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

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OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, 2016, and ending

Name of foundation

SID W. RICHARDSON FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)

309 MAIN STREET

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

FORT WORTH

TX 76102

G Check all that apply.

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 571,004,347.

J Accounting method.

☐ Cash☒ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

A Employer identification number

75-6015828

B Telephone number (see instructions)

(817) 336-0494

C If exemption application is pending, check here. ☐D 1 Foreign organizations, check here. ☐2 Foreign organizations meeting the 85% test, check here and attach computation. ☐E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

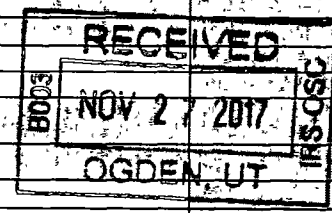
(a) Revenue and expenses per books

(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)	16,060.			
	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	3,679,788.	3,679,824.		
	5a	Gross rents	18,091.	18,091.		
	b	Net rental income or (loss)	9,482.			
	6a	Net gain or (loss) from sale of assets not on line 10	10,964,732.	L-6a Stmt		
	b	Gross sales price for all assets on line 6a	28,323,265.			
	7	Capital gain net income (from Part IV, line 2)		10,734,271.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances	2,244.			
b	Less: Cost of goods sold	2,238.				
c	Gross profit or (loss) (attach schedule)	6.				
11	Other income (attach schedule)					
	See Line 11 Stmt					
12	Total. Add lines 1 through 11	18,773,043.	18,526,704.			
ADMINISTRATIVE AND OPERATING EXPENSES	13	Compensation of officers, directors, trustees, etc.	633,498.	156,499.		356,538.
	14	Other employee salaries and wages	847,559.	72,897.		746,745.
	15	Pension plans, employee benefits	480,854.	104,431.		378,663.
	16a	Legal fees (attach schedule) L-16a Stmt.	42,168.	11,456.		32,441.
	b	Accounting fees (attach sch.) L-16b Stmt.	37,000.	10,254.		25,500.
	c	Other professional fees (attach sch.) L-16c Stmt.	912,564.	735,184.		167,200.
	17	Interest				
	18	Taxes (attach schedule) (see instrs) See Line 18 Stmt	543,076.	193,642.		
	19	Depreciation (attach schedule) and depletion	296,905.	33,315.		
	20	Occupancy	295,349.	55,085.		240,703.
	21	Travel, conferences, and meetings	5,669.			8,774.
	22	Printing and publications	1,043.	101.		1,043.
	23	Other expenses (attach schedule)				
		See Line 23 Stmt	463,935.	2,079.		492,894.
	24	Total operating and administrative expenses. Add lines 13 through 23	4,559,620.	1,374,943.		2,450,501.
25	Contributions, gifts, grants paid	14,075,500.			16,342,500.	
26	Total expenses and disbursements. Add lines 24 and 25	18,635,120.	1,374,943.		18,793,001.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	137,923.				
b	Net investment income (if negative, enter -0-)		17,151,761.			
c	Adjusted net income (if negative, enter -0-)					



Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1 Cash — non-interest-bearing	420,811.	473,610.	473,610.	
	2 Savings and temporary cash investments				
	3 Accounts receivable ▶ 558,678.				
	Less allowance for doubtful accounts ▶ 0.	510,943.	558,678.	558,678.	
	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 sch) ▶				
	Less allowance for doubtful accounts ▶				
	8 Inventories for sale or use	5,570.	5,442.	5,442.	
	9 Prepaid expenses and deferred charges	85,063.	104,227.	104,227.	
	10a Investments — U.S. and state government obligations (attach schedule)				
	b Investments — corporate stock (attach schedule) L-10b Stmt	207,884,888.	220,848,568.	220,848,568.	
	c Investments — corporate bonds (attach schedule)				
	LIABILITIES	11 Investments — land, buildings, and equipment, basis ▶ 3,884,186.			
Less accumulated depreciation (attach schedule) L-11 Stmt ▶ 2,165,664.		1,711,917.	1,718,522.	44,249,780.	
12 Investments — mortgage loans					
13 Investments — other (attach schedule) L-13 Stmt		72,663,134.	67,177,258.	118,688,385.	
14 Land, buildings, and equipment, basis ▶ 9,552,373.					
Less accumulated depreciation (attach schedule) L-14 Stmt ▶ 4,320,093.		5,480,588.	5,232,280.	3,675,102.	
15 Other assets (describe L-15 Stmt)		10,520,061.	10,522,174.	182,400,555.	
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).		299,282,975.	306,640,759.	571,004,347.	
17 Accounts payable and accrued expenses		545,204.	766,140.		
18 Grants payable		9,199,000.	7,182,000.		
19 Deferred revenue					
20 Loans from officers, directors, trustees, & other disqualified persons					
21 Mortgages and other notes payable (attach schedule)					
22 Other liabilities (describe L-22 Stmt)	3,987,132.	4,156,340.			
23 Total liabilities (add lines 17 through 22)	13,731,336.	12,104,480.			
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒ X				
	24 Unrestricted	285,551,639.	294,536,279.		
	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)	285,551,639.	294,536,279.		
	31 Total liabilities and net assets/fund balances (see instructions)	299,282,975.	306,640,759.		

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	285,551,639.
2 Enter amount from Part I, line 27a	2	137,923.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN	3	8,846,717.
4 Add lines 1, 2, and 3	4	294,536,279.
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	294,536,279.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a STOCKS (LONG-TERM)	P	Various	Various
b JP MORGAN PARTNERS GLOBAL PRIVATE INVESTORS	P	Various	Various
c LAND (SURFACE RIGHTS)	D	01/08/62	08/31/16
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 28,210,765.		17,373,961.	10,836,804.
b 0.		215,033.	-215,033.
c 112,500.		0.	112,500.
d			
e			

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

(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a 0.	0.	0.	10,836,804.
b			-215,033.
c 0.	0.	0.	112,500.
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	10,734,271.
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	0.

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

(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))
2015	18,892,181.	375,003,028.	0.050379
2014	18,648,895.	368,491,225.	0.050609
2013	17,126,632.	340,920,024.	0.050237
2012	15,023,184.	303,399,462.	0.049516
2011	14,737,113.	292,454,869.	0.050391

2 Total of line 1, column (d)	2	0.251132
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	0.050226
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	368,775,700.
5 Multiply line 4 by line 3	5	18,522,128.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	171,518.
7 Add lines 5 and 6	7	18,693,646.
8 Enter qualifying distributions from Part XII, line 4	8	18,814,263.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary — see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	171,518.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	171,518.
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	171,518.
6 Credits/Payments:			
a 2016 estimated tax pmts and 2015 overpayment credited to 2016	6 a	225,744.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	225,744.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	54,226.	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax 54,226. 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)?		X
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		
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 (2) On foundation managers		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers		
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) TEXAS		
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 2016 or the taxable year beginning in 2016 (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)

	Yes	No
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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	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 2016, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. 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
1 a 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)?		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 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ Yes ☒ No	
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)		
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 __		
3 a 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 2016 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 2016.)		
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		X

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Part VII 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 4945(d)(4)(A)? (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)?

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

If 'Yes,' attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ Nob 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?

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
EDWARD P. BASS 201 MAIN STREET FORT WORTH TX 76102	CHAIRMAN/DIRECTOR 2.00	2,500.	0.	0.
SID R. BASS 201 MAIN STREET FORT WORTH TX 76102	VICE PRESIDENT/DIRECTOR 1.00	2,500.	0.	0.
LEE M. BASS 201 MAIN STREET FORT WORTH TX 76102	VICE PRESIDENT/DIRECTOR 1.00	2,500.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		482,000.	225,715.	2,771.

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
CAROLYN JOHNS 309 MAIN STREET FORT WORTH TX 76102	SENIOR ADMINISTRATOR OFFICER 35.00	108,370.	23,630.	2,771.
MARY BURKE 309 MAIN STREET FORT WORTH TX 76102	MUSEUM DIRECTOR 40.00	106,943.	24,289.	2,771.
SHANDA RANELLE 309 MAIN STREET FORT WORTH TX 76102	BUSINESS MANAGER 40.00	95,123.	22,080.	3,518.
FRANCINE CABAL 309 MAIN STREET FORT WORTH TX 76102	ADMINISTRATIVE ASSISTANT 35.00	85,649.	23,879.	0.
LES CLEERE 309 MAIN STREET FORT WORTH TX 76102	SITE & EXHIBITIONS COORDINATOR 40.00	68,078.	23,834.	2,494.

Total number of other employees paid over \$50,000 ☐ 4

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
LUTHER KING CAPITAL MANAGEMENT 301 COMMERCE STREET, SUITE 1600 FORT WORTH TX 76102	INVESTMENT MANAGEMENT	651,832.
NU-DESIGN P.O. BOX 14116 ARLINGTON TX 76094	IT & WEB MEDIA CONSULTANTS	102,934.
DR. WILLIAM F. CRAIG 1600 TEXAS STREET, SUITE 21103 FORT WORTH TX 76102	MEDICAL CONSULTANT	86,400.
JP MORGAN CHASE BANK 712 MAIN 13TH FLOOR NORTH HOUSTON TX 77002	TRUST CUSTODIAN	78,309.
WILLIAM H. KOEHLER 6417 DRURY LANE FORT WORTH TX 76116	EDUCATION CONSULTANT	60,000.
Total number of others receiving over \$50,000 for professional services		None

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 2016 WAS \$2,244 APPROXIMATELY 52,549 PEOPLE VISITED THE MUSEUM IN 2016, MANY OF WHICH ARE CHILDREN ON SCHOOL TOURS	1,270,245.
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 <u>NONE</u>	
2	0.
All other program-related investments See instructions.	
3 <u>NONE</u>	
	0.
Total. Add lines 1 through 3	None

BAA

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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	1 a 313,078,296.
b	Average of monthly cash balances	1 b 15,107,597.
c	Fair market value of all other assets (see instructions)	1 c 46,205,681.
d	Total (add lines 1a, b, and c)	1 d 374,391,574.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1 e	
2	Acquisition indebtedness applicable to line 1 assets	2
3	Subtract line 2 from line 1d	3 374,391,574.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 5,615,874.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 368,775,700.
6	Minimum investment return. Enter 5% of line 5	6 18,438,785.

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 18,438,785.
2 a	Tax on investment income for 2016 from Part VI, line 5 2 a 171,518.	
b	Income tax for 2016 (This does not include the tax from Part VI) 2 b	
c	Add lines 2a and 2b	2 c 171,518.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 18,267,267.
4	Recoveries of amounts treated as qualifying distributions	4 250,000.
5	Add lines 3 and 4	5 18,517,267.
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 18,517,267.

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	1 a 18,793,001.
b	Program-related investments — total from Part IX-B	1 b 0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2 21,262.
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3 a
b	Cash distribution test (attach the required schedule)	3 b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 18,814,263.
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)	5 171,518.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 18,642,745.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				18,517,267.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			0.	
b Total for prior years: 20 , 20 , 20				
3 Excess distributions carryover, if any, to 2016:				
a From 2011	469,089.			
b From 2012	84,901.			
c From 2013	351,280.			
d From 2014	533,292.			
e From 2015	396,344.			
f Total of lines 3a through e	1,834,906.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 18,814,263.				
a Applied to 2015, 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 2016 distributable amount				18,517,267.
e Remaining amount distributed out of corpus	296,996.			
5 Excess distributions carryover applied to 2016 (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	2,131,902.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	469,089.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	1,662,813.			
10 Analysis of line 9.				
a Excess from 2012	84,901.			
b Excess from 2013	351,280.			
c Excess from 2014	533,292.			
d Excess from 2015	396,344.			
e Excess from 2016	296,996.			

Form 990-PF (2016)

BAA

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling.

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

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

Tax year	Prior 3 years			(e) Total
(a) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a 'Assets' alternative test — enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c 'Support' alternative test — enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

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

LETTER DESCRIBING PROGRAM OR PROJECT; SEE MORE INFORMATION AT WWW.SIDRICHARDSON.ORG

c Any submission deadlines

JANUARY 15

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

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

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 PART XV3A				16,342,500.
Total			3 a	16,342,500.
b Approved for future payment SEE ATTACHMENT PART XV3B				7,182,000.
Total			3 b	7,182,000.

Part XV-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies . . .					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	3,679,788.	
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	10,964,732.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a	<u>OIL & GAS ROYALTIES</u>			15	2,929,370.	
b	<u>OIL & GAS LEASE BONUSES & EASEMENTS</u>			15	1,162,166.	
c	<u>MUSEUM STORE RENTAL</u>			3	18,097.	
d	<u>MISC. INCOME</u>			14	2,730.	
e	<u>MISC. INCOME</u>			1	100.	
12	Subtotal. Add columns (b), (d), and (e)				18,756,983.	
13	Total. Add line 12, columns (b), (d), and (e)					18,756,983.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
► **Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.**

OMB No 1545-0047

2016

Name of the organization

SID W. RICHARDSON FOUNDATION

Employer identification number

75-6015828

Organization type (check one).

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)() (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

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

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

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ► \$ _____

Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA 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) (2016)

Name of organization

Employer identification number

SID W. RICHARDSON FOUNDATION

75-6015828

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CHARLES BUTT FOUNDATION 335 KING WILLIAM SAN ANTONIO TX 78204	\$ 10,000	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.)

**Form 990-PF
Part I, Line 6a**

Net Gain or Loss From Sale of Assets

2016

Name

Employer Identification Number

SID W. RICHARDSON FOUNDATION

75-6015828

Asset Information:

Description of Property STOCKS (LONG-TERM)

Date Acquired . . Various How Acquired . . . Purchased

Date Sold . . . Various Name of Buyer . . . BROKER

Sales Price . . . 28,210,765. Cost or other basis (do not reduce by depreciation) . . . 17,373,961.

Sales Expense Valuation Method Cost

Total Gain (Loss) . . . 10,836,804. Accumulation Depreciation

Description of Property JP MORGAN PARTNERS GLOBAL PRIVATE INVESTORS

Date Acquired . . Various How Acquired . . . Purchased

Date Sold . . . Various Name of Buyer . . . BROKER

Sales Price Cost or other basis (do not reduce by depreciation) . . . -15,428.

Sales Expense Valuation Method Cost

Total Gain (Loss) . . . 15,428. Accumulation Depreciation

Description of Property LAND - SURFACE RIGHTS

Date Acquired . . 01/08/62 How Acquired . . . Donated

Date Sold . . . 08/31/16 Name of Buyer . . . RESOLUTE NATURAL RESOURCES

Sales Price . . . 112,500. Cost or other basis (do not reduce by depreciation) . . . 0.

Sales Expense Valuation Method Cost

Total Gain (Loss) . . . 112,500. Accumulation Depreciation

Description of Property

Date Acquired How Acquired

Date Sold Name of Buyer

Sales Price Cost or other basis (do not reduce by depreciation)

Sales Expense Valuation Method

Total Gain (Loss): Accumulation Depreciation

Description of Property

Date Acquired How Acquired

Date Sold Name of Buyer

Sales Price Cost or other basis (do not reduce by depreciation)

Sales Expense Valuation Method

Total Gain (Loss) Accumulation Depreciation

Description of Property

Date Acquired How Acquired

Date Sold Name of Buyer

Sales Price Cost or other basis (do not reduce by depreciation)

Sales Expense Valuation Method

Total Gain (Loss) Accumulation Depreciation

Description of Property

Date Acquired How Acquired

Date Sold Name of Buyer

Sales Price Cost or other basis (do not reduce by depreciation)

Sales Expense Valuation Method

Total Gain (Loss) Accumulation Depreciation

Description of Property

Date Acquired How Acquired

Date Sold Name of Buyer

Sales Price Cost or other basis (do not reduce by depreciation)

Sales Expense Valuation Method

Total Gain (Loss) Accumulation Depreciation

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income.	Rev/Exp Book	Net Inv Inc	Adj Net Inc
OIL AND GAS ROYALTIES	2,929,370.	2,929,370.	
OIL AND GAS LEASE BONUSES & EASEMENTS	1,162,166.	1,162,166.	
JP MORGAN PARTNERS GLOBAL PRIVATE INVESTORS		152.	
MISC. INCOME	2,830.	2,830.	
Total	<u>4,094,366.</u>	<u>4,094,518.</u>	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
AD VALOREM TAXES	193,642.	193,642.		
EXCISE TAXES	172,500.			
DEFERRED EXCISE TAXES	176,934.			
Total	<u>543,076.</u>	<u>193,642.</u>		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
SUPPLIES	18,928.	3,291.		15,540.
MUSEUM SECURITY	137,082.			136,977.
MUSEUM PUBLIC RELATIONS	19,083.			24,759.
ART CONSERVATION	13,219.			13,219.
MUSEUM EXHIBITS	94,216.			94,705.
MUSEUM ADVERTISING	27,279.			34,287.
MUSEUM DUES & FEES	3,205.			3,150.
IT SUPPORT	52,964.	436.		59,551.
MUSEUM BROCHURES	188.			188.
MEALS	3,952.	307.		2,126.
MUSEUM SPECIAL EVENTS	22,161.			29,716.
MUSEUM EDUCATION PROGRAMS	65,000.			63,333.
MUSEUM STORE EXPENSES	8,609.	8,609.		
FOUNDATION DUES & FEES	37,534.			37,229.
MISCELLANEOUS	35,515.	3,474.		34,364.
JOINT FACILITIES OVERHEAD	-75,000.	-18,750.		-56,250.
JP MORGAN PARTNERS GLOBAL PRIVATE INVESTORS	0.	4,712.		0.
Total	<u>463,935.</u>	<u>2,079.</u>		<u>492,894.</u>

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person . . ☒ Business . ☐ PRESTON M. GEREN III 309 MAIN STREET FORT WORTH TX 76102 Person . . ☒ Business . ☐ DEE STEER 201 MAIN STREET FORT WORTH TX 76102 Person . . ☒ Business . ☐	PRESIDENT 35.00 SECRETARY 1.00	482,000. 0.	225,715. 0.	2,771. 0.

Total

482,000. 225,715. 2,771.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
KELLY HART & HALLMAN LLP	LEGAL	42,168.	11,456.		32,441.
Total		<u>42,168.</u>	<u>11,456.</u>		<u>32,441.</u>

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RYLANDER CLAY & OPITZ	AUDIT AND TAX REVIEW	37,000.	9,250.		25,500.
JP MORGAN PARTNERS GLOBAL PRIVATE	ACCOUNTING FEES	0.	1,004.		0.
Total		<u>37,000.</u>	<u>10,254.</u>		<u>25,500.</u>

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
KIRKWOOD & DARBY	ANALYSIS OF AD VALOREM TAXES	1,200.	1,200.		0.
ML&M REALTY ADVISORS	APPRAISAL OF RANCH	2,500.	2,500.		0.
JP MORGAN CHASE	TRUST CUSTODIAL FEES	78,309.	78,309.		0.
LUTHER KING CAPITAL MANAGEMENT	INVESTMENT MANGEMENT	651,832.	651,832.		
WILLIAM H. KOEHLER	EDUCATION CONSULTANT	60,000.	0.		60,000.
BRENT W. BEASLEY	EDUCATION CONSULTANT	10,800.	0.		10,800.
DR. WILLIAM F. CRAIG	MEDICAL CONSULTANT	86,400.			86,400.
BELLWETHER EDUCATION PARTNERS	STRATEGIC EDUCATION PLANNING	10,000.			10,000.
LAWRENCE AND ASSOCIATES	ANNUAL REPORT AND PUBLIC RELATIONS	11,523.			0.
JP MORGAN PARTNERS GLOBAL PRIVATE	PROFESSIONAL FEES	0.	1,343.		
Total		<u>912,564.</u>	<u>735,184.</u>		<u>167,200.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
ABBVIE INC (60,000 SHARES)	3,757,200.	3,757,200.
ADOBE SYSTEMS INC (51,700 SHARES)	5,322,515.	5,322,515.
AKAMAI TECHNOLOGIES INC (46,000 SHARES)	3,067,280.	3,067,280.
ALLIANCE DATA SYSTEMS CORP (13,215 SHARES)	3,019,628.	3,019,628.
ALPHABET INC (2,840 SHARES)	2,250,558.	2,250,558.
AMAZON COM INC (6,000 SHARES)	4,499,220.	4,499,220.
AMGEN INC (22,000 SHARES)	3,216,620.	3,216,620.
APPLE INC (30,000 SHARES)	3,474,600.	3,474,600.
BALL CORP (41,350 SHARES)	3,104,145.	3,104,145.
CABOT OIL & GAS CORP (120,000 SHARES)	2,803,200.	2,803,200.
CELGENE CORPORATION (32,500 SHARES)	3,761,875.	3,761,875.
COCA-COLA CO (66,600 SHARES)	2,761,236.	2,761,236.
COLGATE PALMOLIVE CO (24,400 SHARES)	1,596,736.	1,596,736.
COMERICA INC (82,900 SHARES)	5,646,319.	5,646,319.
CONOCOPHILLIPS (49,700 SHARES)	2,491,958.	2,491,958.
CULLEN FROST BANKERS INC (60,000 SHARES)	5,293,800.	5,293,800.
DANAHER CORP (41,200 SHARES)	3,207,008.	3,207,008.
E I DU PONT DE NEMOURS & CO (56,000 SHARES)	4,110,400.	4,110,400.
ECOLAB INC (25,000 SHARES)	2,930,500.	2,930,500.
EOG RESOURCES INC (36,000 SHARES)	3,639,600.	3,639,600.
EXXON MOBIL CORP (39,300 SHARES)	3,547,218.	3,547,218.
FACEBOOK INC (15,500 SHARES)	1,783,275.	1,783,275.
FMC CORP (100,000 SHARES)	5,656,000.	5,656,000.
GENERAC HOLDINGS (60,000)	2,444,400.	2,444,400.
GLACIER BANCORP INC (100,000 SHARES)	3,623,000.	3,623,000.
HOME DEPOT INC (25,500 SHARES)	3,419,040.	3,419,040.
HONEYWELL INTERNATIONAL INC (35,000 SHARES)	4,054,750.	4,054,750.
INTERNATIONAL BUSINESS MACHINES CORP (19,350 SHARES)	3,211,907.	3,211,907.
JOHNSON & JOHNSON (25,000 SHARES)	2,880,250.	2,880,250.
JPMORGAN CHASE & CO (51,525 SHARES)	4,446,092.	4,446,092.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Continued

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
KIMBERLY-CLARK CORP (30,000 SHARES)	3,423,600.	3,423,600.
KIRBY CO (55,000 SHARES)	3,657,500.	3,657,500.
MARTIN MARIETTA MATERIALS INC (19,680 SHARES)	4,359,710.	4,359,710.
MERCK AND CO INC (40,000 SHARES)	2,354,800.	2,354,800.
MICROSOFT CORP (80,000 SHARES)	4,971,200.	4,971,200.
MONSANTO CO (29,000 SHARES)	3,051,090.	3,051,090.
NATIONAL INSTRUMENTS CORP (42,700 SHARES)	1,316,014.	1,316,014.
NEOGEN CORP (55,200 SHARES)	3,643,200.	3,643,200.
NEWELL BRANDS (129,300 SHARES)	5,773,245.	5,773,245.
NIKE INC CLASS B (57,700 SHARES)	2,932,891.	2,932,891.
NORTHERN TRUST CORP (35,000 SHARES)	3,116,750.	3,116,750.
OCCIDENTAL PETROLEUM CORP (35,000 SHARES)	2,493,050.	2,493,050.
PAYPAL HOLDINGS INC (48,885 SHARES)	1,929,491.	1,929,491.
PEPSICO INC (37,500 SHARES)	3,923,625.	3,923,625.
PERKINELMER INC (80,000 SHARES)	4,172,000.	4,172,000.
PFIZER INC (140,000 SHARES)	4,547,200.	4,547,200.
PROCTER & GAMBLE CO (37,500 SHARES)	3,153,000.	3,153,000.
RANGE RESOURCES CORP (63,800 SHARES)	2,192,168.	2,192,168.
ROCKWELL COLLINS (30,000 SHARES)	2,782,800.	2,782,800.
ROPER TECHNOLOGIES INC (22,750 SHARES)	4,165,070.	4,165,070.
SABRE CORP (125,000 SHARES)	3,118,750.	3,118,750.
THERMO FISHER SCIENTIFIC INC (31,000 SHARES)	4,374,100.	4,374,100.
TIFFANY & CO (55,000 SHARES)	4,258,650.	4,258,650.
TIME WARNER INC (39,900 SHARES)	3,851,547.	3,851,547.
TRACTOR SUPPLY CO (40,000 SHARES)	3,032,400.	3,032,400.
TRIMBLE INCORPORATED (100,000 SHARES)	3,015,000.	3,015,000.
UNION PACIFIC CORP (36,000 SHARES)	3,732,480.	3,732,480.
US BANCORP DEL (96,700 SHARES)	4,967,479.	4,967,479.
VALMONT INDUSTRIES INC (18,000 SHARES)	2,536,200.	2,536,200.
VF CORP (56,000 SHARES)	2,987,600.	2,987,600.
WALGREENS BOOTS ALLIANCE INC (41,100 SHARES)	3,401,436.	3,401,436.
FRANKLIN ELECTRIC INC (45,380 SHARES)	1,765,282.	1,765,282.
MEDTRONIC PLC (54,000 SHARES)	3,846,420.	3,846,420.
WASTE CONNECTIONS INC (37,950 SHARES)	2,982,490.	2,982,490.
Total	<u>220,848,568.</u>	<u>220,848,568.</u>

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
JP MORGAN U.S. GOVERNMENT MONEY MARKET	5,356,154.	5,356,154.
WELLS FARGO BUSINESS PERFORMANCE SAVINGS	850,343.	850,343.
PIMCO FUND	1,401,789.	1,401,789.
JP MORGAN LIMITED PARTNERSHIP	0.	44,150.
FARALLON OFFSHORE CAPITAL INVESTORS	36,530,576.	62,546,621.
OZ OVERSEAS FUND LTD.	23,038,396.	48,489,328.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Continued

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Total	<u>67,177,258.</u>	<u>118,688,385.</u>

Form 990-PF, Page 2, Part II, Line 11
L-11 Stmt

Line 11b - Description of Investments Land, Buildings and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
PRODUCING ROYALTIES	1,755,766.	1,755,766.	0.
NON-PRODUCING ROYALTIES	80.	0.	80.
LAND - TARRANT COUNTY	1,164,510.	0.	1,164,510.
FURNITURE & FIXTURES	75,090.	33,258.	41,832.
BUILDINGS	598,720.	155,659.	443,061.
MACHINERY & EQUIPMENT	287,331.	220,495.	66,836.
EQUIPMENT	2,689.	486.	2,203.
Total	<u>3,884,186.</u>	<u>2,165,664.</u>	<u>1,718,522.</u>

Form 990-PF, Page 2, Part II, Line 14
L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
FURNITURE & FIXTURES	973,734.	638,031.	335,703.
EQUIPMENT	38,112.	8,957.	29,155.
BUILDINGS	7,437,773.	3,403,405.	4,034,368.
LEASEHOLD IMPROVEMENTS	1,102,754.	269,700.	833,054.
Total	<u>9,552,373.</u>	<u>4,320,093.</u>	<u>5,232,280.</u>

Form 990-PF, Page 2, Part II, Line 15
Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
ART COLLECTION	10,410,466.	10,412,579.	182,290,960.
MUSEUM DIGITAL IMAGES	109,595.	109,595.	109,595.
Total	<u>10,520,061.</u>	<u>10,522,174.</u>	<u>182,400,555.</u>

Form 990-PF, Page 2, Part II, Line 22

Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
DEFERRED TAXES PAYABLE	1,861,979.	2,038,913.
ACCRUED POSTRETIREMENT BENEFITS OBLIGATION	2,125,153.	2,117,427.
Total	<u>3,987,132.</u>	<u>4,156,340.</u>

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PART XV-3a - GRANTS PAID DURING 2016

<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
AB Christian Learning Center 5005 Brentwood Stair Road, Suite 200 Fort Worth, Texas 76112	509(a)(1)	Operational support for the summer school program in the	\$15,000
ACCESS, Inc 405 N Church Street Rockport, Texas 78382	509(a)(1)	Provide operational support for family counseling services in Aransas County	8,000
Aledo ISD Education Foundation 821 W Vickery Blvd Fort Worth, TX 76104	509(a)(1)	Capital support for the construction and equipping of the Patient Care Lab	30,000
Allied Theatre Group, Inc 821 W Vickery Blvd Fort Worth, TX 76104	509(a)(1)	Operational support for programming at the Stage West Theatre	25,000
Amphibian Productions 120 S Main Street Fort Worth, TX 76104	509(a)(1)	Operational support for the Amphibian Theatre	25,000
Aransas County Council on Aging 912 S Church Street Rockport, Texas 78382	509(a)(1)	Provide operational support for a meals program for low-income senior citizens in Aransas County, TX	10,000
Arlington Independent School District 1141 W Pioneer Parkway Arlington, TX 76013	509(a)(1)	Operational support for the "Emerging Leaders Program"	200,000
Austin Community Foundation for the Capital Area 4315 Guadalupe, Suite 300 Austin, TX 78751	509(a)(1)	Operational support for the TEGAC and participation in the guided pathways work with the Bush School	15,000
AVANCE, Inc 2060 Singleton Blvd, Suite 103 Dallas, TX 75212	509(a)(1)	Operational support for the Parent-Child Education Program in the	20,000
Back to School Roundup 1100 Circle Drive Fort Worth, Texas 76119-8111	509(a)(1)	Program to provide school supplies to 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 Donald Donovan's research in otorhinolaryngology	75,000
Baylor College of Medicine Cullen Eye Institute 6565 Fannin, Suite NC205 Houston, TX 77030	509(a)(1)	Support for research called "Studies in Ocular Infections"	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 in medicine and pharmacology	100,000
Big Brothers Big Sisters Lone Star 450 E John Carpenter Fwy, Suite 300 Irving, TX 75062	509(a)(1)	Support the Little Steps Big Futures mentoring program for	100,000
Big Thought 1409 S Lamar Street, Suite 1015 Dallas, TX 75215	509(a)(1)	Operational support for the after-school program at the Uplift schools in southeast Fort Worth	38,000
Botanical Research Institute of Texas, Inc 1700 N University Drive Fort Worth, TX 76107	509(a)(3) Type III Functionally- Integrated Supporting	General support	300,000

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<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
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	100,000
Boys & Girls Club of Greater Fort Worth, Inc 3218 East Belknap Fort Worth, TX 76111	509(a)(1)	Support for the Boys & Girls Clubs and Uplift charter school partnership in southeast Fort Worth	110,000
Brighter Outlook Foundation P O Box 50634 Fort Worth, TX 76105	509(a)(1)	Support for the community center in Southeast Fort Worth	25,000
George W Bush Foundation 6116 N Central Expressway, Suite 400 Dallas, TX 75206	509(a)(1)	Support of two education programs	600,000
Camp Fire First Texas 2700 Meacham Blvd Fort Worth, TX 76137	509(a)(1)	Support for School Readiness Program (improves early childhood education in low-income neighborhoods in Fort Worth)	275,000
Cancer Care Services 623 South Henderson Fort Worth, TX 76104	509(a)(1)	Operational support for the delivery of cancer care services in Fort Worth	25,000
Careity Foundation P O Box 126038 Fort Worth, TX 76126	509(a)(1)	Capital support for a new IT system	28,000
Carly J Rutledge Sarcome Foundation 5608 Malvey Avenue, Suite 100A Fort Worth, TX 76107	509(a)(1)	Operational support for the services provided to adolescent and young adult cancer patients in Tarrant County	20,000
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	75,000
Cassata High School 1400 Hemphill Street Fort Worth, TX 76104	509(a)(1)	Operational support	60,000
CDSFW P O Box 471110 Fort Worth, TX 76147	509(a)(2)	Matching grant of \$50,000 for start-up funding for the development of a design center to be located in downtown FW	42,000
Center for Nonprofit Management 2902 Floyd Street Dallas, TX 75204	509(a)(2)	Operational support	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
Chamber Music Society of FW, Inc 2501 Parkview Drive, Suite 317E Fort Worth, Texas 76102	509(a)(1)	Operational support for the concert series	7,500
Child Study Center 1300 West Lancaster Avenue Fort Worth, TX 76102	509(a)(2)	Operational support for the Jane Justin School	100,000
Circle Theatre, Inc 230 W Fourth Street Fort Worth, TX 73109	509(a)(2)	Operational support for theatre programming	36,000
Commit2Dallas 2510 Oak Lawn, Suite 800 Dallas, Texas 75219	509(a)(1)	Support for research and the preparation of a report on the academic performance of the public school students, schools and school districts in Tarrant County	5,000

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<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Communities Foundation of Texas, Inc 5500 Caruth Haven Lane Dallas, TX 75225	509(a)(1)	Support for the 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 Enrichment Center 6250 NE Loop 820 North Richland Hills, TX 76180	509(a)(1)	Operational support for your social services program serving low-income people and abuse victims in NE Tarrant County	25,000
Community Food Bank 3000 Galvez Avenue Fort Worth, Texas 76111	509(a)(1)	Fund the purchase, prep and distribution of Thanksgiving meals	5,000
Community Foundation of North Texas 306 W 7th Street, Suite 850 Fort Worth, TX 76102	509(a)(1)	\$25,000 to support the Tool Box Program, \$150,000 to support the 100x25 Literacy Partnership	175,000
Como Lions Heart, Inc 4840 Bellflower Way Fort Worth 76123	509(a)(1)	Provide funding for summer youth programming for Como Elementary School students	8,000
Covenant Classical School 1701 Windstar Way Fort Worth, Texas 76108	509(a)(1)	Operational support for Project Hope to bring in youth to revitalize the Como neighborhood	7,500
Cowboy Heritage Association of Fort Worth P O Box 136639 Fort Worth, TX 76136	509(a)(2)	Scholarship program for children from Texas farm and ranch families	10,000
Cristo Rey P O Box 150463 Fort Worth, TX 76108	509(a)(2)	Provide start-up funding for new high school in southeast Fort Worth	250,000
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
E3 Alliance 5930 Middle Fiskville Road Austin, TX 78752	509(a)(1)	Expansion of teacher training pilot program into 16 schools in 8 central Texas school districts	140,000
Early Childhood Learning Foundation P O Box 1141 Colleyville, TX 76034	509(a)(1)	Operational support for the early childhood education conference in Grapevine	20,000
Educational First Steps 2815 Gaston Avenue Dallas, TX 75226	509(a)(1)	Support for the early childhood education program expansion in low-income neighborhoods in Tarrant County	125,000
Expanco 3005 Wichita Court Fort Worth, TX 76140	509(a)(1)	Operational support for the program that employs disabled adults in light manufacturing jobs	100,000
Fort Worth Art Association 3200 Darnell Street Fort Worth, TX 76107	509(a)(1)	Operational support for the Modern Art Museum	750,000
Fort Worth Country Day School 4200 Country Day Lane Fort Worth, TX 76109	509(a)(1)	Support for the Breakthrough Fort Worth program	55,000
Fort Worth Hope Center 625 E Loop 820 S Fort Worth, TX 76119	509(a)(1)	Support for the holiday food services provided to families in southeast Fort Worth	10,000
Fort Worth Independent School District 100 N University Fort Worth, TX 76107	509(a)(1)	Support for leadership conference for principals and senior staff	10,000
Fort Worth Independent School District (Project Reach) 100 N University Fort Worth, TX 76107	509(a)(1)	Funding that provides childcare for the children of teen mothers in the Fort Worth ISD	10,000

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<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Fort Worth Metropolitan Industrial Development, Inc 1150 S Freeway, Suite 211 Fort Worth, Texas 76104	509(a)(1)	Operational support for the leadership development program	10,000
Fort Worth Museum of Science and History 1501 Montgomery Fort Worth, TX 76107	509(a)(1)	\$150,000 for general support, \$160,000 for the Morningside Children's Partnership	310,000
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	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)	\$300,000 for general support, \$2,000,000 for capital support for the zoo expansion	2,300,000
Gill Children's Services 555 Hemphill Street, Suite 200 Fort Worth, TX 76104	509(a)(1)	Operational support for the program providing individualized health and social services to poor children in Tarrant County	30,000
Girls Incorporated of Tarrant County 2820 Matlock Road Fort Worth, TX 76015	509(a)(1)	General support for "Operation SMART"	100,000
Girl Scouts of Texas Oklahoma Plains, Inc 4901 Briarhaven Road Fort Worth, TX 76109	509(a)(1)	Support for the Girl Scouts at School program in Fort Worth	25,000
Habitat for Humanity International, Inc 9333 N Normandale Street Fort Worth, TX 76116	509(a)(1)	Capital support for the purchase and preparation for construction of residential lots in the Fort Worth Morningside neighborhood	200,000
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
Hispanic Wellness Coalition 3500 Camp Bowie Blvd, Suite 748 Fort Worth, Texas 76107	509(a)(1)	Operational support for the 2016 Hispanic Wellness Fair	10,000
Housing Opportunities of Fort Worth, Inc 1065 W Magnolia, Suite B Fort Worth, TX 76104	509(a)(1)	Operational support for the homebuyer and homeowner counseling program in Tarrant County	40,000
Imagination 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
Immunization Collaboration of Tarrant County P O Box 100192 Fort Worth, Texas 76185	509(a)(1)	Provide operational support for the immunization program for low-income children in Tarrant County	5,000
Intercollegiate Studies Institute 3901 Centerville Road Wilmington, DE 19807	509(a)(1)	Operational support for the Texas Leadership Project at TCU	50,000
Jubilee Players, Inc 506 Main Street Fort Worth, TX 76102	509(a)(1)	Operational support for programming	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	50,000

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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	50,000
Kids Who Care, Inc 1300 Gendy Street Fort Worth, TX 76107	509(a)(1)	Operational support for the performing arts education program	10,000
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 for disadvantaged women in Tarrant County	25,000
Leadership DISD 1800 North Lamar Street Dallas, TX 75202	509(a)(1)	Operational support for the public school leadership development program in Tarrant County	150,000
Leadership Fort Worth P O Box 11371 Fort Worth, TX 76110	509(a)(1)	Provide Assistance with transportation costs for the "LeaderKids" program	8,000
The Learning Center of North Texas 101 Summit Avenue, Suite 612 Fort Worth, TX 76102	509(a)(1)	Operational support for educational services for children and adults with learning differences	65,000
Lena Pope Home, Inc 3200 Sanguinet Street Fort Worth, TX 76107	509(a)(1)	Operational support for the Early Learning Center	75,000
Lumin Education 924 Wayne Street Dallas, TX 75223	509(a)(1)	Operational support for the Bachman Lake Community School	100,000
Make-A-Wish Foundation of North Texas 3509 Hulen Street, Suite 200 Fort Worth, TX 76107	509(a)(1)	Funds to be used as "wishes" for children in North Texas who have life-threatening illnesses	15,000
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
Methodist Justice Ministry of First United Methodist Church 750 West Fifth Street Fort Worth, TX 76102	509(a)(1)	Legal assistance for battered and abused women and children in Fort Worth	25,000
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	30,000
Mimir Chamber Music Festival P O Box 470839 Fort Worth, TX 76147	509(a)(1)	Operational support for the chamber music festival hosted at Texas Christian University	15,000
Mission Metroplex, Inc 210 W South Street Arlington, TX 76010	509(a)(1)	Support a portion of the medical director's salary	35,000
The National Cowgirl Museum and Hall of Fame, Inc 1720 Gendy Fort Worth, TX 76107	509(a)(1)	General support	100,000
Northside Inter-Community Agency, Inc 1600 Circle Park Blvd Fort Worth, TX 76164	509(a)(1)	Provide assistance to low-income residents of north Fort Worth	50,000
North Fort Worth Historical Society 131 E Exchange Ave # 110 Fort Worth, TX 76164	509(a)(1)	Operational support for the program to educate visitors about the history of the Northside and Stockyards areas	2,500
North Texas Healthy Communities 777 Taylor Street Fort Worth, TX 76102	509(a)(1)	Support the Blue Zones Project Fort Worth (city-wide wellness initiative)	100,000

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<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Pacific Youth Correctional Ministries PO Box 8875 Redlands, CA 92375	509(a)(1)	Provide operational support for the program providing chaplaincy services in youth incarceration facilities in Tarrant County	5,000
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	100,000
Parks and Wildlife Foundation of Texas, Inc 2914 Swiss Avenue Dallas, TX 75204	509(a)(3) Type I	Maintenance of the Cedar Bayou that separates San Jose Island and Matagorda Island	265,000
Performing Arts Fort Worth, Inc 330 East 4th Street Fort Worth, TX 76102	509(a)(1)	\$200,000 for operational support, \$75,000 for general support for the Children's Education program	275,000
Pocket Theatre, Inc 1950 Silver Creek Road Fort Worth, TX 76108	509(a)(1)	Operational support	20,000
Presbyterian Night Shelter of Tarrant County P O Box 2645 Fort Worth, TX 76113	509(a)(1)	Operational support for services for women and children	50,000
Project Hand Up dba the Gatehouse 670 Westport Parkway Grapevine, TX 76051	509(a)(1)	Operational support for the program that assists women and their children break the cycle of abuse and poverty and build self-sustaining lives	250,000
Project Lead the Way 3939 Priority Way South Drive, Suite 400 Indianapolis, IN 76240	509(a)(1)	Operational support for the FWISD math and science initiative	250,000
Project Transformation National 4024 Caruth Blvd Dallas, TX 75225	509(a)(1)	Operational support for the launch of a new summer literacy and life skills program for children living in poverty in Fort Worth	50,000
Reading Partners 2910 Swiss Avenue Dallas, TX 75204	509(a)(1)	Operational support for the literacy program serving elementary school students in southeast Fort Worth	75,000
Recovery Resource Council 2700 Airport Freeway Fort Worth, TX 76111	509(a)(1)	3 weeks of camp L4	36,000
Relay School of Education 40 W 20th Street, 6th Floor New York, NY 10011	509(a)(1)	Funding for the start-up costs of the teacher preparation program to serve Tarrant County schools	85,000
The Rising Star Missionary Baptist Church of 4216 Avenue M Fort Worth, TX 76104	509(a)(1)	Support for a summer education program for youth in southeast Fort Worth	40,000
River Legacy Foundation 703 NW Green Oaks Blvd Arlington, TX 76006	509(a)(1)	Capital support for renovation of the Living Science Center at River Legacy Park	100,000
Safe City Commission 201 Main Street, Suite 2 Fort Worth, TX 76102	509(a)(1)	General support for crime prevention program in Fort Worth	175,000
SafeHaven of Tarrant County 8701 W Bedford Euless Road, Suite 600 Hurst, TX 76053	509(a)(1)	Operational support for the program that provides counseling services and shelter to domestic violence victims in Tarrant County	75,000
Saving Hope Foundation 950 Commerce Street Fort Worth, TX 76102	509(a)(1)	Funding for the cat and dog spay and neutering program in Fort Worth	7,500
Senior Citizen Services of Greater Tarrant County 1400 Circle Drive, Suite 300 Fort Worth, TX 76119	509(a)(1)	Capital support to upgrade food preparation equipment	44,000

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SiNaCa Studios 1013 W Magnolia Ave Fort Worth, TX 76104	509(a)(1)	Operational support for the art education partnership with the Fort Worth ISD	5,000
Snowball Express 611 S Main Street, Suite 400 Grapevine, TX 76051	509(a)(1)	Provide support for the local conference in December hosting children and surviving spouses of service men/women killed in Iraq and Afghanistan	30,000
Southeast Fort Worth, Inc 1150 S Freeway, Suite 148 Fort Worth, TX 76104	509(a)(1)	Operational support for the program that promotes and maintains economic development within the southeast area of Fort Worth	20,000
STAR Sponsorship Program, Inc P O Box 150 Fort Worth, Texas 76101-0150	509(a)(2)	Provide operational support for the STAR office which secures scholarships for low-income children to attend parochial and private elementary schools through the end of middle school	15,000
Star-Telegram Charities, Inc P O Box 1870 Fort Worth, Texas 76101	509(a)(1)	Support for the 2016 Goodfellow Fund	10,000
Tarrant Area Food Bank 2600 Cullen Street Fort Worth, TX 76107	509(a)(1)	Operational support	50,000
Tarrant County Black Historical and Genealogical Society P O Box 50483 Fort Worth, TX 76105	509(a)(1)	Support for the Annual Tarrant County Harambee Festival	5,000
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	160,000
Teaching Trust 1825 Market Center Blvd , Suite 260 Dallas, TX 75207	509(a)(1)	Support for the Principal Preparation Program serving North Texas schools	200,000
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 for the Principal Training Program for Tarrant County public school principals	125,000
Texas Education Agency 1701 N Congress Avenue Austin, TX 78701	509(a)(2)	Funding for the development of a strategic plan for the reform of the TEA	100,000
Texas Engineering Foundation Box 2145 Austin, TX 78768	509(a)(2)	Operational support for the MATHCOUNTS program	24,000
Texas Inmate Services TXIS 1408 St Louis Avenue Fort Worth, TX 76104	509(a)(1)	Operational support for the program assisting formerly incarcerated persons seeking reintegration into society	25,000
Texas Institute for Education Reform 208 West 14th Street Austin, TX 78701	509(a)(1)	Operational support for the outreach program to improve the public education system in Texas	20,000
U Ol' Goat, Inc 304 Crestwood Drive Fort Worth, TX 76107	509(a)(1)	Operational support for the program that supports youth participation in local rodeo and stock show activities	2,500
United Way of Tarrant County P O Box 4448 Fort Worth, TX 76164	509(a)(1)	\$100,000 for general support for yearly campaign, \$25,000 to support the mayor's homeless initiative	125,000
United Way of Tarrant County P O Box 4448 Fort Worth, TX 76164	509(a)(1)	Provide funding for a needs assessment and gap analysis of the network of providers of homeless services in Fort Worth	8,000

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University of Houston 214 Farish Hall Houston, TX 77204	509(a)(1)	Funding for transformation efforts in the College of Education	200,000
University of North Texas Health Science Center TCOM Foundation, Inc 3500 Camp Bowie Blvd Fort Worth, TX 76107	509(a)(1)	Support for the establishment of a M D medical school by Texas Christian University and University of North Texas Health Science Center	1,550,000
University of Texas at Austin 2901 N IH-35, Suite 4 100 Austin, TX 78722	509(a)(1)	Operational support for the University Leadership Network program	265,000
University of Texas Rio Grande Valley 1201 W University Drive Edinburg, TX 78539	509(a)(1)	Operational support for Uteach program	150,000
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	150,000
Uplift Education 1825 Market Center, Suite 500 Dallas, TX 75207	509(a)(1)	\$250,000 to support for the recruitment/training of 10 "Urban Teacher" candidates for Uplift's FW schools, \$670,000 expansion of Uplift charter schools in Tarrant County	920,000
Van Cliburn Foundation, Inc 2525 Ridgmar Blvd , Suite 307 Fort Worth, TX 76116	509(a)(2)	Support for the Van Cliburn Concert series	50,000
What About Remembering Me Center, Inc 809 Lipscomb Fort Worth, TX 76104	509(a)(1)	Support for the grief support program	50,000
The Women's Center of Tarrant County, Inc 1723 Hemphill Fort Worth, TX 76110	509(a)(1)	Support the Employment Solutions Program, which assists low-income and unemployed women in Tarrant County with job training and placement	75,000
World Affairs Council of Dallas Fort Worth 325 N Saint Paul Street, Suite 4200 Dallas, TX 75201	509(a)(1)	Operational support for the international education program for area	25,000
YMCA of Metropolitan Fort Worth 512 Lamar Street, Suite 400 Fort Worth, TX 76102	509(a)(2)	Operational support for the McDonald branch	45,000
Young Women's Christian Association 512 W Fourth Street Fort Worth, TX 76102	509(a)(1)	Provide funding for the early childhood education program for low-income and homeless families in Tarrant County	80,000
Youth Orchestra of Greater Fort Worth 4401 Trail Lake Drive Fort Worth, TX 76109	509(a)(1)	Support for the early childhood music education program	25,000
			<u><u>\$16,342,500</u></u>

SID W. RICHARDSON FOUNDATION
75-6015828
PART XV-3b - GRANTS APPROVED DURING 2016 AND UNPAID AS OF 12/31/16

<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Botanical Research Institute of Texas, Inc 1700 N University Drive Fort Worth, TX 76107	509(a)(3) Type III Functionally- Integrated Supporting	General support	300,000
CDSFW P O Box 471110 Fort Worth, TX 76147	509(a)(2)	Matching grant of \$50,000 for start-up funding for the development of a design center to be located in downtown FW	2,000
Community Foundation of North Texas 306 W 7th Street, Suite 850 Fort Worth, TX 76102	509(a)(1)	\$25,000 to support the Tool Box Program, \$150,000 to support the 100x25 Literacy Partnership	300,000
Cristo Rey P O Box 150463 Fort Worth, TX 76108	509(a)(2)	Provide start-up funding for new high school in southeast Fort Worth	250,000
Fort Worth Art Association 3200 Darnell Street Fort Worth, TX 76107	509(a)(1)	Operational support for the Modern Art Museum	750,000
Fort Worth Museum of Science and History 1501 Montgomery Fort Worth, TX 76107	509(a)(1)	\$150,000 for general support, \$160,000 for the Morningside Children's Partnership	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	750,000
Fort Worth Zoological Association 1989 Colonial Parkway Fort Worth, TX 76110	509(a)(2)	\$300,000 for general support, \$2,000,000 for capital support for the zoo expansion	1,300,000
The National Cowgirl Museum and Hall of Fame, Inc 1720 Gendy Fort Worth, TX 76107	509(a)(1)	General support	100,000
North Texas Area Community Health Centers, Inc 2100 N Main Street, Suite 110 Fort Worth, TX 76164	509(a)(1)	Capital support to fund the planning and development and	500,000
Parks and Wildlife Foundation of Texas, Inc 2914 Swiss Avenue Dallas, TX 75204	509(a)(3) Type I	Maintenance of the Cedar Bayou that separates San Jose Island and Matagorda Island	195,000
Performing Arts Fort Worth, Inc 330 East 4th Street Fort Worth, TX 76102	509(a)(1)	\$200,000 for operational support, \$75,000 for general support for the Children's Education program	75,000
Relay School of Education 40 W 20th Street, 6th Floor New York, NY 10011	509(a)(1)	Funding for the start-up costs of the teacher preparation program to serve Tarrant County schools	170,000
Safe City Commission 201 Main Street, Suite 2 Fort Worth, TX 76102	509(a)(1)	General support for crime prevention program in Fort Worth	75,000
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 for the Principal Training Program for Tarrant County public school principals	125,000
United Way of Tarrant County P O Box 4448 Fort Worth, TX 76164	509(a)(1)	\$100,000 for general support for yearly campaign, \$25,000 to support the mayor's homeless initiative	100,000

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<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Uplift Education 1825 Market Center, Suite 500 Dallas, TX 75207	509(a)(1)	\$250,000 to support for the recruitment/training of 10 "Urban Teacher" candidates for Uplift's FW schools, \$670,000 expansion of Uplift charter schools in Tarrant County	1,340,000
Van Cliburn Foundation, Inc 2525 Ridgmar Blvd , Suite 307 Fort Worth, TX 76116	509(a)(2)	Support for the Van Cliburn Concert series	475,000
			<u>\$7,182,000</u>