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

2018

Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018 , and ending 12-31-2018

Name of foundation
ANNE T AND ROBERT M BASS FOUNDATION

A Employer identification number
75-2001892

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
201 MAIN STREET NO 2300

B Telephone number (see instructions)
(817) 390-8400

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 ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), *line 16*) ▶$ 90,931,569

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))*

	Line	Description	(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)	539,785			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	703,093	313,682		
	4	Dividends and interest from securities	454,964	454,964		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	7,511,060			
	b	Gross sales price for all assets on line 6a 13,135,302				
	7	Capital gain net income (from Part IV, line 2)		7,511,060		
	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)	749,419	623,176		
	12	**Total.** Add lines 1 through 11	9,958,321	8,902,882		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	6,512	6,512		0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest	441,643	441,643		0
	18	Taxes (attach schedule) (see instructions)	20,690	20,690		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	575,822	394,578		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,044,667	863,423		0
	25	Contributions, gifts, grants paid	7,225,001			7,225,001
	26	**Total expenses and disbursements.** Add lines 24 and 25	8,269,668	863,423		7,225,001
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,688,653			
	b	**Net investment income** (if negative, enter -0-)		8,039,459		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	26,328,079	35,198,135	35,198,135
	3	Accounts receivable ▶ 295,132			
		Less allowance for doubtful accounts ▶	7,289,863	295,132	295,132
	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)	14,969,475	10,007,634	10,306,692
	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)	40,896,225	44,159,476	45,131,610
	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)	89,483,642	89,660,377	90,931,569
Liabilities	17	Accounts payable and accrued expenses		1,383	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)	6,085,549	4,576,212	
	23	**Total liabilities**(add lines 17 through 22)	6,085,549	4,577,595	
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	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	83,398,093	85,082,782	
	30	**Total net assets or fund balances** (see instructions)	83,398,093	85,082,782	
	31	**Total liabilities and net assets/fund balances** (see instructions)	89,483,642	89,660,377	

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	83,398,093
2	Enter amount from Part I, line 27a	2	1,688,653
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	85,086,746
5	Decreases not included in line 2 (itemize) ▶	5	3,964
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	85,082,782

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	7,511,060
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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))
2017	8,493,488	91,488,347	0 092837
2016	3,172,728	94,071,305	0 033727
2015	4,325,440	68,413,718	0 063225
2014	3,065,390	84,606,601	0 036231
2013	3,007,159	69,500,588	0 043268

2	**Total** of line 1, column (d)	2	0 269288
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 053858
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	92,734,392
5	Multiply line 4 by line 3	5	4,994,489
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	80,395
7	Add lines 5 and 6	7	5,074,884
8	Enter qualifying distributions from Part XII, line 4	8	7,225,001

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	80,395
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	80,395
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	80,395
6	Credits/Payments				
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	177,783		
b	Exempt foreign organizations—tax withheld at source	6b			
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	177,783
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	0
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	97,388
11	Enter the amount of line 10 to be **Credited to 2019 estimated tax** ▶ 97,388	**Refunded** ▶		11	0

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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition).	1b		No
	*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?.	1c		No
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*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?.	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?.	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
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* .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the taxable year beginning in 2018? See the instructions for Part XIV If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

		Line	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.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶THOMAS W WHITE Telephone no ▶(817) 390-8400

Located at ▶201 MAIN STREET SUITE 2600 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

		Line	Yes	No
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?.	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?.	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance? See instructions		1b		
	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 2018?.		1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?.	☐ 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) .		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?.	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2018 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 2018).*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?		4b		No

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

				Yes	No
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		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		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?		7b		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment during the year?	☐ Yes ☑ No			

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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
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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions	
3	
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	13,697,142
b	Average of monthly cash balances.		1b	35,317,839
c	Fair market value of all other assets (see instructions).		1c	45,131,610
d	**Total** (add lines 1a, b, and c).		1d	94,146,591
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	94,146,591
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).		4	1,412,199
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	92,734,392
6	**Minimum investment return.** Enter 5% of line 5.		6	4,636,720

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	4,636,720
2a	Tax on investment income for 2018 from Part VI, line 5.	2a 80,395		
b	Income tax for 2018 (This does not include the tax from Part VI).	2b		
c	Add lines 2a and 2b.		2c	80,395
3	Distributable amount before adjustments Subtract line 2c from line 1.		3	4,556,325
4	Recoveries of amounts treated as qualifying distributions.		4	0
5	Add lines 3 and 4.		5	4,556,325
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	4,556,325

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	7,225,001
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	7,225,001
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	80,395
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	7,144,606

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				4,556,325
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			431,908	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015.				
d From 2016.				
e From 2017.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ $ 7,225,001				
a Applied to 2017, but not more than line 2a			431,908	
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 2018 distributable amount.				4,556,325
e Remaining amount distributed out of corpus	2,236,768			
5 Excess distributions carryover applied to 2018	0			0
(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	2,236,768			
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 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				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)	0			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)	0			
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a	2,236,768			
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				
c Excess from 2016.				
d Excess from 2017.				
e Excess from 2018. 2,236,768				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling. . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2018	**(b)** 2017	**(c)** 2016	**(d)** 2015	
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))

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

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

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* See Additional Data Table				
Total . . . . ▶ **3a**				
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

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	900099	389,411	14	313,682	
4 Dividends and interest from securities. . . .			14	454,964	
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.	900099	126,243	14	627,488	
8 Gain or (loss) from sales of assets other than inventory			18	7,511,060	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a PASSED THROUGH FROM LEGACY VENTURE IV			14	-123	
b PASSED THROUGH FROM LEGACY VENTURE V (QP)			14	-4,189	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		515,654		8,902,882	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 9,418,536

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
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?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	**1a(1)**		**No**
	(2) Other assets.	**1a(2)**		**No**
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
	(4) Reimbursement arrangements.	**1b(4)**		**No**
	(5) Loans or loan guarantees.	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

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

******	2019-11-08	******	May the IRS discuss this return with the preparer shown below (see instr)? ☐ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Firm's name ▶				Firm's EIN ▶
Firm's address ▶				Phone no

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 AIMMUNE THERAPEUTICS INC	P	2015-01-20	2018-10-09
1 APPTIO INC - CLASS A	P		2018-10-09
BENEFITFOCUS INC	P	2010-08-25	2018-10-09
CHEGG INC	P	2008-12-09	2018-10-09
COUPA SOFTWARE INC	P	2011-02-08	2018-10-09
SALESFORCE COM INC	P	2018-05-02	2018-10-09
ESPERION THERAPEUTICS INC	P		2018-10-09
GLAUKOS CORP	P	2013-01-22	2018-10-09
MULESOFT INC	P		2018-05-02
REDFIN CORP	P		2018-10-09

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
60,887		13,138	47,749
2,015,546		296,545	1,719,001
26,550		8,991	17,559
112,891		5,284	107,607
539,818		10,845	528,973
116,492		96,032	20,460
123,798		20,029	103,769
97,363		13,734	83,629
491,816		8,355	483,461
1,483,060		58,618	1,424,442

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			47,749
			1,719,001
			17,559
			107,607
			528,973
			20,460
			103,769
			83,629
			483,461
			1,424,442

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
	SUNRUN INC	P		2018-10-09
1	SPOTIFY TECHNOLOGY SA	P	2011-06-20	2018-10-09
	SQUARE INC - A	P	2011-06-27	2018-10-09
	2,500 SHS - HUDSON BAY INTERNATIONAL FUND LTD	P	2015-07-31	2018-03-31
	2,500 SHS - HUDSON BAY INTERNATIONAL FUND LTD	P	2015-07-31	2018-06-30
	5 29 SHS - MAGNETAR CAPITAL FUND LTD	P	2006-12-31	2018-01-31
	1 86 SHS - MAGNETAR CAPITAL FUND LTD	P	2006-12-31	2018-09-21
	5 09 SHS - PERRY PARTNERS INTERNATIONAL INC	P	2006-12-31	2018-02-04
	37 55 SHS - PERRY PARTNERS INTERNATIONAL INC	P	2006-12-31	2018-04-04
	0 1406 SHS - PERRY PARTNERS INTERNATIONAL INC	P	2006-12-31	2018-10-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
142,805		49,979	92,826
26,974		1,638	25,336
31,973		2,158	29,815
2,862,276		2,500,000	362,276
2,944,576		2,500,000	444,576
11,174		5,278	5,896
2,273		1,861	412
1,026		616	410
14,291		4,538	9,753
495		17	478

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			92,826
			25,336
			29,815
			362,276
			444,576
			5,896
			412
			410
			9,753
			478

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
	PASSED THROUGH FROM BLUEPORT CAPITAL, LP	P		
1	PASSED THROUGH FROM BLUEPORT CAPITAL, LP	P		
	PASSED THROUGH FROM LEGACY VENTURE III, LLC	P		
	PASSED THROUGH FROM LEGACY VENTURE III, LLC	P		
	PASSED THROUGH FROM LEGACY VENTURE IV, LLC	P		
	PASSED THROUGH FROM LEGACY VENTURE IV, LLC	P		
	PASSED THROUGH FROM LEGACY VENTURE V (QP), LLC	P		
	PASSED THROUGH FROM LEGACY VENTURE V (QP), LLC	P		
	PASSED THROUGH FROM LEGACY VENTURE VI (QP), LLC	P		
	PASSED THROUGH FROM LEGACY VENTURE VI (QP), LLC	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
		11,403	-11,403
1,220,355			1,220,355
498			498
63,379			63,379
1,184			1,184
211,308			211,308
459			459
233,174			233,174
37,044			37,044
234,381			234,381

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-11,403
			1,220,355
			498
			63,379
			1,184
			211,308
			459
			233,174
			37,044
			234,381

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
PASSED THROUGH FROM LEGACY VENTURE VII, LLC	P		
1 PASSED THROUGH FROM LEGACY VENTURE VII, LLC	P		
PASSED THROUGH FROM LEGACY VENTURE VIII LLC	P		
PASSED THROUGH FROM LEGACY VENTURE VIII LLC	P		
PASSED THROUGH FROM EAM LONG-ONLY EMERGING MKTS FUND DELAWARE LP	P		
PASSED THROUGH FROM EAM LONG-ONLY EMERGING MKTS FUND DELAWARE LP	P		
PASSED THROUGH FROM FARALLON CAPITAL INSTITUIONAL PARTNERS, LP	P		
PASSED THROUGH FROM HIMALAYA CAPITAL INVESTORS, LP	P		
PASSED THROUGH FROM HIMALAYA CAPITAL INVESTORS, LP	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
891			891
23,911			23,911
		1,237	-1,237
2,285			2,285
		9,522	-9,522
		1,318	-1,318
168			168
		3,106	-3,106
181			181

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			891
			23,911
			-1,237
			2,285
			-9,522
			-1,318
			168
			-3,106
			181

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, 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
ANNE T BASS 201 MAIN STREET SUITE 3100 FORT WORTH, TX 76102	DIRECTOR/PRESIDENT 0 00	0	0	0
ROBERT M BASS 201 MAIN STREET SUITE 3100 FORT WORTH, TX 76102	DIRECTOR/VICE PRESIDENT 0 00	0	0	0
J TAYLOR CRANDALL 201 MAIN STREET SUITE 3100 FORT WORTH, TX 76102	DIRECTOR/VP/SECRETARY/TREA 0 00	0	0	0
JAY H HEBERT 201 MAIN STREET SUITE 3100 FORT WORTH, TX 76102	VICE PRESIDENT AND ASSISTA 0 00	0	0	0
KEVIN G LEVY 201 MAIN STREET SUITE 3100 FORT WORTH, TX 76102	VICE PRESIDENT AND ASSISTA 0 00	0	0	0
THOMAS W WHITE 201 MAIN STREET SUITE 3100 FORT WORTH, TX 76102	VICE PRESIDENT AND ASSISTA 0 00	0	0	0
GARY W REESE 201 MAIN STREET SUITE 3100 FORT WORTH, TX 76102	VICE PRESIDENT AND ASSISTA 0 00	0	0	0
BRYAN L BARRETT 201 MAIN STREET SUITE 3100 FORT WORTH, TX 76102	VICE PRESIDENT AND ASSISTA 0 00	0	0	0

Form 990PF Part XV Line 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*				
AIDS OUTREACH CENTER 400 NORTH BEACH STREET SUITE 100 FORT WORTH, TX 76111	NONE	N/A	GENERAL	10,000
AMERICAN RED CROSS 431 18TH STREET NW WASHINGTON, DC 20006	NONE	N/A	GENERAL	10,000
THE ANNE T AND ROBERT M BASS FUND 201 MAIN STREET SUITE 3100 FORT WORTH, TX 76102	NONE	PC	GENERAL	2,000,000
Total . . . . ▶ **3a**				7,225,001

Form 990PF Part XV Line 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*				
AT&T PERFORMING ARTS CENTER 700 NORTH PEARL STREET SUITE N1800 DALLAS, TX 75201	NONE	N/A	GENERAL	1,000,000
BOYS & GIRLS CLUBS 3218 E BELKNAP STREET FORT WORTH, TX 76111	NONE	N/A	GENERAL	50,000
BRITE DIVINITY SCHOOL TCU BOX 298130 FORT WORTH, TX 76129	NONE	N/A	GENERAL	25,000
Total . . . . ▶ **3a**				7,225,001

Form 990PF Part XV Line 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*				
CENTER FOR TRANSFORMING LIVES 512 W 4TH STREET FORT WORTH, TX 76102	NONE	N/A	GENERAL	25,000
CYSTIC FIBROSIS FOUNDATION 4550 MONTGOMERY AVE SUITE 1100 N BETHESDA, MD 20814	NONE	N/A	GENERAL	75,000
DAY RESOURCE CENTER 1415 E LANCASTER AVE FORT WORTH, TX 76102	NONE	N/A	GENERAL	10,000
Total . . . . ▶ **3a**				7,225,001

Form 990PF Part XV Line 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 MUSEUM OF SCIENCE AND HISTORY 1600 GENDY STREET FORT WORTH, TX 76107	NONE	N/A	GENERAL	50,000
FORT WORTH YOUTH ORCHESTRA 4401 TRAIL LAKE DRIVE FORT WORTH, TX 76109	NONE	N/A	GENERAL	50,000
GILL CHILDREN'S SERVICES 555 HEMPHILL STREET SUITE 200 FORT WORTH, TX 76104	NONE	N/A	GENERAL	25,000
Total . . . . ▶ **3a**				7,225,001

Form 990PF Part XV Line 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*				
GOODWILL INDUSTRIES OF FORT WORTH INC PO BOX 15520 FORT WORTH, TX 76119	NONE	N/A	GENERAL	25,000
JAMES L WEST ALZHEIMER CENTER 1111 SUMMIT AVENUE FORT WORTH, TX 76102	NONE	N/A	GENERAL	10,000
LUCILLE PACKARD FOUNDATION FOR CHILDREN'S HEALTH 400 HAMILTON AVENUE SUITE 340 PALO ALTO, CA 94301	NONE	N/A	GENERAL	100,000
Total . . . . ▶ **3a**				7,225,001

Form 990PF Part XV Line 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*				
MAINE COAST HERITAGE TRUST 1 BOWDOIN MILL ISLAND SUITE 201 TOPSHAM, ME 04086	NONE	N/A	GENERAL	10,000
MEALS ON WHEELS 5740 AIRPORT FREEWAY FORT WORTH, TX 76117	NONE	N/A	GENERAL	25,000
MIDDLESEX SCHOOL 1400 LOWELL ROAD CONCORD, MA 01742	NONE	N/A	GENERAL	1,000,000
Total . . . . ▶ **3a**				7,225,001

Form 990PF Part XV Line 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*				
MOTHER CAROLINE ACADEMY & EDUCATION CENTER 515 BLUE HILL AVENUE DORCHESTER, MA 02121	NONE	N/A	GENERAL	25,000
NORTH CENTRAL TEXAS ACADEMY 3846 N HWY 144 GRANBURY, TX 76048	NONE	N/A	GENERAL	25,000
PASSED THROUGH FROM LEGACY VENTURE IV LLC 180 LYTTON AVENUE PALO ALTO, CA 94301	NONE	N/A	GENERAL	1
Total . . . . ▶ **3a**				7,225,001

Form 990PF Part XV Line 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*				
PRESBYTERIAN NIGHT SHELTER PO BOX 2645 FORT WORTH, TX 76113	NONE	N/A	GENERAL	50,000
SAFEHAVEN TARRANT COUNTY 8701 W BEDFORD EULESS RD SUITE 600 HURST, TX 76053	NONE	N/A	GENERAL	25,000
SAVING HOPE FOUNDATION 950 COMMERCE STREET FORT WORTH, TX 76102	NONE	N/A	GENERAL	5,000
Total . . . . ▶ **3a**				7,225,001

Form 990PF Part XV Line 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*				
ST JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105	NONE	N/A	GENERAL	100,000
TEXAS BALLET THEATER 1540 MALL CIRCLE FORT WORTH, TX 76116	NONE	N/A	GENERAL	2,000,000
TEXAS HEALTH RESOURCES 612 E LAMAR BLVD SUITE 300 ARLINGTON, TX 76011	NONE	N/A	GENERAL	10,000
Total . . . . ▶ **3a**				7,225,001

Form 990PF Part XV Line 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*				
THE EPIPHANY SCHOOL 154 CENTRE STREET DORCHESTER, MA 02124	NONE	N/A	GENERAL	100,000
THE SALVATION ARMY 8787 N STEMMONS FREEWAY SUITE 800 DALLAS, TX 75247	NONE	N/A	GENERAL	25,000
THE WARM PLACE 809 LIPSCOMB STREET FORT WORTH, TX 761043121	NONE	N/A	GENERAL	10,000
Total . . . . ▶ **3a**				7,225,001

Form 990PF Part XV Line 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*				
THE WOMEN'S CENTER OF TARRANT COUNTY 1723 HEMPHILL FORT WORTH, TX 76110	NONE	N/A	GENERAL	25,000
TRINITY VALLEY SCHOOL 7500 DUTCH BRANCH ROAD FORT WORTH, TX 76132	NONE	N/A	GENERAL	100,000
UNITED COMMUNITY CENTERS INC 1200 E MADDOX AVE FORT WORTH, TX 76104	NONE	N/A	GENERAL	50,000
Total . . . . ▶ **3a**				7,225,001

Form 990PF Part XV Line 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*				
WOODSIDE SCHOOL FOUNDATION 3195 WOODSIDE ROAD WOODSIDE, CA 94062	NONE	N/A	GENERAL	25,000
NATIONAL MAIN STREET CENTER 53 W JACKSON BOULEVARD SUITE 350 CHICAGO, IL 60604	NONE	N/A	GENERAL	150,000
Total . . . . ▶ **3a**				7,225,001

TY 2018 Investments Corporate Stock Schedule

Name: ANNE T AND ROBERT M BASS FOUNDATION

EIN: 75-2001892

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVESTMENT IN STOCK	10,007,634	10,306,692

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TY 2018 Investments - Other Schedule

Name: ANNE T AND ROBERT M BASS FOUNDATION

EIN: 75-2001892

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT IN PARTNERSHIPS	FMV	44,159,476	45,131,610

TY 2018 Legal Fees Schedule

Name: ANNE T AND ROBERT M BASS FOUNDATION

EIN: 75-2001892

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL SERVICES	6,459	6,459		0
INVESTMENT - MISC G&A	53	53		0

TY 2018 Other Decreases Schedule

Name: ANNE T AND ROBERT M BASS FOUNDATION

EIN: 75-2001892

Description	Amount
PRIOR YEAR EXCISE TAX ADJUSTMENT	3,964

TY 2018 Other Expenses Schedule

Name: ANNE T AND ROBERT M BASS FOUNDATION

EIN: 75-2001892

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SEC 179 EXPENSE FROM LEGACY VENTURE IV, LLC	4	4		0
PORTFOLIO DEDUCTIONS FROM BLUEPORT CAPITAL, LP	6,832	6,832		0
PORTFOLIO DEDUCTIONS FROM LEGACY VENTURE III, LLC	5,286	5,286		0
PORTFOLIO DEDUCTIONS FROM LEGACY VENTURE IV, LLC	42,417	42,417		0
PORTFOLIO DEDUCTIONS FROM LEGACY VENTURE V (QP), LLC	44,368	44,368		0
PORTFOLIO DEDUCTIONS FROM LEGACY VENTURE VI (QP), LLC	53,123	53,123		0
PORTFOLIO DEDUCTIONS FROM LEGACY VENTURE VII, LLC	43,713	43,713		0
PORTFOLIO DEDUCTIONS FROM LEGACY VENTURE VIII, LLC	59,374	59,374		0
PORTFOLIO DEDUCTIONS FROM LEGACY VENTURE IX, LLC	2,807	2,807		0
PORTFOLIO DEDUCTIONS FROM FARALLON CAPITAL INSTITUTIONAL PARTNERS, LP	26,603	26,603		0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO DEDUCTIONS FROM VARAGON FUND I, LP	66,105	66,105		0
OTHER DEDUCTIONS FROM EAM LONG-ONLY EMERGING MKTS FUND DELAWARE LP	14,322	14,322		0
OTHER DEDUCTIONS FROM GRADUATE HOTELS REAL ESTATE FUND III LP	11,103	11,103		0
OTHER DEDUCTIONS FROM HIMALAYA CAPITAL INVESTORS, LP	1,117	1,117		0
OTHER DEDUCTIONS	17,404	17,404		0
FEDERAL EXCISE TAX EXPENSE	181,244	0		0

TY 2018 Other Income Schedule

Name: ANNE T AND ROBERT M BASS FOUNDATION

EIN: 75-2001892

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PASSED THROUGH FROM LEGACY VENTURE VII, LLC	51	51	51
PASSED THROUGH FROM BLUEPORT CAPITAL	84,532	84,172	84,532
PASSED THROUGH FROM LEGACY VENTURE III	56	60	56
PASSED THROUGH FROM LEGACY VENTURE VI (QP)	267	393	267
PASSED THROUGH FROM LEGACY VENTURE VIII	12	203	12
PASSED THROUGH FROM FARALLON CAPITAL	668,813	542,609	668,813
PASSED THROUGH FROM LEGACY VENTURE IV	-123	-123	-123
PASSED THROUGH FROM LEGACY VENTURE V (QP)	-4,189	-4,189	-4,189

TY 2018 Other Liabilities Schedule

Name: ANNE T AND ROBERT M BASS FOUNDATION

EIN: 75-2001892

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL INCOME TAXES PAYABLE	85,549	3,461
ACCRUED CONTRIBUTIONS	6,000,000	4,572,751

TY 2018 Taxes Schedule

Name: ANNE T AND ROBERT M BASS FOUNDATION

EIN: 75-2001892

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FRANCHISE TAX	900	900		0
FOREIGN TAXES PASSED THROUGH FROM BLUEPORT CAPITAL, LP	8,462	8,462		0
FOREIGN TAXES PASSED THROUGH FROM LEGACY VENTURE III, LLC	852	852		0
FOREIGN TAXES PASSED THROUGH FROM LEGACY VENTURE IV, LLC	2,829	2,829		0
FOREIGN TAXES PASSED THROUGH FROM LEGACY VENTURE V (QP), LLC	1,702	1,702		0
FOREIGN TAXES PASSED THROUGH FROM LEGACY VENTURE VI (QP) LLC	3,843	3,843		0
FOREIGN TAXES PASSED THROUGH FROM LEGACY VENTURE VII LLC	393	393		0
FOREIGN TAXES PASSED THROUGH FROM FARALLON CAPITAL INSTITUTION PARTNERS, LP	1,610	1,610		0
FOREIGN TAXES PASSED THROUGH FROM LEGACY VENTURE VIII LLC	99	99		0

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF
▶ Go to *www irs gov/Form990* for the latest information

OMB No 1545-0047

2018

Name of the organization
ANNE T AND ROBERT M BASS FOUNDATION

Employer identification number
75-2001892

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private 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 other 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 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
ANNE T AND ROBERT M BASS FOUNDATION	75-2001892

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LIVE OAK TRUST 201 MAIN STREET SUITE 2700 FORT WORTH, TX 76102	$ 539,785	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
ANNE T AND ROBERT M BASS FOUNDATION	75-2001892

Part II Noncash Property

(See instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (See instructions)**	**(d) Date received**
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (See instructions)**	**(d) Date received**
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (See instructions)**	**(d) Date received**
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (See instructions)**	**(d) Date received**
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (See instructions)**	**(d) Date received**
		$	

Name of organization
ANNE T AND ROBERT M BASS FOUNDATION

Employer identification number
75-2001892

Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns **(a)** through **(e) and** the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed

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

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

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

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