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Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation SID W. RICHARDSON FOUNDATION		A Employer identification number 75-6015828
Number and street (or P O box number if mail is not delivered to street address) 309 MAIN STREET	Room/suite	B Telephone number (see instructions) (817) 336-0494
City or town, state, and ZIP code FORT WORTH, TX 76102		C If exemption application is pending, check here ☐
G Check all that apply:		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ Initial return	☐ Initial return of a former public charity	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
☐ Final return	☐ Amended return	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
☐ Address change	☐ Name change	
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 500,660,118.		
J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc. received (attach schedule)	35,752.			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2,606,008.	2,752,334.		
	5a Gross rents		1.		
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,361,117.			
	b Gross sales price for all assets on line 6a	12,170,403.			
	7 Capital gain net income (from Part IV, line 2)		3,491,347.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances	195,508.			ATCH 1
Operating and Administrative Expenses	b Less Cost of goods sold	112,030.			
	c Gross profit or (loss) (attach schedule)	83,478.		83,478.	
	11 Other income (attach schedule) ATCH 2	6,726,836.	6,863,738.	6,841.	
	12 Total. Add lines 1 through 11	12,813,191.	13,107,420.	90,319.	
	13 Compensation of officers, directors, trustees, etc.	507,679.	125,045.		465,783.
	14 Other employee salaries and wages	1,073,952.	63,583.		981,914.
	15 Pension plans, employee benefits	788,174.	106,085.		708,479.
	16a Legal fees (attach schedule) ATCH 3	31,826.	12,074.		18,755.
	b Accounting fees (attach schedule) ATCH 4	69,698.	38,289.		44,522.
	c Other professional fees (attach schedule) * ATCH 5	690,518.	565,007.		117,150.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 6	998,401.	409,349.		
	19 Depreciation (attach schedule) and depletion ATCH 7	274,229.	10,432.		
	20 Occupancy	25,250.	6,312.		18,564.
	21 Travel, conferences, and meetings	9,377.			8,588.
	22 Printing and publications	12,449.	901.		6,052.
	23 Other expenses (attach schedule) ATCH 8	922,569.	185,835.	90,319.	743,667.
	24 Total operating and administrative expenses. Add lines 13 through 23	5,404,122.	1,522,912.	90,319.	3,113,474.
	25 Contributions, gifts, grants paid	9,640,286.			11,843,286.
	26 Total expenses and disbursements. Add lines 24 and 25	15,044,408.	1,522,912.	90,319.	14,956,760.
	27 Subtract line 26 from line 12	-2,231,217.			
	a Excess of revenue over expenses and disbursements		11,584,508.		
	b Net investment income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions.

*ATCH 5

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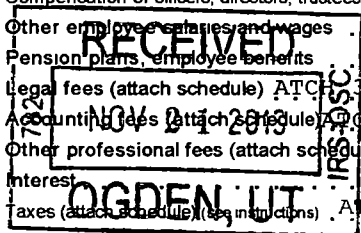
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		636,041.	356,571.	356,571.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ 666,036.				
		Less: allowance for doubtful accounts ▶		924,637.	666,036.	666,036.
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use		415,578.	368,838.	368,838.
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) . .				
	b	Investments - corporate stock (attach schedule) ATCH 9		125,189,524.	147,987,523.	147,987,523.
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶ 3,482,465.				
	Less: accumulated depreciation ▶ ATCH 10 2,056,980.		1,438,927.	1,425,485.	34,966,658.	
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 11		111,025,811.	102,394,674.	130,601,414.	
14	Land, buildings, and equipment basis ▶ 9,308,903.					
	Less: accumulated depreciation ▶ ATCH 12 3,290,556.		6,216,666.	6,018,347.	3,496,083.	
15	Other assets (describe ▶ ATCH 13)		10,309,213.	10,338,614.	182,216,995.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		256,156,397.	269,556,088.	500,660,118.	
Liabilities	17	Accounts payable and accrued expenses		384,177.	199,200.	
	18	Grants payable		8,810,000.	6,607,000.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ ATCH 14)		3,395,745.	3,616,160.	
23	Total liabilities (add lines 17 through 22)		12,589,922.	10,422,360.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		243,566,475.	259,133,728.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .				
	30	Total net assets or fund balances (see instructions)		243,566,475.	259,133,728.	
	31	Total liabilities and net assets/fund balances (see instructions)		256,156,397.	269,556,088.	

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	243,566,475.
2	Enter amount from Part I, line 27a	2	-2,231,217.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS	3	17,798,470.
4	Add lines 1, 2, and 3	4	259,133,728.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	259,133,728.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV SCHEDULE				
b					
c					
d					
e					

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	3,491,347.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	81,977.

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	14,737,113.	292,454,869.	0.050391
2010	13,395,483.	269,209,316.	0.049759
2009	12,498,648.	244,642,282.	0.051089
2008	15,834,402.	281,103,374.	0.056329
2007	16,183,885.	316,427,090.	0.051146

2 Total of line 1, column (d)	2	0.258714
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.051743
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	303,399,462.
5 Multiply line 4 by line 3	5	15,698,798.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	115,845.
7 Add lines 5 and 6	7	15,814,643.
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	15,023,184.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	231,690.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	231,690.
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	231,690.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	244,540.	
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	244,540.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	12,850.	
11 Enter the amount of line 10 to be. Credited to 2013 estimated tax ☐ 12,850. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TX,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address WWW.SIDRICHARDSON.ORG				
14	The books are in care of PETE GEREN Telephone no 817-336-0494			
	Located at 309 MAIN STREET FORT WORTH, TX ZIP+4 76102			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 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)? ☐ 1b		X
Organizations relying on a current notice regarding disaster assistance check here ☐		
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? ☐ 1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 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.) 3b	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**6b**

X

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

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

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?**7b**

X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 16		507,679.	69,488.	2,400.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 17		562,545.	104,300.	12,297.

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

5

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 18		858,939.
Total number of others receiving over \$50,000 for professional services		1

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 WESTERN ART MUSEUM - INCOME FOR 2012 WAS \$157,950 APPROXIMATELY 34,783 PEOPLE VISITED THE MUSEUM IN 2012.	1,628,820.
2	
3	
4	

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

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

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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	242,697,004.
b	Average of monthly cash balances	1b	28,546,045.
c	Fair market value of all other assets (see instructions)	1c	36,776,709.
d	Total (add lines 1a, b, and c)	1d	308,019,758.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	308,019,758.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	4,620,296.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	303,399,462.
6	Minimum investment return. Enter 5% of line 5	6	15,169,973.

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

1	Minimum investment return from Part X, line 6	1	15,169,973.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	231,690.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	231,690.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	14,938,283.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	14,938,283.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	14,938,283.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	14,956,760.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	66,424.
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	15,023,184.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,023,184.

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

Form 990-PF (2012)

Page **9****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				14,938,283.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007 569,515.				
b From 2008 1,971,423.				
c From 2009 441,409.				
d From 2010 143,334.				
e From 2011 469,089.				
f Total of lines 3a through e	3,594,770.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 15,023,184.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				14,938,283.
e Remaining amount distributed out of corpus	84,901.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,679,671.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	569,515.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,110,156.			
10 Analysis of line 9				
a Excess from 2008 1,971,423.				
b Excess from 2009 441,409.				
c Excess from 2010 143,334.				
d Excess from 2011 469,089.				
e Excess from 2012 84,901.				

Form **990-PF** (2012)

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

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

4942(j)(3) or

4942(j)(5)

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

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets
(2) Value of assets qualifying under section

4942(j)(3)(B)(i).

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

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

NONE

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

NONE

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

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

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

SEE ATTACHMENT 19

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

LETTER DESCRIBING PROGRAM OR PROJECT

c Any submission deadlines

JANUARY 15

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

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> ATTACHMENT 20				11,843,286.
Total			▶ 3a	11,843,286.
b <i>Approved for future payment</i> SEE ATTACHMENT 21				3,532,000.
Total			▶ 3b	3,532,000.

Form **990-PF** (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	2,606,008.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	3,361,117.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						83,478.
11 Other revenue: a <u>OIL&GAS ROYALTIES</u>			15	6,718,915.		
b <u>MISCELLANEOUS</u>			01	1,080.		
c <u>STORE RENTAL</u>			16	6,841.		
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				12,693,961.		83,478.
13 Total. Add line 12, columns (b), (d), and (e)					13	12,777,439.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

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

2012

Name of the organization

SID W. RICHARDSON FOUNDATION

Employer identification number

75-6015828

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

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

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

JSA

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LAKESIDE FOUNDATION 3697 MT. DIABLO BLVD., SUITE 205 LAFAYETTE, CA 94549	\$ 30,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization SID W. RICHARDSON FOUNDATION

Employer identification number

75-6015828

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----

Name of organization SID W. RICHARDSON FOUNDATION

Employer identification number

75-6015828

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entryFor organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

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

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

ATTACHMENT: PART IV

	DATE <u>ACQ</u>	DATE <u>SOLD</u>	GROSS SALES <u>PRICE</u>	COST OR OTHER <u>BASIS</u>	GAIN/ (LOSS) <u>(LOSS)</u>
SHORT-TERM GAIN/(LOSS)					
STOCKS-PURCHASED	VARIOUS	VARIOUS	1,630,290.23	1,581,915.44	48,374.79
PIMCO SHORT-TERM INSTITUTIONAL FUND	VARIOUS	VARIOUS	<u>33,601.84</u>	<u>0.00</u>	<u>33,601.84</u>
Total short-term			<u>1,663,892.07</u>	<u>1,581,915.44</u>	<u>81,976.63</u>
LONG-TERM GAIN/(LOSS)					
STOCKS-PURCHASED	VARIOUS	VARIOUS	10,051,154.79	7,272,303.86	2,778,850.93
PIMCO SHORT-TERM INSTITUTIONAL FUND	VARIOUS	VARIOUS	2,642.48	0.00	2,642.48
HEDGE FUNDS	VARIOUS	VARIOUS	452,714.00	0.00	452,714.00
JP MORGAN PARTNERS GLOBAL PRIVATE INVESTORS	VARIOUS	VARIOUS	<u>175,163.00</u>	<u>0.00</u>	<u>175,163.00</u>
Total long-term			<u>10,681,674.27</u>	<u>7,272,303.86</u>	<u>3,409,370.41</u>
TOTAL			<u>12,345,566.34</u>	<u>8,854,219.30</u>	<u>3,491,347.04</u>

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

ATTACHMENT 1:

Gross profit from business activities:

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

<u>Inventory Item</u>	<u>Gross Sales</u>	<u>Cost of Goods Sold</u>	<u>Gross Profit</u>
Prints & Postcards	11,637	(5,422)	6,215
Books	26,525	(17,883)	8,642
Notecards	1,185	(616)	569
Other Products	<u>156,161</u>	<u>(88,109)</u>	68,052
	<u>195,508</u>	<u>(112,030)</u>	<u>83,478</u>
	Ln 10a	Ln 10b	Ln 10c

SID W. RICHARDSON FOUNDATION

75-6015828

ATTACHMENT 2
Line 11-Other Income

	<u>PER</u> <u>BOOKS</u>	<u>NET INV</u> <u>INCOME</u>	<u>ADJ</u> <u>NET INCOME</u>	<u>CHARITABLE</u> <u>PURPOSE</u>
Description:				
Oil and Gas Royalties	6,718,914.99	6,718,914.99		
JP Morgan Ltd P/S Income		136,902.00		
Museum store rental	6,841.13	6,841.13	6,841.13	
Miscellaneous	<u>1,080.07</u>	<u>1,080.07</u>		
Total-part 1, Ln 11	<u>6,726,836.19</u>	<u>6,863,738.19</u>	<u>6,841.13</u>	

ATTACHMENT 3
Line 16a-Legal Fees

Kelly Hart & Hallman	<u>31,826.18</u>	<u>12,074.06</u>		<u>18,754.60</u>
Total-Part 1, Ln 16a	<u>31,826.18</u>	<u>12,074.06</u>		<u>18,754.60</u>

ATTACHMENT 4
Line 16b-Accounting fees

JP Morgan Ltd Partnership expense		13,413.00		
KPMG LLP	<u>69,698.00</u>	<u>24,875.75</u>		<u>44,522.25</u>
Total-Part 1, Ln 16b	<u>69,698.00</u>	<u>38,288.75</u>		<u>44,522.25</u>

ATTACHMENT 5
Line 16c-Other Professional Fees

Luther King Capital Management	499,894.00	499,894.00		
JP Morgan Chase Bank	55,504.22	55,504.22		
Kirkwood & Darby	700.00	700.00		
Transystems	5,000.00	5,000.00		
William F. Craig	86,400.00			86,400.00
Lawrence & Associates	4,470.00			
Chris Vaughn	750.00			750.00
Robert Half Finance & Accounting	7,800.00	1,950.00		0.00
JPMorgan Ltd P/S professional fees		1,959.00		0.00
William H. Koehler	30,000.00	0.00		30,000.00
Total-Part 1, Ln 16c	<u>690,518.22</u>	<u>565,007.22</u>		<u>117,150.00</u>

SID W. RICHARDSON FOUNDATION

75-6015828

ATTACHMENT 6

Line 18-Taxes

	<u>PER</u> <u>BOOKS</u>	<u>NET INV</u> <u>INCOME</u>	<u>ADJ</u> <u>NET INCOME</u>	<u>CHARITABLE</u> <u>PURPOSE</u>
Ad valorem	409,348.69	409,348.69	0.00	
State income taxes paid	2,073.46	0.00	0.00	
Deferred tax/(benefit)	355,969.00	0.00	0.00	
Excise tax	<u>231,009.80</u>	<u>0.00</u>	<u>0.00</u>	
Total-Part I, Ln 18	<u>998,400.95</u>	<u>409,348.69</u>	<u>0.00</u>	

ATTACHMENT 7

Line 19-Depreciation

	<u>274,229.31</u>	<u>10,432.18</u>	<u>0.00</u>
Total-Part 1, Ln 19	<u>274,229.31</u>	<u>10,432.18</u>	<u>0.00</u>

ATTACHMENT 8

Line 23-Other expenses

Supplies	18,581.99	2,998.70	0.00	15,506.14
Insurance	13,963.55	3,490.89	0.00	10,472.67
Dues	29,225.00	0.00	0.00	29,225.00
Rental	4,456.20	1,114.05	0.00	3,342.15
Miscellaneous	97,779.13	13,757.20	0.00	82,995.70
JP Morgan Ltd. Partnership		96,970.00		
Museum security	135,893.33	0.00	0.00	136,212.13
Museum exhibitions expense	91,408.14	0.00	33,477.70	50,841.03
Museum insurance	27,615.21	0.00	0.00	27,615.21
Museum miscellaneous	67,173.24	0.00	50,000.00	2,341.49
Museum maintenance	30,088.75	0.00	0.00	34,407.05
Museum telephone/utilities	23,236.67	0.00	0.00	24,283.00
Museum computer maintenance	70,904.79	0.00	0.00	85,653.54
Museum supplies and advertising	47,703.16	0.00	0.00	52,883.95
Museum store expenses	162,450.09	0.00	6,841.13	152,246.47
Museum educational expenses	90,835.63	0.00		91,891.22
Salaries	37,337.70	37,337.70	0.00	0.00
Payroll taxes/benefits	21,667.32	21,667.32	0.00	0.00
Supplies	1,305.90	1,305.90	0.00	0.00
Utilities	9,313.90	9,313.90	0.00	0.00
Repairs & Maintenance	4,329.29	4,329.29	0.00	0.00
Insurance	3,620.16	3,620.16	0.00	0.00
Depreciation	8,679.90	8,679.90	0.00	0.00
Joint facilities overhead	<u>(75,000.00)</u>	<u>(18,750.00)</u>	<u>0.00</u>	<u>(56,250.00)</u>
Total-Part 1, Ln 23	<u>922,569.05</u>	<u>185,835.01</u>	<u>90,318.83</u>	<u>743,666.75</u>

SID W. RICHARDSON FOUNDATION

75-6015828

**ATTACHMENT 9:
INVESTMENT-CORPORATE STOCKS**

<u>SHARES</u>	<u>DESCRIPTION</u>	<u>FMV</u>
45,000	Abbott Laboratories	2,947,500.00
51,700	Adobe Systems, Inc.	1,948,056.00
14,300	Airgas, Inc.	1,305,447.00
42,200	Akamai Technologies, Inc.	1,726,402.00
13,000	Allergan, Inc.	1,192,490.00
6,000	Amazon Com, Inc.	1,505,220.00
20,000	Amgen, Inc.	1,724,000.00
5,300	Apple, Inc.	2,820,516.90
41,350	Ball Corp.	1,850,412.50
104,300	Cabot Oil & Gas Corp.	5,187,882.00
17,100	Celgene Corp.	1,341,837.00
66,600	Coca Cola Co.	2,414,250.00
12,200	Colgate Palmolive Co.	1,275,388.00
48,500	Comerica, Inc.	1,471,490.00
20,000	ConocoPhillips	1,159,800.00
28,000	Covidien PLC	1,616,720.00
60,000	Cullen Frost Bankers, Inc.	3,256,200.00
41,200	Danaher Corp.	2,303,080.00
36,000	Dentsply Int'l Inc.	1,425,960.00
56,000	E.I. DuPont De Nemours & Co.	2,518,824.00
140,000	EMC Corp. MASS	3,542,000.00
25,000	Eli Lilly & Co.	1,233,000.00
37,000	Emerson Electric Co.	1,959,520.00
11,500	EOG Resources, Inc.	1,389,085.00
39,300	Exxon Mobil Corp.	3,401,415.00
48,000	FMC Corp.	2,808,960.00
22,690	Franklin Electric	1,407,483.39
3,000	Google, Inc.	2,122,140.00
100,000	Glacier Bancorp, Inc.	1,471,000.00
43,350	Hancock Holding Co.	1,375,495.50
35,000	Honeywell International Inc.	2,221,450.00
19,350	IBM Corp.	3,706,492.50
91,800	Jarden Corp.,	4,746,060.00
25,000	Johnson & Johnson	1,752,500.00
30,000	Kimberly-Clark Corp.	2,532,900.00
40,000	Kirby Co.	2,475,600.00
19,680	Martin Marietta Materials, Inc.	1,855,430.40
80,000	Microsoft Corp.	2,136,800.00
25,000	Monsanto Co.	2,366,250.00
42,700	National Instruments Corp.	1,102,087.00
36,800	Neogen Corp.	1,667,776.00
55,200	Netapp, Inc.	1,851,960.00
35,000	Northern Trust Corp.	1,755,600.00
77,730	Nuance Communications Inc.	1,734,933.60

SID W. RICHARDSON FOUNDATION

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**ATTACHMENT 9:
INVESTMENT-CORPORATE STOCKS**

<u>SHARES</u>	<u>DESCRIPTION</u>	<u>FMV</u>
35,000	Pall Corp.	2,109,100.00
37,500	PepsiCo Inc.	2,566,125.00
80,000	PerkinElmer, Inc.	2,539,200.00
70,000	Petsmart, Inc.	4,783,800.00
140,000	Pfizer, Inc.	3,511,060.00
37,500	Procter & Gamble	2,545,875.00
28,700	Prosperity Bancshares, Inc.	1,205,400.00
24,000	Range Resources Corp.	1,507,920.00
41,534	Raven Industries, Inc.	1,094,836.24
30,000	Rockwell Collins	1,745,100.00
22,750	Roper Industries	2,536,170.00
31,000	Thermo Fisher Scientific Inc.	1,977,180.00
55,000	Tiffany & Co.	3,153,700.00
39,900	Time Warner Inc.	1,908,417.00
25,000	Tractor Supply Co.	2,209,000.00
36,400	Trimble Navigation Ltd.	2,175,992.00
18,000	Union Pacific Corp.	2,262,960.00
85,000	US Bancorp Del	2,714,900.00
14,000	VF Corp.	2,113,580.00
12,900	Valmont Industries, Inc.	1,761,495.00
40,140	Verizon Communications	1,736,857.80
41,100	Walgreen Co.	1,521,111.00
37,950	Waste Connections, Inc.	1,282,330.50
100,000	Wells Fargo & Co.	3,418,000.00
		<u>147,987,523.33</u>

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	<u>COST PER BOOKS</u>	<u>DEPRECIATION/ DEPLETION</u>	<u>NET BOOK VALUE</u>	<u>MARKET VALUE</u>
ATTACHMENT 10:				
Producing royalties	1,755,765 88	1,755,761.08	4 80	11,900,000 00
Machinery & equipment	272,712.06	178,775 89	93,936 17	93,936 17
Furniture	40,633 79	15,642.48	24,991 31	24,991 31
Land-Tarrant County	1,111,880 57	0.00	1,111,880 57	22,873,300 00
Non-producing royalties and mineral interests	80 00	0.00	80 00	0 00
Building	<u>301,392 61</u>	<u>106,800.40</u>	<u>194,592 21</u>	<u>74,431 00</u>
Total - Part II, Ln 11	<u>3,482,464.91</u>	<u>2,056,979.85</u>	<u>1,425,485.06</u>	<u>34,966,658.48</u>

ATTACHMENT 11:

Investments-Other

**ENDING
BOOK**
**ENDING
FMV**

JP Morgan US Gov't Money Market	15,538,770 30	15,538,770 30
Wells Fargo Business Performance Savings	12,153,517 22	12,153,517 22
JP Morgan Limited Partnership	162 57	1,344,927.57
PIMCO Fund	12,165,052 41	12,165,052 41
Castlengg International Fund	62,331 72	51,774 82
Farallon Offshore Capital Investors	36,530,575 71	49,462,234 65
OZ Overseas Fund, Ltd	23,038,396 00	38,561,786 90
Seneca Capital International, Ltd	<u>2,905,867 66</u>	<u>1,323,350.54</u>
Total - Part II, Ln 13	<u>102,394,673.59</u>	<u>130,601,414.41</u>

ATTACHMENT 12:

	<u>COST PER BOOKS</u>	<u>DEPRECIATION/ DEPLETION</u>	<u>NET BOOK VALUE</u>	<u>MARKET VALUE</u>
Furniture, fixtures & equipment	947,436 33	456,090 26	491,346 07	491,346 07
Building	7,295,444.59	2,677,610 91	4,617,833.68	2,095,569 00
Leasehold Improvements	<u>1,066,022 57</u>	<u>156,854 82</u>	<u>909,167 75</u>	<u>909,167 75</u>
Total-Part II, Ln 14	<u>9,308,903.49</u>	<u>3,290,555.99</u>	<u>6,018,347.50</u>	<u>3,496,082.82</u>

ATTACHMENT 13:

OTHER ASSETS

**ENDING
BOOK**
**ENDING
FMV**

Art Collection	10,286,569 07	182,164,950 00
Prepaid Insurance	<u>52,044 60</u>	<u>52,044 60</u>
Total-Part II, Ln 15	<u>10,338,613.67</u>	<u>182,216,994.60</u>

SID W. RICHARDSON FOUNDATION

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ATTACHMENT 14:

Other Liabilities:

Deferred taxes payable	954,731.00
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Postretirement benefit obligation	<u>2,661,429.00</u>
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Part II, Ln 22	<u>3,616,160.00</u>
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SID W. RICHARDSON FOUNDATION

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ATTACHMENT 16:

List of Officers:

<u>Name and Address</u>	<u>TITLE/ HOURS</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT & OTHER ALLOWANCES</u>
Edward P. Bass 201 Main Street Fort Worth, TX 76102	Chmn /Dir. Est 1-2 hrs	2,500.00	None	None
Sid R. Bass 201 Main Street Fort Worth, TX 76102	VP/Dir Est. 1-2 hrs	2,500.00	None	None
Lee M. Bass 201 Main Street Fort Worth, TX 76102	VP/Dir Est. 1-2 hrs.	2,500 00	None	None
Preston M. Geren III 309 Main Street Fort Worth, TX 76102	President Est 35 hrs.	500,179.00	69,488.00	2,400 00
Dee Steer 201 Main Street Fort Worth, TX 76102	Secretary Est 1-2 hrs	<u>0.00</u>	None	None
TOTAL		<u>507,679.00</u>	<u>69,488.00</u>	<u>2,400.00</u>

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ATTACHMENT 17:

<u>Name and Address</u>	<u>TITLE/ HOURS</u>	<u>CONTRIBUTIONS TO EMPLOYEE COMPENSATION</u>	<u>BENEFIT PLANS</u>	<u>EXPENSE ACCT & OTHER ALLOWANCES</u>
Cynthia K Alexander 309 Main Street Fort Worth, TX 76102	Business Mgr. 35	183,044	18,199	3,104
Mary E Burke 309 Main Street Fort Worth, TX 76102	Director of Museum Gallery 40	93,489	22,228	2,771
Carolyn S Johns 309 Main Street Fort Worth, TX 76102	Executive Assistant 35	94,775	30,512	2,400
Dayne N Brenneman 309 Main Street Fort Worth, TX 76102	Facility Manager 35	87,408	15,181	1,480
Rebecca J. Martin 309 Main Street Fort Worth, TX 76102	Dir Of Educ Outreach 40	<u>103,829</u>	<u>18,180</u>	<u>2,542</u>
TOTAL		<u>562,545</u>	<u>104,300</u>	<u>12,297</u>

SID W. RICHARDSON FOUNDATION

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ATTACHMENT 18:

<u>Name and Address</u>	<u>Type of Service</u>	<u>Compensation</u>
Luther King Capital Management 301 Commerce Street, Suite 1600 Fort Worth, TX 76102	Investment Advisor	499,894
KPMG LLP P.O. Box 120001 Dallas, TX 75312	Accountants	59,763
William F. Craig 1600 Texas Street, Suite 21103 Fort Worth, TX 76102	Medical Consultant	86,400
Nu-Design P.O. Box 14116 Arlington, TX 76094	Computer Consultants	157,378
JP Morgan Chase Bank 712 Main 13th Floor North Houston, TX 77002	Trust Custodian	<u>55,504</u>
TOTAL		<u>858,939</u>

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ATTACHMENT 19:

NAME, ADDRESS AND TELEPHONE FOR APPLICATIONS:

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

SID W. RICHARDSON FOUNDATION
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GRANTS PAID DURING 2012

ATTACHMENT 20

<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
ACT Human Development Fund P.O. Box 3565 Fort Worth, TX 76113	509(a)(1)	Support Allied Communities of Tarrant's program in public education improvement through the development of neighborhood organizations	50000
AIDS Outreach Center, Inc. 400 North Beach Street Fort Worth, TX 76111	509(a)(1)	Support construction of the medical and dental clinic for HIV/AIDS patients	50000
Allied Theatre Group, Inc. 821 W. Vickery Blvd. Fort Worth, TX 76104	509(a)(1)	Operational support for Stage West Theater	15000
American Enterprise Institute for Public Policy Research 1150 Seventeenth Street, NW Washington, DC 20036	509(a)(1)	Support for the Education Working Group conference in Houston	20000
American Enterprise Institute for Public Policy Research 1150 Seventeenth Street, NW Washington, DC 20036	509(a)(1)	Support an education conference in Houston co-sponsored with Rice University	10000
Aransas County Council on Aging 912 S. Church Street Rockport, TX 78382	509(a)(1)	Support meals program for homebound seniors in Aransas County	12000
Arts Council of Fort Worth and Tarrant County, Inc. 1300 Gendy Fort Worth, TX 76107	509(a)(1)	Support launch of a Business Volunteers for the Arts Program in Tarrant County	10000
Back to School Roundup 3232 McKinney Avenue, Suite 855 Dallas, TX 75204	509(a)(1)	Provide school supplies	15000
Austin College 900 North Grand Avenue, Suite 6P Sherman, TX 75090	509(a)(1)	Support the 2013 Summer Language Institute	42000
Baylor College of Medicine Dept. of Otorhinolaryngology and Communicative Sciences One Baylor Plaza, NA102 Houston, TX 77030	509(a)(1)	Support Dr. Bobby Alford's research	75000

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ATTACHMENT 20

<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Baylor College of Medicine-Cullen Eye Institute 6565 Fannin, Suite NC205 Houston, TX 77030	509(a)(1)	Support research entitled "Studies in Ocular Bacterial and Fungal Infection" July 2012 through June 2013	75000
Baylor College of Medicine Dept. of Ophthalmology 6565 Fannin, NC205 Houston, TX 77030	509(a)(1)	Support Dr. Douglas Koch's research in ophthalmology	50000
Baylor College of Medicine The Methodist Hospital-Dept. of Internal Medicine 6565 Fannin, Room A679G Houston, TX 77030	509(a)(1)	Support Dr. James Pool's program	100000
Be an Angel Fund, Inc. 2003 Aldine Bender Houston, TX 77032	509(a)(1)	Support contraction of a "barrier free" playground for the special needs children at FWISD's Jo Kelly School	20000
Big Brothers Big Sisters Lone Star 6040 Camp Bowie Blvd , Suite 14 Fort Worth, TX 76116	509(a)(1)	Support Little Steps Big Futures mentor program	150000
Botanical Research Institute of Texas, Inc. 1700 N. University Drive Fort Worth, TX 76107	509(a)(3) Type 3 functionally integrated	General support	150000
Botanical Research Institute of Texas, Inc. 1700 N. University Drive Fort Worth, TX 76107	509(a)(3) Type 3 functionally integrated	General support for 2012	265000
Boy Scouts of America, Longhorn Council P.O. Box 54190 Hurst, TX 76054	509(a)(1)	Support after-school urban scouting program for the inner-city youth in Tarrant County	50000
Boys & Girls Clubs of Greater Fort Worth, Inc. 3218 E. Belknap Fort Worth, TX 76111	509(a)(1)	Support the after-school and summer enrichment program	70000
Bobby Bragan Youth Foundation, Inc. 3116 W 6th Street, Suite 200 Fort Worth, TX 76107	509(a)(2)	Support college scholarship/stay-in-school program in North Texas	10000

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ATTACHMENT 20

<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Brighter Outlook Foundation P.O. Box 50634 Fort Worth, TX 76105	509(a)(1)	Support capital improvement of the Stop Six Community Center	22500
Brighter Outlook Foundation P.O. Box 50634 Fort Worth, TX 76105	509(a)(1)	Support capital improvement of the Stop Six Community Center	20000
Brighter Outlook Foundation P.O. Box 50634 Fort Worth, TX 76105	509(a)(1)	Support the Senior Citizens' Center in Stop Six	10000
George W. Bush Foundation 6116 North Central Expressway, Suite 400 Dallas, TX 75206	509(a)(1)	Support two education programs	600000
Cancer Care Services 623 South Henderson Fort Worth, TX 76104	509(a)(1)	General support of program for low-income cancer patients and their families in Fort Worth	25000
Candlelighters Childhood Cancer Foundation of Greater Fort Worth P.O. Box 1127 Bedford, TX 76095	509(a)(1)	General support	10000
CASA of Tarrant County, Inc 101 Summit Avenue, Suite 505 Fort Worth, TX 76102	509(a)(1)	Support advocates to represent abused children in Tarrant County Family Court proceedings	40000
Casa Manana, Inc. 3101 W. Lancaster Avenue Fort Worth, TX 76107	509(a)(2)	Support Casa's children's theater and its education programming and outreach services	50000
CASETA-Center for the Advancement and Study of Early Texas Art P.O. Box 667487 Houston, TX 77266	509(a)(1)	Support scholarships for teachers and students who participate in CASETA's annual symposium to be held at the Texas Wesleyan School of Law in 2012	5000
Cassata High School 1400 Hemphill Fort Worth, TX 76104	509(a)(1)	General support	50000

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ATTACHMENT 20

<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Catholic Charities Diocese of Fort Worth P.O. Box 15610 Fort Worth, TX 76119	509(a)(1)	Support capital campaign to purchase and renovate an apartment complex to provide housing for low-income clients	250000
Chamber Music Society of Fort Worth, Inc. 2501 Parkview Drive, Suite 317E Fort Worth, TX 76102	509(a)(1)	Support the 25th Anniversary concert series in the spring of 2013	8000
Child Study Center 1300 W. Lancaster Avenue Fort Worth, TX 76102	509(a)(1)	General support	100000
Circle Theatre, Inc. 230 West Fourth Street Fort Worth, TX 76109	509(a)(2)	Operational support for programming	20000
CLC, Inc. 555 North Grants Lane Fort Worth, TX 76108	509(a)(1)	Support Fort Worth-based job training program for veterans recently discharged from the military	75000
Van Cliburn Foundation, Inc. 2525 Ridgmar Blvd., Suite 307 Fort Worth, TX 76116	509(a)(2)	Support the 2013 concert series	50000
Van Cliburn Foundation, Inc. 2525 Ridgmar Blvd., Suite 307 Fort Worth, TX 76116	509(a)(2)	Support documentary commemorating Cliburn's 50th anniversary of First Competition in 1962	100000
Van Cliburn Foundation, Inc. 2525 Ridgmar Blvd., Suite 307 Fort Worth, TX 76116	509(a)(2)	Support the 2012 concert series	50000
College for All Texans Foundation: Closing the Gaps 1200 E. Anderson Lane Austin, TX 78752	509(a)(3) Type 1	Support the statewide project to improve teaching and learning in our schools	210000
Communities in Schools, Fort Worth, Inc. 6707 Brentwood Stair Rd., Suite 510 Fort Worth, TX 76112	509(a)(1)	Support program to place counselors in public schools across Tarrant County	100000
Communities Foundation of Texas, Inc. 5500 Caruth Haven Lane Dallas, TX 75225	509(a)(1)	Support the 2012 North Texas Giving Day program	10000

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ATTACHMENT 20

<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Community Food Bank 3000 Galvez Avenue Fort Worth, TX 76111	509(a)(1)	Support upgrade of freezer and refrigerator food lockers	12600
Community Food Bank 3000 Galvez Avenue Fort Worth, TX 76111	509(a)(1)	Support 2012 Thanksgiving Meal program	10010
Community Foundation of North Texas 306 West 7th Street, Suite 850 Fort Worth, TX 76102	509(a)(1)	Support "Toolbox Grants" program	25000
Community Foundation of North Texas 306 West 7th Street, Suite 850 Fort Worth, TX 76102	509(a)(1)	Support the FWISD Excellence Fund	10000
Cornerstone Assistance Network, Inc. 3500 Noble Avenue Fort Worth, TX 76111	509(a)(1)	Support finish-out of dental and eye clinics in eastern Tarrant County	100000
Cowboy Heritage Association of Fort Worth P.O. Box 136639 Fort Worth, TX 76136	509(a)(2)	Support scholarship program in Fort Worth	10000
Dental Health of Arlington, Inc. P.O.Box 1542 Arlington, TX 76004	509(a)(1)	Support dental care program for children in low income schools in Tarrant County	25000
Empowering Church Healthcare Outreach 201 Main Street, Suite 1450 Fort Worth, TX 76102	509(a)(1)	Assist in the establishment of six charitable primary care clinics for the indigent in Tarrant County	75000
First Texas Council of Camp Fire, Inc. 2700 Meacham Blvd. Fort Worth, TX 76137	509(a)(1)	Support Kindergarten Readiness Program	150000
City of Fort Worth 818 Missouri Avenue Fort Worth, TX 76104	509(a)(1)	Support operations and expansion of the PetSmart dog and cat adoption program	10000

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<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
City of Fort Worth Parks and Community Services Dept. 4200 So. Freeway, Suite 2200 Fort Worth, TX 76115	509(a)(1)	Support the Summer Day Camp Program for the children in the Como community	6876
Fort Worth Art Association 3200 Darnell Street Fort Worth, TX 76107	509(a)(1)	General support during 2012	750000
Fort Worth Chamber Foundation, Inc. 777 Taylor Street, Suite 900 Fort Worth, TX 76102	509(a)(1)	Support Vision Fort Worth's "Big Brainstorm" series	20000
Fort Worth Country Day School 4200 Country Day Lane Fort Worth, TX 76109	509(a)(1)	Support Breakthrough Fort Worth Program in 2012	50000
Fort Worth Independent School District 100 No. University Drive Fort Worth, TX 73107	509(a)(1)	Support audit of FWISD curriculum	200000
Fort Worth Independent School District 100 No. University Drive Fort Worth, TX 73107	509(a)(1)	Support web-based instruction pilot	30000
Fort Worth Independent School District 100 No. University Drive Fort Worth, TX 73107	509(a)(1)	Support health and wellness coordinators at 100 FWISD schools	85000
Fort Worth Independent School District 100 No. University Drive Fort Worth, TX 73107	509(a)(1)	Support the Texas Academy of Biomedical Sciences	155000
Fort Worth Independent School District 100 No. University Drive Fort Worth, TX 73107	509(a)(1)	Support the purchase of basketball uniforms for the students at the Young Men's Leadership Academy	1500
Fort Worth Metropolitan Industrial Development, Inc. 150 South Freeway, Suite 211 Fort Worth, TX 76104	509(a)(1)	Support the "Paths Forward" program	10000

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ATTACHMENT 20

<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Fort Worth Museum of Science and History 1501 Montgomery Fort Worth, TX 76107	509(a)(1)	Support bonus pool for senior staff retention	25000
Fort Worth Museum of Science and History 1501 Montgomery Fort Worth, TX 76107	509(a)(1)	General support for 2012	150000
Fort Worth Opera Association 1300 Gendy Street Fort Worth, TX 76107	509(a)(1)	General support for 2012	100000
Fort Worth Promotion and Development Fund P.O. Box 11371 Fort Worth, TX 73110	509(a)(3) Type 1	Support for Steer Fort Worth, young leader development	15000
Fort Worth Symphony Orchestra Association 330 E. Fourth Street, Suite 200 Fort Worth, TX 76102	509(a)(2)	General support during 2012	750000
Fort Worth Teen Court, Inc. 1000 Throckmorton Fort Worth, TX 76102	509(a)(1)	General support	10000
Fort Worth Zoological Association 1989 Colonial Parkway Fort Worth, TX 76110	509(a)(2)	General support	125000
Fort Worth Zoological Association 1989 Colonial Parkway Fort Worth, TX 76110	509(a)(2)	General support during 2012	250000
Funding Information Center of Fort Worth 2701 W. Berry, Suite 128 Fort Worth, TX 76109	509(a)(1)	General support	10000
General Assembly of the Christian Church Disciples of Christ, Inc. 612 Throckmorton Fort Worth, TX 76102	509(a)(1)	Provide support for a new vision clinic that will offer charity care downtown Fort Worth	10000
Generation Hope Laptop Program 1201 Wesleyan Street Fort Worth, TX 76105	509(a)(1)	Support After-School program for students in the Crowley, Everman and Fort Worth ISDs	50000

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<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Gill Children's Services, Inc. 555 Hemphill, Suite 200 Fort Worth, TX 76104	509(a)(1)	Operating support for program providing individual- ized health and social services to poor children in Tarrant County	30000
Girls Incorporated of Tarrant County 2100 N. Main, Suite 214 Fort Worth, TX 76164	509(a)(1)	Support "Operation SMART"	75000
Green Oaks School 5508 Chaparrito Trail Arlington, TX 76016	509(a)(1)	Support education and life skills program for adults with Down Syndrome in Tarrant County	50000
Habitat for Humanity International, Inc. 3345 So Jones Fort Worth, TX 76110	509(a)(1)	Support for an additional ReStore	100000
Harris Hospital - Methodist 6100 Western Place, Suite 1001 Fort Worth, TX 76107	509(a)(1)	Support the Nursing Excellence Fund	150000
HI KIDS Incorporated 7800 Swale Court Burleson, TX 78028	509(a)(1)	Support the social services program for high-risk kids in Fort Worth	32300
Housing Opportunities of Fort Worth, Inc 1054 West Magnolia Avenue, Suite B Fort Worth, TX 76104	509(a)(1)	Support home-buyers and homeowner counseling program in Tarrant County	35000
Humanities Texas 1410 Rio Grande Street Austin, TX 78701	509(a)(1)	Support professional development workshops in the humanities for secondary school teachers in North Texas	50000
I Have a Dream Foundation - Fort Worth P.O. Box 4050 Fort Worth, TX 76164	509(a)(1)	Support mentoring and scholarship program	25000
Imagination Celebration 1300 Gendy Street Fort Worth, TX 76107	509(a)(1)	Matching grant in support of operations and programming	39000
Immunization Collaboration of Tarrant County P O. Box 100192 Fort Worth, TX 76185	509(a)(1)	Support immunization program for low-income children in Tarrant County	5000

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ATTACHMENT 20

<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Jubilee Players, Inc. 506 Main Street Fort Worth, TX 76102	509(a)(2)	Support 2012-2013 season	50000
Just Say Yes P.O. Box 670863 Dallas, TX 75367	509(a)(2)	Support delivery of risk-avoidance educational programming in Tarrant County schools	50000
Kids Who Care, Inc. 1300 Gendy Fort Worth, TX	509(a)(1)	General operational support for the performing arts education program	50000
The Ladder Alliance 1000 Bonnie Brae, Suite 200 Fort Worth, TX 76111	509(a)(1)	Support entry-level job training program for disadvantaged women in Tarrant County	50000
Latin Arts Association of Fort Worth 1440 N. Main Fort Worth, TX 76164	509(a)(1)	Support the spring opera performances at Rose Marine Theater	4000
The Learning Center 101 Summit Avenue, Suite 612 Fort Worth, TX 76102	509(a)(1)	Support educational services for children and adults with learning differences	50000
Ronald McDonald House of Fort Worth, Inc. 1004 Seventh Avenue Fort Worth, TX 76104	509(a)(1)	Support expansion of the Ronald McDonald House	75000
MHMR Visions 3840 Hulen Street, Suite 516 Fort Worth, TX 76107	509(a)(1)	Support adolescent substance abuse treatment program in Fort Worth	50000
Make-A-Wish Foundation of North Texas 1407 Texas Street, Suite 101 Fort Worth, TX 76102	509(a)(1)	Support "wishes" for children in North Texas who have life-threatening medical conditions	14000
Mayfest, Inc. 6115 Camp Bowie, Suite 160 Fort Worth, TX 76116	509(a)(2)	Support 2013 Mayfest	20000
McMurry University McMurry Station Abilene, TX 79697	509(a)(1)	Support the Math-Science Magnet School in collaboration with the Abilene ISD	75000

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<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Meals on Wheels, Inc. 320 So. Freeway Fort Worth, TX 76104	509(a)(1)	Support delivery of meals and social services to homebound disabled and elderly people in Tarrant County	50000
Military Child Education Coalition 909 Mountain Lion Circle Harker Heights, TX 76548	509(a)(1)	Support work with the children of military families in Texas	10000
Mission Metroplex, Inc. 210 W. South Street Arlington, TX 76010	509(a)(1)	Support portion of salary of medical director of Mann Medical Clinic in Arlington, TX	35000
The Multicultural Alliance 500 W. Seventh Street, Suite 1707, Unit 15 Fort Worth, TX 76102	509(a)(1)	Support funding to hire intern from Brite Divinity School to work with programming in North Texas	15000
National Center for Policy Analysis 12770 Coit Road, Suite 800 Dallas, TX 75251	509(a)(1)	General support during 2012	100000
National Cowboy of Color Museum and Hall of Fame 2401 Scott Avenue Fort Worth, TX 76103	509(a)(1)	Support the three day celebration of the National Day of the American Cowboy	5000
The National Cowgirl Museum and Hall of Fame, Inc. 1720 Gendy Fort Worth, TX 76107	509(a)(1)	General support during 2012	50000
The New Teacher Project 128 Raley Road Cedar Park, TX 78613	509(a)(1)	Support the Texas Teaching Fellows program	200000
Northside Inter-Community Agency, Inc. 1600 Circle Park Blvd Fort Worth, TX 76164	509(a)(1)	Support programs providing assistance to low-income residents on the North side of Fort Worth	50000
Davey O'Brien Educational and Charitable Trust 306 W. 7th Street, Suite M15 Fort Worth, TX 76102	509(a)(1)	Support the annual high school scholar/athlete scholarship program	15000
Open Arms Health Clinic, Inc. 3921 W Green Oaks Blvd., Suite D Arlington, TX 76015	509(a)(1)	Support purchase of medical equipment and supplies	20000

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<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Opening Doors for Women in Need 3507 Horne Fort Worth, TX 76107	509(a)(1)	General support	10000
Pacific Youth Correctional Ministries P.O. Box 120634 Arlington, TX 76012	509(a)(1)	Support the chaplaincy services program in youth incarceration facilities in Tarrant County	5000
The Parenting Center 2928 W. Fifth Street Fort Worth, TX 76107	509(a)(1)	Support for child abuse and neglect prevention programs in Tarrant County	75000
Performing Arts Fort Worth, TX 330 East 4th Street Fort Worth, TX 76102	509(a)(1)	General support for the Children's Education program	55000
Philanthropy Roundtable 1730 M Street, NW, Suite 601 Washington, DC 20036	509(a)(1)	Support the National Education Conference in Texas in 2013	25000
Pocket Theatre, Inc. 1950 Silver Creek Road Fort Worth, TX 76108	509(a)(1)	Support Hip Pocket Theatre	10000
Lena Pope Home, Inc. 3131 Sanguinet Street Fort Worth, TX 76107	509(a)(1)	Support Chapel Hill Academy	200000
Lena Pope Home, Inc. 3131 Sanguinet Street Fort Worth, TX 76107	509(a)(1)	Support the Family Matters Counseling Program	50000
Presbyterian Night Shelter of Tarrant County P.O. Box 2645 Fort Worth, TX 76113	509(a)(1)	Support for "Moving Home" program	50000
SafeHaven of Tarrant County 8701 W. Bedford Euless Rd., Suite 600 Hurst, TX 76053	509(a)(1)	Support school-based violence prevention program in Tarrant County	50000
Scott & White Healthcare Foundation 2401 S. 31st Street Temple, TX 76508	509(a)(1)	Support pediatric services in rural areas of Central Texas	100000

SID W. RICHARDSON FOUNDATION
75-6015828
GRANTS PAID DURING 2012

ATTACHMENT 20

<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Safe City Commission 201 Main Street, Suite 2 Fort Worth, TX 76102	509(a)(1)	General support for crime prevention program in Fort Worth	100000
Safe City Commission 201 Main Street, Suite 2 Fort Worth, TX 76102	509(a)(1)	Support construction of One Safe Place - matching grant	1000000
Special Olympics Texas, Inc. 6707 Brentstair Rd., Suite 218 Fort Worth, TX 76112	509(a)(2)	Support activities in the Fort Worth area	5000
Star-Telegram Charities, Inc. P.O. Box 1870 Fort Worth, TX 76101	509(a)(1)	Support the 2012 Goodfellow Fund	10000
Streams and Valleys, Inc. P.O. Box 101373 Fort Worth, TX 76185	509(a)(1)	Support completion of five trail improvement projects on the hike and bike trails in the Trinity River watershed in Fort Worth	50000
Tarleton State University 201 Saint Felix Street Stephenville, TX 76402	509(a)(1)	Support the web-based pilot program to rural high schools in West Texas	25000
Tarrant County Academy of Medicine 555 Hemphill Fort Worth, TX 76104	509(a)(1)	Support for Project Access Tarrant County	100000
Tarrant County Black Historical and Genealogical Society, Inc 1020 E. Humbolt Fort Worth, TX 76104	509(a)(1)	Support 3rd annual Tarrant County Harambee Festival to be held 10/6/12	5000
Tarrant County College Foundation 1500 Houston Street Fort Worth, TX 76102	509(a)(1)	Support TCCD Academic Boot Camp initiative	250000
Tarrant County Youth Collaboration 6707 Brentwood Stair Rd , Suite 620 Fort Worth, TX 76112	509(a)(1)	Support "Kid's College"	50000

SID W. RICHARDSON FOUNDATION

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GRANTS PAID DURING 2012

ATTACHMENT 20

<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Tarrant NET 3605 El Campo Avenue, Suite B Fort Worth, TX 76107	509(a)(1)	Support the Read2Win literacy program to place volunteer reading coaches in elementary schools in the FW ISD	10000
Teach for America, Inc. 350 N. Paul Street, Suite 2800 Dallas, TX 75201	509(a)(1)	Support for the program in the FW ISD	250000
Texas Ballet Theater, Inc. 6845 Green Oaks Road Fort Worth, TX 76116	509(a)(2)	General support during 2012	125000
Texas Inmate Services TXIS 3001 Race Street Fort Worth, TX 76111	509(a)(1)	Support program assisting formerly incarcerated persons seeking reintegration into society	30000
Texas Institute for Education Reform 208 W. 14th Street Austin, TX 78701	509(a)(1)	General support	10000
Texas Lyceum Association, Inc. 6100 Foundation Place Drive Bryan, TX 77807	509(a)(2)	Support the conference entitled "Education, our Workforce, and the Economy. Is Texas on a Path to Prosperity or Peril?"	5000
Texas State University-San Marcos 601 University Drive San Marcos, TX 78666	509(a)(1)	Support Mathworks pilot program in middle school math instruction in San Marcos	36000
United Community Center, Inc 1200 E. Maddox Center Fort Worth, TX 76104	509(a)(1)	Support funding for childcare at three community centers serving low-income Hispanic and African-American neighborhoods in Fort Worth	80000
United Way of Metropolitan Tarrant County P.O. Box 4448 Fort Worth, TX 76164	509(a)(1)	General support for 2012 campaign	100000
United Way of Metropolitan Tarrant County P.O. Box 4448 Fort Worth, TX 76164	509(a)(1)	Support the early childhood working group sponsored by the Fort Worth ISD	10000
University of Houston 212 E. Cullen Houston, TX 77204	509(a)(1)	Support teachHouston program	50000

ATTACHMENT 20

SID W. RICHARDSON FOUNDATION

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GRANTS PAID DURING 2012

ATTACHMENT 20

<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
University of North Texas Foundation 1155 Union Circle #311250 Denton, TX 76203	509(a)(1)	Support scholarships for teachers and students from Tarrant County to participate in 2012 Mayborn Non-fiction Literary Conference	25000
University of North Texas Foundation 1155 Union Circle #311250 Denton, TX 76203	509(a)(1)	Support Morningside Children's Zone	150000
University of North Texas Health Science Center TCOM Foundation, Inc. 855 Montgomery Street Fort Worth, TX 76107	509(a)(1)	Support the Building Bridges Initiative	10000
The University of Texas at Arlington P.O. Box 19125 Arlington, TX 76019	509(a)(1)	Support UTeach Arlington	75000
The University of Texas-Pan American Foundation 1201 W. University Drive, ITT Bldg Edinburg, TX 78539	509(a)(1)	Support funding for a Bachelor of Science degree program in early childhood education in the Rio Grande Valley	67500
The University of Texas at San Antonio 501 W Durango Blvd. San Antonio, TX 78207	509(a)(1)	Support North Texas programs of TexPREP	150000
Uplift Foundation 606 E. Royal Lane Irving, TX 75039	509(a)(1)	Support opening of two charter elementary schools in Southeast Tarrant County	250000
James L. West Presbyterian Special Care Center 1111 Summit Avenue Fort Worth, TX 76102	509(a)(1)	Support the Family Caregiver Education program	50000
What About Remembering Me, Inc. 809 Lipscomb Fort Worth, TX 76104	509(a)(1)	Support grief program for children ages 5 through 18	25000

SID W. RICHARDSON FOUNDATION

75-6015828

GRANTS PAID DURING 2012

ATTACHMENT 20

<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Womans Heart P.O. Box 185804 Fort Worth, TX 76181	509(a)(1)	Support social services program for women veterans in the North Texas region	10000
The Women's Center of Tarrant County, Inc. 1723 Hemphill Fort Worth, TX 76110	509(a)(1)	Support Jobs Now program	50000
World Affairs Council of Dallas Fort Worth 325 N. St. Paul Street, Suite 4200 Dallas, TX 75201	509(a)(2)	Support international affairs education program for school teachers and students in North Texas	20000
Young Women's Christian Association 512 West 4th Street Fort Worth, TX 76102	509(a)(1)	Support childcare program for low-income and homeless families and residential services for young women	65000
Young Men's Christian Association 512 Lamar, Suite 400 Fort Worth, TX 76102	509(a)(2)	Support Southeast and McDonald branches of YMCA	35000
Youth Orchestra of Greater Fort Worth 4401 Trail Lake Drive Fort Worth, TX 76109	509(a)(2)	Provide operational support for the area Youth Orchestra	25000
			<u>\$11,843,286</u>

SID W. RICHARDSON FOUNDATION
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GRANTS APPROVED DURING 2012 AND UNPAID AS OF 12/31/12

ATTACHMENT 21

<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Baylor College of Medicine Dept. of Otorhinolaryngology and Communicative Sciences One Baylor Plaza, NA102 Houston, TX 77030	509(a)(1)	Support Dr. Bobby Alford's research	75,000
Baylor College of Medicine-Cullen Eye Institute 6565 Fannin, Suite NC205 Houston, TX 77030	509(a)(1)	Support Dr. Dan Jones' ocular research program	75,000
Baylor College of Medicine Dept. of Ophthalmology 6565 Fannin, NC205 Houston, TX 77030	509(a)(1)	Support Dr. Douglas Koch's research in ophthalmology	50,000
Baylor College of Medicine The Methodist Hospital-Dept. of Internal Medicine 6565 Fannin, Room A679G Houston, TX 77030	509(a)(1)	Support Dr. James Pool's program	100,000
Botanical Research Institute of Texas, Inc 1700 N. University Drive Fort Worth, TX 76107	509(a)(3) Type 3 functionally integrated	General support	115,000
Van Cliburn Foundation, Inc. 2525 Ridgmar Blvd., Suite 307 Fort Worth, TX 76116	509(a)(2)	14th Van Cliburn Competition	325,000
Fort Worth Art Association 3200 Darnell Street Fort Worth, TX 76107	509(a)(1)	Operational support	750,000
Fort Worth Museum of Science and History 1501 Montgomery Fort Worth, TX 76107	509(a)(1)	General support	150,000
Fort Worth Opera Association 1300 Gendy Street Fort Worth, TX 76107	509(a)(1)	General support	100,000

SID W. RICHARDSON FOUNDATION
75-6015828
GRANTS APPROVED DURING 2012 AND UNPAID AS OF 12/31/12

ATTACHMENT 21

<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Fort Worth Symphony Orchestra Association, Inc. 330 E. Fourth Street, Suite 200 Fort Worth, TX 76102	509(a)(2)	General support for 2013	750,000
Fort Worth Zoological Association 1989 Colonial Parkway Fort Worth, TX 76110	509(a)(2)	General support	125,000
National Center for Policy Analysis 12770 Coit Road, Suite 800 Dallas, TX 75251	509(a)(1)	General support	100,000
The National Cowgirl Museum and Hall of Fame, Inc. 1720 Gendy Fort Worth, TX 76107	509(a)(1)	General support	50,000
Performing Arts Fort Worth, TX 330 East 4th Street Fort Worth, TX 76102	509(a)(1)	General support for the Children's Education program	55,000
Safe City Commission 201 Main Street, Suite 2 Fort Worth, TX 76102	509(a)(1)	General support for crime prevention program in Fort Worth	100,000
Tarleton State University 201 Saint Felix Street Stephenville, TX 76402	509(a)(1)	Support the web-based pilot program to rural high schools in West Texas	275,000
Texas Ballet Theater, Inc. 6845 Green Oaks Road Fort Worth, TX 76116	509(a)(2)	General support	125,000
Texas State University-San Marcos 601 University Drive San Marcos, TX 78666	509(a)(1)	Support Mathworks pilot program in middle school math instruction in San Marcos	72,000
United Way of Metropolitan Tarrant County P.O. Box 4448 Fort Worth, TX 76164	509(a)(1)	General support for 2013 campaign	100,000
University of North Texas Foundation 1155 Union Circle #311250 Denton, TX 76203	509(a)(1)	Support Morningside Children's Zone	<u>40,000</u>
			<u>3,532,000</u>

SID W. RICHARDSON FOUNDATION

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ATTACHMENT 22 - PART XII, LN 2

Amounts paid to acquire assets:

Furniture, fixtures and equipment

66,424

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

	<u>NO. OF SHARES</u>	<u>CARRYING VALUE</u>	<u>MARKET VALUE</u>
KIMBERLY-CLARK	20,000	697,402	1,688,600
			<u>(697,402)</u>
UNREALIZED GAIN			991,198
S&P LOSS CARRYFORWARD			<u>(563,398)</u>
EXCESS OF LOSS C/F OVER UNREALIZED GAIN			<u>0</u>

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

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

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

UNRECOGNIZED SEC 1092 LOSSES CARRIED FORWARD TO 2012	(563,398)
UNRECOGNIZED GAIN IN OFFSETTING POSITION AT 12/31/12	0
UNRECOGNIZED SEC 1092 LOSSES EXCEEDING UNRECOGNIZED GAIN THAT WERE USED AT 12/31/12	<u>0</u>
UNRECOGNIZED SEC. 1092 LOSSES CARRIED FORWARD TO 2013	<u>(563,398)</u>