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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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, 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		B Telephone number (see instructions) (817) 336-0494
City or town, state or province, country, and ZIP or foreign postal code FORT WORTH, TX 76102		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 556,633,727.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
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)
1 Contributions, gifts, grants, etc., received (attach schedule)		31,422.			
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		2,985,238.	3,001,598.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		4,618,671.			
b Gross sales price for all assets on line 6a 11,124,633.					
7 Capital gain net income (from Part IV, line 2)			5,221,446.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances 57,440.					ATCH 1
b Less Cost of goods sold 57,440.					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 2		6,839,455.	6,835,709.	19,733.	
12 Total Add lines 1 through 11		14,474,786.	15,058,753.	19,733.	
13 Compensation of officers, directors, trustees, etc.		533,719.	131,555.		400,529.
14 Other employee salaries and wages		761,633.	53,792.		704,672.
15 Pension plans, employee benefits		-771,587.	84,418.		515,586.
16a Legal fees (attach schedule) ATCH 3		52,947.	13,270.		33,478.
b Accounting fees (attach schedule) ATCH 4		64,718.	22,491.		44,395.
c Other professional fees (attach schedule) * ATCH 5		748,677.	629,926.		131,691.
17 Interest					
18 Taxes (attach schedule) (see instructions) ATCH 6		1,655,370.	439,532.		
19 Depreciation (attach schedule) and depletion ATCH 7		275,182.	11,867.		
20 Occupancy		24,855.	6,214.		18,066.
21 Travel, conferences, and meetings		6,685.			7,252.
22 Printing and publications		7,072.	723.		13,469.
23 Other expenses (attach schedule) ATCH 8		850,222.	116,330.	19,733.	783,845.
24 Total operating and administrative expenses. Add lines 13 through 23		4,209,493.	1,510,118.	19,733.	2,652,983.
25 Contributions, gifts, grants paid		15,204,169.			14,331,618.
26 Total expenses and disbursements Add lines 24 and 25		19,413,662.	1,510,118.	19,733.	16,984,601.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-4,938,876.			
b Net investment income (if negative, enter -0-)			13,548,635.		
c Adjusted net income (if negative, enter -0-)					

JSA For Paperwork Reduction Act Notice, see instructions.
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*ATCH 5

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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	356,571.	352,756.	352,756.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 681,499.			
		Less allowance for doubtful accounts ▶	666,036.	681,499.	681,499.
	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	368,838.	267,765.	267,765.
	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	147,987,523.	204,987,476.	204,987,476.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ 3,615,457.			
	Less accumulated depreciation ▶ ATCH 10 2,077,545.	1,425,485.	1,537,912.	35,110,596.	
12	Investments - mortgage loans				
13	Investments - other (attach schedule)	102,394,674.	88,010,466.	129,548,591.	
14	Land, buildings, and equipment basis ▶ 9,434,848.				
	Less accumulated depreciation ▶ ATCH 12 3,531,739.	6,018,347.	5,903,109.	3,323,449.	
15	Other assets (describe ▶ ATCH 13)	10,338,614.	10,483,215.	182,361,595.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	269,556,088.	312,224,198.	556,633,727.	
Liabilities	17	Accounts payable and accrued expenses	199,200.	215,741.	
	18	Grants payable	6,607,000.	7,479,882.	
	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)	3,616,160.	3,170,082.	
	23	Total liabilities (add lines 17 through 22)	10,422,360.	10,865,705.	
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	259,133,728.	301,358,493.	
	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)	259,133,728.	301,358,493.	
	31	Total liabilities and net assets/fund balances (see instructions)	269,556,088.	312,224,198.	

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	259,133,728.
2	Enter amount from Part I, line 27a	2	-4,938,876.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN	3	47,163,641.
4	Add lines 1, 2, and 3	4	301,358,493.
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	301,358,493.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
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	5,221,446.	
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	114,105.	

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))
2012	15,023,184.	303,399,462.	0.049516
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
2 Total of line 1, column (d)			2 0.257084
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 0.051417
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 340,920,024.
5 Multiply line 4 by line 3			5 17,529,085.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 135,486.
7 Add lines 5 and 6			7 17,664,571.
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 17,126,632.

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		1	270,973.
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			
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	270,973.
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	270,973.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	275,700.	
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	275,700.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	236.	
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	4,491.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 4,491. 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 2013 or the taxable year beginning in 2013 (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 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? 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 2013?	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 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.	☐ Yes	☒ No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions).	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 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	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 2013?	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)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ 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? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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		533,719.	71,586.	2,625.

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		508,181.	99,237.	14,161.

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

3

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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		953,302.
Total number of others receiving over \$50,000 for professional services		2

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 2013 WAS \$57,440 APPROXIMATELY 31,913 PEOPLE VISITED THE MUSEUM IN 2013.	1,227,726.
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	287,621,378.
b	Average of monthly cash balances	1b	23,125,497.
c	Fair market value of all other assets (see instructions)	1c	35,364,824.
d	Total (add lines 1a, b, and c)	1d	346,111,699.
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	346,111,699.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	5,191,675.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	340,920,024.
6	Minimum investment return. Enter 5% of line 5	6	17,046,001.

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	17,046,001.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	270,973.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	270,973.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	16,775,028.
4	Recoveries of amounts treated as qualifying distributions	4	324.
5	Add lines 3 and 4	5	16,775,352.
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	16,775,352.

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	16,984,601.
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	142,031.
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	17,126,632.
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	17,126,632.

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

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Page **9****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				16,775,352.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008 1,971,423.				
b From 2009 441,409.				
c From 2010 143,334.				
d From 2011 469,089.				
e From 2012 84,901.				
f Total of lines 3a through e	3,110,156.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 17,126,632.				
a Applied to 2012, 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 2013 distributable amount				16,775,352.
e Remaining amount distributed out of corpus	351,280.			
5 Excess distributions carryover applied to 2013 (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	3,461,436.			
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				
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)	1,971,423.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,490,013.			
10 Analysis of line 9				
a Excess from 2009 441,409.				
b Excess from 2010 143,334.				
c Excess from 2011 469,089.				
d Excess from 2012 84,901.				
e Excess from 2013 351,280.				

Form **990-PF** (2013)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHMENT 20				14,331,618.
Total			▶ 3a	14,331,618.
b Approved for future payment SEE ATTACHMENT 21				5,445,000.
Total			▶ 3b	5,445,000.

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)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	2,985,238.	
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	4,618,671.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a OIL&GAS ROYALTIES			15	6,818,579.	
b	MISCELLANEOUS			01	1,143.	
c	STORE RENTAL			16	19,733.	
d						
e						
12	Subtotal Add columns (b), (d), and (e)				14,443,364.	
13	Total. Add line 12, columns (b), (d), and (e)			13		14,443,364.

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

[illegible]

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

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

[illegible]

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

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

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

Sign Here   

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name MORGAN L. SOUZA	Preparer's signature <i>Morgan L Souza</i>	Date 11/06/2014	Check ☐ if self-employed	PTIN P00652612
	Firm's name ▶ KPMG LLP			Firm's EIN ▶ 13-5565207	
	Firm's address ▶ 210 PARK AVE., SUITE 2850 OKLAHOMA CITY, OK 73102			Phone no 405-239-6411	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

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 foundationCheck 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 its Form 990-PF, Part I, line 2, 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) (2013)

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 for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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 entry.

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

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(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 12/31/13

ATTACHMENT: PART IV

	<u>DATE</u> <u>ACQ</u>	<u>DATE</u> <u>SOLD</u>	<u>GROSS</u> <u>SALES</u> <u>PRICE</u>	<u>COST OR</u> <u>OTHER</u> <u>BASIS</u>	<u>GAIN/</u> <u>(LOSS)</u>
SHORT-TERM GAIN/(LOSS)					
Stocks - Purchased	VARIOUS	VARIOUS	2,656,612 25	2,770,717 14	(114,104 89)
			<u>2,656,612 25</u>	<u>2,770,717 14</u>	<u>(114,104 89)</u>
LONG-TERM GAIN/(LOSS)					
Stocks - Purchased	VARIOUS	VARIOUS	7,721,100 67	3,129,358 75	4,591,741 92
PIMCO Short-Term					
Institutional Fund	VARIOUS	VARIOUS	4,661 97	0 00	4,661 97
Hedge Funds	VARIOUS	VARIOUS	742,258 41	0 00	742,258 41
JP Morgan Partners Global Private Investors	VARIOUS	VARIOUS	0 00	(3,111 00)	(3,111 00)
			<u>8,468,021 05</u>	<u>3,126,247 75</u>	<u>5,335,551 30</u>
TOTAL			<u>11,124,633 30</u>	<u>5,896,964 89</u>	<u>5,221,446 41</u>

SID W. RICHARDSON FOUNDATION
75-6015828
SUPPLEMENTARY SCHEDULE FOR TAX RETURN
FOR YEAR ENDING 12/31/13

ATTACHMENT 1

Gross profit from business activities:

We operate a museum featuring our collection of western art paintings by Frederic Remington and Charles Russell. Outside of the museum is a museum store that sells reproductions of the paintings in the form of note cards, prints and postcards. The store also sells books about the paintings and artists. We sell inventory at our cost.

<u>Inventory Item</u>	<u>Gross Sales</u>	<u>Cost of Goods Sold</u>	<u>Gross Profit</u>
Prints & Postcards	3,394	(3,394)	0
Books	9,859	(9,859)	0
Notecards	1,189	(1,189)	0
Other Products	42,998	(42,998)	0
	<u>57,440</u>	<u>(57,440)</u>	<u>0</u>
	Line 10a	Line 10b	Line 10c

SID W. RICHARDSON FOUNDATION
75-6015828
ATTACHMENT 2
Line 11 - Other Income

Description:

	<u>PER BOOKS</u>	<u>NET INV INCOME</u>	<u>ADJ NET INCOME</u>	<u>CHARITABLE PURPOSE</u>
Oil and Gas Royalties	6,818,578.51	6,818,578.51		
JP Morgan Limited Partnership Income		(3,745.00)		
Museum Store Rental Income	19,732.80	19,732.80	19,732.80	
Miscellaneous	1,143.01	1,143.01		
Total Part 1, Line 11	<u>6,839,454.32</u>	<u>6,835,709.32</u>	<u>19,732.80</u>	

ATTACHMENT 3
Line 16a - Legal Fees

Kelly Hart & Hallman	<u>52,947.73</u>	<u>13,269.83</u>		<u>33,478.06</u>
Total Part 1, Line 16a	<u>52,947.73</u>	<u>13,269.83</u>		<u>33,478.06</u>

ATTACHMENT 4
Line 16b - Accounting Fees

JP Morgan Limited Partnership Accounting Fees		1,868.00		
KPMG LLP	<u>64,718.00</u>	<u>20,623.25</u>		<u>44,394.75</u>
Total Part 1, Line 16b	<u>64,718.00</u>	<u>22,491.25</u>		<u>44,394.75</u>

ATTACHMENT 5
Line 16c - Other Professional Fees

Luther King Capital Management	560,428.00	560,428.00		
JP Morgan Chase Bank	66,178.07	66,178.07		
Kirkwood & Darby	700.00	700.00		
William F. Craig	86,400.00	0.00		86,400.00
Lawrence & Associates	4,971.25	0.00		9,441.25
Robert Half International	0.00	0.00		5,850.00
JP Morgan Limited Partnership Professional Fees		2,620.00		
William H. Koehler	<u>30,000.00</u>	<u>0.00</u>		<u>30,000.00</u>
Total Part 1, Line 16c	<u>748,677.32</u>	<u>629,926.07</u>		<u>131,691.25</u>

SID W. RICHARDSON FOUNDATION
75-6015828
STATEMENT 6
Line 18 - Taxes

	PER BOOKS	NET INV INCOME	ADJ NET INCOME	CHARITABLE PURPOSE
Ad Valorem	439,532.26	439,532.26		0.00
State Income Taxes Paid	1,470.12	0.00		0.00
Deferred Tax/(Benefit)	943,273.00	0.00		0.00
Excise tax	271,094.74	0.00		0.00
Total Part I, Line 18	<u>1,655,370.12</u>	<u>439,532.26</u>		<u>0.00</u>

STATEMENT 7
Line 19 - Depreciation

	<u>275,182.26</u>	<u>11,866.79</u>		<u>0.00</u>
Total Part 1, Line 19	<u>275,182.26</u>	<u>11,866.79</u>		<u>0.00</u>

STATEMENT 8
Line 23 - Other Expenses

Supplies	14,419.66	2,718.82		11,770.80
Insurance	17,877.37	4,469.34		13,408.03
Rental	4,414.79	1,103.70		3,311.09
Miscellaneous	93,354.96	15,809.30		73,527.68
JP Morgan Limited Partnership	0.00	52.00		0.00
Dues	36,750.00	0.00		36,750.00
Museum Security	125,030.04	0.00		126,371.84
Museum Exhibitions	73,044.20	0.00		80,133.61
Museum Insurance	31,048.12	0.00		31,048.12
Museum Miscellaneous	-12,300.70	0.00		43,540.49
Museum Dispositions/Donations	99,587.69	0.00		99,587.69
Museum Maintenance	28,046.66	0.00		26,420.78
Museum Telephone/Utilities	24,846.77	0.00		24,236.59
Museum Consulting Fees	8,078.00	0.00		8,078.00
Museum Conservation	1,725.00	0.00		-5,463.60
Museum Computer Support	91,544.45	0.00		96,233.20
Museum Supplies and Advertising	57,358.62	0.00		57,053.54
Museum Store Expenses	38,571.19	19,732.80	19,732.80	18,838.39
Museum Educational Expenses	100,621.41	0.00		95,249.32
Ranch Salaries	38,758.19	38,758.19		0.00
Ranch Payroll Taxes/Benefits	23,568.06	23,568.06		0.00
Ranch Supplies	2,563.21	2,563.21		0.00
Ranch Utilities	8,193.09	8,193.09		0.00
Ranch Repairs & Maintenance	2,072.23	2,072.23		0.00
Ranch Insurance	7,340.71	7,340.71		0.00
Ranch Depreciation	8,698.19	8,698.19		0.00
Joint Facilities Overhead	<u>(75,000.00)</u>	<u>(18,750.00)</u>		<u>(56,250.00)</u>
Total Part 1, Line 23	<u>850,211.91</u>	<u>116,329.64</u>	<u>19,732.80</u>	<u>783,845.57</u>

SID W. RICHARDSON FOUNDATION**75-6015828****ATTACHMENT 9****Investments - Corporate Stock**

<u>SHARES</u>	<u>DESCRIPTION</u>	<u>FMV</u>
50,150	Abbott Laboratories	1,922,249 50
60,000	Abbvie, Inc	3,168,600 00
51,700	Adobe Systems, Inc	3,095,744 30
46,000	Akamai Technologies, Inc.	2,170,280 00
6,000	Amazon Com, Inc.	2,392,740.00
20,000	Amgen, Inc	2,281,600 00
6,500	Apple, Inc	3,646,630.00
41,350	Ball Corp.	2,136,141 00
100,000	Cabot Oil & Gas Corp.	3,876,000 00
17,100	Celgene Corp.	2,889,352.80
66,600	Coca Cola Co	2,751,246 00
24,400	Colgate Palmolive Co.	1,591,124 00
69,000	Comerica, Inc	3,280,260.00
20,000	ConocoPhillips	1,413,000 00
32,000	Covidien PLC	2,179,200 00
60,000	Cullen Frost Bankers, Inc.	4,465,800.00
41,200	Danaher Corp.	3,180,640 00
36,000	Dentsply Int'l Inc	1,745,280.00
56,000	E I DuPont De Nemours & Co	3,638,320.00
140,000	EMC Corp MASS	3,521,000 00
37,000	Emerson Electric Co.	2,596,660 00
17,000	EOG Resources, Inc	2,853,280 00
39,300	Exxon Mobil Corp	3,977,160 00
48,000	FMC Corp	3,622,080 00
45,380	Franklin Electric	2,025,763 20
100,000	Glacier Bancorp, Inc.	2,979,000.00
3,000	Google, Inc	3,362,130 00
43,350	Hancock Holding Co.	1,590,078 00
25,500	Home Depot, Inc.	2,099,670.00
35,000	Honeywell International Inc.	3,197,950 00
19,350	IBM Corp.	3,629,479 50
137,700	Jarden Corp,	8,447,895.00
25,000	Johnson & Johnson	2,289,750.00
30,000	Kimberly-Clark Corp	3,133,800 00
40,000	Kirby Co	3,970,000 00
15,500	Liberty Media	2,267,526 00
19,680	Martin Marietta Materials, Inc	1,966,819.20
40,000	Merck & Co.	2,002,000.00
80,000	Microsoft Corp	2,992,800 00
29,000	Monsanto Co	3,379,950.00
42,700	National Instruments Corp	1,367,254 00
55,200	Neogen Corp.	2,522,640 00

SID W. RICHARDSON FOUNDATION**75-6015828****ATTACHMENT 9****Investments - Corporate Stock**

<u>SHARES</u>	<u>DESCRIPTION</u>	<u>FMV</u>
55,200	Netapp, Inc.	2,270,928.00
35,000	Northern Trust Corp	2,166,150.00
77,730	Nuance Communications Inc	1,181,496.00
35,000	Pall Corp.	2,987,250.00
37,500	PepsiCo Inc	3,110,250.00
80,000	PerkinElmer, Inc	3,298,400 00
50,000	PetSmart, Inc.	3,637,500 00
140,000	Pfizer, Inc.	4,288,200 00
37,500	Procter & Gamble	3,052,875 00
28,700	Prosperity Bancshares, Inc.	1,819,293 00
31,250	Prudential Financial	2,881,875 00
24,000	Range Resources Corp.	2,023,440 00
41,534	Raven Industries, inc	1,708,708 76
30,000	Rockwell Collins	2,217,600 00
22,750	Roper Industries	3,154,970 00
31,000	Thermo Fisher Scientific Inc	3,451,850.00
55,000	Tiffany & Co.	5,102,900.00
39,900	Time Warner Inc.	2,781,828.00
18,320	Time Warner Cable, Inc.	2,482,360 00
50,000	Tractor Supply Co	3,879,000.00
100,000	Trimble Navigation Ltd	3,470,000 00
18,000	Union Pacific Corp.	3,024,000 00
85,000	US Bancorp Del	3,434,000 00
56,000	VF Corp	3,491,040 00
12,900	Valmont Industries, Inc.	1,923,648 00
40,140	Verizon Communications	1,972,479.60
41,100	Walgreen Co	2,360,784 00
37,950	Waste Connections, Inc	1,655,758 50
100,000	Wells Fargo & Co.	<u>4,540,000 00</u>
		<u>204,987,476.36</u>

SID W. RICHARDSON FOUNDATION

75-6015828

ATTACHMENT 10

Investments - Land, Buildings, Equipment

	<u>COST PER BOOKS</u>	<u>DEPRECIATION/ DEPLETION</u>	<u>NET BOOK VALUE</u>	<u>MARKET VALUE</u>
Producing royalties	1,755,765.88	1,755,761.08	4.80	11,900,000.00
Non-producing royalties and mineral rights	80.00	0.00	80.00	0.00
Land-Tarrant County	1,111,880.57	0.00	1,111,880.57	22,873,300.00
Machinery & equipment	272,712.06	187,474.08	85,237.98	85,237.98
Furniture	66,596.36	19,169.76	47,426.60	47,426.60
Building	<u>408,421.73</u>	<u>115,139.91</u>	<u>293,281.82</u>	<u>204,631.00</u>
Total: Part II, Line 11	<u>3,615,456.60</u>	<u>2,077,544.83</u>	<u>1,537,911.77</u>	<u>35,110,595.58</u>

ATTACHMENT 11

Investments - Other

	<u>ENDING BOOK</u>	<u>ENDING FMV</u>
JP Morgan US Gov't Money Market	12,388,510.39	12,388,510.39
Wells Fargo Business Performance Savings	6,949,375.03	6,949,375.03
JP Morgan Limited Partnership	127.60	1,295,177.60
PIMCO Fund	6,940,401.21	6,940,401.21
Castleng International Fund	50,333.37	43,246.56
Farallon Offshore Capital Investors	36,530,575.71	57,047,724.84
OZ Overseas Fund, Ltd.	23,038,396.01	44,275,689.92
Seneca Capital International, Ltd.	<u>2,112,746.92</u>	<u>608,465.87</u>
Total: Part II, Line 13	<u>88,010,466.24</u>	<u>129,548,591.42</u>

ATTACHMENT 12

Land, Buildings, Equipment

	<u>COST PER BOOKS</u>	<u>DEPRECIATION/ DEPLETION</u>	<u>NET BOOK VALUE</u>	<u>MARKET VALUE</u>
Furniture, fixtures & equipment	962,049.61	490,303.08	471,746.53	471,746.53
Building	7,402,473.61	2,857,444.69	4,545,028.92	1,965,369.00
Leasehold Improvements	<u>1,070,324.82</u>	<u>183,991.08</u>	<u>886,333.74</u>	<u>886,333.74</u>
Total: Part II, Line 14	<u>9,434,848.04</u>	<u>3,531,738.85</u>	<u>5,903,109.19</u>	<u>3,323,449.27</u>

ATTACHMENT 13

Other Assets

	<u>ENDING BOOK</u>	<u>ENDING FMV</u>
Art Collection	10,409,932.09	182,288,313.02
Prepaid Insurance	<u>73,282.34</u>	<u>73,282.34</u>
Total: Part II, Line 15	<u>10,483,214.43</u>	<u>182,361,595.36</u>

SID W. RICHARDSON FOUNDATION

75-6015828

ATTACHMENT 14

Other Liabilities

Deferred taxes payable 1,898,004 00

Postretirement benefit obligation 1,272,078 00

Total Part II, Line 22 3,170,082 00

SID W. RICHARDSON FOUNDATION
75-6015828
SUPPLEMENTARY SCHEDULE FOR TAX RETURN
YEAR ENDING 12/31/13

ATTACHMENT 15

PART VII-B

Grant Subject to Expenditure Responsibility

Grantee:	Kimbell Art Foundation 301 Commerce Street, Suite 2300 Fort Worth, TX 76102
Grant awarded	\$2,000,000 in 2013
Amount and Date Paid	\$1,000,000 paid 12/2/2013
Purpose	Capital support for the Renzo Piano Pavilion in support of the Cornerstone Society
Amount spent by grantee.	\$1,000,000
Diversion:	To the knowledge of the Foundation and based on the report furnished by the grantee, no part of the grant has been used for other than its intended purpose
Date of last report.	8/25/2014

SID W. RICHARDSON FOUNDATION

75-6015828

ATTACHMENT 16
PART VIII-1
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	Chairman/Director Est. 1-2 hrs	2,500.00	None	None
Sid R. Bass 201 Main Street Fort Worth, TX 76102	Vice President/Director Est. 1-2 hrs.	2,500.00	None	None
Lee M. Bass 201 Main Street Fort Worth, TX 76102	Vice President/Director Est. 1-2 hrs	2,500.00	None	None
Preston M. Geren III 309 Main Street Fort Worth, TX 76102	President Est. 35 hrs	526,219.21	71,585.61	2,625.00
Dee Steer 201 Main Street Fort Worth, TX 76102	Secretary Est. 1-2 hrs.	<u>0.00</u>	None	None
TOTAL		<u>533,719.21</u>	<u>71,585.61</u>	<u>2,625.00</u>

SID W. RICHARDSON FOUNDATION

75-6015828

ATTACHMENT 17

PART VIII-2

Five Highest Paid Employees

<u>Name and Address</u>	<u>TITLE/ HOURS</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT. & OTHER ALLOWANCES</u>
Cynthia K. Alexander 309 Main Street Fort Worth, TX 76102	Business Manager 35	189,228	18,541	3,121
Carolyn S. Johns 309 Main Street Fort Worth, TX 76102	Executive Assistant 35	97,977	19,161	2,625
Mary E. Burke 309 Main Street Fort Worth, TX 76102	Museum Director 40	96,647	22,673	2,985
Leslie D. Cleere 309 Main Street Fort Worth, TX 76102	Site & Exhibitions Coordinator 40	62,271	21,974	2,355
Katherine E. Yount 309 Main Street Fort Worth, TX 76102	Director of School and Family Programs 40	<u>62,058</u>	<u>16,888</u>	<u>3,075</u>
TOTAL		<u>508,181</u>	<u>99,237</u>	<u>14,161</u>

SID W. RICHARDSON FOUNDATION**75-6015828****ATTACHMENT 18****PART VIII-3****Five Highest Paid Contractors**

<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	560,428
Nu-Design P O Box 14116 Arlington, TX 76094	IT & Software Consultants	156,048
William F Craig 1600 Texas Street, Suite 21103 Fort Worth, TX 76102	Medical Consultant	86,400
Lawrence & Associates 3116 Sweetbriar Fort Worth, TX 76109	Public Relations	84,248
JP Morgan Chase Bank 712 Main 13th Floor North Houston, TX 77002	Trust Custodian	<u>66,178</u>
TOTAL		<u>953,302</u>

SID W. RICHARDSON FOUNDATION

75-6015828

ATTACHMENT 19

Amounts Paid to Acquire Assets Used For Charitable Purposes

Furniture, fixtures and equipment

142,031

SID W. RICHARDSON FOUNDATION
75-6015828
PART XV-3a - GRANTS PAID DURING 2013

ATTACHMENT 20

<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
ACCESS, Inc 405 N Church Street Rockport, TX 78382	509(a)(1)	Operational support for family counseling services in Aransas County	\$7,500
AIDS Outreach Center, Inc 400 N Beach Street, Suite 100 Fort Worth, TX 76111	509(a)(1)	General support	20,000
Alliance for Children, Inc 908 Southland Avenue Fort Worth, TX 76104	509(a)(1)	Operational support for individual counseling for victims of abuse	50,000
Allied Theatre Group, Inc 821 W Vickery Blvd Fort Worth, TX 76104	509(a)(1)	Operational support for Stage West Theatre	15,000
All Saints Health Foundation 1400 Eighth Avenue Fort Worth, TX 76104	509(a)(1)	Operational support for the Patient Navigator System	150,000
Amphibian Productions, Inc 120 S Main Street Fort Worth, TX 76104	509(a)(1)	Capital support for the finish-out and equipping of the prop construction shop at the theater	10,000
Aransas County Council on Aging 912 S Church Street Rockport, TX 78732	509(a)(1)	General support	10,000
Arts Council of Fort Worth and Tarrant County, Inc 1300 Gendy Fort Worth, TX 76107	509(a)(1)	General support	50,000
Back to School Roundup 3232 McKinney Avenue, Suite 855 Dallas, TX 75204	509(a)(1)	General support to provide school supplies for low-income students in Tarrant County	10,000
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

SID W. RICHARDSON FOUNDATION
75-6015828
PART XV-3a - GRANTS PAID DURING 2013

ATTACHMENT 20

<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Big Brothers Big Sisters Lone Star 205 W Main Arlington, TX 76010	509(a)(1)	Support the Little Steps Big Futures program in Tarrant County schools which is a mentoring program for academically at-risk youth	150,000
Botanical Research Institute of Texas, Inc 1700 N University Drive Fort Worth, TX 76107	509(a)(3) Type III Functionally Integrated Supporting	General support	115,000
Boy Scouts of America, Longhorn Council P O Box 54190 Hurst, TX 76054	509(a)(1)	Support after-school urban scouting program for inner-city youth in Tarrant County	65,000
George W Bush Foundation 6116 N Central Expressway, Suite 400 Dallas, TX 75206	509(a)(1)	Support two education programs	600,000
Casa Manana, Inc 3101 W Lancaster Fort Worth, TX 76107	509(a)(2)	Support for educational programming and outreach services for youth in Tarrant County	50,000
CASA of Tarrant County, Inc 101 Summit Avenue, Suite 505 Fort Worth, TX 76102	509(a)(1)	Operational support to train and provide advocates to represent abused children in Tarrant County Family Court proceedings	50,000
Cassata High School 1400 Hemphill Street Fort Worth, TX 76104	509(a)(1)	General support for 2013	50,000
The Center for Nonprofit Management 2902 Floyd Street Dallas, TX 75204	509(a)(2)	Support the costs associated with the merger of Fort Worth's Funding Information Center into the regional Center for Nonprofit Management	50,000
Center for Reform of School Systems, Inc 4544 Post Oak Place, Suite 270 Houston, TX 77027	509(a)(1)	Funding for a training program for members of school boards of large urban Texas school districts	100,000
Circle Theatre, Inc 230 W Fourth Street Fort Worth, TX 73109	509(a)(2)	Operational support for programming	20,000
Van Cliburn Foundation, Inc 2525 Ridgmar Blvd , Suite 307 Fort Worth, TX 76116	509(a)(2)	Support for the 14th Van Cliburn Competition	325,000
Communities Foundation of Texas, Inc 5500 Caruth Haven Lane Dallas, TX 75225	509(a)(1)	Support for the 2013 North Texas Giving Day program	50,000
Communities in Schools, Fort Worth, Inc 6707 Brentwood Stair Rd , Suite 510 Fort Worth, TX 76112	509(a)(1)	Support the program to place counselors in public schools across Tarrant County	150,000
Community Food Bank 3000 Galvez Avenue Fort Worth, TX 76111	509(a)(1)	Support 2013 Chnstmaz meal program	6,000

SID W. RICHARDSON FOUNDATION
75-6015828
PART XV-3a - GRANTS PAID DURING 2013

ATTACHMENT 20

<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Community Foundation of North Texas 306 W 7th Street, Suite 850 Fort Worth, TX 76102	509(a)(1)	Support the Young Men's Leadership Academy's Small Engine Research Laboratory which is a program of the Fort Worth ISD	50,000
Congregation Ahavath Sholom 4050 Hulen Street Fort Worth, TX 76109	509(a)(1)	Support the Tarrant County-wide Community Chanukah Celebration	10,000
Cowboy Heritage Association of Fort Worth P O Box 136639 Fort Worth, TX 76136	509(a)(2)	Support scholarship program for children from farm and ranch families in Texas	10,000
Dallas Foundation A TX Nonprofit Corporation 3963 Maple Avenue, Suite 390 Dallas, TX 75219	509(a)(1)	Support the Zero to Five Funders' Collaborative, a pilot project examining the impact on academic performance of a comprehensive suite of social and school-based interventions in a high poverty neighborhood in Dallas	20,000
Day Resource Center for the Homeless P O Box 0871 Fort Worth, TX 76102	509(a)(1)	Operational support for day shelter and social services for the homeless population in Fort Worth	55,000
Dream Outside the Box 1619 Pennsylvania Avenue Fort Worth, TX 76107	509(a)(1)	Operational support for after-school program for elementary school children in Southeast Fort Worth	5,000
First Texas Council of Camp Fire, Inc 2700 Meacham Blvd Fort Worth, TX 76137	509(a)(1)	General support for Kindergarten Readiness Program	250,000
City of Fort Worth-Community Action Partners 4200 S Freeway, Suite 2300 Fort Worth, TX 76115	Public	Operational support for the summer leadership training program for low-income youth at four community centers	7,500
City of Fort Worth-Parks & Community Services Dept 4200 S Freeway, Suite 2200 Fort Worth, TX 76115	Public	Operational support for the 2013 Summer Day Camp Program for the children in the Como community	8,000
Fort Worth Art Association 3200 Darnell Street Fort Worth, TX 76107	509(a)(1)	Operational support	750,000
Fort Worth Art Association 3200 Darnell Street Fort Worth, TX 76107	509(a)(1)	Operational support	325,000
Fort Worth Country Day School 4200 Country Day Lane Fort Worth, TX 76109	509(a)(1)	General support for the Breakthrough Fort Worth program in 2013	50,000
Fort Worth Independent School District 100 N University Fort Worth, TX 76107	509(a)(1)	Support the Texas Academy of Biomedical Sciences	160,000
Fort Worth Independent School District 100 N University Fort Worth, TX 76107	509(a)(1)	Support health and wellness coordinators in the FW ISD	25,000

SID W. RICHARDSON FOUNDATION
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PART XV-3a - GRANTS PAID DURING 2013

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)	General support	150,000
Fort Worth Northside Community Health Center, Inc 2100 N Main, Suite 107 Fort Worth, TX 76164	509(a)(1)	Support renovation of building on Mitchell Blvd	150,000
Fort Worth Opera Association 1300 Gendy Street Fort Worth, TX 76107	509(a)(1)	General support	100,000
Fort Worth Public Library Foundation 500 W Third Street Fort Worth, TX 76102	509(a)(1)	Capital support for the renovation and a technology upgrade of the Discovery Theater at the Central Library in downtown Fort Worth	200,000
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 Teen Court, Inc 1000 Throckmorton Fort Worth, TX 76102	509(a)(1)	General support	10,000
Fort Worth Zoological Association 1989 Colonial Parkway Fort Worth, TX 76110	509(a)(2)	General support	125,000
Generation Hope Laptop Program 1201 Wesleyan Fort Worth, TX 76105	509(a)(1)	General support for after-school program for students in the Crowley, Everman and Fort Worth ISDs	50,000
Girls Incorporated of Tarrant County 2820 Matlock Road Fort Worth, TX 76015	509(a)(1)	General support for "Operation SMART"	50,000
Grand Prairie Wellness Center, Inc 1710 Small Street Grand Prairie, TX 75050	509(a)(1)	Support the primary care clinic serving low-income residents in the mid-cities	25,000
Grantmakers for Education 720 SW Washington Street, Suite 605 Portland, OR 97205	509(a)(2)	Operational support for the national education reform conference to be held in Houston in fall, 2013	10,000
Helping Restore Ability 4300 Beltway Place, Suite 130 Arlington, TX 76018	509(a)(1)	Operational support for in-home support services for disabled patients	50,000
HI KIDS Incorporated 7800 Swale Court Burleson, TX 78028	509(a)(1)	Support social service program for high-risk kids in Fort Worth	2,500
Hispanic Wellness Coalition 2100 N Main Street, Suite 107 Fort Worth, TX 76164	509(a)(1)	Operational support for the 2013 Hispanic Wellness Fair which provides health screenings, immunizations, preventive care to uninsured residents of Tarrant County	10,000

**SID W. RICHARDSON FOUNDATION
75-6015828
PART XV-3a - GRANTS PAID DURING 2013**

ATTACHMENT 20

<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
H O P E Farm, Inc 865 Ramsey Avenue Fort Worth, TX 76104	509(a)(1)	General support	7,000
Housing Opportunities of Fort Worth, Inc 1065 W Magnolia, Suite B Fort Worth, TX 76104	509(a)(1)	Operational support for the homebuyer and home-owner counseling program in Tarrant County	35,000
Imagination Celebration of Fort Worth, Inc 1300 Gendy Fort Worth, TX 76107	509(a)(1)	Operational support for the arts and cultural enrichment programs for students in local schools	50,000
Jubilee Players, Inc 506 Main Street Fort Worth, TX 76102	509(a)(2)	Operational support for the 2013-2014 season	50,000
Just Say Yes P O Box 670863 Dallas, TX 75367	509(a)(2)	Operational support for the delivery of risk-avoidance educational programming in Tarrant County schools	25,000
Kids Hope USA, Inc 1800 W Freeway, Suite E Fort Worth, TX 76102	509(a)(1)	Operational support for mentoring programs serving students in Tarrant County schools	25,000
Kids Who Care, Inc 1300 Gendy Street Fort Worth, TX 76107	509(a)(1)	Operational support for the performing arts education program	50,000
Kimbell Art Foundation 301 Commerce Street, Suite 2300 Fort Worth, TX 76102	Private Foundation	Capital support for the Renzo Piano Pavilion in support for the Cornerstone Society	1,000,000
KIPP, Inc 10711 KIPP Way Houston, TX 77099	509(a)(1)	Operational support for research and work with students	225,000
The Ladder Alliance, Inc 1000 Bonnie Brae, Suite 200 Fort Worth, TX 76111	509(a)(1)	Operational support for the entry level job training program	50,000
The Learning Center of North Texas 101 Summit Avenue, Suite 612 Fort Worth, TX 76102	509(a)(1)	Operational support for educational services	50,000
Lena Pope Home, Inc 3131 Sanguinet Street Fort Worth, TX 76107	509(a)(1)	Capital support for the Early Learning Center	1,000,000
Mayfest, Inc 6115 Camp Bowie Blvd , Suite 160 Fort Worth, TX 76116	509(a)(2)	Operational support for Mayfest 2014	20,000
Meals on Wheels, Inc 320 South Freeway Fort Worth, TX 76104	509(a)(1)	Operational support for the home delivery meal program in Tarrant County	50,000

SID W. RICHARDSON FOUNDATION
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PART XV-3a - GRANTS PAID DURING 2013

ATTACHMENT 20

<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Military Child Education Coalition 909 Mountain Lion Circle Harker Heights, TX 76548	509(a)(1)	Support for school counseling services for children of military families	25,000
Military Warriors Support Foundation 2511 N Loop 1604 W, Suite 201 San Antonio, TX 78258	509(a)(2)	Support physical and occupational therapy and job and life skills training for severely disabled veterans	10,000
Mission Metroplex, Inc 210 W South Street Arlington, TX 76010	509(a)(1)	Support the medical director's salary	35,000
The Multicultural Alliance 500 W 7th Street, Suite 1707 Fort Worth, TX 76102	509(a)(1)	Support for an intern from Brite Divinity School for the building program in Tarrant County	15,000
National Center for Policy Analysis 12770 Cort Road, Suite 800 Dallas, TX 75251	509(a)(1)	General support	100,000
National Council on Family Relations 4055 Glenavon Court Fort Worth, TX 76109	509(a)(1)	Support statewide conference focusing on elder care to be held in Fort Worth in April, 2014	7,000
National Council on Teacher Quality 1420 New York Avenue, NW, Suite 800 Washington, DC 20005	509(a)(2)	Support for the second tranche of the review of colleges of education in Texas	40,000
The National Cowgirl Museum and Hall of Fame, Inc 1720 Gendy Fort Worth, TX 76107	509(a)(1)	General support	50,000
National Leadership Foundation 3204 S University, Suite 100 Fort Worth, TX 76109	509(a)(1)	Operational support for the Greatest Gift Ever catalog	25,000
National Math and Science Initiative, Inc 8350 N Central Expressway, Suite M-2200 Dallas, TX 75206	509(a)(1)	Support the Advanced Placement program for math, science and English in the Fort Worth ISD	150,000
The New Key School, Inc 3947 E Loop 820 S Fort Worth, TX 76119	509(a)(1)	Support the assessment of the impact of Key School training on children with learning differences	40,000
Northside Inter-Community Agency, Inc 1600 Circle Park Blvd Fort Worth, TX 76164	509(a)(1)	Provide assistance to low-income residents of North Side Fort Worth	50,000
Pacific Youth Correctional Ministries P O Box 120634 Arlington, TX 76012	509(a)(1)	General support	5,000
The Parenting Center 2928 W Fifth Street Fort Worth, TX 76107	509(a)(1)	Operational support for child abuse and neglect prevention programs in Fort Worth	75,000

SID W. RICHARDSON FOUNDATION
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PART XV-3a - GRANTS PAID DURING 2013

ATTACHMENT 20

<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Pediatnc Vision Research and Diagnostic Center 321 S Henderson Fort Worth, TX 76104	509(a)(1)	General support for the program providing uncompensated care for children with eye conditions previously untreatable locally	10,000
Performing Arts Fort Worth, Inc 330 East 4th Street Fort Worth, TX 76102	509(a)(1)	General support for the Children's Education program	55,000
Pocket Theatre, Inc 1950 Silver Creek Road Fort Worth, TX 76108	509(a)(1)	Operational support for Hip Pocket Theater	15,000
projectHandUp P O Box 93027 Southlake, TX 76092	509(a)(1)	Support for construction of a housing and social service complex in Grapevine, TX	1,000,000
The Rising Star Missionary Baptist Church of Fort Worth, TX 4216 Avenue M Fort Worth, TX 76104	509(a)(1)	Support for a summer education program for youth in Southeast Fort Worth	30,000
River Legacy Foundation 703 NW Green Oaks Blvd Arlington, TX 76006	509(a)(1)	Support the forest and aquatics exhibits at the Living Science Center at River Legacy Park	75,000
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
SafeHaven of Tarrant County 801 W Bedford Euless Road, Suite 600 Hurst, TX 76053	509(a)(1)	Operational support for the domestic violence victims in Tarrant County	75,000
Salesmanship Club Youth and Family Centers, Inc 106 E 10th Street Dallas, TX 75203	509(a)(3) Type III Functionally Integrated Supporting	Support for research, operations and outreach at Enk Jonsson School	150,000
School Leaders Network, Inc 1100 E Washington Road Hinsdale, MA 01235	509(a)(1)	Support the principal training program in the Fort Worth ISD	20,000
Senior Citizens Services of Greater Tarrant County, Inc 1400 Circle Drive, Suite 300 Fort Worth, TX 76119	509(a)(1)	Support the renovation of offices and kitchen	67,000
Special Olympics Texas, Inc 7715 Chevy Chase Drive, Suite 120 Austin, TX 78746	509(a)(2)	Operational support for recreational and competitive athletic programs for special needs children and adults in Tarrant and the surrounding counties	7,500
Southeast Fort Worth, Inc 1150 S Freeway, Suite 148 Fort Worth, TX 76104	509(a)(1)	Operational support for the program	25,000

SID W. RICHARDSON FOUNDATION
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PART XV-3a - GRANTS PAID DURING 2013

ATTACHMENT 20

<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Star-Telegram Charities, Inc P O Box 1870 Fort Worth, TX 76101	509(a)(1)	General support for 2013 Goodfellow Fund	10,000
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	241,118
Tarrant County Academy of Medicine 555 Hemphill Fort Worth, TX 76104	509(a)(1)	Support the Project Access Tarrant County	100,000
Tarrant County Youth Collaboration 6707 Brentwood Stair Road, Suite 620 Fort Worth, TX 76112	509(a)(1)	Support the expansion of the math, science and English program in Tarrant County elementary schools	50,000
Tarrant NET 1525 Merrimac Circle Fort Worth, TX 76107	509(a)(1)	Support the Read2Win literacy program in the Fort Worth ISD	50,000
Teach for America, Inc 600 N Pearl Street, Suite S-2300 Dallas, TX 75201	509(a)(1)	Support the expansion of the program in Tarrant County schools	250,000
The Teaching Trust 1825 Market Center Blvd , Suite 260 Dallas, TX 75207	509(a)(1)	Support for the principal preparation program serving North Texas schools	100,000
Texas Ballet Theater, Inc 6845 Green Oaks Road Fort Worth, TX 76116	509(a)(2)	General support	125,000
Texas Christian University TCU Box 297080 Fort Worth, TX 76129	509(a)(1)	Support the renovation of the Annie Richardson Bass Building	500,000
Texas Christian University TCU Box 297900 Fort Worth, TX 76129	509(a)(1)	Support the principal training program for Tarrant County public school principals	100,000
Texas Engineering Foundation Box 2145 Austin, TX 78768	509(a)(2)	Operational support for MATHCOUNTS program	25,000
Texas Inmate Services TXIS 1408 St Louis Avenue Fort Worth, TX 76104	509(a)(1)	Operational support for the program providing social services to formerly incarcerated persons	25,000
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	36,000
Texas Tribune, Inc 823 Congress Avenue, Suite 210 Austin, TX 78701	509(a)(1)	Support the news coverage of public education issues in Texas	100,000

SID W. RICHARDSON FOUNDATION
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ATTACHMENT 20

<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Texas Wesleyan University 1201 Wesleyan Street Fort Worth, TX 76105	509(a)(1)	Support the construction of an entry plaza on Rosedale	250,000
Union Gospel Mission P O Box 76113 Fort Worth, TX 76113	509(a)(1)	Support the construction of the lobby of the Women and Families Services Building	250,000
United Community Centers, Inc 1200 E Maddox Center Fort Worth, TX 76104	509(a)(1)	Capital support for construction of a new North Side community center	250,000
United Negro College Fund, Inc 501 Elm Street, Suite 700 Dallas, TX 75202	509(a)(1)	Support program supporting Texas College, Jarvis Christian College, Wiley College and Huston-Tillotson College	10,000
United Way of Metropolitan Tarrant County P O Box 4448 Fort Worth, TX 76164	509(a)(1)	General support for 2013 campaign	100,000
United Way of Metropolitan Tarrant County P O Box 4448 Fort Worth, TX 76164	509(a)(1)	Support development of a new strategic plan	10,000
University of Houston College of Education 214 Farish Hall Houston, TX 77204	Public	Support for <i>InnovateCOE Teaching and Learning Initiative</i>	100,000
University of North Texas Foundation 1155 Union Circle #311250 Denton, TX 76203	509(a)(1)	Support Morningside Children's Zone	40,000
University of Texas at Dallas 800 W Campbell Road, AD 13 Richardson, TX 75080	509(a)(1)	Support the UTeach Dallas program	50,000
University of Texas Foundation 210 W 6th Street, Suite 1 1340B Austin, TX 78701	509(a)(1)	Support for <i>UTeach Building a Stronger South Texas through STEM Education</i> , a combined UT Pan American and UT Brownsville project	200,000
University of Texas at San Antonio 501 W Durango Blvd San Antonio, TX 78207	509(a)(1)	Operational support for the North Texas programs of TexPrep, a summer mathematics education program	100,000
Uplift Education 606 E Royal Lane Dallas, TX 75039	509(a)(1)	Support the opening of two charter elementary schools in southeast Fort Worth	250,000
Waco Foundation 1105 Wooded Acres, Suite 701 Waco, TX 76710	509(a)(1)	General support for the <i>West, Texas Disaster Relief Efforts Fund</i>	10,000
What About Remembering Me Center, Inc 809 Lipscomb Fort Worth, TX 76104	509(a)(1)	Support for the grief support program	25,000

SID W. RICHARDSON FOUNDATION
75-6015828
PART XV-3a - GRANTS PAID DURING 2013

ATTACHMENT 20

<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Wings of Hope Equitherapy P O Box 445 Burleson, TX 76097	509(a)(1)	Support purchase of a Gator which will assist the equine therapy program for children and adults with physical, mental and emotional disabilities	9,500
The Women's Center of Tarrant County, Inc 1723 Hemphill Fort Worth, TX 76110	509(a)(1)	Support the Jobs Now program	50,000
Young Men's Christian Association 512 Lamar Street, Suite 400 Fort Worth, TX 76102	509(a)(2)	Operational support for the Southeast and McDonald branches	35,000
Young Women's Christian Association 512 W Fourth Street Fort Worth, TX 76102	509(a)(1)	Support for the childcare program	50,000
Youth Orchestra of Greater Fort Worth 4401 Trail Lake Dnve Fort Worth, TX 76109	509(a)(2)	Capital support for the replacement of the roof at Orchestra Hall	<u>125,000</u>
			<u>\$14,331,618</u>

SID W. RICHARDSON FOUNDATION
75-6015828
PART XV-3b - GRANTS APPROVED DURING 2013 AND UNPAID AS OF 12/31/13

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 research in ophthalmology	50,000
Baylor College of Medicine Dept of Ophthalmology 6565 Fannin, NC205 Houston, TX 77030	509(a)(1)	Support Dr Douglas Koch's research in ophthalmology	75,000
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 III Functionally Integrated Supporting	General support	265,000
Van Cliburn Foundation, Inc 2525 Ridgmar Blvd , Suite 307 Fort Worth, TX 76116	509(a)(2)	Support for the concert series in 2014	50,000
Fort Worth Art Association 3200 Darnell Street Fort Worth, TX 76107	509(a)(1)	Operational support	425,000
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
Fort Worth Symphony Orchestra Association, Inc 330 E Fourth Street, Suite 200 Fort Worth, TX 76102	509(a)(2)	General support for 2014	750,000
Fort Worth Zoological Association 1989 Colonial Parkway Fort Worth, TX 76110	509(a)(2)	General support	250,000
Kimbell Art Foundation 301 Commerce Street, Suite 2300 Fort Worth, TX 76102	Private Foundation	Capital support for the Renzo Piano Pavilion in support for the Cornerstone Society	1,000,000
KIPP, Inc 10711 KIPP Way Houston, TX 77099	509(a)(1)	Operational support for research and work with students	225,000

SID W. RICHARDSON FOUNDATION
75-6015828
PART XV-3b - GRANTS APPROVED DURING 2013 AND UNPAID AS OF 12/31/13

ATTACHMENT 21

<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
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
National Math and Science Initiative, Inc 8350 N Central Expressway, Suite M-2200 Dallas, TX 75206	509(a)(1)	Support the Advanced Placement program for math, science and English in the Fort Worth ISD	300,000
Performing Arts Fort Worth, Inc 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
Tarrant Area Food Bank 2600 Cullen Street Fort Worth, TX 76107	509(a)(1)	Capital support to fund the reception area and community room in the new administration building	500,000
Texas Ballet Theater, Inc 6845 Green Oaks Road Fort Worth, TX 76116	509(a)(2)	General support	125,000
Texas Chnstian University TCU Box 297080 Fort Worth, TX 76129	509(a)(1)	Support the renovation of the Annie Richardson Bass Building	500,000
Texas Chnstian University TCU Box 297900 Fort Worth, TX 76129	509(a)(1)	Support the pnnicipal training program for Tarrant County public school principals	100,000
United Way of Metropolitan Tarrant County P O Box 4448 Fort Worth, TX 76164	509(a)(1)	General support for 2014 campaign	<u>100,000</u>
			<u>\$5,445,000</u>

SID W RICHARDSON FOUNDATION
IRC SECTION 1092 PORTFOLIO WALKFORWARD
AS OF 12/31/13

	<u>NO. OF SHARES</u>	<u>CARRYING VALUE</u>	<u>MARKET VALUE</u>
KIMBERLY-CLARK	20,000	697,402	2,089,200
			<u>(697,402)</u>
UNREALIZED GAIN			1,391,798
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 12/31/13

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 2013	(563,398)
UNRECOGNIZED GAIN IN OFFSETTING POSITION AT 12/31/13	0
UNRECOGNIZED SEC 1092 LOSSES EXCEEDING UNRECOGNIZED GAIN THAT WERE USED AT 12/31/13	0
UNRECOGNIZED SEC 1092 LOSSES CARRIED FORWARD TO 2014	<u>(563,398)</u>