16
FIFO		5 000	Apr 08, 10	Dec 19, 12	552 11	299 45			252 66
VSP		100 000	Apr 09, 10	Oct 09, 12	10,896 82	6,029 11			4,867 71
VSP		235 000	Apr 12, 10	Aug 03, 12	24,369 58	14,290 28			10,079 30
VSP		114 000	Apr 13, 10	Aug 03, 12	11,821 84	6,931 59			4,890 25
VSP		76 000	Apr 13, 10	Oct 09, 12	8,281 58	4,621 06			3,660 52
FIFO		105 000	Jun 14, 10	Dec 19, 12	11,594 24	6,199 43			5,394 81
FIFO		120 000	Jun 15, 10	Dec 19, 12	13,250 56	7,141 08			6,109 48
VSP		7 000	Jul 23, 10	Jul 30, 12	716 98	430 91			286 07
VSP		98 000	Jul 23, 10	Aug 03, 12	10,162 63	6,032 80			4,129 83
VSP		109 000	Jul 26, 10	Jul 30, 12	11,164 52	7,012 22			4,152 30
SALESFORCE COM INC									
VSP		58 000	Mar 24, 11	Apr 24, 12	8,726 53	7,452 04			1,274 49
VSP		60 000	Mar 24, 11	Jun 01, 12	7,964 65	7,709 00			255 65
VSP		80 000	Mar 25, 11	Apr 24, 12	12,036 59	10,300 06			1,736 53
VSP		40 000	Apr 13, 11	Apr 24, 12	6,018 29	5,393 76			624 53
VSP		126 000	Oct 27, 11	Dec 11, 12	20,687 10	16,890 59			3,796 51
SCHLUMBERGER LTD NETHERLANDS ANTILLES									
VSP		192 000	Oct 14, 11	Dec 11, 12	13,873 01	13,362 87			510 14
SHERWIN WILLIAMS CO									
VSP		267 000	Dec 08, 09	May 10, 12	33,057 80	16,399 61			16,658 19
VSP		169 000	Dec 08, 09	May 11, 12	20,723 71	10,380 27			10,343 44
VSP		182 000	Dec 08, 09	May 18, 12	21,128 52	11,178 76			9,949 76

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Private Wealth Solutions

Account name: HARRY W BASS JR FOUNDATION
Friendly account name: UBS Asset Mgt
Account number: TX 02885 S4

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STROUD INVESTMENT CONSULTING
214-220-0400/888-430-557

Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment(\$)	Loss (\$)	Gain (\$)
VSP	VSP	157 000	Dec 08, 09	Jun 14, 12	20,390 86	9,643 22			10,747 64
VSP	VSP	127 000	Dec 08, 09	Jun 14, 12	16,494 52	7,800 56			8,693 96
VSP	VSP	100 000	Dec 08, 09	Dec 11, 12	14,966 66	6,142 17			8,824 49
UNION PACIFIC CORP	VSP	154 000	Dec 08, 09	Dec 11, 12	19,239 71	9,851 53			9,388 18
VISA INC CL A	VSP	110 000	Aug 24, 11	Sep 07, 12	14,234 43	9,373 71			4,860 72
VSP	VSP	134 000	Oct 03, 11	Dec 11, 12	19,919 45	11,492 47			8,426 98
VSP	VSP	201 000	Oct 13, 11	Dec 07, 12	29,770 57	18,600 40			11,170 17
VSP	VSP	54 000	Oct 13, 11	Dec 11, 12	8,027 24	4,997 12			3,030 12
WATSON PHARMACEUTICAL INC	VSP	135 000	Oct 06, 10	May 04, 12	9,979 44	5,967 92			4,011 52
FIFO	FIFO	110 000	Oct 06, 10	May 07, 12	8,172 57	4,862 75			3,309 82
VSP	VSP	120 000	Oct 07, 10	May 04, 12	8,870 62	5,328 40			3,542 22
VSP	VSP	135 000	Oct 08, 10	May 04, 12	9,979 44	6,058 57			3,920 87
VSP	VSP	105 000	Oct 11, 10	May 04, 12	7,761 78	4,725 34			3,036 44
VSP	VSP	137 000	Oct 12, 10	May 02, 12	10,240 36	6,260 45			3,979 91
VSP	VSP	193 000	Oct 12, 10	May 04, 12	14,266 91	8,819 46			5,447 45
VSP	VSP	86 000	Oct 13, 10	Apr 26, 12	6,411 68	3,979 74			2,431 94
VSP	VSP	144 000	Oct 13, 10	May 02, 12	10,763 58	6,663 76			4,099 82
VSP	VSP	85 000	Oct 14, 10	Apr 26, 12	6,337 12	3,962 94			2,374 18
VSP	VSP	35 000	Oct 19, 10	Apr 11, 12	2,339 75	1,638 59			701 16
VSP	VSP	281 000	Oct 19, 10	Apr 26, 12	20,949 80	13,155 58			7,794 22
VSP	VSP	370 000	Nov 02, 10	Apr 11, 12	24,734 61	18,151 35			6,583 26
VSP	VSP	44 000	Mar 08, 11	Apr 11, 12	2,941 41	2,480 49			460 92
Total					\$3,543,219.15	\$2,612,783.47		-\$79,920.32	\$1,010,356.00
Net long-term capital gains or losses									\$930,435.68
Net capital gains/losses:									\$939,816.18





UBS Financial Services Inc
100 Crescent Court
Suite 600
Dallas TX 75201-1842

EPP1000571477 1212 X123 TX 0

2012 Year End Summary

Account name: HARRY W BASS JR FOUNDATION

Friendly account name: Insight Capital

Account number: TX 13055 S4

Your Financial Advisor

STROUD INVESTMENT CONSULTING

Phone 214-220-0400/888-430-5579

HARRY W BASS JR FOUNDATION

4809 COLE AVE

SUITE 250

DALLAS TX 75205-3553

Summary of gains and losses

	Amount (\$)
Short term	144,204 94
Long term	879 71
Total	\$145,084.65

Realized gains and losses

Estimated 2012 gains and losses for transactions with trade dates through 12/31/12 have been incorporated into this statement. Please note that gain or loss recognized on the sale or redemption of certain Structured Products, like Contingent Debt Securities, may be ordinary, and not capital, gain or loss. Please check with your tax advisor. To calculate gains and losses, we liquidate the oldest security lot first. This is known as the first-in, first-out or FIFO accounting method. We use this method unless you specified which tax lot to close when you placed your order. This is known as a versus purchases or VSP order.

Short-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
ACHILLION PHARMACEUTICALS INC	FIFO	1,029 000	Jan 10, 12	Jan 26, 12	10,637 08	11,406 77		-769 69	



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Member SIPC

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Managed Accounts Consulting

Account name: HARRY W BASS JR FOUNDATION
Friendly account name: Insight Capital
Account number: TX 13055 S4

Your Financial Advisor
STROUD INVESTMENT CONSULTING
214-220-0400/888-430-5575

Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment(\$)	Loss (\$)	Gain (\$)
AEROPOSTALE INC	FIFO	915 000	Mar 15, 12	May 08, 12	18,152 64	19,381 07		-1,228 43	
AKORN INC	FIFO	1,722 000	Nov 01, 11	Mar 06, 12	19,101 28	17,203 64			1,897 64
ALUN TECHNOLOGY INC	FIFO	282 000	Apr 24, 12	Jun 20, 12	9,609 55	8,953 81			655 74
	FIFO	135 000	Apr 24, 12	Nov 26, 12	3,631 41	4,286 40		-654 99	
ARIAD PHARMACEUTICALS INC	FIFO	814 000	Nov 07, 11	Jan 10, 12	11,205 06	9,038 33			2,166 73
ASCENA RETAIL GROUP INC	FIFO	230 000	Mar 06, 12	Jul 31, 12	4,279 97	4,768 83		-488 86	
ASPEN TECHNOLOGY INC DEL CHANGE IN STATE OF INC	FIFO	555 000	Mar 06, 12	Oct 09, 12	13,375 53	10,940 49			2,435 04
BASIC ENERGY SERVICES INC NEW	FIFO	423 000	Jul 25, 11	Jan 26, 12	7,146 95	15,184 35		-8,037 40	
	FIFO	439 000	Jul 26, 11	Jan 26, 12	7,417 29	15,307 93		-7,890 64	
	FIFO	301 000	Jul 28, 11	Jan 26, 12	5,085 66	9 849 35		-4,763 69	
BRUNSWICK CORP	FIFO	424 000	Sep 13, 12	Dec 07, 12	11,001 41	10,536 40			465 01
BUFFALO WILD WINGS INC	FIFO	10 000	Oct 20, 11	Jan 13, 12	662 84	615 90			46 94
	FIFO	192 000	Oct 24, 11	Jan 13, 12	12,726 51	12,429 52			296 99
CABELA'S INC	FIFO	196 000	Sep 13, 12	Dec 17, 12	8,069 73	10,436 41		-2,366 68	
CARBO CERAMICS INC	FIFO	94 000	May 03, 11	Feb 06, 12	9,304 91	14,396 28		-5,091 37	
	FIFO	115 000	Oct 27, 11	Feb 06, 12	11,383 66	16,561 79		-5,178 13	
CARDTRONICS INC	FIFO	644 000	Dec 07, 11	Feb 03, 12	16,552 03	17,573 99		-1,021 96	
CARPENTER TECHNOLOGY	FIFO	201 000	Oct 27, 11	Jan 18, 12	11,019 30	11,959 94		-940 64	
	FIFO	85 000	Oct 27, 11	Mar 02, 12	4,421 85	5,057 69		-635 84	
	FIFO	237 000	Oct 28, 11	Mar 02, 12	12,329 15	13,911 76		-1,582 61	
CARTER'S INC	FIFO	140 000	Mar 06, 12	May 30, 12	7,545 48	6,651 89			893 59
	FIFO	261 000	Mar 06, 12	Jul 23, 12	13,769 48	12,401 02			1,368 46
CENTENE CORP	FIFO	302 000	Jun 28, 12	Dec 14, 12	12,370 36	9,329 84			3,040 52
CINEMARK HOLDINGS INC	FIFO	217 000	Jun 21, 12	Dec 27, 12	5,481 15	4,662 20			818 95
CIRRUS LOGIC INC	FIFO	911 000	Jan 10, 12	Apr 20, 12	19,280 51	17,598 33			1,682 18
	FIFO	487 000	Jan 12, 12	Apr 20, 12	10,306 93	9,752 03			554 90
CLEAN HARBORS INC	FIFO	145 000	Jul 05, 11	Jan 31, 12	9,219 43	7,641 57			1,577 86
	FIFO	133 000	Jul 05, 11	Mar 29, 12	8,909 39	7,009 17			1,900 22

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Managed Accounts Consulting

Account name: HARRY W BASS JR FOUNDATION
Friendly account name: Insight Capital
Account number: TX 13055 S4

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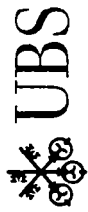
Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
COGENT COMMUNICATIONS GROUP INC NEW	FIFO	146 000	Nov 02, 11	Mar 29, 12	9,780 23	8,508 53			1,271 70
	FIFO	13 000	Mar 02, 12	Mar 29, 12	870 84	858 40			12 44
	FIFO	145 000	Mar 02, 12	Apr 17, 12	9,329 79	9,574 50		-244 71	
	FIFO	218 000	Mar 02, 12	Jun 21, 12	12,585 09	14,394 76		-1,809 67	
COLFAX CORP	FIFO	502 000	Jun 21, 12	Nov 30, 12	10,657 87	9,352 31			1,305 56
	FIFO	327 000	Jun 04, 12	Jun 20, 12	9,795 39	8,786 29			1,009 10
	FIFO	83 000	Mar 06, 12	Jun 21, 12	5,488 93	4,790 34			698 59
	FIFO	141 000	Jul 15, 11	Feb 03, 12	5,894 26	5,053 55			840 71
CONCUR TECHNOLOGIES INC	FIFO	163 000	Jul 18, 11	Feb 03, 12	6,813 94	5,639 15			1,174 79
	FIFO	114 000	Aug 10, 11	Jul 19, 12	4,645 26	3,544 68			1,100 58
	FIFO	613 000	Jan 03, 12	May 02, 12	10,554 33	7,977 21			2,577 12
	FIFO	352 000	Jan 03, 12	Jun 04, 12	5,159 96	4,580 72			579 24
DOMINO'S PIZZA INC	FIFO	1,069 000	Apr 05, 12	Jun 04, 12	15,670 44	15,002 45			667 99
	FIFO	580 000	Oct 18, 11	Jan 24, 12	18,382 10	17,315 96		-14 67	1,066 14
	FIFO	1,310 000	Jan 27, 12	Mar 01, 12	13,556 03	13,570 70	-158 49		
	FIFO	3 000	Feb 03, 12	Mar 01, 12	31 04	32 89		-1 85	
EMULEX CORP NEW	FIFO	1,199 000	Feb 03, 12	Mar 06, 12	11,649 63	13,305 05	158 49	-1,655 42	
	FIFO	164 000	Jun 08, 11	Jan 06, 12	4,798 53	5,592 68		-794 15	
	FIFO	235 000	Aug 11, 11	Jan 06, 12	6,875 94	7,421 11		-545 17	
	FIFO	629 000	Feb 06, 12	Mar 01, 12	12,235 33	13,981 60		-1,746 27	
EZCHIP SEMICONDUCTOR LTD ORD ILS	FIFO	591 000	Oct 07, 11	Feb 17, 12	14,050 12	12,409 40			1,640 72
	FIFO	50 000	Oct 11, 11	Feb 17, 12	1,188 67	1,041 75			146 92
	FIFO	598 000	Oct 11, 11	Mar 29, 12	14,977 23	12,459 39			2,517 84
	FIFO	289 000	Nov 03, 11	Jan 24, 12	8,683 85	9,573 30		-889 45	
FINISAR CORP COM NEW	FIFO	241 000	Nov 03, 11	Jan 25, 12	6,035 49	7,983 27		-1,947 78	
	FIFO	352 000	Nov 22, 11	Jan 25, 12	8,815 31	11,470 10		-2,654 79	
	FIFO	241 000	May 11, 12	Jul 24, 12	9,149 28	8,402 73			746 55
	FIFO								

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Managed Accounts Consulting

Account name: HARRY W BASS JR FOUNDATION
Friendly account name: Insight Capital
Account number: TX 13055 54

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214-220-0400/888-430-5579

Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
GREENBRIER COS INC	FIFO	457 000	Jan 06, 12	Feb 28, 12	11,718 17	11,748 10		-29 93	
	FIFO	202 000	Jan 06, 12	Mar 06, 12	4,468 56	5,192 81		-724 25	
	FIFO	27 000	Jan 13, 12	Mar 06, 12	597 28	669 02		-71 74	
	FIFO	514 000	Jan 13, 12	Apr 19, 12	9,052 82	12,736 09		-3,683 27	
	FIFO	29 000	Jan 24, 12	Apr 19, 12	510 76	658 45		-147 69	
	FIFO	525 000	Jan 24, 12	May 03, 12	8,956 24	11,920 23		-2,963 99	
GROUP 1 AUTOMOTIVE INC	FIFO	169 000	Dec 07, 11	May 02, 12	9,533 76	8,592 72			961 04
HALOZYME THERAPEUTICS INC	FIFO	1,934 000	Oct 27, 11	Apr 18, 12	15,684 77	17,292 86		-1,608 09	
HEARTLAND PAYMENT SYSTEMS INC	FIFO	338 000	Feb 09, 12	Jul 03, 12	10,197 91	9,150 94			1,046 97
HENRY JACK & ASSOC INC	FIFO	144 000	Mar 06, 12	Jun 20, 12	4,887 91	4,740 75			147 16
	FIFO	125 000	Jun 04, 12	Jun 20, 12	4,242 98	4 091 93			151 05
HHGREGG INC	FIFO	872 000	Nov 04, 11	Jan 05, 12	11,441 99	12,507 45		-1,065 46	
	FIFO	48 000	Nov 04, 11	Jan 10, 12	547 72	688 48		-140 76	
	FIFO	1,318 000	Nov 09, 11	Jan 10, 12	15,039 41	21,046 88		-6,007 47	
HOME PROPERTIES INC	FIFO	81 000	Mar 06, 12	Jun 20, 12	4,858 99	4,770 08			88 91
HORNBECK OFFSHORE SERVICES INC NEW	FIFO	318 000	Nov 08, 11	Feb 27, 12	13,323 04	10,227 13			3,095 91
	FIFO	197 000	Nov 08, 11	Mar 06, 12	7,806 37	6,335 68			1,470 69
	FIFO	22 000	Nov 08, 11	May 03, 12	895 98	707 54			188 44
	FIFO	218 000	Nov 09, 11	May 03, 12	8,878 40	6,695 50			2,182 90
HOVNANIAN ENTERPRISES INC CL A	FIFO	4,467 000	Jun 06, 12	Sep 19, 12	16,941 61	8,961 70			7,979 91
INHIBITEX INC **MERGER EFF 03/2012**	FIFO	780 000	Nov 07, 11	Jan 09, 12	18,528 86	7,725 82			10,803 04
	FIFO	1,403 000	Nov 10, 11	Jan 09, 12	33,328 18	13,070 21			20,257 97
INNPHOS HOLDINGS INC	FIFO	190 000	May 30, 12	Nov 26, 12	9,010 08	9,508 13		-498 05	
INVENSENSE INC	FIFO	718 000	Aug 15, 12	Oct 24, 12	8,059 22	9,962 39		-1,903 17	
IPG PHOTONICS CORP	FIFO	193 000	Jan 10, 12	Feb 06, 12	10,737 33	8,849 24			1,888 09

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Managed Accounts Consulting

Account name: HARRY W BASS JR FOUNDATION
Friendly account name: Insight Capital
Account number: TX 13055 S4

Your Financial Advisor
STROUD INVESTMENT CONSULTING
214-220-0400/888-430-5559

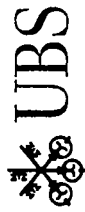
Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
JAZZ PHARMACEUTICALS INC									
MERGER EFF 01/2012									
JAZZ PHARMACEUTICALS PLC									
Adjustment	FIFO	386 000	Mar 11, 11	Jan 18, 12	17,906 54	10,805 80			7,100 74
	FIFO	272 000	Nov 02, 11	Jan 18, 12	12,618 08	10,367 82			2,250 26
	FIFO	238 000	Nov 03, 11	Jan 18, 12	11,040 82	8,958 89			2,081 93
Adjustment	Adjustment	330 000	Mar 11, 11	Feb 03, 12	15,744 72	15,308 70			436 02
	Adjustment	56 000	Mar 11, 11	Feb 17, 12	2,670 39	2,597 84			72 55
	Adjustment	118 000	Nov 02, 11	Feb 17, 12	5,626 89	5,474 02			152 87
	FIFO	154 000	Nov 02, 11	May 30, 12	6,851 86	6,851 86	-292 20		
	FIFO	122 000	Nov 03, 11	May 30, 12	5,428 09	5,570 40	-89 18	-142 31	
KB HOME									
	FIFO	926 000	Jan 13, 12	Feb 16, 12	11,276 53	8,146 58			3,129 95
	FIFO	1,158 000	Jan 13, 12	May 02, 12	10,144 66	10,187 62		-42 96	
	FIFO	1,264 000	Mar 23, 12	May 02, 12	11,073 27	13,363 89		-2,290 62	
	FIFO	91 000	Mar 26, 12	May 02, 12	797 21	878 13		-80 92	
	FIFO	984 000	Mar 26, 12	May 11, 12	8,024 73	9,495 41		-1,470 68	
	FIFO	368 000	Mar 27, 12	May 11, 12	3,001 12	3,626 64		-625 52	
	FIFO	649 000	Mar 27, 12	May 29, 12	5,016 66	6,395 90		-1,379 24	
	FIFO	770 000	Mar 28, 12	May 29, 12	5,951 96	7,129 74		-1,177 78	
	FIFO	1,705 000	Jun 29, 12	Sep 06, 12	19,958 45	16,586 07			3,372 38
	FIFO	498 000	Jun 29, 12	Sep 19, 12	6,530 57	4,844 49			1,686 08
LEAPFROG ENTERPRISES INC									
	FIFO	1,339 000	May 30, 12	Sep 10, 12	11,296 08	14,048 79		-2,752 71	
LENNAR CORP									
RECLASSIFICATION AS OF 4/03									
	FIFO	445 000	Dec 21, 11	Feb 14, 12	10,521 95	8,788 71			1,733 24
	FIFO	405 000	Dec 21, 11	May 10, 12	11,435 53	7,998 71			3,436 82
	FIFO	130 000	Dec 23, 11	May 10, 12	3,670 66	2,502 59			1,168 07
	FIFO	332 000	Dec 23, 11	Jul 23, 12	10,270 65	6,391 23			3,879 42
	FIFO	342 000	Jan 18, 12	Jul 23, 12	10,580 01	7,865 28			2,714 73
MDC HOLDINGS INC DEL									
	FIFO	560 000	Feb 07, 12	Mar 06, 12	12,776 51	14,024 14		-1,247 63	
MEDICIS PHARMACEUTICAL									
CORP NEW *MERGER									
EFF-12/2012* CL A									
	FIFO	283 000	Jul 11, 12	Sep 14, 12	12,309 88	9,676 36			2,633 52



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Managed Accounts Consulting

Account name: HARRY W BASS JR FOUNDATION
Friendly account name: Insight Capital
Account number: TX 13055 S4

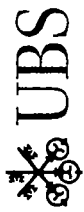
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214-220-0400/888-430-5579

Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment(\$)	Loss (\$)	Gain (\$)
MEDIVATION INC	FIFO	113 000	Nov 04, 11	May 17, 12	9,448 89	4,833 44			4,615 45
	FIFO	85 000	Nov 04, 11	May 31, 12	7,189 38	3,635 77			3,553 61
	FIFO	162 000	Nov 04, 11	Nov 02, 12	7,835 14	3,464 68			4,370 46
MELANOX TECHNOLOGIES LTD ILS	FIFO	116 000	Apr 20, 12	Jul 18, 12	7,479 52	7,133 57			345 95
	FIFO	119 000	Apr 20, 12	Aug 15, 12	12,889 41	7,318 06			5,571 35
MID AMER APARTMENT COMMUNITIES INC	FIFO	139 000	May 29, 12	Jun 20, 12	9,297 54	9,384 60		-87 06	
NCR CORP NEW	FIFO	820 000	Feb 14, 12	Jun 07, 12	17,085 79	17,912 74		-826 95	
	FIFO	53 000	Feb 14, 12	Jul 18, 12	1,282 25	1,157 77			124 48
	FIFO	600 000	Apr 16, 12	Jul 18, 12	14,516 01	13,216 92			1,299 09
NEWMARKET CORP	FIFO	65 000	May 30, 12	Jun 20, 12	13,651 09	14,008 20		-357 11	
NEWPARK RES INC NEW	FIFO	1,390 000	Nov 04, 11	Jan 11, 12	13,353 61	13,350 39			3 22
	FIFO	1,351 000	Nov 04, 11	Jan 24, 12	12,531 90	12,975 82		-443 92	
NU SKIN ENTERPRISES INC	FIFO	268 000	Oct 25, 11	Apr 03, 12	15,013 80	12,818 92			2,194 88
	FIFO	217 000	May 17, 12	Jun 21, 12	9,499 39	9,244 46			254 93
OLD DOMINION FREIGHT LINES INC	FIFO	0 500	Mar 09, 12	Sep 10, 12	15 33	15 76		-0 43	
OLIN CORP	FIFO	450 000	Jun 20, 12	Nov 27, 12	9,419 86	9,318 96			100 90
ON ASSIGNMENT INC	FIFO	289 000	Mar 21, 12	May 07, 12	4,774 00	5,149 89		-375 89	
	FIFO	289 000	Mar 21, 12	May 08, 12	4,743 13	5,149 90		-406 77	
	FIFO	463 000	Mar 21, 12	May 29, 12	7,715 95	8,250 52		-534 57	
ONYX PHARMACEUTICALS INC	FIFO	304 000	Jun 01, 12	Jun 21, 12	18,589 97	13,626 25			4,963 72
OSI SYSTEMS INC COM	FIFO	145 000	Jan 24, 12	Jul 31, 12	9,383 57	8,007 76			1,375 81
	FIFO	78 000	Jan 24, 12	Oct 19, 12	5,916 03	4,307 62			1,608 41
	FIFO	100 000	Jan 24, 12	Nov 15, 12	6,160 97	5,522 59			638 38
OWENS & MINOR INC NEW	FIFO	367 000	May 11, 12	Nov 29, 12	10,137 59	10,537 85		-400 26	
PARAMETRIC TECHNOLOGY CORP NEW	FIFO	685 000	Jan 27, 12	Apr 05, 12	14,800 66	17,837 95		-3,037 29	

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Managed Accounts Consulting

Account name: HARRY W BASS JR FOUNDATION
Friendly account name: Insight Capital
Account number: TX 13055 S4

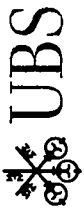
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214-220-0400/888-430-5575

Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
PEETS COFFEE & TEA INC *MERGER EFF 10/2012*	FIFO	228 000	May 29, 12	Jul 23, 12	16,724 74	14,050 57			2,674 17
	FIFO	43 000	Jun 22, 12	Jul 23, 12	3,154 23	2,442 47			711 76
	FIFO	129 000	Jun 22, 12	Jul 31, 12	9,743 32	7,327 42			2,415 90
PHARMACYCLICS INC	FIFO	526 000	Jul 12, 11	Feb 13, 12	13,291 65	6,194 49			7,097 16
	FIFO	290 000	Jul 12, 11	May 29, 12	9,289 97	3,415 22			5,874 75
	FIFO	178 000	Jul 12, 11	Jun 22, 12	8,402 14	2,096 23			6,305 91
PIER 1 IMPORTS INC	FIFO	115 000	Jul 12, 11	Jun 28, 12	5,879 71	1,354 31			4,525 40
	FIFO	647 000	Dec 16, 11	Mar 26, 12	11,857 67	8,637 45			3,220 22
	FIFO	527 000	Dec 16, 11	Mar 30, 12	9,603 51	7,035 45			2,568 06
POLYPORE INTL INC	FIFO	36 000	Dec 16, 11	Jul 03, 12	621 12	480 60			140 52
	FIFO	738 000	Jan 05, 12	Jul 03, 12	12,733 02	10,928 00			1,805 02
	FIFO	27 000	Jan 05, 12	Dec 27, 12	524 37	399 81			124 56
POOL CORP	FIFO	121 000	Apr 17, 12	Dec 27, 12	2,349 98	2,134 80			215 18
	FIFO	91 000	Aug 08, 11	Jan 09, 12	4,149 52	5,002 69		-853 17	
	FIFO	73 000	Oct 04, 11	Jan 09, 12	3,328 74	3,909 12	252 82	-580 38	
PULTE GROUP INC	FIFO	109 000	Oct 04, 11	Jan 09, 12	4,970 30	5,929 75	470 34	-959 45	
	FIFO	258 000	Jul 23, 12	Dec 04, 12	10,797 80	9,518 88			1,278 92
	FIFO	2,207 000	Jan 06, 12	May 17, 12	19,382 32	15,752 69			3,629 63
QUESTCOR PHARMACEUTICALS INC	FIFO	124 000	Jan 06, 12	Jun 04, 12	975 67	885 06			90 61
	FIFO	1,444 000	Mar 29, 12	Jun 04, 12	11,361 86	13,199 89		-1,838 03	
	FIFO	77 000	May 24, 11	Mar 08, 12	2,937 07	1,725 50			1,211 57
	FIFO	324 000	Oct 26, 11	Mar 08, 12	12,358 59	12,417 85	-505 44	-59 26	
	FIFO	41 000	Jan 12, 12	Mar 08, 12	1,563 90	1,442 58			121 32
	FIFO	211 000	Jan 12, 12	Mar 09, 12	7,524 90	7,423 99			100 91
	FIFO	236 000	Feb 06, 12	Mar 09, 12	8,416 48	8,967 13		-550 65	
	FIFO	290 000	Feb 16, 12	Mar 09, 12	10,342 29	10,685 48	505 44	-343 19	
	FIFO	224 000	Jun 01, 12	Sep 06, 12	11,360 52	9,037 73			2,322 79
	FIFO	111 000	Jul 13, 12	Sep 06, 12	5,629 55	4,848 85			780 70





Managed Accounts Consulting

Account name: HARRY W BASS JR FOUNDATION
Friendly account name: Insight Capital
Account number: TX 13055 S4

Your Financial Advisor:
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214-220-0400/888-430-5579

Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
REX ENERGY CORP	FIFO	101 000	Jul 13, 12	Sep 24, 12	1,931 40	4,412 01		-2,480 61	
	FIFO	824 000	Oct 10, 11	Jan 12, 12	10,306 47	10,764 73		-458 26	
ROBBINS & MYERS INC	FIFO	270 000	Oct 07, 11	Feb 06, 12	13,899 95	10,555 41			3,344 54
	FIFO	46 000	Oct 07, 11	Feb 10, 12	2,290 38	1,798 33			492 05
	FIFO	227 000	Jan 20, 12	Feb 10, 12	11,302 54	10,498 82			803 72
RSC HOLDINGS INC									
MERGER EFF 05/2012	FIFO	1,268 000	Oct 19, 11	Jan 06, 12	23,532 10	12,636 38			10,895 72
SALUX PHARMACEUTICALS LTD (DELA)	FIFO	98 000	Mar 06, 12	Jun 20, 12	5,183 69	4,774 56			409 13
SALLY BEAUTY CO INC	FIFO	779 000	Dec 22, 11	Jun 27, 12	20,128 98	16,724 12			3,404 86
SELECT COMFORT CORP	FIFO	500 000	Feb 24, 12	Apr 20, 12	15,384 75	14,413 55			971 20
SHAW GROUP INC	FIFO	463 000	Mar 30, 12	Jul 18, 12	12,032 58	12,560 47	-2,128 76	-527 89	
	FIFO	25 000	Jul 10, 12	Jul 18, 12	649 71	660 49		-10 78	
	FIFO	371 000	Jul 10, 12	Jul 20, 12	9,565 12	11,930 47	2,128 76	-2,365 35	
SHUFFLE MASTER INC *NAME CHANGE 10/ 2012*	FIFO	810 000	Apr 11, 12	Jun 27, 12	10,291 54	13,815 04		-3,523 50	
SIGNATURE BANK NEW YORK N Y	FIFO	81 000	Mar 06, 12	Jul 24, 12	4,854 16	4,774 88			79 28
SILICOM MOTION TECHNOLOGY CORP ADS ADR	FIFO	714 000	Nov 02, 11	Feb 07, 12	13,893 53	13,112 32			781 21
	FIFO	398 000	Feb 03, 12	Feb 07, 12	7,744 57	9,556 54		-1,811 97	
SIX FLAGS ENTERTAINMENT CORP	FIFO	258 000	Jun 27, 12	Oct 24, 12	14,446 02	13,645 13			800 89
SOLARWINDS INC	FIFO	255 000	Mar 09, 12	Oct 09, 12	13,974 62	9,531 26			4,443 36
SOURCEFIRE INC	FIFO	213 000	Feb 22, 12	Jun 04, 12	10,470 43	9,536 24			934 19
	FIFO	7 000	May 08, 12	Jun 04, 12	344 10	380 80		-36 70	
SPREADTRUM COMMUNICATIONS INC	FIFO	708 000	Nov 11, 11	Jan 06, 12	11,211 10	20,228 13		-9,017 03	
	FIFO	180 000	Nov 11, 11	Jan 18, 12	2,823 91	5,142 74		-2,318 83	
	FIFO	352 000	Nov 17, 11	Jan 18, 12	5,522 31	9,786 55		-4,264 24	
	FIFO	472 000	Nov 21, 11	Jan 18, 12	7,404 92	11,212 78		-3,807 86	

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Managed Accounts Consulting

Account name: HARRY W BASS JR FOUNDATION
Friendly account name: Insight Capital
Account number: TX 13055 S4

Your Financial Advisor:
STROUD INVESTMENT CONSULTING
214-220-0400/888-430-5579

Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
SUSQUEHANNA BANCSHARES INC PA	FIFO	1,948 000	Feb 08, 12	May 30, 12	18,553 11	18,772 29		-219 18	
SYNNEX CORP	FIFO	391 000	Jan 11, 12	Mar 06, 12	15,800 53	13,314 33			2,486 20
TANGER FACTORY OUTLET CENTERS INC	FIFO	447 000	May 29, 12	Jul 24, 12	14,178 34	14,068 92			109 42
TERADYNE INC	FIFO	812 000	Jan 26, 12	Mar 06, 12	12,299 46	13,388 74		-1,089 28	
TOLL BROTHERS INC	FIFO	508 000	Mar 29, 12	May 23, 12	13,816 73	12,494 62			1,322 11
	FIFO	90 000	Mar 29, 12	May 29, 12	2,565 11	2,213 61			351 50
	FIFO	412 000	Mar 30, 12	May 29, 12	11,742 51	9,934 60			1,807 91
TREEHOUSE FOODS INC	FIFO	154 000	Jun 04, 12	Dec 13, 12	7,876 63	8,932 54		-1,055 91	
TRIUMPH GROUP INC	FIFO	221 000	Jul 29, 11	Mar 29, 12	13,977 55	11,803 30			2,174 25
	FIFO	137 000	Jul 29, 11	Mar 30, 12	8,584 99	7,316 98			1,268 01
	FIFO	14 000	Aug 01, 11	Mar 30, 12	877 30	752 70			124 60
	FIFO	155 000	Aug 01, 11	Jul 24, 12	9,014 35	8,333 48			680 87
	FIFO	51 000	May 03, 12	Jul 24, 12	2,966 01	3,359 06		-393 05	
UNIVERSAL DISPLAY CORP	FIFO	103 000	Nov 17, 11	Jan 03, 12	3,409 93	6,029 33	819 86	-2,619 40	
	FIFO	31 000	Nov 30, 11	Jan 03, 12	1,026 29	1,393 75	246 76	-367 46	
	FIFO	135 000	Nov 30, 11	Jan 03, 12	4,469 33	7,359 50	2,364 52	-2,890 17	
	FIFO	81 000	Nov 30, 11	Jan 03, 12	2,681 60	4,373 07	1,376 09	-1,691 47	
UNTD RENTALS INC	FIFO	241 000	Oct 19, 11	Feb 10, 12	9,624 05	5,564 16			4,059 89
	FIFO	488 000	Oct 19, 11	Apr 10, 12	18,977 74	11,266 85			7,710 89
	FIFO	410 000	Dec 16, 11	May 11, 12	17,727 26	11,079 47			6,647 79
	FIFO	54 000	Dec 16, 11	May 31, 12	1,838 13	1,459 25			378 88
	FIFO	392 000	Apr 18, 12	May 31, 12	13,343 45	17,569 13		-4,225 68	
	FIFO	581 000	Jul 18, 12	Nov 14, 12	23,041 53	17,775 40			5,266 13
USG CORP NEW	FIFO	994 000	Apr 17, 12	May 07, 12	17,607 61	17,067 28			540 33
	FIFO	357 000	Apr 17, 12	May 11, 12	6,086 10	6,086 10	-43 70		
	FIFO	447 000	Apr 19, 12	May 11, 12	7,620 42	7,099 48			520 94
	FIFO	266 000	Apr 19, 12	May 17, 12	3,828 50	4,257 30	32 56	-428 80	
	FIFO	91 000	Apr 24, 12	May 17, 12	1,309 75	1,453 95	11 14	-144 20	

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Managed Accounts Consulting

Account name: HARRY W BASS JR FOUNDATION
Friendly account name: Insight Capital
Account number: TX 13055 S4

Your Financial Advisor:
STROUD INVESTMENT CONSULTING
214-220-0400/888-430-5579

Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment(\$)	Loss (\$)	Gain (\$)
VIOPHARMA INC	FIFO	478 000	Apr 24, 12	May 17, 12	6,879 80	7,578 74		-698 94	
	FIFO	587 000	Dec 15, 11	Mar 15, 12	17,323 40	16,282 73			1,040 67
	FIFO	310 000	Jan 06, 12	Mar 15, 12	9,148 65	8,783 32			365 33
VIVUS INC	FIFO	494 000	Feb 23, 12	May 11, 12	12,122 43	9,432 73			2,689 70
	FIFO	372 000	Mar 13, 12	May 11, 12	9,128 64	7,334 05			1,794 59
	FIFO	119 000	Mar 13, 12	Jul 03, 12	3,550 81	2,346 11			1,204 70
	FIFO	234 000	Apr 03, 12	Jul 03, 12	6,982 26	5,129 47			1,852 79
	Adjustment	242 000	Apr 03, 12	Sep 21, 12	5,064 56	5,064 56	-240 27		
	Adjustment	307 000	Jul 18, 12	Sep 21, 12	6,424 87	6,564 42	-2,538 07	-139 55	
WARNACO GROUP INC NEW	FIFO	197 000	Sep 13, 12	Dec 20, 12	14,056 23	10,559 65			3,496 58
WASTE CONNECTIONS INC	FIFO	614 000	Feb 09, 11	Jan 27, 12	19,875 59	17,966 38			1,909 21
WELLCARE HEALTH PLANS INC									
	FIFO	200 000	Nov 02, 11	Mar 29, 12	13,942 22	10,481 02			3,461 20
	FIFO	120 000	Nov 02, 11	Apr 17, 12	8,055 22	6,288 61			1,766 61
	Adjustment	21 000	Feb 16, 12	Apr 17, 12	1,409 66	1,409 66	-19 38		
	Adjustment	139 000	Feb 16, 12	Apr 24, 12	9,158 94	9,158 94	-299 94		
WEX INC	FIFO	72 000	Jun 04, 12	Dec 27, 12	5,344 20	3,905 80			1,438 40
WRIGHT EXPRESS CORP									
NAME CHANGE 10/ 2012	FIFO	93 000	Jun 04, 12	Sep 14, 12	6,737 69	5,045 00			1,692 69
ZILLOW INC CL A	FIFO	236 000	May 08, 12	Jun 04, 12	8,361 81	9,845 21		-1,483 40	
	FIFO	237 000	May 08, 12	Sep 25, 12	9,799 40	9,886 93		-87 53	
Total					\$2,142,868.87	\$1,998,663.93		-\$142,820.52	\$287,025.46
Net short-term capital gains and losses									\$144,204.94

Long-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment(\$)	Loss (\$)	Gain (\$)
CUBIST PHARMACEUTICALS INC	FIFO	143 000	Jul 18, 11	Jul 19, 12	5,826 94	4,947 23			879 71
Net capital gains/losses.									\$145,084.65



UBS Financial Services Inc
100 Crescent Court
Suite 600
Dallas TX 75201-1842

EPP1000571493 1212 X123 TX 0

2012 Year End Summary

Account name: HARRY W BASS JR FOUNDATION

Friendly account name: Wentworth Intl

Account number: TX 15684 ST

Your Financial Advisor:

STROUD, STEVEN

Phone 214-220-0400/888-430-5579

HARRY W BASS JR FOUNDATION

4809 COLE AVE

SUITE 250

DALLAS TX 75205-3553

Summary of gains and losses

	Amount (\$)
Short term	-0.28
Long term	10,175.23
Total	\$10,174.95

Realized gains and losses

Estimated 2012 gains and losses for transactions with trade dates through 12/31/12 have been incorporated into this statement. Please note that gain or loss recognized on the sale or redemption of certain Structured Products, like Contingent Debt Securities, may be ordinary, and not capital, gain or loss. Please check with your tax advisor. To calculate gains and losses, we liquidate the oldest security lot first. This is known as the first-in, first-out or FIFO accounting method. We use this method unless you specified which tax lot to close when you placed your order. This is known as a versus purchases or VSP order.

Short-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
EATON CORP PLC	FIFO	0.689	Dec 03, 12	Dec 03, 12	35.32	35.60		-0.28	

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Member SIPC

000357 B100S021 035756

EPP10002000571493 PP1000049324 00310 1212 012004743 TX15684ST0 111000



ACCESS

Account name: HARRY W BASS JR FOUNDATION
Friendly account name: Wentworth Intl
Account number: TX 15684 ST

Your Financial Advisor:
STROUD, STEVEN
214-220-0400/888-430-5579

Realized gains and losses (continued)

Long-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment(\$)	Loss (\$)	Gain (\$)
COOPER INDUSTRIES PLC NEW *MERGER EFF 12/12* CL A	FIFO	290 000	Aug 26, 11	Dec 03, 12	22,959 82	12,784 59			10,175 23
Net capital gains/losses:									\$10,174.95



UBS Financial Services Inc
100 Crescent Court
Suite 600
Dallas TX 75201-1842

EPP1000571487 1212 X123 TX 0

2012 Year End Summary

Account name: HARRY W BASS JR FOUNDATION

Friendly account name: Scout Intl

Account number: TX 15685 ST

Your Financial Advisor

STROUD, STEVEN

Phone 214-220-0400/888-430-5579

HARRY W BASS JR FOUNDATION

4809 COLE AVE

SUITE 250

DALLAS TX 75205-3553

Summary of gains and losses

	Amount (\$)
Short term	-29,463 56
Long term	-34,016 66
Total	\$-63,480.22

Realized gains and losses

Estimated 2012 gains and losses for transactions with trade dates through 12/31/12 have been incorporated into this statement. Please note that gain or loss recognized on the sale or redemption of certain Structured Products, like Contingent Debt Securities, may be ordinary, and not capital, gain or loss. Please check with your tax advisor. To calculate gains and losses, we liquidate the oldest security lot first. This is known as the first-in, first-out or FIFO accounting method. We use this method unless you specified which tax lot to close when you placed your order. This is known as a versus purchases or VSP order.

Short-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
AIR LIQUIDE ADR FRANCE ADR	FIFO	0 700	Aug 26, 11	Jun 29, 12	15 86	15 72			0 14



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Member SIPC

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EPP10002000571487 PP1000049324 00009 1212 012004743 TX15685ST0 111000



Managed Accounts Consulting

Account name: HARRY W BASS JR FOUNDATION
Friendly account name: Scout Intl
Account number: TX 15685 ST

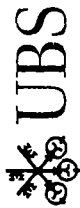
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214-220-0400/888-430-5979

Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
BANCO BILBAO VIZCAYA ARGENTARIA S A SPON ADR	FIFO	3,393,000	Aug 26, 11	Apr 23, 12	22,341 31	28,422 48		-6,081 17	
BARRICK GOLD CORP CAD	FIFO	917,000	Aug 26, 11	Apr 26, 12	36,480 19	46,109 14		-9,628 95	
	FIFO	146,000	Sep 26, 11	Apr 26, 12	5,808 19	6,718 75		-910 56	
BCE INC NEW CAD	FIFO	564,000	Aug 26, 11	Feb 16, 12	22,541 54	21,846 43			695 11
BG GROUP PLC SPON ADR	FIFO	49,000	Oct 24, 12	Dec 18, 12	817 65	1,040 27		-222 62	
BT GROUP PLC SPON ADR	FIFO	646,000	Aug 26, 11	Jun 15, 12	20,371 90	16,899 36			3,472 54
COMPANHIA DE BEBIDAS DAS AMERS AMBEV SPON ADR	FIFO	418,000	Aug 26, 11	Apr 02, 12	17,431 16	13,789 49			3,641 67
CORE LABORATORIES N V EUR	FIFO	104,000	Nov 22, 11	Oct 24, 12	10,815 76	11,068 26		-252 50	
	FIFO	13,000	Sep 27, 12	Oct 24, 12	1,351 97	1,625 91		-273 94	
DANONE SPON ADR	FIFO	2,128,000	Aug 26, 11	Aug 13, 12	25,386 47	27,824 24		-2,437 77	
ERICSSON SEK 10 NEW 2002 ADR	FIFO	3,669,000	Aug 26, 11	Jul 19, 12	32,543 60	38,518 29		-5,974 69	
GLAXO SMITHKLINE PLC ADR	FIFO	547,000	Aug 26, 11	Jan 10, 12	24,113 48	22,682 67			1,430 81
INDUSTRIA DE DISENO TEXTIL IND ADR	FIFO	459,000	Aug 26, 11	Jan 04, 12	7,537 75	7,206 30			331 45
INFOSYS LTD SPON ADR	FIFO	863,000	Aug 26, 11	Jun 29, 12	38,510 71	40,652 91		-2,142 20	
METTLER-TOLEDO INTL	FIFO	84,000	Aug 26, 11	Jul 26, 12	12,953 09	12,035 77			917 32
MOL HUNGARIAN OIL & GAS PLC SPON ADR	FIFO	780,000	Aug 26, 11	May 18, 12	25,864 22	32,632 00		-6,767 78	
NII HOLDINGS INC CL B	FIFO	181,000	Dec 28, 11	Nov 13, 12	1,019 02	3,711 69		-2,692 67	
	FIFO	396,000	Apr 10, 12	Nov 13, 12	2,229 47	7,304 93		-5,075 46	
	FIFO	585,000	Sep 27, 12	Nov 13, 12	3,293 53	4,661 02		-1,367 49	
	FIFO	43,000	Oct 24, 12	Nov 13, 12	242 09	303 58		-61 49	
NOVARTIS AG SPON ADR	FIFO	233,000	Aug 26, 11	Jan 19, 12	13,516 68	13,024 09			492 59
NTT DOCOMO INC ECH REPSTG 1/200TH COM SHS SPON ADR	FIFO	1,411,000	Aug 26, 11	Mar 14, 12	23,865 22	24,885 04		-1,019 82	
PETROLEO BRASILEIRO SA SPON ADR	FIFO	768,000	Aug 26, 11	Feb 17, 12	22,649 22	20,897 28			1,751 94

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Managed Accounts Consulting

Account name: HARRY W BASS JR FOUNDATION
Friendly account name Scout Intl
Account number: TX 15685 ST

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Realized gains and losses (continued)

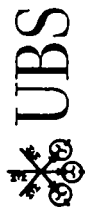
Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
ROYAL BANK OF CANADA CAD	FIFO	155 000	Aug 26, 11	Feb 16, 12	8,339 37	7,564 00			775 37
TEVA PHARMACEUTICALS IND LTD ISRAEL ADR	FIFO	687 000	Aug 26, 11	Feb 17, 12	30,621 12	26,418 86			4,202 26
TORONTO DOMINION BK NEW CANADA CAD	FIFO	106 000	Aug 26, 11	Feb 16, 12	8,299 65	7,856 35			443 30
VALE SA-SP SPON ADR	FIFO	747 000	Aug 26, 11	Jan 09, 12	16,832 57	19,541 52		-2,708 95	
Total					\$435,792.79	\$465,256.35		-\$47,618.06	\$18,154.50
Net short-term capital gains and losses									-\$29,463.56

Long-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
ABB LTD SPON ADR	FIFO	122 000	Aug 26, 11	Sep 27, 12	2,326 91	2,380 40	-32 37	-53 49	
ADECCO SA ADR	FIFO	380 000	Aug 26, 11	Sep 27, 12	9,294 59	7,625 31			1,669 28
BANCO SANTANDER CHILE SPON ADR	FIFO	0 252	Aug 26, 11	Oct 22, 12	6 98	6 98	-1 22		
BASF SE SPON ADR	FIFO	11 000	Aug 26, 11	Sep 27, 12	948 50	743 57			204 93
BG GROUP PLC SPON ADR	FIFO	72 000	Aug 26, 11	Sep 27, 12	1,470 20	1,420 26			49 94
BRITISH AMER TOBACCO PLC GB SPON ADR	FIFO	2,573 000	Aug 26, 11	Dec 18, 12	42,934 82	50,754 59		-7,819 77	
CANON INC ADR JAPAN SPON ADR	FIFO	323 000	Aug 26, 11	Nov 08, 12	32,721 10	28,026 74			4,694 36
CLP HOLDINGS LTD SPON ADR	FIFO	47 000	Aug 26, 11	Sep 27, 12	1,553 62	2,133 80		-580 18	
COCA COLA HELLENIC BOTTLING CO S A SPON ADR	FIFO	1,069 000	Aug 26, 11	Nov 21, 12	36,811 58	48,532 60		-11,721 02	
CORE LABORATORIES N V EUR	FIFO	3 425 000	Aug 26, 11	Sep 13, 12	28,426 86	31,510 00		-3,083 14	
ENBRIDGE INC CAD	FIFO	245 000	Aug 26, 11	Sep 27, 12	4,717 93	5,113 79		-395 86	
	FIFO	186 000	Oct 14, 11	Oct 24, 12	19,343 56	19,035 24			308 32
	FIFO	40 000	Aug 26, 11	Sep 27, 12	1,578 15	1,270 70			307 45
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Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
FANUC CORP ADR	FIFO	689 000	Aug 26, 11	Sep 27, 12	18,699 04	18,187 75			511 29
GIVAUDAN SA ADR	FIFO	95 000	Aug 26, 11	Sep 27, 12	1,799 25	1,755 50			43 75
ISHARES INC MSCI JAPAN INDEX FD	FIFO	6,911 000	Aug 26, 11	Sep 27, 12	64,685 51	65,494 16		-808 65	
KOMATSU LTD SPON ADR NEW	FIFO	115 000	Aug 26, 11	Sep 27, 12	2,275 79	2,952 05		-676 26	
KYOCERA CORP ADR JAPAN ADR	FIFO	13 000	Aug 26, 11	Sep 27, 12	1,119 66	1,201 07		-81 41	
	FIFO	370 000	Aug 26, 11	Oct 16, 12	31,996 31	34,184 30		-2,187 99	
LVMH MOET HENNESSY LOUIS NEW ADR	FIFO	336 000	Aug 26, 11	Sep 11, 12	11,027 27	10,644 81			382 46
MERCK KGAA ADR	FIFO	16 000	Nov 01, 11	Dec 18, 12	713 58	491 04			222 54
NIDEC CORP ADR	FIFO	2,186 000	Aug 26, 11	Dec 18, 12	30,485 04	44,694 96		-14,209 92	
NII HOLDINGS INC CL B	FIFO	1,034 000	Aug 26, 11	Nov 13, 12	5,821 39	36,322 54		-30,501 15	
RECKITT BENCKISER GROUP PLC ***EXCHANGE EFF 12/12** ADR	FIFO	897 000	Aug 26, 11	Sep 27, 12	10,413 93	9,292 92			1,121 01
ROYAL BANK OF CANADA CAD	FIFO	212 000	Aug 26, 11	Sep 27, 12	12,281 90	10,345 60			1,936 30
	FIFO	256 000	Aug 26, 11	Nov 08, 12	14,364 04	12,492 80			1,871 24
	FIFO	609 000	Aug 26, 11	Dec 04, 12	35,798 49	29,719 20			6,079 29
RYANAIR HOLDINGS PLC SPON ADR	FIFO	46 000	Aug 26, 11	Sep 27, 12	1,504 97	1,153 22			351 75
SANDVIK AB SPON ADR	FIFO	608 000	Aug 26, 11	Sep 27, 12	8,438 85	7,232 91			1,205 94
SIEMENS A G SPON ADR	FIFO	26 000	Aug 26, 11	Sep 27, 12	2,630 10	2,569 96			60 14
SKF AB PAR S KR 12 50 SWEDEN SPON ADR	FIFO	550 000	Aug 26, 11	Sep 27, 12	11,962 23	11,789 00			173 23
SVENSKA CELLULOSA AB (SCA) SPON ADR	FIFO	148 000	Aug 26, 11	Sep 27, 12	2,783 81	1,931 46			852 35
TAIWAN SEMICONDUCTOR MFG CO LTD ADR	FIFO	652 000	Aug 26, 11	Nov 30, 12	11,325 05	7,520 82			3,804 23
TECHNIP SA NEW SPON ADR	FIFO	310 000	Aug 26, 11	Sep 27, 12	8,617 80	6,854 10			1,763 70

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Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment(\$)	Loss (\$)	Gain (\$)
TORONTO DOMINION BK NEW									
CANADA CAD	FIFO	263 000	Aug 26, 11	Sep 27, 12	22,103 02	19,492 64			2,610 38
	FIFO	310 000	Aug 26, 11	Nov 08, 12	25,018 20	22,976 11			2,042 09
	FIFO	461 000	Aug 26, 11	Dec 18, 12	38,100 85	34,167 71			3,933 14
UNTD OVERSEAS BK LTD									
SPONS ADR SINGAPORE ADR	FIFO	680 000	Aug 26, 11	Oct 12, 12	21,072 72	20,026 00			1,046 72
WAL MART DE MEXICO SAB									
DE CV CL V SPON ADR	FIFO	332 000	Aug 26, 11	Sep 27, 12	9,302 43	8,446 08			856 35
Total					\$586,476.03	\$520,492.69		-\$72,118.84	\$38,102.18
Net long-term capital gains or losses								-\$34,016.66	
Net capital gains/losses:								-\$63,480.22	

