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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation THE BILL BASS FOUNDATION C/O GRIFFITH & JACOBSON LLC % LOUIS A RASCIA		A Employer identification number 61-6314816	
Number and street (or P O box number if mail is not delivered to street address) 55 WEST MONROE STREET Suite 3550		B Telephone number (see instructions) (312) 236-6110	
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 606035000		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 16,519,944	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

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)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	271,473	271,859		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	234,899			
	b Gross sales price for all assets on line 6a 3,253,424				
	7 Capital gain net income (from Part IV, line 2) . . .		224,042		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	319,846	125,017		
	12 Total. Add lines 1 through 11	826,218	620,918		
	13 Compensation of officers, directors, trustees, etc	150,000	75,000		75,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	1,516	0	0	1,516
	b Accounting fees (attach schedule)	11,750	0	0	11,750
	c Other professional fees (attach schedule)	86,506	86,506		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	8,348	4,327		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	15	10,652		15
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	258,135	176,485	0	88,281
	25 Contributions, gifts, grants paid	596,000			596,000
	26 Total expenses and disbursements. Add lines 24 and 25	854,135	176,485	0	684,281
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-27,917			
	b Net investment income (if negative, enter -0-)		444,433		
	c Adjusted net income (if negative, enter -0-)				

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	0	0	0
	2	Savings and temporary cash investments	369,932	181,822	181,822
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	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			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	12,615,932	12,785,064	16,321,411
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)	25,650	16,711	16,711
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	13,011,514	12,983,597	16,519,944
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	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 ▶ _____)			
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)		0	
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	13,011,514	12,983,597	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	13,011,514	12,983,597	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	13,011,514	12,983,597	

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	13,011,514
2	Enter amount from Part I, line 27a	2	-27,917
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	12,983,597
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	12,983,597

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)
1 a	PUBLICLY TRADED SECURITIES	P		
b	CAPITAL GAIN DIVIDENDS	P		
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 3,230,380		3,029,382	200,998
b			33,902
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			200,998
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	224,042
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	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	659,647	14,474,231	0 045574
2011	674,348	14,843,397	0 045431
2010	838,293	14,030,765	0 059747
2009	1,011,844	13,892,449	0 072834
2008	922,788	18,562,999	0 049711

2	Total of line 1, column (d).	2	0 273297
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 054659
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	15,523,400
5	Multiply line 4 by line 3.	5	848,494
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	4,444
7	Add lines 5 and 6.	7	852,938
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	684,281

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	8,889
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 <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	8,889
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	8,889
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,764	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d.		7	14,764
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	1
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	5,874
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 5,874 Refunded <input type="checkbox"/>		11	

Part VII-A Statements Regarding Activities			
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? <input type="checkbox"/>		Yes	No
	1a		No
	b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b	
c Did the foundation file Form 1120-POL for this year?.	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes.</i> <input type="checkbox"/>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
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? <i>If "Yes," attach the statement required by General Instruction T.</i> <input type="checkbox"/>	5		No
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	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL			
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? <i>If "No," attach explanation.</i>	8b	Yes	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of LOUIS A RASCIA Telephone no (312) 236-8110 Located at 55 WEST MONROE STREET CHICAGO IL ZIP+4 606035000			
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 2013, 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?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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 2013?	1c		No
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20 , 20 , 20 , 20			
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		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2013 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 2013.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2013?	4b		No

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))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?		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?		<input type="checkbox"/> Yes	<input type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		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 (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
MELINDA JACOBSON	CO-TRUSTEE - PART TIME	75,000		
55 W MONROE ST SUITE 3550 CHICAGO, IL 60603	0			
MARC SCHWARTZ	CO-TRUSTEE - PART TIME	75,000		
C/O HARRISON HELD CHICAGO, IL 606061247	0			
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
Total number of other employees paid over \$50,000.				

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
GOLDMAN SACHS	INVESTMENT SERVICES	86,506
71 S WACKER DRIVE		
CHICAGO,IL 60606		
Total number of others receiving over \$ 50,000 for professional services.		

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	
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	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	

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	15,193,096
b	Average of monthly cash balances.	1b	566,701
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	15,759,797
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	15,759,797
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	236,397
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,523,400
6	Minimum investment return. Enter 5% of line 5.	6	776,170

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	776,170
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	8,889
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	8,889
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	767,281
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	767,281
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	767,281

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	684,281
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	684,281
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	684,281
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				767,281
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			556,849	
b Total for prior years 2011 , 2010 , 2009				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 684,281				
a Applied to 2012, but not more than line 2a			556,849	
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 2013 distributable amount.				127,432
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (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:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				639,849
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 2008 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .	0			

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

NONE

b

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

NONE

2

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

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

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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


Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	596,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated


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

Form **990-PF** (2013)


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ABRAHAM LINCOLN PRESIDENTIAL LIBRARY 500 EAST MADISON STREET SPRINGFIELD,IL 62701	NONE	PC	GENERAL FUNDS	3,500
BOYS & GIRLS CLUB OF CHICAGO 550 W VAN BUREN STREET CHICAGO,IL 60607	NONE	PC	GENERAL FUNDS	4,000
BIRTHRIGHT ISRAEL FOUNDATION 33 E 33RD STREET 7TH FLR NEWYORK,NY 10016	NONE	PC	GENERAL FUNDS	30,000
CANCER WELLNESS CENTER 215 REVERE DR NORTHBROOK,IL 60062	NONE	PC	GENERAL FUNDS	3,500
CATHOLIC CHARITIES 721 N LASALLE DR CHICAGO,IL 60654	NONE	PC	GENERAL FUNDS	2,500
CHARCOT MARIE TOOTH ASSOCIATION PO BOX 105 GLENOLDEN,PA 19036	NONE	PC	GENERAL FUNDS	5,000
CHABAD OF CHAMPAIGN URBANA 509 S 4TH ST CHAMPAIGN,IL 61820	NONE	PC	GENERAL FUNDS	5,000
CHAMPAIGN URBANA THEATRE CO 608 N CUNNINGHAM AVE URBANA,IL 61802	NONE	PC	GENERAL FUNDS	2,000
CHICAGO KENT COLLEGE OF LAW 565 WEST ADAMS ST CHICAGO,IL 60661	NONE	PC	GENERAL FUNDS	35,000
CHICAGO LEGAL CLINIC 2938 E 91ST STREET CHICAGO,IL 60617	NONE	PC	GENERAL FUNDS	35,000
CHICAGO LIGHTHOUSE FOR THE BLIND 1850 WEST ROOSEVELT ROAD CHICAGO,IL 60608	NONE	PC	GENERAL FUNDS	1,500
CHICAGO POLICE MEMORIAL FOUNDATION 1407 W WASHINGTON BLVD CHICAGO,IL 60607	NONE	PC	GENERAL FUNDS	10,000
CHICAGO YOUNG AMERICANS 7384 N LINCOLN AVE LINCOLNWOOD,IL 60712	NONE	PC	GENERAL FUNDS	15,000
COMMUNITY PARTNERS FOR AFFORDABLE HOUSING PO BOX 23206 TIGARD,OR 97281	NONE	PC	GENERAL FUNDS	2,000
CYCLE FOR SURVIVAL 200 W MONROE STREET CHICAGO,IL 60606	NONE	PC	GENERAL FUNDS	7,500
Total  3a				596,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
DEPAUL COLLEGE OF LAW 25 EAST JACKSON BLVD CHICAGO,IL 60604	NONE	PC	GENERAL FUNDS	20,000
DO THE WRITE THING 233 S WACKER DRIVE CHICAGO,IL 60606	NONE	PC	GENERAL FUNDS	1,000
HAVANA DAY DREAM 2455 W OHIO ST CHICAGO,IL 60612	NONE	PC	GENERAL FUNDS	10,000
HIGHLAND PARK GIANTS CLUB 433 VINE AVE HIGHLAND PARK,IL 60035	NONE	PC	GENERAL FUNDS	3,500
HOLOCAUST MEMORIAL FOUNDATION OF IL 9603 WOODS DR SKOKIE,IL 60077	NONE	PC	GENERAL FUNDS	10,000
IMERMAN ANGELS 205 W RANDOLPH ST 19TH FL CHICAGO,IL 60606	NONE	PC	GENERAL FUNDS	5,000
INVEST FOR KIDS INC 875 N MICHIGAN AVE CHICAGO,IL 60611	NONE	PC	GENERAL FUNDS	3,000
JEWISH UNITED FUND OF METROPOLITAN CHICAGO 30 S WELLS STREET SUITE 4049 CHICAGO,IL 60606	NONE	PC	GENERAL FUNDS	100,000
JSRF ILLINOIS 14 JAMES DR HAWTHORN WDS,IL 60047	NONE	PC	GENERAL FUNDS	5,000
LANDMARKS ILLINOIS 1807 W MOSS AVE PEORIA,IL 61606	NONE	PC	GENERAL FUNDS	1,000
LURIE CHILDRENS FOUNDATION 225 E CHICAGO AVE PR DPT BOX 269 CHICAGO,IL 60611	NONE	PC	GENERAL FUNDS	5,000
LOYOLA UNIVERSITY MEDICAL CENTER 2160 S 1ST AVE MAYWOOD,IL 60153	NONE	PC	GENERAL FUNDS	15,000
METROSQUASH 77 W WACKER DR STE 3500 CHICAGO,IL 60601	NONE	PC	GENERAL FUNDS	1,000
MICHAEL ROLFE PANCREATIC CANCER FOUNDATION 17 N STATE STREET STE 1550 CHICAGO,IL 60602	NONE	PC	GENERAL FUNDS	5,000
MISERICORDIA FAMILY ASSOCIATION 6300 N RIDGE AVE CHICAGO,IL 60660	NONE	PC	GENERAL FUNDS	2,500
Total  3a				596,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
NATIONAL MULTIPLE SCLEROSIS SOCIETY 733 THIRD AVE 3RD FLOOR NEW YORK,NY 10017	NONE	PC	GENERAL FUNDS	17,500
NORTHWESTERN BRAIN TUMOR INSTITUTE 251 E HURON ST CHICAGO,IL 60611	NONE	PC	GENERAL FUNDS	35,000
ORT AMERICA 3701 COMMERCIAL AVENUE 13 NORTHBROOK,IL 60062	NONE	PC	GENERAL FUNDS	1,000
PKD FOUNDATION 8330 WARD PARKWAY SUITE 510 KANSAS CITY,MO 64114	NONE	PC	GENERAL FUNDS	20,000
PARK LAWN 10833 S LAPORT OAK LAWN,IL 60453	NONE	PC	GENERAL FUNDS	2,500
PARK RIDGE FINE ARTS SOCIETY PO BOX 89A PARK RIDGE,IL 60068	NONE	PC	GENERAL FUNDS	10,000
RAINBOWS 1360 HAMILTON PARKWAY ITASCA,IL 60143	NONE	PC	GENERAL FUNDS	3,000
RAVINA FESTIVAL ASSOCIATION 418 SHERIDAN ROAD HIGHLAND PARK,IL 60035	NONE	PC	GENERAL FUNDS	6,000
SECOND SENSE 65 E WACKER PLACE STE 1010 CHICAGO,IL 60601	NONE	PC	GENERAL FUNDS	5,000
SPECIAL KIDS NETWORK 1121 LAKE COOD ROAD STE P DEERFIELD,IL 60015	NONE	PC	GENERAL FUNDS	10,000
ST IGNATIUS COLLEGE PREP 1076 W ROOSEVELT RD CHICAGO,IL 60608	NONE	PC	GENERAL FUNDS	5,000
TEACH FOR AMERICA 315 W 36TH ST 7TH FLOOR NEW YORK,NY 10018	NONE	PC	GENERAL FUNDS	10,000
TEMPLE EMANUEL CONGREGATION 5959 N SHERIDAN RD CHICAGO,IL 60660	NONE	PC	GENERAL FUNDS	2,500
THE CENTER OF CONCERN 1580 N NORTHWEST HIGHWAY STE 310 PARK RIDGE,IL 60068	NONE	PC	GENERAL FUNDS	5,000
THE JAY CUTLER FOUNDATION 5 REVERE DR STE 400 NORTHBROOK,IL 60062	NONE	PC	GENERAL FUNDS	5,000
Total  3a				596,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE LEUKEMIA & LYMPHOMA SOCIETY 1311 MAMARONECK AVE WHITE PLAINS,NY 10605	NONE	PC	GENERAL FUNDS	10,000
TURN 2 FOUNDATION INC 1360 EAST 9TH ST CLEVELAND,OH 44114	NONE	PC	GENERAL FUNDS	7,500
UIUC HILLEL 505 E JOHN ST CHAMPAIGN,IL 61820	NONE	PC	GENERAL FUNDS	5,000
UNIVERSITY OF ILLINOIS FOUNDATION 1305 W GREEN ST URBANA,IL 61801	NONE	PC	GENERAL FUNDS	50,000
U OF I FOUNDATION LIBRARY ANNUAL FUND 1305 W GREEN ST URBANA,IL 61801	NONE	PC	GENERAL FUNDS	5,000
US HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PL SW WASHINGTON,DC 20024	NONE	PC	GENERAL FUNDS	25,000
VITAL BRIDGES 4121 W LAKE STREET CHICAGO,IL 60624	NONE	PC	GENERAL FUNDS	2,500
WOMEN EMPLOYED 65 E WACKER PLACE STE 1500 CHICAGO,IL 60601	NONE	PC	GENERAL FUNDS	5,000
Total  3a				596,000

TY 2013 Accounting Fees Schedule

Name: THE BILL BASS FOUNDATION

C/O GRIFFITH & JACOBSON LLC

EIN: 61-6314816

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FRIEDMAN & HUEY ASSOCIATES	11,750			11,750

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: THE BILL BASS FOUNDATION
C/O GRIFFITH & JACOBSON LLC

EIN: 61-6314816

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
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**TY 2013 Investments Corporate
Stock Schedule**

Name: THE BILL BASS FOUNDATION
C/O GRIFFITH & JACOBSON LLC

EIN: 61-6314816

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BALANCED ADVISORY - SEE STMT	8,103,588	10,367,142
WHITEHALL PARALLEL GLOBAL	789,964	659,930
GS MEZZANINE PARTNERS	239,420	712,369
CORP FIXED INCOME - SEE STMT	2,296,123	2,352,684
GS LIBERTY HARBOR	0	30,145
GS WEST STREET PARTNERS	218,846	172,192
GS VINTAGE FUND V LP	1,012,123	1,882,493
GS VINTAGE FUND VI LP	125,000	144,456

TY 2013 Investments - Land Schedule

Name: THE BILL BASS FOUNDATION
C/O GRIFFITH & JACOBSON LLC
EIN: 61-6314816

TY 2013 Land, Etc. Schedule

Name: THE BILL BASS FOUNDATION
C/O GRIFFITH & JACOBSON LLC
EIN: 61-6314816

TY 2013 Legal Fees Schedule

Name: THE BILL BASS FOUNDATION
C/O GRIFFITH & JACOBSON LLC
EIN: 61-6314816

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GRIFFITH & JACOBSON LLC	1,516			1,516

TY 2013 Other Assets Schedule

Name: THE BILL BASS FOUNDATION

C/O GRIFFITH & JACOBSON LLC

EIN: 61-6314816

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDENDS RECEIVABLE	25,650	16,711	16,711

TY 2013 Other Expenses Schedule

Name: THE BILL BASS FOUNDATION

C/O GRIFFITH & JACOBSON LLC

EIN: 61-6314816

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
IL FILING FEES	15			15
FROM PARTNERSHIP K-1		10,652		

TY 2013 Other Income Schedule

Name: THE BILL BASS FOUNDATION
C/O GRIFFITH & JACOBSON LLC
EIN: 61-6314816

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
WHITEHALL PAR GLOBAL REAL ESTATE LP	319,846	125,017	

TY 2013 Other Professional Fees Schedule**Name:** THE BILL BASS FOUNDATION

C/O GRIFFITH & JACOBSON LLC

EIN: 61-6314816

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MGMT FEES	83,506	83,506		
ANNUAL CUSTODY FEES	3,000	3,000		

TY 2013 Taxes Schedule

Name: THE BILL BASS FOUNDATION
C/O GRIFFITH & JACOBSON LLC

EIN: 61-6314816

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	4,301	4,301		
FEDERAL EXCISE TAX	4,047			
FOREIGN TAXES FROM PSHIP K-1		26		

**BILL BASS FOUNDATION - ADVISORY**
Holdings**FIXED INCOME**

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
OTHER FIXED INCOME								
GS HIGH YIELD FUND								
GS HIGH YIELD FUND INSTITUTIONAL SHARES	155,586.022	7.1400	1,110,884.20	6.6065	1,027,871.79	83,012.40		73,125.43
						547,091.62		

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
S&P TECHNOLOGY SELECT SECTOR INDEX FUND (SPDR)								
TECHNOLOGY SELECT INDEX 'SPDR' (XLK)	9,500.00	35.7400	339,530.00	32.5066	308,812.50	30,717.50	1.7029	5,781.89
S&P BANK INDEX FUND (SPDR)								
SPDR S&P BANK ETF (KBE)	10,000.00	33.1700	331,700.00	24.4550	244,550.00	87,150.00	1.3750	4,561.00
S&P 500 INDEX FUND (SPDR)								
SPDR S&P 500 ETF TRUST (SPY)	12,480.00	184.6900	2,304,931.20	109.5034	1,366,602.81	938,328.39	1.8144	41,820.98
			12,233.52					

BILL BASS FOUNDATION - ADVISORY

Holdings (Continued)

Period Ended December 31, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
S&P MIDCAP 400 INDEX FUND (SPDR)								
SPDR S&P MIDCAP 400 LTR TRUST ETF (MDY)	4,250.00	244.2000	1,037,850.00 3,018.01	176.4848	750,060.40	287,789.60	0.7998	8,300.25
	Quantity	Market Price	Market Value / Accrued Income	Contributions/ Distributions To Date	Net Contribution To Date	Economic Gain (Loss)		
DYNAMIC EQUITY MANAGERS PORTFOLIO 1 [SERIES]								
DYNAMIC EQUITY MANAGERS PORTFOLIO 1 OFFSHORE L.P. (GMSAPC) ¹²	4,919.37	230.1380	1,132,134.43	1,000,000.00 0.00		132,134.43		
	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY STRUCTURED PRODUCTS								
ROYAL BANK OF CANADA LINKED TO S&P 500 INDEX UPSIDE LEVERED CAPPED W BUFFER STRUCTURED NOTE DUE 11/19/2014 (RSPXEL6)	500,000.00	113.8300	569,150.00	100.0000	500,000.00	69,150.00		
TOTAL US EQUITY			5,715,295.63 15,251.53		4,170,025.71	1,545,269.92	1.5063	60,464.12
NON-US EQUITY								
MSCI EAFE INDEX FUND (ISHARES)								
ISHARES MSCI EAFE ETF (EFA)	18,000.00	67.0950	1,207,710.00	45.8039	824,470.20	383,239.80	2.5385	30,657.60
EURO STOXX 50 INDEX FUND (SPDR)								
SPDR EURO STOXX 50 FD ETF (FEZ)	7,750.00	42.2000	327,050.00 1,458.39	35.6303	276,134.90	50,915.10	2.7246	8,910.88
MSCI EMERGING MARKETS INDEX FUND (ISHARES)								
ISHARES MSCI EMERGING MKTS ETF (EEM)	8,050.00	41.7950	336,449.75	31.6876	255,085.25	81,364.50	2.0538	6,909.93
NON-US EQUITY STRUCTURED PRODUCTS								
WELLS FARGO & COMPANY LINKED TO MSCI EMERGING MKTS IND UPSIDE LEVERED CAPPED W BUFFER STRUCTURED NOTE DUE 08/19/2014 (OWEEMEL1)	350,000.00	98.0000	343,000.00	100.0000	350,000.00	(7,000.00)		

BILL BASS FOUNDATION - ADVISORY
Holdings (Continued)

Period Ended December 31 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
NON-US EQUITY STRUCTURED PRODUCTS								
CREDIT SUISSE AG LKD TO EURO STOXX 50, EURO/USD BETTER OF CNTNGNT CPN W BUFFER STRUCTURED NOTE DUE 10/06/2014 (OCSX5EL1)	400,000.00	123.2000	492,800.00	100.0000	400,000.00	92,800.00		
TOTAL NON-US EQUITY STRUCTURED PRODUCTS			835,800.00		750,000.00	85,800.00		
TOTAL NON-US EQUITY			2,707,009.75		2,105,690.35	601,319.40	2.4839	46,478.42
			1,458.39					
TOTAL PUBLIC EQUITY			8,422,305.38		6,275,716.06	2,146,589.32	1.8171	106,942.53
			16,709.92					



BILL BASS FOUNDATION - ADVISORY

Holdings (Continued)

OTHER INVESTMENTS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
MISCELLANEOUS								
OTHER STRUCTURED PRODUCTS								
THE BANK OF NOVA SCOTIA LINKED TO RUSSELL 2000 INDEX CNTNGNT CPN W BUFFER STRUCTURED NOTE DUE 03/23/2015 (RUTDIG21)	300.00	1,056.9750	317,092.50	1,000.0000	300,000.00	17,092.50		

¹ Contributions may include fees. Distributions may be net of fees.

² Please refer to the end of the Holdings section for further details pertaining to these investments.

³ Estimated using Net Asset Value (NAV), when available, or estimated as Computed Market value minus adjusted Cost Basis.

⁴ Distributions of this investment may be subject to reinvestment or recall by the partnership before or after the expiration of the commitment period.

⁵ Cash may be included.

⁶ This is based on Net Asset Value (NAV), when available, or estimated as total capital balance, when available, plus any contributions and minus any distributions since the last capital statement.

⁷ Cap Statement Value for levered investors represents the remaining value of your equity, plus the net earnings/loss on your leverage. A negative Cap Statement Value reflects losses on your leverage in excess of the remaining value of your equity and may reflect more than your actual liability which cannot exceed your remaining capital commitment. Computed Market value represents the last available Cap statement value plus subsequent contributions and less subsequent distributions but will not exceed your remaining capital commitment. As a result, a negative Computed Market Value reflects your actual liability.

BILL BASS FOUNDATION - ADVISORY

Holdings (Continued)

Period Ended December 31, 2013

OTHER INVESTMENTS (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
MISCELLANEOUS								
OTHER STRUCTURED PRODUCTS								
DEUTSCHE BANK AG-LONDON BRANCH LINKED TO EURO STOXX 50 PR CNTNGNT CPN W BUFFER STRUCTURED NOTE DUE 01/15/2016 (ODSX5EL1)	500,000.00	103.3800	516,900.00	100.0000	500,000.00	16,900.00		
TOTAL OTHER STRUCTURED PRODUCTS			833,992.50		800,000.00	33,992.50		

	FMV	Cost
Fixed Income	1,110,844.20	1,027,871.79
Public Equity	8,422,305.38	6,275,716.06
Other Investments	833,992.50	800,000.00
Total Balanced Advisory	10,367,142.08	8,103,587.85

**BILL BASS FOUNDATION - CORP FI
Holdings**

Period Ended December 31, 2013

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
PHILIP MORRIS INTERNATIONAL 6.875% 03/17/2014 SR LIEN S&P A /Moody's A2	100,000.00	101.3320	101,332.00 1,986.11	100.8651 115.65	100,865.06 115,650.00	466.94 (14,318.00)	2.6989	6,875.00
MORGAN STANLEY MTN 6.0% 05/13/2014 USD SR LIEN S&P A /Moody's Baa2	100,000.00	101.9070	101,907.00 800.00	100.7540 107.88	100,753.96 107,880.00	1,153.04 (5,973.00)	3.9078	6,000.00
HASBRO, INC. 6.125% 05/15/2014 SR LIEN M-W+50.00BP S&P BBB /Moody's Baa2	100,000.00	102.0030	102,003.00 782.64	101.0142 110.59	101,014.16 110,590.00	988.84 (8,587.00)	3.3599	6,125.00
COMCAST HOLDINGS CORPORATION 6.5% 01/15/2015 USD S&P A /Moody's A3	100,000.00	106.0320	106,032.00 2,997.22	103.1248 113.57	103,124.75 113,570.00	2,907.25 (7,538.00)	3.4174	6,500.00
JPMORGAN CHASE & CO. 3.7% 01/20/2015 SR LIEN S&P A /Moody's A3	100,000.00	103.1200	103,120.00 1,654.72	100.1898 100.81	100,189.80 100,810.00	2,930.20 2,310.00	3.5150	3,700.00
HEWLETT-PACKARD COMPANY 2.35% 03/15/2015 SR LIEN M-W+35.00BP S&P BBB+ /Moody's Baa1	50,000.00	101.5650	50,782.50 345.97	99.9770	49,988.50	794.00	2.3570	1,175.00
PFIZER INC. 5.35% 03/15/2015 SR LIEN M-W+50.00BP S&P AA /Moody's A1	100,000.00	105.6650	105,665.00 1,575.28	102.5858 110.05	102,585.78 110,050.00	3,079.22 (4,385.00)	3.1437	5,350.00
CITIGROUP INC. CPN 5.3000 01/07/2016 S&P A- /Moody's Baa2	125,000.00	108.0920	135,115.00 3,202.08	103.2231 107.19	129,028.82 133,987.50	6,086.18 1,127.50	3.6299	6,625.00
ORACLE CORPORATION 5.25% 01/15/2016 SER B SR LIEN M- W+20.00BP S&P A- /Moody's A1	100,000.00	109.1600	109,160.00 2,420.83	104.1395 111.13	104,139.53 111,130.00	5,020.47 (1,970.00)	3.1397	5,250.00
HOME DEPOT INC. 5.4% 03/01/2016 M-W+15.00BP S&P A /Moody's A2	100,000.00	109.6890	109,689.00 1,800.00	104.7030 111.56	104,702.97 111,562.00	4,986.03 (1,873.00)	3.1361	5,400.00
DIRECTV HOLDINGS LLC 2.4% 03/15/2017 SER B SR LIEN M- W+25.00BP S&P BBB /Moody's Baa2	75,000.00	101.8060	76,354.50 530.00	100.9095 101.03	75,682.10 75,774.75	672.40 579.75	2.1050	1,800.00

BILL BASS FOUNDATION - CORP FI
Holdings (Continued)

Period Ended December 31, 2013

FIXED INCOME (Continued)

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS CORPORATE FIXED INCOME								
XEROX CORPORATION 2.95% 03/15/2017 SR LIEN M- W+35 OOBP S&P BBB /Moody's Baa2	100,000.00	102.6590	102,659.00 868.61	101.7263 102.20	101,726.26 102,200.00	932.74 459.00	2.3871	2,950.00
SYMANTEC CORPORATION 2.75% 06/15/2017 SR LIEN M- W+35 OOBP Next Call Dt. 05/15/17 S&P BBB /Moody's Baa2	125,000.00	101.0740	126,342.50 152.78	100.7276 100.83	125,909.50 126,033.75	433.00 308.75	2.5239	3,437.50
EATON VANCE CORP. 6.5% 10/02/2017 SR LIEN M- W+30 OOBP S&P A- /Moody's A3	19,000.00	113.5040	21,565.76 305.32	116.9116 120.16	22,213.21 22,830.21	(647.45) (1,264.45)	1.8170	1,235.00
VIACOM INC. 6.125% 10/05/2017 SR LIEN M-W+30 OOBP S&P BBB /Moody's Baa2	100,000.00	113.1580	113,158.00 1,463.19	114.0831 119.82	114,083.05 119,819.00	(925.05) (6,661.00)	2.2020	6,125.00
GENERAL ELECTRIC COMPANY 5.25% 12/06/2017 SR LIEN S&P AA+ /Moody's Aa3	100,000.00	113.1940	113,194.00 364.58	110.1591 115.11	110,159.07 115,107.00	3,034.93 (1,913.00)	2.4891	5,250.00
WACHOVIA CORPORATION 5.75% 02/01/2018 S&P A+ /Moody's A2	100,000.00	115.3080	115,308.00 2,395.83	113.3121 117.81	113,312.07 117,806.00	1,995.93 (2,498.00)	2.3170	5,750.00
AT&T INC. 5.6% 05/15/2018 M-W+30 OOBP S&P A- /Moody's A3	100,000.00	113.5610	113,561.00 715.56	115.7223 120.78	115,722.35 120,782.00	(2,161.35) (7,221.00)	1.8411	5,600.00
DOW CHEMICAL COMPANY (THE) 5.7% 05/15/2018 SR LIEN M-W+30 OOBP S&P BBB /Moody's Baa2	100,000.00	114.3310	114,331.00 728.33	116.0313 120.49	116,031.29 120,491.00	(1,700.29) (6,160.00)	1.8650	5,700.00
NORTHROP GRUMMAN CORP. 1.75% 06/01/2018 SR LIEN M- W+15 OOBP S&P BBB /Moody's Baa2	75,000.00	97.5560	73,167.00 109.37	99.7240	74,793.00	(1,626.00)	1.8090	1,312.50
TOTAL CAPITAL SA 2.125% 08/10/2018 SR LIEN M- W+12.5 OBP S&P AA- /Moody's Aa1	100,000.00	100.3880	100,388.00 820.49	99.9720	99,972.00	416.00	2.1310	2,125.00
WALGREEN CO. 5.25% 01/15/2019 S&P BBB /Moody's Baa1	100,000.00	111.7950	111,795.00 2,420.83	115.0541 118.17	115,054.14 118,166.00	(3,259.14) (6,371.00)	2.0879	5,250.00
AMGEN INC. 5.7% 02/01/2019 SR LIEN S&P A /Moody's Baa1	100,000.00	115.2400	115,240.00 2,375.00	115.0716 118.84	115,071.56 118,839.00	168.44 (3,599.00)	2.5240	5,700.00
TOTAL GS CORPORATE FIXED INCOME			2,359,001.43 30,814.74		2,333,255.10 2,434,963.88	25,746.33 (75,962.45)	2.6802	105,253.40
TOTAL PORTFOLIO			Market Value 2,352,684.00		Adjusted Cost / Original Cost 2,296,122.93	Unrealized Gain (Loss)		Estimated Annual Income