

Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service▶ 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.

For calendar year 2017 or tax year beginning

, 2017, and ending

, 20

Name of foundation

LEE AND RAMONA BASS FOUNDATION

A Employer identification number

75-2495163

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

Room/suite

B Telephone number (see instructions)

(817) 336-0494

309 MAIN STREET

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

FORT WORTH TX 76102

C If exemption application is pending, check here ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

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 ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 56,201,804.
 J Accounting method ☐ Cash ☒ Accrual
☐ Other (specify) _____
 (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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)				
	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	980,888.	980,888.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,817,333.			
	b Gross sales price for all assets on line 6a 6,583,756.				
	7 Capital gain net income (from Part IV, line 2)		1,817,333.		
	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) (attach schedule)					
11 Other income (attach schedule) See Stmt	1,692.	1,692.			
12 Total. Add lines 1 through 11	2,799,913.	2,799,913.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	62,819.	652.		61,803.
	b Accounting fees (attach schedule) L-16b Stmt	10,500.	2,625.		7,875.
	c Other professional fees (attach schedule) L-16c Stmt	35,893.	35,893.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) See Stmt	96,201.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Stmt	25,051.	6,250.		18,801.
	24 Total operating and administrative expenses. Add lines 13 through 23	230,464.	45,420.		88,479.
	25 Contributions, gifts, grants paid	2,979,400.			3,528,700.
26 Total expenses and disbursements. Add lines 24 and 25	3,209,864.	45,420.		3,617,179.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-409,951.				
b Net investment income (if negative, enter -0-)		2,754,493.			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2017)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	10,381.	62,961.	62,961.
	2	Savings and temporary cash investments	1,756,417.	1,763,640.	1,763,640.
	3	Accounts receivable ▶ 523,578.			
		Less: allowance for doubtful accounts ▶	16,637.	523,578.	523,578.
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) L-10b Stmt	11,274,686.	10,141,628.	10,141,628.
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule) L-13 Stmt	37,692,426.	40,801,144.	43,709,997.	
14	Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	50,750,547.	53,292,951.	56,201,804.	
Liabilities	17	Accounts payable and accrued expenses	8,249.	8,451.	
	18	Grants payable	5,533,000.	4,983,700.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ DEFERRED TAXES PAYABLE)	62,634.	131,290.	
	23	Total liabilities (add lines 17 through 22)	5,603,883.	5,123,441.	
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	45,146,664.	48,169,510.	
	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)	45,146,664.	48,169,510.	
	31	Total liabilities and net assets/fund balances (see instructions)	50,750,547.	53,292,951.	

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	45,146,664.
2	Enter amount from Part I, line 27a	2	-409,951.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	3,432,797.
4	Add lines 1, 2, and 3	4	48,169,510.
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	48,169,510.

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 STOCKS (LONG-TERM)	P	Various	Various
b STOCKS (SHORT-TERM)	P	Various	Various
c EXCHANGE-TRADED MUTUAL FUNDS	P	Various	05/16/2017
d HEDGE FUNDS	P	Various	Various
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a 3,563,042.		1,740,155.	1,822,887.
b 293,609.		262,777.	30,832.
c 937,646.		1,318,638.	-380,992.
d 1,789,459.		1,444,853.	344,606.
e			

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 0.	0.	0.	1,822,887.
b 0.	0.	0.	30,832.
c			-380,992.
d 0.	0.	0.	344,606.
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	1,817,333.
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 doesn't 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))
2016	2,610,891.	52,521,767.	0.049711
2015	1,978,882.	53,396,355.	0.037060
2014	3,087,898.	56,399,894.	0.054750
2013	2,230,962.	54,297,419.	0.041088
2012	2,028,252.	51,041,623.	0.039737

2 Total of line 1, column (d)	2	0.222346
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	0.044469
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	54,758,691.
5 Multiply line 4 by line 3	5	2,435,064.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	27,545.
7 Add lines 5 and 6	7	2,462,609.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	3,617,179.

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	27,545.	
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	27,545.	
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	27,545.	
6	Credits/Payments			
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	39,595.	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	39,595.	
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	12,050.	
11	Enter the amount of line 10 to be. Credited to 2018 estimated tax 12,050. Refunded	11		

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1a			x
b	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
1b			x
c	Did the foundation file Form 1120-POL for this year?		x
1c			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
2			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
3			x
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		x
4a			x
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
4b			
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .		x
5			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?		
6		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		
7		x	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ TX		
8a			
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 <i>General Instruction G</i> ? If "No," attach explanation		
8b		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
9			x
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		x
10			x

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 ▶ N/A	X	
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 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?		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
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		
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 ▶ 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____		
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)		
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:		Yes	No
(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		5b	
	Organizations relying on a current notice regarding disaster assistance, check here	☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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. 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
LEE M. BASS 201 MAIN STREET FORT WORTH TX 76102	PRESIDENT/TREASURER 1.00	0.	0.	0.
RAMONA S. BASS 201 MAIN STREET FORT WORTH TX 76102	VICE PRESIDENT 1.00	0.	0.	0.
THOMAS W. WHITE 201 MAIN STREET FORT WORTH TX 76102	VICE PRESIDENT/SECRETARY 1.00	0.	0.	0.
See Statement	2.00	0.	0.	0.

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
KELLY HART & HALLMAN 201 MAIN STREET, SUITE 2500 FORT WORTH TX 76102	LEGAL	62,819.
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 N/A	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None	0.
2	
All other program-related investments See instructions	
3 None	0.
Total. Add lines 1 through 3	0.

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	10,236,277.
b	Average of monthly cash balances	1b	1,880,205.
c	Fair market value of all other assets (see instructions)	1c	43,476,098.
d	Total (add lines 1a, b, and c)	1d	55,592,580.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	55,592,580.
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	833,889.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	54,758,691.
6	Minimum investment return. Enter 5% of line 5	6	2,737,935.

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	2,737,935.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	27,545.
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	27,545.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,710,390.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,710,390.
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	2,710,390.

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	3,617,179.
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	3,617,179.
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	27,545.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,589,634.

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				2,710,390.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			625,789.	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017:				
a From 2012	0.			
b From 2013	0.			
c From 2014	0.			
d From 2015	0.			
e From 2016	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 3,617,179.				
a Applied to 2016, but not more than line 2a			625,789.	
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 2017 distributable amount				2,710,390.
e Remaining amount distributed out of corpus	281,000.			
5 Excess distributions carryover applied to 2017 (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	281,000			
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 2016. Subtract line 4a from line 2a. Taxable amount—see instructions			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	281,000.			
10 Analysis of line 9:				
a Excess from 2013	0.			
b Excess from 2014	0.			
c Excess from 2015	0.			
d Excess from 2016	0.			
e Excess from 2017	281,000.			

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

N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

LEE M. BASS

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

See Supplementary Information Statement

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

c Any submission deadlines

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

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

Recipient 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				
FORT WORTH ART ASSOCIATION ENDOWMENT FOUNDATION 3200 DARNELL STREET FORT WORTH TX 76107		509(a) (1)	ESTABLISH ENDOWMENT FUND FOR THE MODERN ART MUSEUM WHICH WILL SUPPORT MUSEUM EXHIBITIONS	1,000,000.
THE INTERNATIONAL RHINO FOUNDATION 138 STRASBURG RESERVOIR ROAD STRASBURG WV 22657		509(a) (1)	SUPPORT PROGRAMS AS APPROVED BY THE BOARD OF DIRECTORS OR EXECUTIVE COMMITTEE	200,000.
OKLAHOMA STATE UNIVERSITY FOUNDATION P.O. BOX 1749 STILLWATER OK 74076		509(a) (1)	SUPPORT FOR THE PROJECT "BROOD AND WINTER ECOLOGY OF THE GREATER PRAIRIE CHICKENS"	175,000.
THE PEREGRINE FUND, INC. 5668 WEST FLYING HAWK LANE BOISE ID 83709		509(a) (1)	RECOVERY OF THE NORTHERN APLOMADO FALCON RESTORATION PROJECT	500,000.
SAN ANTONIO RIVER FOUNDATION 100 E. GUENTHER ST. SAN ANTONIO TX 78204		509(a) (1)	CAPITAL SUPPORT FOR THE PRODUCTION OF THE PUBLIC ART INSTALLATION IN SAN ANTONIO	650,000.
SUSAN G. KOMEN BREAST CANCER FOUNDATION P.O. BOX 99425 FORT WORTH TX 76199		509(a) (1)	OPERATIONAL SUPPORT FOR THE RACE FOR THE CURE PROGRAM	100,000.
TEXAS A&M UNIVERSITY - KINGSVILLE 700 UNIVERSITY BLVD., MSC 218 KINGSVILLE TX 78363		PUBLIC	SUPPORT FOR THE SOUTH TEXAS NATIVES PROJECT AND SUPPORT FOR BOBWHITE QUAIL RESEARCH	200,000.
TEXAS AGRICULTURAL LAND TRUST 4040 BROADWAY, SUITE 430 SAN ANTONIO TX 78209		509(a) (1)	HIRE CHIEF OPERATING OFFICER AS PART OF A SUSTAINABILITY AND SUCCESSION PLANNING EFFORT	66,500.
UNIVERSITY OF TEXAS AT AUSTIN P.O. BOX 7726 AUSTIN TX 78713		PUBLIC	SUPPORT FOR THE TEXAS INVASIVE SPECIES PROGRAM	577,200.
UNITED STATES DEPARTMENT OF AGRICULTURE 22675 N MOOREFIELD ROAD, MOORE AIRFORCE BASE BLDG 6419 EDINBURG TX 78541		PUBLIC	IMPORTATION OF THE GUINEAGRASS MOTH FROM AFRICA	60,000.
Total			3a	3,528,700.
b Approved for future payment				
FORT WORTH ART ASSOCIATION ENDOWMENT FOUNDATION 3200 DARNELL STREET FORT WORTH TX 76107		509(a) (1)	ESTABLISH ENDOWMENT FUND FOR THE MODERN ART MUSEUM WHICH WILL SUPPORT MUSEUM EXHIBITIONS	3,000,000.
THE INTERNATIONAL RHINO FOUNDATION 138 STRASBURG RESERVOIR ROAD STRASBURG VA 22657		509(a) (1)	SUPPORT PROGRAMS AS APPROVED BY THE BOARD OF DIRECTORS OR EXECUTIVE COMMITTEE	200,000.
THE PEREGRINE FUND 5668 WEST FLYING HAWK LANE BOISE ID 83709		509(a) (1)	RECOVERY OF THE NORTHERN APLOMADO FALCON RESTORATION PROJECT	1,000,000.
TEXAS A&M UNIVERSITY - KINGSVILLE 700 UNIVERSITY BLVD., MSC 218 KINGSVILLE TX 78363		PUBLIC	SUPPORT FOR THE SOUTH TEXAS NATIVES PROJECT	100,000.
See Statement				683,700.
Total			3b	4,983,700.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	980,888.	
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	1,817,333.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)				2,798,221.	
13	Total. Add line 12, columns (b), (d), and (e)				13	2,798,221.

(See worksheet in line 13 instructions to verify calculations)

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

Part XVII

Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

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

[illegible]

Sign
Here

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


Signature of officer or trustee

11/15/18
Date

EXECUTIVE DIRECTOR
Title

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

Paid
Preparer
Use Only

Print/Type preparer's name
Kelly R. Hein, JR
Firm's name ▶ BKD, LLP
Firm's address ▶ 3200 River

Preparer's signature 

Date 11/14/18

Check ☐ if self-employed	PTIN P00286352
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Firm's name ▶ BKD, LLP
Firm's address ▶ 3200 Riverfront Drive Suite 200

Firm's EIN ▶ 44-0160260

BAA

Fort Worth, Texas 76107

Form 990-PF (2017)

Form 990-PF: Return of Private Foundation**Part XV, Line 2: Supplementary Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc.** Continuation Statement

Name and Address Information	Form Information	Submission Information	Restrictions
N/A	N/A	N/A	N/A

Form 990-PF: Return of Private Foundation**Part XV, Line 3b: Grants and Contributions Approved for Future Payment****Continuation Statement**

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
<i>b Approved for future payment</i>				
TEXAS AGRICULTURAL LAND TRUST P.O. BOX 6152 SAN ANTONIO, TX 78209		509(a)(1)	HIRE CHIEF OPERATING OFFICER AS PART OF A SUSTAINABILITY AND SUCCESSION PLANNING EFFORT	66,500.
UNIVERSITY OF TEXAS AT AUSTIN P.O. BOX 7726 AUSTIN, TX 78713		PUBLIC	SUPPORT FOR THE TEXAS INVASIVE SPECIES PROGRAM	527,200.
UNITED STATES DEPARTMENT OF AGRICULTURE 22675 N MOOREFIELD ROAD, MOORE AIRFORCE BASE BLDG 6419 EDINBURG, TX 78541		PUBLIC	IMPORTATION OF THE GUINEAGRASS MOTH FROM AFRICA	90,000.
				683,700.

Form 990-PF: Return of Private Foundation

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

Continuation Statement

Name and address	Title, and average hours per week devoted to position	Compensation	Contributions to employee benefit plans and deferred compensation	Expense account, other allowances
GARY W. REESE 201 MAIN STREET FORT WORTH, TX 76102	VICE PRESIDENT 0.50	0.	0.	0.
PRESTON M. GEREN III 309 MAIN STREET FORT WORTH, TX 76102	EXECUTIVE DIRECTOR 1.00	0.	0.	0.
DEE STEER 201 MAIN STREET FORT WORTH, TX 76102	ASSISTANT SECRETARY 0.50	0.	0.	0.
		0.	0.	0.

Additional information from your Form 990-PF: Return of Private Foundation**Form 990-PF: Return of Private Foundation****Other Income****Continuation Statement**

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income
MISCELLANEOUS GAIN/LOSS ON INVESTMENTS	1,692.	1,692.	
Total	1,692.	1,692.	

Form 990-PF: Return of Private Foundation**Taxes****Continuation Statement**

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
Excise Taxes	27,545.			
Deferred Taxes	68,656.			
Total	96,201.			

Form 990-PF: Return of Private Foundation**Other Expenses****Continuation Statement**

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
Administrative	25,000.	6,250.		18,750.
Miscellaneous	51.			51.
Total	25,051.	6,250.		18,801.

Name LEE AND RAMONA BASS FOUNDATION	Employer Identification No 75-2495163
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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 &	LEGAL FEES	62,819.	652.		61,803.
Total to Form 990-PF, Part I, Line 16a		62,819.	652.		61,803.

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	AUDIT & TAX RE	10,500.	2,625.		7,875.
Total to Form 990-PF, Part I, Line 16b		10,500.	2,625.		7,875.

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
JPMORGAN CHAS	CUSTODIAL FEES	4,583.	4,583.		
LUTHER KING C	INVESTMENT ADV	31,310.	31,310.		
Total to Form 990-PF, Part I, Line 16c		35,893.	35,893.		

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Additional information from your 2017 Federal Exempt Tax Return

Form 990-PF Part II Line 10, 12 and 13 Investments

L-10b Stmt

Continuation Statement

Line 10b Description	Line 10b Book	Line 10b FMV
ALPHABET INC (130 SHARES)	136,942.	136,942.
AMAZON COM INC (350 SHARES)	409,314.	409,314.
AMGEN INC (690 SHARES)	119,991.	119,991.
APPLE INC (1,500 SHARES)	253,845.	253,845.
BANK OF AMERICA CORP (10,500 SHARES)	309,960.	309,960.
CABOT OIL & GAS CORP (4,500 SHARES)	128,700.	128,700.
COLGATE PALMOLIVE CO (3,000 SHARES)	226,350.	226,350.
COMERICA INC (3,350 SHARES)	290,814.	290,814.
CULLEN FROST BANKERS INC (3,000 SHARES)	283,950.	283,950.
DANAHER CORP (2,510 SHARES)	232,978.	232,978.
DOWDUPONT INC (3,044 SHARES)	216,794.	216,794.
EOG RESOURCES INC (2,400 SHARES)	258,984.	258,984.
FACEBOOK INC (600 SHARES)	105,876.	105,876.
FMC CORP (2,475 SHARES)	234,284.	234,284.
FRANKLIN ELECTRIC CO INC (6,000 SHARES)	275,400.	275,400.
HOME DEPOT INC (1,100 SHARES)	208,483.	208,483.
HONEYWELL INTERNATIONAL INC (2,500 SHARES)	383,400.	383,400.
JOHNSON & JOHNSON (1,635 SHARES)	228,442.	228,442.
JPMORGAN CHASE & CO (1,425 SHARES)	152,390.	152,390.
KIMBERLY-CLARK CORP (1,500 SHARES)	180,990.	180,990.
KIRBY CORP (3,000 SHARES)	200,400.	200,400.
MARTIN MARIETTA MATERIALS INC (800 SHARES)	176,832.	176,832.
MICROSOFT CORP (2,500 SHARS)	213,850.	213,850.
MONSANTO CO (2,000 SHARES)	233,560.	233,560.
NATIONAL INSTRUMENTS CORP (6,000 SHARES)	249,780.	249,780.
NEOGEN CORP (1,660 SHARES)	136,468.	136,468.
NEWELL BRANDS INC (3,879 SHARES)	119,861.	119,861.
OCCIDENTAL PETROLEUM CORP (5,000 SHARES)	368,300.	368,300.
PAYPAL HOLDINGS INC (2,500 SHARES)	184,050.	184,050.
PEPSICO INC (2,000 SHARES)	239,840.	239,840.
PFIZER INC (7,000 SHARES)	253,540.	253,540.
ROPER TECHNOLOGIES INC (1,200 SHARES)	310,800.	310,800.
THERMO FISHER SCIENTIFIC INC (1,500 SHARES)	284,820.	284,820.
TIFFANY & CO (3,000 SHARES)	311,850.	311,850.
TIME WARNER INC (1,700 SHARES)	155,499.	155,499.
TRIMBLE INCORPORATED (8,000 SHARES)	325,120.	325,120.
UNION PACIFIC CORP (1,870 SHARES)	250,767.	250,767.

Form 990-PF Part II Line 10, 12 and 13 Investments

L-10b Stmt

Continuation Statement

Line 10b Description	Line 10b Book	Line 10b FMV
US BANCORP (6,000 SHARES)	321,480.	321,480.
MEDTRONIC PLC (2,100 SHARES)	169,575.	169,575.
Total	9,144,279.	9,144,279.

Form 990-PF Part II Line 10, 12 and 13 Investments

L-13 Stmt

Continuation Statement

Line 13 Description	Line 13 Book	Line 13 FMV
BLACKSTONE/GSO SECURED TRUST LTD.	4,750,087.	5,502,687.
COATUE OFFSHORE FUND LTD.	844,962.	1,231,306.
GSO SPECIAL SITUATIONS OVERSEAS FUND	494,676.	484,343.
KNIGHTHEAD LTD.	822,733.	959,315.
ROUTE ONE OFFSHORE FUND	1,742,689.	3,386,349.
ISHARES MSCI EAFE (85,222 SHARES)	5,991,959.	5,991,959.
ISHARES MSCI EMERGING MKTS (131,761 SHARES)	6,208,578.	6,208,578.
ISHARES U.S. REAL ESTATE (17,195 SHARES)	1,392,967.	1,392,967.
SECTOR SPDR ENERGY (13,091 SHARES)	945,956.	945,956.
SPDR GOLD TRUST (28,214 SHARES)	3,488,661.	3,488,661.
ISHARES CORE U.S. AGGREGATE BOND (50,457 SHARES)	5,516,464.	5,516,464.
SPDR BLOOMBERG BARCLAYS HIGH YIELD BOND (137,750 SHARES)	5,058,180.	5,058,180.
Total	37,257,912.	40,166,765.