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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ 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 , 2018, 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): 309 MAIN STREET

Room/suite:

B Telephone number (see instructions): (817)336-0494

City or town, state or province, country, and ZIP or foreign postal code: FORT WORTH TX 76102

C If exemption application is pending, check here ▶ ☐

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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

04

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) ▶ $ 66,043,885.

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 ▶ ☐

3/4

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)	10,375,588.			
	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	1,110,641.	1,110,641.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	628,933.			
	b	Gross sales price for all assets on line 6a 11,708,133.		L-6a Stmt		
	7	Capital gain net income (from Part IV, line 2)		10,521,683.		
	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	1,019.	1,019.		
	12	**Total.** Add lines 1 through 11	12,116,181.	11,633,343.		
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	129,346.	1,750.		132,452.
	b	Accounting fees (attach schedule) L-16b Stmt	10,600.	2,650.		7,950.
	c	Other professional fees (attach schedule) L-16c Stmt	33,873.	33,873.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) See Stmt	33,454.			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Stmt	25,000.	6,250.		18,750.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	232,273.	44,523.		159,152.
	25	Contributions, gifts, grants paid	11,273,443.			8,528,206.
	26	**Total expenses and disbursements.** Add lines 24 and 25	11,505,716.	44,523.		8,687,358.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	610,465.			
	b	**Net investment income** (if negative, enter -0-)		11,588,820.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	62,961.	23,862.	23,862.
	2	Savings and temporary cash investments	1,763,640.	1,786,847.	1,786,847.
	3	Accounts receivable ▶ 566,984.			
		Less: allowance for doubtful accounts ▶ 0.	523,578.	566,984.	566,894.
	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	10,141,628.	9,680,418.	9,680,418.
	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	40,801,144.	51,291,490.	53,985,864.
	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)	53,292,951.	63,349,601.	66,043,885.
Liabilities	17	Accounts payable and accrued expenses	8,451.	3,580.	
	18	Grants payable	4,983,700.	7,738,080.	
	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)	131,290.	48,856.	
	23	Total liabilities (add lines 17 through 22)	5,123,441.	7,790,516.	
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	48,169,510.	55,559,085.	
	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)	48,169,510.	55,559,085.	
	31	Total liabilities and net assets/fund balances (see instructions)	53,292,951.	63,349,601.	

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	48,169,510.
2	Enter amount from Part I, line 27a	2	610,465.
3	Other increases not included in line 2 (itemize) ▶ BASS CHARITABLE CORP DISPOSITION OF ASSETS - SEE STATEMENT	3	10,900,796.
4	Add lines 1, 2, and 3	4	59,680,771.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	4,121,686.
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	55,559,085.

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	12/12/2017	04/10/2018
c	STOCKS (DONATED)	D	Various	10/16/2018
d	HEDGE FUNDS	P	09/30/2013	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	1,118,741.		490,940.	627,801.
b	50,130.		47,150.	2,980.
c	10,382,296.		482,838.	9,899,458.
d	156,966.		165,522.	-8,556.
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.	627,801.
b				2,980.
c	0.	0.	0.	9,899,458.
d				-8,556.
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	10,521,683.
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	2,980.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	11,997,083.	69,668,229.	0.172203
2016	3,609,100.	68,085,711.	0.053008
2015	2,678,882.	68,839,183.	0.038915
2014	4,086,331.	72,961,816.	0.056006
2013	3,032,687.	70,928,702.	0.042757

2	**Total** of line 1, column (d)	2	0.362889
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	0.072578
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	60,615,411.
5	Multiply line 4 by line 3	5	4,399,345.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	115,888.
7	Add lines 5 and 6	7	4,515,233.
8	Enter qualifying distributions from Part XII, line 4	8	8,687,358.

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.

3

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	115,888.
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	115,888.
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	115,888.
6	Credits/Payments:		
a	2018 estimated tax payments and 2017 overpayment credited to 2018 — 6a: 117,050.		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 5,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	122,050.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	45.
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	6,117.
11	Enter the amount of line 10 to be: **Credited to 2019 estimated tax** ▶ 6,117. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		×
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		×
	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		×
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?	2		×
	If "Yes," attach a detailed description of the activities.			
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		×
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		×
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?	5		×
	If "Yes," attach the statement required by *General Instruction T.*			
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	×	
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	×	
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	×	
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 tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9		×
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		×

γ

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	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

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

			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		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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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		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 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		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 2018?	4b		X

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		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		
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(s) 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, 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	129,346.
Total number of others receiving over $50,000 for professional services ▶		1

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	10,553,995.
b	Average of monthly cash balances	1b	1,799,297.
c	Fair market value of all other assets (see instructions)	1c	49,185,196.
d	**Total** (add lines 1a, b, and c)	1d	61,538,488.
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	61,538,488.
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	923,077.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	60,615,411.
6	**Minimum investment return.** Enter 5% of line 5	6	3,030,771.

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	3,030,771.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	115,888.		
b	Income tax for 2018 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	115,888.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,914,883.
4	Recoveries of amounts treated as qualifying distributions			4	9,143.
5	Add lines 3 and 4			5	2,924,026.
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	2,924,026.

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	8,687,358.
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	8,687,358.
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	115,888.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	8,571,470.

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				2,924,026.
2	Undistributed income, if any, as of the end of 2018:				
a	Enter amount for 2017 only				
b	Total for prior years 20___, 20___, 20___				
3	Excess distributions carryover, if any, to 2018:				
a	From 2013 — 0.				
b	From 2014 — 0.				
c	From 2015 — 0.				
d	From 2016 — 0.				
e	From 2017 — 4,582,582.				
f	**Total** of lines 3a through e	4,582,582.			
4	Qualifying distributions for 2018 from Part XII, line 4: ▶ $ 8,687,358.				
a	Applied to 2017, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2018 distributable amount				2,924,026.
e	Remaining amount distributed out of corpus	5,763,332.			
5	Excess distributions carryover applied to 2018 (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	10,345,914.			
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 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)				
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	10,345,914.			
10	Analysis of line 9:				
a	Excess from 2014 — 0.				
b	Excess from 2015 — 0.				
c	Excess from 2016 — 0.				
d	Excess from 2017 — 4,582,582.				
e	Excess from 2018 — 5,763,332.				

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 2018, 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			
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	(e) Total
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).)

NONE

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

NONE

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

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., 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.
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	65,890.
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	100,000.
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	1,525,816.
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 AND FOR THE COLLECTION AND REARING OF CATTLE CATTLE TICK FEVER BIOLOGICAL CONTROL INSECTS	70,000.
VANDERBILT UNIVERSITY 321 KIRKLAND HALL NASHVILLE TN 37240		509(a)(1)	ESTABLISHMENT OF AN ENDOWMENT FUND FOR THE "BASS MILITARY SCHOLARS PROGRAM"	5,000,000.
Total			▶ **3a**	8,528,206.
***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	2,000,000.
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	500,000.
UNIVERSITY OF TEXAS AT AUSTIN P.O. BOX 7726 AUSTIN TX 78713		PUBLIC	SUPPORT FOR THE TEXAS INVASIVE SPECIES PROGRAM	4,993,080.
UNITED STATES DEPARTMENT OF AGRICULTURE 22675 N. MOOREFIELD ROAD, MOORE AIRFORCE BASE BLDG 6419 EDINBURG TX 78541		PUBLIC	COLLECTION AND REARING OF CATTLE FEVER TICK BIOLOGICAL CONTROL INSECTS	45,000.
Total			▶ **3b**	7,738,080.

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					
4 Dividends and interest from securities			14	1,110,641.	
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	628,933.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a MISC. GAIN/LOSS ON INVESTMENTS			18	1,019.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,740,593.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 1,740,593.

(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.)
N/A	N/A

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

[signature] 11/14/19 EXECUTIVE DIRECTOR

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KELLY R. HEIN, JR.	[signature]	11/12/19		P00286352

Firm's name ▶ BKD, LLP — Firm's EIN ▶ 44-0160260

Firm's address ▶ 3200 RIVERFRONT DRIVE, SUITE 200 FORT WORTH, TX 76107 — Phone no 817.332.2301

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

Schedule of Contributors

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

OMB No 1545-0047

2018

Name of the organization	**Employer identification number**
LEE AND RAMONA BASS FOUNDATION	75-2495163

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 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 33¹/₃% 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 (entering "N/A" in column (b) instead of the contributor name and address), II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling $5,000 or more during the year . . . . ▶ $ ______________

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: LEE AND RAMONA BASS FOUNDATION

Employer identification number: 75-2495163

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	820 MANAGEMENT TRUST 201 MAIN STREET, SUITE 3200 FORT WORTH TX 76102	$ 10,375,588.	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
LEE AND RAMONA BASS FOUNDATION	75-2495163

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
1	STOCKS	$ 10,375,588.	10/16/2018

(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: LEE AND RAMONA BASS FOUNDATION

Employer identification number: 75-2495163

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

Form 990-PF **Net Gain or Loss From Sale of Assets** **2018**
Part I, Line 6a

Name	Employer Identification No
LEE AND RAMONA BASS FOUNDATION	75-2495163

Asset Information:

Description of Property . . . . . STOCKS (LONG-TERM)
Business Code ______ Exclusion Code . . . 18
Date Acquired . Various How Acquired . Purchased
Date Sold . . . Various Name of Buyer . BROKER
Check Box, if Buyer is a Business . . . [X]
Sales Price. . . 1,118,741. Cost or other basis (do not reduce by depreciation). . 490,940.
Sales Expense . ______ Valuation Method. . . Cost
Total Gain (Loss) . . . 627,801. Accumulated Depreciation . . . .

Description of Property . . . . . . STOCKS (SHORT-TERM)
Business Code ______ Exclusion Code . . . 18
Date Acquired . 12/12/17 How Acquired . Purchased
Date Sold . . . 04/10/18 Name of Buyer . BROKER
Check Box, if Buyer is a Business . . . [X]
Sales Price. . . 50,130. Cost or other basis (do not reduce by depreciation). . 47,150.
Sales Expense . ______ Valuation Method. . . Cost
Total Gain (Loss) . . . . 2,980. Accumulated Depreciation . . . .

Description of Property . . . . . STOCKS (DONATED)
Business Code ______ Exclusion Code . . . 18
Date Acquired . Various How Acquired . Donated
Date Sold . . . 10/16/18 Name of Buyer . BROKER
Check Box, if Buyer is a Business . . . [X]
Sales Price. . . 10,382,296. Cost or other basis (do not reduce by depreciation). . 10,375,588.
Sales Expense . ______ Valuation Method. . . Fair Market Value
Total Gain (Loss) . . . . 6,708. Accumulated Depreciation . . . .

Description of Property . . . . . . HEDGE FUNDS
Business Code ______ Exclusion Code . . . 18
Date Acquired . 09/30/13 How Acquired . Purchased
Date Sold . . . Various Name of Buyer . GSO SPECIAL SITUATIONS
Check Box, if Buyer is a Business . . . [X]
Sales Price. . . 156,966. Cost or other basis (do not reduce by depreciation). . 165,522.
Sales Expense . ______ Valuation Method. . .
Total Gain (Loss) . . . . -8,556. Accumulated Depreciation . . . .

Description of Property . . . . .
Business Code ______ Exclusion Code . . .
Date Acquired . ______ How Acquired .
Date Sold . . . ______ Name of Buyer .
Check Box, if Buyer is a Business . . . [ ]
Sales Price. . . ______ Cost or other basis (do not reduce by depreciation). .
Sales Expense . ______ Valuation Method. . .
Total Gain (Loss) . . . . Accumulated Depreciation . . . .

Totals:

Total Gain (Loss) of all assets . . . 628,933.
Gross Sales Price of all assets . . . 11,708,133.
Unrelated Business Income . . . . ______ Business Code . ______
Excluded by section 512, 513, 514 628,933. Exclusion Code . 18
Related/Exempt Function Income . . ______

QuickZoom here to Form 990-PF, Page 1 . . . . . . ►
QuickZoom here to Form 990-PF, Page 12 . . . . . . ►

teew4004 SCR 09/07/17

LEE AND RAMONA BASS FOUNDATION 75-2495163

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 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
MISC. GAIN/LOSS ON INVESTMENTS	1,019.	1,019.	
Total	1,019.	1,019.	

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	115,888.			
Deferred Taxes	-82,434.			
Total	33,454.			

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.
Total	25,000.	6,250.		18,750.

Form 990-PF
Part I, Lines 16a - 16c

Legal and Professional Fees

2018

Name	Employer Identification No
LEE AND RAMONA BASS FOUNDATION	75-2495163

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
KELLY HART & HALLMAN	LEGAL FEES	129,346.	1,750.		132,452.
Total to Form 990-PF, Part I, Line 16a		129,346.	1,750.		132,452.

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
BKD,LLP	AUDIT & TAX REVIEW	10,600.	2,650.		7,950.
Total to Form 990-PF, Part I, Line 16b		10,600.	2,650.		7,950.

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 CHASE BANK	CUSTODIAL FEES	3,509.	3,509.		
LUTHER KING CAPITAL MANAGEMENT	INVESTMENT ADVISORY FEES	30,364.	30,364.		
Total to Form 990-PF, Part I, Line 16c		33,873.	33,873.		

Form 990-PF
Part II

Investments

2018

Name	Employer Identification No
LEE AND RAMONA BASS FOUNDATION	75-2495163

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	End of Year State and Local Obligations FMV	End of Year US Government Obligations Book Value	End of Year US Government Obligations FMV
Tot to Fm 990-PF, Pt II, Ln 10a				

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
ABBVIE INC (2,855 SHARES)	263,202.	263,202.
ADOBE INC (1,500 SHARES)	339,360.	339,360.
AKAMAI TECHNOLOGIES INC (5,000 SHARES)	305,400.	305,400.
See L-10b Stmt	8,772,456.	8,772,456.
Totals to Form 990-PF, Part II, Line 10b	9,680,418.	9,680,418.

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	End of Year Fair Market Value
Totals to Form 990-PF, Part II, Line 10c		

Line 12 - Investments - Mortgage loans:	End of Year Book Value	End of Year Fair Market Value
Totals to Form 990-PF, Part II, Line 12		

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
JP MORGAN U.S. GOVERNMENT MONEY MARKET	166,148.	166,148.
WELLS FARGO MONEY MARKET	16,774,144.	16,774,144.
MERRILL LYNCH MONEY MARKET	245,141.	245,141.
See L-13 Stmt	34,106,057.	36,800,431.
Totals to Form 990-PF, Part II, Line 13	51,291,490.	53,985,864.

Additional information from your 2018 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)	135,845.	135,845.
AMAZON.COM INC (200 SHARES)	300,394.	300,394.
AMGEN INC (690 SHARES)	134,322.	134,322.
APPLE INC (1,500 SHARES)	236,610.	236,610.
AT&T INC (3,442 SHARES)	98,235.	98,235.
BANK OF AMERICA CORP (10,500 SHARES)	258,720.	258,720.
CABOT OIL & GAS CORP (4,500 SHARES)	100,575.	100,575.
CINTAS CORP (1,000 SHARES)	167,990.	167,990.
COCA-COLA CO (2,700 SHARES)	127,845.	127,845.
COLGATE PALMOLIVE CO (3,000 SHARES)	178,560.	178,560.
COMERICA INC (3,350 SHARES)	230,111.	230,111.
CULLEN FROST BANKERS INC (3,000 SHARES)	263,820.	263,820.
DANAHER CORP (2,510 SHARES)	258,831.	258,831.
DOWDUPONT INC (3,044 SHARES)	162,793.	162,793.
EMERSON ELECTRIC CO (2,000 SHARES)	119,500.	119,500.
EOG RESOURCES INC (2,400 SHARES)	209,304.	209,304.
FACEBOOK INC (600 SHARES)	78,654.	78,654.
FMC CORP (2,475 SHARES)	183,051.	183,051.
FRANKLIN ELECTRIC CO INC (6,000 SHARES)	257,280.	257,280.
HOME DEPOT INC (1,100 SHARES)	189,002.	189,002.
HONEYWELL INTERNATIONAL INC (2,500 SHARES)	330,300.	330,300.
JOHNSON & JOHNSON (1,635 SHARES)	210,997.	210,997.
JPMORGAN CHASE & CO (1,425 SHARES)	139,109.	139,109.
KIMBERLY-CLARK CORP (1,500 SHARES)	170,910.	170,910.
KIRBY CORP (3,000 SHARES)	202,080.	202,080.
MARTIN MARIETTA MATERIALS INC (800 SHARES)	137,496.	137,496.
MICROSOFT CORP (2,500 SHARS)	253,925.	253,925.
NATIONAL INSTRUMENTS CORP (6,000 SHARES)	272,280.	272,280.
NEOGEN CORP (2,213 SHARES)	126,141.	126,141.
OCCIDENTAL PETROLEUM CORP (5,000 SHARES)	306,900.	306,900.
PAYPAL HOLDINGS INC (2,500 SHARES)	210,225.	210,225.
PEPSICO INC (2,000 SHARES)	220,960.	220,960.
PERKINELMER INC (1,300 SHARES)	102,115.	102,115.
PFIZER INC (7,000 SHARES)	305,550.	305,550.
ROPER TECHNOLOGIES INC (1,200 SHARES)	319,824.	319,824.
THERMO FISHER SCIENTIFIC INC (1,200 SHARES)	268,548.	268,548.
TIFFANY & CO (3,000 SHARES)	241,530.	241,530.

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
TORO CO (1,500 SHARES)	83,820.	83,820.
TRIMBLE INCORPORATED (8,000 SHARES)	263,280.	263,280.
UNION PACIFIC CORP (1,870 SHARES)	258,490.	258,490.
US BANCORP (6,000 SHARES)	274,200.	274,200.
VALMONT INDUSTRIES (1,100 SHARES)	122,045.	122,045.
VF CORP (1,850 SHARES)	131,979.	131,979.
ZOETIS INC (1,500 SHARES)	128,310.	128,310.
Total	8,772,456.	8,772,456.

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.	5,483,075.
COATUE OFFSHORE FUND LTD.	844,962.	1,194,085.
GSO SPECIAL SITUATIONS OVERSEAS FUND	329,155.	281,123.
KNIGHTHEAD LTD.	822,733.	959,592.
ROUTE ONE OFFSHORE FUND	1,742,689.	3,266,125.
ISHARES MSCI EAFE (85,222 SHARES)	5,009,349.	5,009,349.
ISHARES MSCI EMERGING MKTS (131,761 SHARES)	5,146,585.	5,146,585.
ISHARES U.S. REAL ESTATE (17,195 SHARES)	1,288,593.	1,288,593.
SECTOR SPDR ENERGY (13,091 SHARES)	750,769.	750,769.
SPDR GOLD TRUST (28,214 SHARES)	3,420,947.	3,420,947.
ISHARES CORE U.S. AGGREGATE BOND (50,457 SHARES)	5,373,166.	5,373,166.
SPDR BLOOMBERG BARCLAYS HIGH YIELD BOND (137,750 SHARES)	4,627,022.	4,627,022.
Total	34,106,057.	36,800,431.

Lee and Ramona Bass Foundation
75-2495163

STATEMENT – Part III, line 3; Part V; Part VII

Lee and Ramona Bass Foundation received a disposition of assets from a terminated foundation, The Bass Charitable Corporation (EIN 75-2308846).

As a result of a transfer of assets as described in section 507(b)(2), the successor foundation is treated as possessing those attributes and characteristics of the transferor as described in Treasury Regulation 1.507-3(a)(2), (3) and (4). In Part V, the amounts reported as Adjusted Qualifying Distributions and Net Value of Non-Charitable Use Assets include amounts received from The Bass Charitable Corporation as of June 30, 2018. In Part XIII, amounts reported as Excess Distribution Carryover also include amounts received from Bass Charitable Corporation as of June 30, 2018.