

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.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

, and ending

Name of foundation

A Employer identification number

HARRY BASS FOUNDATION**75-1876307**

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

Room/suite

B Telephone number

4809 COLE AVENUE**105****214 599-0300**

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

C If exemption application is pending, check here ☐**DALLAS, TX 75205**

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 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 foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)

J Accounting method: ☒ Cash ☐ AccrualF If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**\$ 81,726,445.** (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).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

N/A

2 Check ☒ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

1,053.**1,053.****STATEMENT 1**

4 Dividends and interest from securities

698,387.**698,387.****STATEMENT 2**

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

2,112,199.b Gross sales price for all assets on line 6a **13,429,653.**

7 Capital gain net income (from Part IV, line 2)

2,112,199.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

11,419.**11,419.****STATEMENT 3**

12 Total. Add lines 1 through 11

2,823,058.**2,823,058.**

13 Compensation of officers, directors, trustees, etc

202,644.**8,047.****194,597.**

14 Other employee salaries and wages

26,000.**0.****26,000.**

15 Pension plans, employee benefits

69,703.**626.****69,077.**

16a Legal fees

b Accounting fees

STMT 4**16,665.****1,667.****14,998.**

c Other professional fees

STMT 5**280,461.****280,461.****0.**

17 Interest

18 Taxes

STMT 6**52,451.****43,551.****196.**

19 Depreciation and depletion

20 Occupancy

27,932.**2,334.****25,598.**

21 Travel, conferences, and meetings

10,062.**0.****10,062.**

22 Printing and publications

404.**0.****404.**

23 Other expenses

STMT 7**17,273.****38.****17,235.**

24 Total operating and administrative expenses. Add lines 13 through 23

703,595.**336,724.****358,167.**

25 Contributions, gifts, grants paid

1,279,481.**1,279,481.**

26 Total expenses and disbursements. Add lines 24 and 25

1,983,076.**336,724.****1,637,648.**

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

839,982.

b Net investment income (if negative, enter -0-)

2,486,334.

c Adjusted net income (if negative, enter -0-)

N/A

SCANNED JUL 16 2018

Operating and Administrative Expenses

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	190,334.	277,526.	277,526.
	2 Savings and temporary cash investments	636,294.	617,872.	617,872.
	3 Accounts receivable ▶ 8,207.			
	Less: allowance for doubtful accounts ▶	78,354.	8,207.	8,207.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	20,929.	18,704.	18,704.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	30,134,378.	30,958,435.	37,246,952.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Liabilities	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment; basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 9)	15,896,818.	15,911,080.	43,557,184.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	46,957,107.	47,791,824.	81,726,445.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 10)	5,391.	126.	
	23 Total liabilities (add lines 17 through 22)	5,391.	126.	
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			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	43,781,449.	43,781,449.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,170,267.	4,010,249.	
	30 Total net assets or fund balances	46,951,716.	47,791,698.	
	31 Total liabilities and net assets/fund balances	46,957,107.	47,791,824.	

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	46,951,716.
2 Enter amount from Part I, line 27a	2	839,982.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	47,791,698.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	47,791,698.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 PUBLICLY TRADED SECURITIES	P		
b PUBLICLY TRADED SECURITIES	P		
c EUROPEAN OPPORTUNITIES K-1	P		
d EUROPEAN OPPORTUNITIES K-1	P		
e CAPITAL GAINS DIVIDENDS			

(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 6,825,716.		6,470,480.	355,236.
b 6,533,481.		4,816,621.	1,716,860.
c		15,191.	<15,191.>
d		15,162.	<15,162.>
e 70,456.			70,456.

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

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			355,236.
b			1,716,860.
c			<15,191.>
d			<15,162.>
e			70,456.

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	2,112,199.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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 doesn't 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))
2016	1,789,421.	33,028,111.	.054179
2015	1,687,583.	35,433,789.	.047626
2014	1,551,500.	35,797,687.	.043341
2013	1,478,194.	32,812,895.	.045049
2012	1,431,273.	29,860,045.	.047933

2 Total of line 1, column (d)	2	.238128
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.047626
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	36,093,578.
5 Multiply line 4 by line 3	5	1,718,993.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	24,863.
7 Add lines 5 and 6	7	1,743,856.
8 Enter qualifying distributions from Part XII, line 4	8	1,637,648.

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)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	49,727.
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	49,727.
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	49,727.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	8,704.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	8,704.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	1,178.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	42,201.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax ☐ Refunded ☒	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the 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
1c 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
4a 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?		
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	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ☐ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2017 or the tax year beginning in 2017? See the 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

N/A

2

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? Website address ► <u>HARRY BASS FOUNDATION.ORG</u>	X	
14 The books are in care of ► <u>CAROL CASHMAN</u> Telephone no. ► <u>214 526-6494</u> Located at ► <u>4809 COLE AVENUE, SUITE 105, DALLAS, TX</u> ZIP+4 ► <u>75205</u>		
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		N/A
16 At any time during calendar year 2017, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	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 2017 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 2017.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year, did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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

N/A

Organizations relying on a current notice regarding disaster assistance, check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DORIS L. BASS	PRESIDENT, TRUSTEE			
4809 COLE AVENUE, SUITE 105				
DALLAS, TX 75205	5.00	0.	0.	0.
MICHAEL L. CALHOUN	VICE PRESIDENT, TRUSTEE			
4809 COLE AVENUE, SUITE 105				
DALLAS, TX 75205	10.00	38,190.	0.	0.
F. DAVID CALHOUN	EXEC DIRECTOR, VP SECRETAR			
4809 COLE AVENUE, SUITE 105				
DALLAS, TX 75205	40.00	158,454.	9,147.	0.
J. MICHAEL WYLIE	TRUSTEE			
4809 COLE AVENUE, SUITE 105				
DALLAS, TX 75205	5.00	6,000.	0.	0.

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

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

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

0

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

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

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

0

Part IX-A**Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 SEE STATEMENT 12 & 13

0.

2

3

4

Part IX-B**Summary of Program-Related Investments**

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

Amount

1 N/A

2

All other program-related investments. See instructions

3

Total. Add lines 1 through 3

0.

Form 990-PF (2017)

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	35,732,466.
b	Average of monthly cash balances	1b	910,760.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	36,643,226.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	36,643,226.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	549,648.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	36,093,578.
6	Minimum investment return. Enter 5% of line 5	6	1,804,679.

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	1,804,679.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	49,727.
b	Income tax for 2017 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	49,727.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,754,952.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,754,952.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,754,952.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,637,648.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	1,637,648.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,637,648.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				1,754,952.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			1,594,952.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 1,637,648.				
a Applied to 2016, but not more than line 2a			1,594,952.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				42,696.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				1,712,256.
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)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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 STATEMENT 13				1,279,481.
Total			3a	1,279,481.
b Approved for future payment				
NONE				
Total			3b	0.

723622 01-03-18

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
SANFORD BERNSTEIN & CO 716	577.	577.	
SANFORD BERNSTEIN & CO 750	1.	1.	
UBS TX 02885	215.	215.	
UBS TX 13055	53.	53.	
UBS TX 15684	17.	17.	
UBS TX 15685	173.	173.	
UBS TX 15850	17.	17.	
TOTAL TO PART I, LINE 3	1,053.	1,053.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
EUROPEAN OPPORTUNITY K-1	17,973.	0.	17,973.	17,973.	
JP MORGAN	11.	0.	11.	11.	
PHILLIPS 66					
PARTNERS LP K-1	8.	0.	8.	8.	
SANFORD BERNSTEIN & CO.681	28,345.	0.	28,345.	28,345.	
SANFORD BERNSTEIN & CO.716	145,564.	381.	145,183.	145,183.	
SANFORD BERNSTEIN & CO.748	185,752.	0.	185,752.	185,752.	
SANFORD BERNSTEIN & CO.750	33,697.	0.	33,697.	33,697.	
SANFORD BERNSTEIN & CO.754	74,832.	70,061.	4,771.	4,771.	
UBS TX 02885	78,414.	0.	78,414.	78,414.	
UBS TX 13055	6,623.	14.	6,609.	6,609.	
UBS TX 15684	11,530.	0.	11,530.	11,530.	
UBS TX 15685	167,662.	0.	167,662.	167,662.	
UBS TX 15850	18,432.	0.	18,432.	18,432.	
TO PART I, LINE 4	768,843.	70,456.	698,387.	698,387.	

FORM 990-PF	OTHER INCOME	STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LITIGATION SETTLEMENTS	5,171.	5,171.	
MISCELLANEOUS OTHER GAINS	224.	224.	
EUROPEAN OPPORTUNITY K-1	6,471.	6,471.	
PHILLIPS 66 PARTNERS LP K-1	<447.>	<447.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	11,419.	11,419.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT - 4 -
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WEALTH MANAGEMENT	12,690.	1,269.		11,421.
JAMES R. MINCZEWSKI, CPA	3,975.	398.		3,577.
TO FORM 990-PF, PG 1, LN 16B	16,665.	1,667.		14,998.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
SANFORD BERNSTEIN & CO	70,775.	70,775.			0.
UBS FEES	209,686.	209,686.			0.
TO FORM 990-PF, PG 1, LN 16C	280,461.	280,461.			0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN WITHHOLDING TAXES	43,529.	43,529.		0.	
FEDERAL EXCISE TAX	8,704.	0.		0.	
REAL ESTATE TAXES	218.	22.		196.	
TO FORM 990-PF, PG 1, LN 18	52,451.	43,551.		196.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DUES AND MEMBERSHIP EXPENSES	1,790.	0.		1,790.	
COMPUTER SUPPLIES & SERVICES	6,010.	0.		6,010.	
INSURANCE	7,731.	0.		7,731.	
POSTAGE & EXPRESS MAIL	254.	0.		254.	
MISCELLANEOUS	93.	38.		55.	
OFFICE SUPPLIES	1,395.	0.		1,395.	
TO FORM 990-PF, PG 1, LN 23	17,273.	38.		17,235.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
BERNSTEIN 716	6,691,559.	7,916,629.		
BERNSTEIN 748	7,332,540.	7,129,439.		
BERNSTEIN 750	2,902,819.	3,141,574.		
BERNSTEIN 754	880,796.	1,220,597.		
UBS 02885	5,723,491.	9,225,567.		
UBS 13055	1,138,038.	1,165,692.		
UBS 15684	411,024.	499,766.		
UBS 15685	4,831,065.	5,922,686.		
UBS 15850	570,860.	543,691.		
BERNSTEIN 681	476,243.	481,311.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	30,958,435.	37,246,952.		

FORM 990-PF	OTHER ASSETS	STATEMENT	9
-------------	--------------	-----------	---

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
COLLECTION OF RARE COINS-PROGRAM ASSETS	15,447,624.	15,447,624.	43,011,900.
FURNITURE & FIXTURES	2,821.	2,821.	2,821.
EUROPEAN OPPORTUNITIES FUND	446,373.	433,817.	515,645.
PHILLIPS 66 PARTNERS LP	0.	20,726.	20,726.
ANTERO MIDSTREAM PARTNERS LP K-1	0.	6,092.	6,092.
TO FORM 990-PF, PART II, LINE 15	15,896,818.	15,911,080.	43,557,184.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	10
-------------	-------------------	-----------	----

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAX PAYABLE	5,391.	126.
TOTAL TO FORM 990-PF, PART II, LINE 22	5,391.	126.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DAVID CALHOUN
4809 COLE AVENUE, SUITE 105
DALLAS, TX 75205

TELEPHONE NUMBER

214-599-0300

FORM AND CONTENT OF APPLICATIONS

WEBSITE SUBMISSION AT [HTTP://HBRF.ORG](http://HBRF.ORG)

ANY SUBMISSION DEADLINES

NO
NO

RESTRICTIONS AND LIMITATIONS ON AWARDS

NO, BUT DALLAS COUNTY PREFERRED

Harry Bass Foundation – 2017 Form 990-PF

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

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

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

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

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

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

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