

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

OMB No 1545-0052

2018

Open to Public Inspection

Department of the Treasury
Internal Revenue Service▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2018 or tax year beginning , 2018, and ending , 20

Name of foundation SID W. RICHARDSON FOUNDATION		A Employer identification number 75-6015828
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (817) 336-0494
309 MAIN STREET		C If exemption application is pending, check here ☐
City or town, state or province, country, and ZIP or foreign postal code FORT WORTH TX 76102		D 1. Foreign organizations, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation 04 ☐ 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) ▶ \$ 595,624,932.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	1,000.			
	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	4,196,205.	4,196,606.		
	5a Gross rents	10,787.	10,787.		
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	17,752,314.			
	b Gross sales price for all assets on line 6a 38,950,208.		L-6a Stmt		
	7 Capital gain net income (from Part IV, line 2)		17,751,765.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances 2,656.				
b Less: Cost of goods sold 2,656.					
c Gross profit or (loss) (attach schedule)	0.				
11 Other income (attach schedule)	9,231,020.	9,231,168.			
12 Total. Add lines 1 through 11	31,191,326.	31,190,326.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	649,592.	160,523.		385,844.
	14 Other employee salaries and wages	837,373.	78,374.		756,425.
	15 Pension plans, employee benefits	-52,861.	78,255.		414,443.
	16a Legal fees (attach schedule)	52,119.	11,150.		36,337.
	b Accounting fees (attach schedule)	37,700.	9,425.		28,275.
	c Other professional fees (attach schedule)	879,811.	822,789.		107,423.
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	44,545.	273,719.		
	19 Depreciation (attach schedule) and depletion	281,339.	27,246.		
	20 Occupancy	299,783.	47,651.		265,252.
	21 Travel, conferences, and meetings	9,336.			9,790.
	22 Printing and publications	1,000.			1,000.
	23 Other expenses (attach schedule) See Stmt	494,570.	5,606.		480,522.
	24 Total operating and administrative expenses. Add lines 13 through 23	3,534,307.	1,514,738.		2,485,311.
	25 Contributions, gifts, grants paid	20,161,418.			19,751,668.
26 Total expenses and disbursements. Add lines 24 and 25	23,695,725.	1,514,738.		22,236,979.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	7,495,601.				
b Net investment income (if negative, enter -0-)		29,675,588.			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash—non-interest-bearing	238,077.	704,302.	704,302.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 1,254,177.			
	Less: allowance for doubtful accounts ▶ 0.	891,277.	1,254,177.	1,254,177.
	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	7,555.	4,908.	4,908.
	9 Prepaid expenses and deferred charges	23,902.	40,632.	40,632.
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule) L-10b Stmt	251,247,677.	223,591,004.	223,591,004.
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶ 3,901,794.			
Less: accumulated depreciation (attach schedule) ▶ 2,220,788.	1,698,265.	1,681,006.	44,242,676.	
12 Investments—mortgage loans				
13 Investments—other (attach schedule) L-13 Stmt	68,040,963.	75,961,788.	139,824,970.	
14 Land, buildings, and equipment: basis ▶ 9,582,789.				
Less: accumulated depreciation (attach schedule) ▶ 4,832,597.	4,981,488.	4,750,192.	3,432,615.	
15 Other assets (describe ▶ L-15 Stmt)	10,587,570.	10,651,268.	182,529,648.	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	337,716,774.	318,639,277.	595,624,932.	
Liabilities	17 Accounts payable and accrued expenses	825,746.	1,052,206.	
	18 Grants payable	6,075,000.	6,634,750.	
	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 ▶ L-22 Stmt)	4,849,360.	3,761,049.	
	23 Total liabilities (add lines 17 through 22)	11,750,106.	11,448,005.	
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	325,966,668.	307,191,272.	
	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)	325,966,668.	307,191,272.	
	31 Total liabilities and net assets/fund balances (see instructions)	337,716,774.	318,639,277.	

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	325,966,668.
2 Enter amount from Part I, line 27a	2	7,495,601.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	333,462,269.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	26,270,997.
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	307,191,272.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a STOCKS (LONG-TERM)	P	Various	Various
b STOCKS (SHORT-TERM)	P	Various	Various
c JP MORGAN PARTNERS GLOBAL PRIVATE INVESTORS	P	Various	Various
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 38,699,556.		21,006,221.	17,693,335.
b 250,652.		232,838.	17,814.
c 0.		-40,616.	40,616.
d			
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.	17,693,335.
b 0.	0.	0.	17,814.
c 0.	0.	0.	40,616.
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	17,751,765.
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	17,814.

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	20,558,148.	405,284,406.	0.050725
2016	18,642,745.	368,775,700.	0.050553
2015	18,892,181.	375,003,028.	0.050379
2014	18,648,895.	368,491,225.	0.050609
2013	17,126,632.	340,920,024.	0.050237

2 Total of line 1, column (d)	2	0.252503
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	0.050501
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	432,443,209.
5 Multiply line 4 by line 3	5	21,838,815.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	296,756.
7 Add lines 5 and 6	7	22,135,571.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	22,323,472.

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	296,756.	
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	296,756.	
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	296,756.	
6 Credits/Payments:				
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	402,750.		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	402,750.		
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	105,994.		
11 Enter the amount of line 10 to be: Credited to 2019 estimated tax 105,994. Refunded	11			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		x
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		x
c Did the foundation file Form 1120-POL for this year?		x
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		x
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		x
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	x	
b If "Yes," has it filed a tax return on Form 990-T for this year?	x	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .		x
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	x	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	x	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ► TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation	x	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		x
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		x

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.SIDRICHARDSON.ORG</u>	X	
14 The books are in care of ► <u>PETE GEREN</u> Telephone no. ► <u>(817) 336-0494</u> Located at ► <u>309 MAIN STREET FORT WORTH TX</u> ZIP+4 ► <u>76102</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—check here and enter the amount of tax-exempt interest received or accrued during the year		15
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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance, check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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)

5a	During the year, did the foundation pay or incur any amount to:		Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	☐ Yes ☒ No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions		5b	X
	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
EDWARD P. BASS 201 MAIN STREET FORT WORTH TX 76102	CHAIRMAN/DIRECTOR 2.00	2,500.	0.	0.
SID R. BASS 201 MAIN STREET FORT WORTH TX 76102	VICE PRESIDENT/DIRECTOR 1.00	2,500.	0.	0.
LEE M. BASS 201 MAIN STREET FORT WORTH TX 76102	VICE PRESIDENT/DIRECTOR 1.00	2,500.	0.	0.
See Statement				
	36.00	504,000.	149,171.	2,771.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARY BURKE 309 MAIN STREET FORT WORTH TX 76102	MUSEUM DIRECTOR 40.00	128,977.	29,756.	2,771.
CAROLYN JOHNS 309 MAIN STREET FORT WORTH TX 76102	SENIOR ADMINISTRATIVE OFFICER 35.00	120,720.	19,219.	2,771.
SHANDA RANELLE 309 MAIN STREET FORT WORTH TX 76102	BUSINESS MANAGER 40.00	104,624.	26,992.	3,028.
LES CLEERE 309 MAIN STREET FORT WORTH TX 76102	SITE & EXHIBITIONS COORDINATOR 40.00	71,518.	29,940.	2,494.
LESLIE THOMPSON 309 MAIN STREET FORT WORTH TX 76102	ADULT AUDIENCES MANAGER 40.00	62,311.	21,343.	3,329.
Total number of other employees paid over \$50,000				3

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
LUTHER KING CAPITAL MANAGEMENT 301 COMMERCE STREET, SUITE 1600 FORT WORTH TX 76102	INVESTMENT MANAGEMENT	741,855.
NU-DESIGN P.O. BOX 14116 ARLINGTON TX 76094	IT, WEB & MEDIA CONSULTANTS	92,865.
JP MORGAN CHASE BANK 712 MAIN 13TH FLOOR NORTH HOUSTON TX 77002	TRUST CUSTODIAN	79,734.
THE DEBERRY GROUP 110 BROADWAY, SUITE 625 SAN ANTONIO TX 78205	PUBLIC RELATIONS & ADVERTISING	76,323.
WILLIAM H. KOEHLER 6417 DRURY LANE FORT WORTH TX 76116	EDUCATION CONSULTANT	69,003.

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	WESTERN ART MUSEUM - INCOME FOR 2018 WAS \$2,656 APPROXIMATELY 47,617 PEOPLE VISITED THE MUSEUM IN 2018, MANY OF WHICH ARE CHILDREN ON SCHOOL TOURS	1,384,001.
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	243,741,140.
b	Average of monthly cash balances	1b	19,522,182.
c	Fair market value of all other assets (see instructions)	1c	175,765,317.
d	Total (add lines 1a, b, and c)	1d	439,028,639.
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	439,028,639.
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	6,585,430.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	432,443,209.
6	Minimum investment return. Enter 5% of line 5	6	21,622,161.

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	21,622,161.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	296,756.
b	Income tax for 2018 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	296,756.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	21,325,405.
4	Recoveries of amounts treated as qualifying distributions	4	150,000.
5	Add lines 3 and 4	5	21,475,405.
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	21,475,405.

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	22,236,979.
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	86,493.
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	22,323,472.
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	296,756.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	22,026,716.

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				21,475,405.
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	351,280.			
b From 2014	533,292.			
c From 2015	396,344.			
d From 2016	296,996.			
e From 2017	604,597.			
f Total of lines 3a through e	2,182,509.			
4 Qualifying distributions for 2018 from Part XII, line 4: ► \$ 22,323,472.				
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				21,475,405.
e Remaining amount distributed out of corpus	848,067.			
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	3,030,576.			
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)	351,280.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	2,679,296.			
10 Analysis of line 9:				
a Excess from 2014	533,292.			
b Excess from 2015	396,344.			
c Excess from 2016	296,996.			
d Excess from 2017	604,597.			
e Excess from 2018	848,067.			

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)

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

Tax year	Prior 3 years			(e) Total
(a) 2018	(b) 2017	(c) 2016	(d) 2015	
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 <i>Paid during the year</i> SEE ATTACHMENT PART XV3A				19,751,668.
Total			▶ 3a	19,751,668.
b <i>Approved for future payment</i> SEE ATTACHMENT PART XV3B				6,634,750.
Total			▶ 3b	6,634,750.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	4,196,205.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property			3	10,787.		
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	17,752,314.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue. a <u>OIL & GAS ROYALTIES</u>			15	8,253,850.		
b <u>OIL & GAS LEASE BONUSES & EASEMENTS</u>			15	931,284.		
c <u>MISC. INCOME</u>			14	45,886.		
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				31,190,326.		
13 Total. Add line 12, columns (b), (d), and (e)				13	31,190,326.	

(See worksheet in line 13 instructions to verify calculations.)

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

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

- | | | 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. | | |

[illegible]

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

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

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.

**Sign
Here**

Signature of officer or trustee

Date 11/14/2019

PRESIDENT/CEO
Title

May the IRS discuss this return with the preparer shown below?

See instructions ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name
KELLY R. HEIN, JR.

Preparer's signature 

Date 11/12/14

Check ☐ if self-employed	PTIN P00286352
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Firm's name ► BKD, LLP

Firm's address ► 3200 RIVERFRONT DRIVE, SUITE 200
FORT WORTH, TX

76107

Firm's EIN ▶ 44-0160260

Phone no 817.332.2301

Name
SID W. RICHARDSON FOUNDATION

Employer Identification No
75-6015828

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 . . . ☒
Sales Price . . . 38,699,556 Cost or other basis (do not reduce by depreciation). . . 21,006,221
Sales Expense Valuation Method . . . Cost
Total Gain (Loss) 17,693,335 Accumulated Depreciation

Description of Property STOCKS (SHORT-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 . . . ☒
Sales Price . . . 250,652 Cost or other basis (do not reduce by depreciation). . . 232,838
Sales Expense Valuation Method . . . Cost
Total Gain (Loss) 17,814 Accumulated Depreciation

Description of Property JP MORGAN PARTNERS GLOBAL PRIVATE INVESTORS
Business Code Exclusion Code . . . 18
Date Acquired Various How Acquired . Purchased
Date Sold Various Name of Buyer . JP MORGAN
Check Box, if Buyer is a Business . . . ☒
Sales Price Cost or other basis (do not reduce by depreciation). . . -41,165
Sales Expense Valuation Method . . . Cost
Total Gain (Loss) 41,165 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

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 . . . 17,752,314
Gross Sales Price of all assets . . . 38,950,208
Unrelated Business Income . . . Business Code .
Excluded by section 512, 513, 514 17,752,314 Exclusion Code . 18
Related/Exempt Function Income . . .

QuickZoom here to Form 990-PF, Page 1 ▶
QuickZoom here to Form 990-PF, Page 12 ▶

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
PETE GEREN 309 MAIN STREET FORT WORTH, TX 76102 817-336-0494	LETTER DESCRIBING PROGRAM OR PROJECT; SEE MORE INFORMATION AT WWW.SIDRICHARDSON.ORG	JANUARY 15	SERVES THE PEOPLE OF TEXAS IN THE ARTS, HUMANITIES, HEALTH AND EDUCATION

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
PRESTON M. GEREN III 309 MAIN STREET FORT WORTH, TX 76102	PRESIDENT & CHIEF EXECUTIVE OFFICER 35.00	504,000.	149,171.	2,771.
DEE STEER 201 MAIN STREET FORT WORTH, TX 76102	SECRETARY 1.00	0.	0.	0.
		504,000.	149,171.	2,771.

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
OIL AND GAS ROYALTIES	8,253,850.	8,253,850.	
OIL AND GAS LEASE BONUSES & EASEMENTS	931,284.	931,284.	
MISC. INCOME	45,886.	45,886.	
JP MORGAN GLOBAL PRIVATE INVESTORS		148.	
Total	9,231,020.	9,231,168.	

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
AD VALOREM TAXES	273,719.	273,719.		
EXCISE TAXES	296,246.			
DEFERRED EXCISE TAXES	-525,420.			
Total	44,545.	273,719.		

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
SUPPLIES	21,322.	5,071.		16,336.
MUSEUM SECURITY	137,661.			137,863.
MUSEUM PUBLIC RELATIONS	45,804.			41,408.
ART CONSERVATION	29,639.			26,235.
MUSEUM EXHIBITS	91,751.			95,944.
MUSEUM ADVERTISING	13,502.			13,675.
MUSEUM DUES & FEES	3,475.			3,415.
IT SUPPORT & SOFTWARE	53,768.	150.		54,763.
MEALS	5,977.	358.		3,237.
MUSEUM EDUCATION PROGRAMS	71,208.			70,176.
MUSEUM STORE EXPENSES	11,551.	11,551.		
FOUNDATION DUES & FEES	31,245.			31,185.
MISCELLANEOUS	52,667.	7,226.		42,535.
JOINT FACILITIES OVERHEAD	-75,000.	-18,750.		-56,250.
Total	494,570.	5,606.		480,522.

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

Legal and Professional Fees

2018

Name SID W. RICHARDSON FOUNDATION	Employer Identification No 75-6015828
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Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
KELLY HART & HALLMAN LLP	LEGAL	52,119.	11,150.		36,337.
Total to Form 990-PF, Part I, Line 16a		52,119.	11,150.		36,337.

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 AND TAX REVIEW	37,700.	9,425.		28,275.
Total to Form 990-PF, Part I, Line 16b		37,700.	9,425.		28,275.

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
KIRKWOOD & DARBY	ANALYSIS OF AD VALOREM TAXES	1,200.	1,200.		
JP MORGAN CHASE	TRUST CUSTODIAL FEES	79,734.	79,734.		
LUTHER KING CAPITAL MANAGEMENT	INVESTMENT MANGEMENT	741,855.	741,855.		
WILLIAM H KOEHLER	EDUCATION CONSULTANT	66,000.			66,000.
BRENT W. BEASLEY	EDUCATION CONSULTANT	37,505.			37,505.
LAWRENCE & ASSOCIATES	ANNUAL REPORT	0.			3,918.
DR. WILLIAM F CRAIG	MEDICAL CONSULTANT	-46,483.			
Total to Form 990-PF, Part I, Line 16c		879,811.	822,789.		107,423.

2018

Name SID W. RICHARDSON FOUNDATION		Employer Identification No 75-6015828	
Line 11b - Description of Investments Land, Buildings and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
PRODUCING ROYALTIES	1,755,766.	1,755,766.	0.
NON-PRODUCING ROYALTIES	80.	0.	80.
LAND - TARRANT COUNTY	1,164,510.	0.	1,164,510.
FURNITURE & FIXTURES	75,090.	40,695.	34,395.
BUILDINGS	616,328.	184,818.	431,510.
MACHINERY & EQUIPMENT	287,331.	237,948.	49,383.
EQUIPMENT	2,689.	1,561.	1,128.
Totals to Form 990-PF, Part II, Line 11	3,901,794.	2,220,788.	1,681,006.

Land, Buildings, and Equipment

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
FURNITURE & FIXTURES	986,543.	712,985.	273,558.
EQUIPMENT	38,112.	24,200.	13,912.
BUILDINGS	7,455,380.	3,767,803.	3,687,577.
LEASEHOLD IMPROVEMENTS	1,102,754.	327,609.	775,145.
Totals to Form 990-PF, Part II, Line 14	9,582,789.	4,832,597.	4,750,192.

Form 990-PF
Part II

Other Assets and Liabilities

2018

Name SID W. RICHARDSON FOUNDATION	Employer Identification No 75-6015828
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Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value	Fair Market Value
ART COLLECTION	10,477,975.	10,541,673.	182,420,053.
MUSEUM DIGITAL IMAGES	109,595.	109,595.	109,595.
Totals to Form 990-PF, Part II, line 15	10,587,570.	10,651,268.	182,529,648.

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
DEFERRED TAXES PAYABLE	2,736,259.	2,210,839.
ACCRUED POSTRETIREMENT BENEFITS OBLIGATION	2,113,101.	1,550,210.
Totals to Form 990-PF, Part II, line 22	4,849,360.	3,761,049.

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 (2,840 SHARES)	2,967,686.	2,967,686.
AMAZON COM INC (3,500 SHARES)	5,256,895.	5,256,895.
AMGEN INC (22,000 SHARES)	4,282,740.	4,282,740.
APPLE INC (30,000 SHARES)	4,732,200.	4,732,200.
AT&T INC (90,000 SHARES)	2,568,600.	2,568,600.
BANK OF AMERICA CORP (150,000 SHARES)	3,696,000.	3,696,000.
CABOT OIL & GAS CORP (150,000 SHARES)	3,352,500.	3,352,500.
CINTAS CORP (24,000 SHARES)	4,031,760.	4,031,760.
COCA-COLA CO (66,600 SHARES)	3,153,510.	3,153,510.
COLGATE PALMOLIVE CO (24,400 SHARES)	1,452,288.	1,452,288.
COMERICA INC (82,900 SHARES)	5,694,401.	5,694,401.
CONOCOPHILLIPS (49,700 SHARES)	3,098,795.	3,098,795.
CULLEN FROST BANKERS INC (60,000 SHARES)	5,276,400.	5,276,400.
DANAHER CORP (41,200 SHARES)	4,248,544.	4,248,544.
DOWDUPONT INC (72,792 SHARES)	3,892,916.	3,892,916.
ECOLAB INC (25,000 SHARES)	3,683,750.	3,683,750.
EMERSON ELECTRIC CO (56,000 SHARES)	3,346,000.	3,346,000.
EOG RESOURCES INC (36,000 SHARES)	3,139,560.	3,139,560.
FACEBOOK INC (15,500 SHARES)	2,031,895.	2,031,895.
FMC CORP (100,000 SHARES)	7,396,000.	7,396,000.
FRANKLIN ELECTRIC CO (45,380 SHARES)	1,945,894.	1,945,894.
GENERAC HOLDINGS (60,000 SHARES)	2,982,000.	2,982,000.
GLACIER BANCORP INC (100,000 SHARES)	3,962,000.	3,962,000.
HOME DEPOT INC (25,500 SHARES)	4,381,410.	4,381,410.
HONEYWELL INTERNATIONAL INC (35,000 SHARES)	4,624,200.	4,624,200.
JOHNSON & JOHNSON (25,000 SHARES)	3,226,250.	3,226,250.
JPMORGAN CHASE & CO (51,525 SHARES)	5,029,871.	5,029,871.
KIMBERLY-CLARK CORP (30,000 SHARES)	3,418,200.	3,418,200.
KIRBY CORP (55,000 SHARES)	3,704,800.	3,704,800.
MARTIN MARIETTA MATERIALS INC (19,680 SHARES)	3,382,402.	3,382,402.
MERCK & CO INC (40,000 SHARES)	3,056,400.	3,056,400.
MICROSOFT CORP (80,000 SHARES)	8,125,600.	8,125,600.
NATIONAL INSTRUMENTS CORP (42,700 SHARES)	1,937,726.	1,937,726.
NEOGEN CORP (73,600 SHARES)	4,195,200.	4,195,200.
OCCIDENTAL PETROLEUM CORP (67,500 SHARES)	4,143,150.	4,143,150.
PAYPAL HOLDINGS INC (48,885 SHARES)	4,110,740.	4,110,740.
PEPSICO INC (37,500 SHARES)	4,143,000.	4,143,000.

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
PERKINELMER INC (80,000 SHARES)	6,284,000.	6,284,000.
PFIZER INC (140,000 SHARES)	6,111,000.	6,111,000.
PROCTER & GAMBLE CO (37,500 SHARES)	3,447,000.	3,447,000.
ROPER TECHNOLOGIES INC (22,750 SHARES)	6,063,330.	6,063,330.
THERMO FISHER SCIENTIFIC INC (25,000 SHARES)	5,594,750.	5,594,750.
TIFFANY & CO (55,000 SHARES)	4,428,050.	4,428,050.
TORO CO (40,000 SHARES)	2,235,200.	2,235,200.
TRACTOR SUPPLY CO (40,000 SHARES)	3,337,600.	3,337,600.
TRIMBLE INCORPORATED (105,000 SHARES)	3,455,550.	3,455,550.
UNION PACIFIC CORP (36,000 SHARES)	4,976,280.	4,976,280.
US BANCORP DEL (96,700 SHARES)	4,419,190.	4,419,190.
VALMONT INDUSTRIES INC (23,000 SHARES)	2,551,850.	2,551,850.
VF CORP (56,000 SHARES)	3,995,040.	3,995,040.
WASTE CONNECTIONS INC (56,925 SHARES)	4,226,681.	4,226,681.
ZOETIS INC (40,000 SHARES)	3,421,600.	3,421,600.
Total	208,218,404.	208,218,404.

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
JP MORGAN LIMITED PARTNERSHIP	41,165.	44,535.
FARALLON OFFSHORE CAPITAL INVESTORS	36,530,576.	72,427,928.
OZ OVERSEAS FUND LTD.	23,038,396.	51,000,856.
U.S. TREASURY NOTES	3,996,160.	3,996,160.
Total	63,606,297.	127,469,479.

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<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
AB Christian Learning Center 5005 Brentwood Stair Road, Suite 200 Fort Worth, Texas 76112	509(a)(1)	Operational support for the summer school program in the Morningside neighborhood	\$40,000
AIDS Outreach Center 400 North Beach Street Fort Worth, TX 76111	509(a)(1)	Operational support for the program delivering social and healthcare services to HIV/AIDS patients in North Texas	50,000
All Church Home for Children 3712 Wichita Street Fort Worth, TX 76119	509(a)(1)	Emergency shelter for homeless youth in Tarrant County	75,000
All Saints Health Foundation 1400 Eighth Avenue Fort Worth, TX 76104	509(a)(1)	Capital support for the purchase of a Ventricular Assist Device (VAD) and for training, support equipment and near-term staffing	350,000
Allied Theatre Group, Inc 821 W Vickery Blvd Fort Worth, TX 76104	509(a)(1)	Operational support for programming at the Stage West Theatre	30,000
Amon Carter Museum of Western Art 3501 Camp Bowie Blvd Fort Worth, Texas 76107	509(a)(1)	Capital support for the expansion and upgrade of the cold storage facility that houses the growing photography collection	250,000
Amphibian Productions 120 S Main Street Fort Worth, TX 76104	509(a)(1)	Operational support for the Amphibian Theatre	30,000
Andy and Jordan Dalton Foundation 59 Cavalier Blvd , Suite 310 Florence, KY 41042	509(a)(1)	Support to update and replenish materials at Cook Children's Hospital	5,000
Aransas County, Texas 301 N Live Oak Street Rockport, TX 78382	509(a)(1)	For Hurricane Harvey relief efforts - \$100,000 to extend the engagement of two disaster recovery consultants, \$9,000 for costs to remove hurricane debris	134,832
Arlington Classics Academy 5206 S Bowen Road Arlington, TX 76017	509(a)(1)	Capital support for the purchase of music and theater equipment and the upgrade of the performance space	50,000
Arlington Independent School District 1203 West Pioneer Parkway Arlington, TX 76013	509(a)(1)	Operational support for the "Emerging Leaders" program, which is a principal and assistant principal training program	80,000
Austin Community Foundation for the Capital Area 4315 Guadalupe, Suite 300 Austin, TX 78751	509(a)(1)	Support for Texas Education Grantmakers Advocacy Consortium and participation in the guided pathways work with the Bush School	20,000
AVANCE, Inc 2060 Singleton Blvd , Suite 103 Dallas, TX 75212	509(a)(1)	Operational support for the parent and child education program in the Morningside neighborhood of Fort Worth	20,000
B Sharp Music Program 500 Commerce Street, Suite 700 Fort Worth, Texas 76102	509(a)(1)	Operational support for the program at Como Elementary School	100,000
Back to School Roundup 3232 McKinney Avenue Dallas, TX 75204	509(a)(1)	Program to provide school supplies to low-income students in Tarrant County	50,000
Ballet Concerto, Inc 3803 Camp Bowie Blvd Fort Worth, TX 76107	509(a)(1)	Operational support for arts programming in the Fort Worth ISD including the holiday performances	10,000
Baylor College of Medicine Office of Institutional Advancement and Alumni Affairs MSC #800 P O Box 7976 Houston, TX 77210	509(a)(1)	Support for research in otorhinolaryngology to improve immunotherapy treatments for head and neck cancer patients	75,000

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<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Baylor College of Medicine Office of Institutional Advancement and Alumni Affairs MSC #800 P O Box 7976 Houston, TX 77210	509(a)(1)	Support for research called "Studies in Ocular Infections"	50,000
Baylor College of Medicine Office of Institutional Advancement and Alumni Affairs MSC #800 P O Box 7976 Houston, TX 77210	509(a)(1)	Support for research in ophthalmology to provide better outcomes for patients who undergo cataract surgery and other ophthalmic procedures	75,000
Baylor College of Medicine Office of Institutional Advancement and Alumni Affairs MSC #800 P O Box 7976 Houston, TX 77210	509(a)(1)	Support for program in medicine and pharmacology (clinical care efforts in the Comprehensive Healthcare Clinic)	100,000
Big Brothers Big Sisters Lone Star 450 E John Carpenter Fwy, Suite 300 Irving, TX 75062	509(a)(1)	Support for the youth development and education program in Tarrant County	100,000
Bobwhite Brigade 3660 Thousand Oaks Drive, Suite 126 San Antonio, TX 78247	509(a)(1)	Funding for 2018 Ranch Brigade, a land stewardship and livestock management summer camp for youth ages 13 to 18	7,500
Botanical Research Institute of Texas, Inc 1700 N University Drive Fort Worth, TX 76107	509(a)(3) Type III Functionally-Integrated Supporting	Funding for a capital campaign to construct and equip a molecular laboratory	250,000
Botanical Research Institute of Texas, Inc 1700 N University Drive Fort Worth, TX 76107	509(a)(3) Type III Functionally-Integrated Supporting	Operational support	300,000
Boy Scouts of America, Longhorn Council P O Box 54190 Hurst, TX 76054	509(a)(1)	Support for the after-school urban scouting program for inner-city youth in Tarrant County	100,000
Boys & Girls Club of Greater Fort Worth, Inc 3218 East Belknap Fort Worth, TX 76111	509(a)(1)	\$110,000 for the Uplift partnership in southeast Fort Worth and \$50,000 for the cost of the merger (Boys and Girls Clubs of Tarrant County Branding Initiative)	160,000
Brighter Outlook Foundation P O Box 50634 Fort Worth, TX 76105	509(a)(1)	Operational support for the community center in southeast Fort Worth	25,000
Camp Fire First Texas 2700 Meacham Blvd Fort Worth, TX 76137	509(a)(1)	Support for School Readiness Program (improves early childhood education in low-income neighborhoods in Fort Worth)	250,000
Cancer Care Services 623 South Henderson Fort Worth, TX 76104	509(a)(1)	Operational support for the delivery of cancer care services in Fort Worth	25,000
CareFlite 3110 S Great Southwest Pkwy Grand Prairie, TX 75052	509(a)(1)	Capital support for the purchase of 2 cardiac monitors	60,000
Carter BloodCare 2205 Highway 121 Bedford, TX 76021	509(a)(1)	Capital support for the upgrade and expansion of the molecular lab and clean room at the Bedford campus	240,000
Casa Manana, Inc 3101 W Lancaster Fort Worth, TX 76107	509(a)(2)	Support for educational programming and outreach services for youth in Tarrant County	50,000
CASA of Tarrant County, Inc 101 Summit Avenue, Suite 505 Fort Worth, TX 76102	509(a)(1)	Operational support to train and provide advocates to represent abused children in Tarrant County Family Court proceedings	115,000

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Cassata High School 1400 Hemphill Street Fort Worth, TX 76104	509(a)(1)	Operational support	75,000
Catholic Charities Diocese of Fort Worth 249 West Thornhill Drive Fort Worth, TX 76115	509(a)(2)	Operational support for a college completion initiative for students at Tarrant County College	50,000
Center for Nonprofit Management 6688 N Central Expressway, Suite 1025 Dallas, TX 75206	509(a)(2)	Operational support	75,000
Center for Reform of School Systems, Inc 448 West 19th Street, #509 Houston, TX 77008	509(a)(1)	Funding for a training program for members of school boards of large urban Texas school districts	100,000
Center for Transforming Lives 512 W 4th Street Fort Worth, TX 76102	509(a)(1)	Funding for an early childhood education program for low-income and homeless families in Tarrant County	85,000
Child Care Associates 3000 E Belknap St Fort Worth, TX 76111	509(a)(1)	Operational support for the pilot program to assess pre-K classroom performance	210,000
Christian Community Storehouse of Keller 12001 Katy Road Fort Worth, Texas 76244	509(a)(1)	Operational support for the weekend and summer meals program	5,000
Circle Theatre, Inc 230 W Fourth Street Fort Worth, TX 73109	509(a)(2)	Operational support for theatre programming	35,000
City of Fort Worth 4200 S Freeway, Suite 2200 Fort Worth, TX 76115	509(a)(1)	Operational support for the Rising Stars Youth Leadership Academy	15,000
Close Up Foundation 1330 Braddock Place, Suite 400 Alexandria, VA 22314	509(a)(1)	Operational support for the civics education program in Arlington ISD	10,000
CLC, Inc 555 North Grants Lane Fort Worth, TX 76108	509(a)(1)	Operational support for job training and placement program	200,000
Communities Foundation of Texas, Inc 5500 Caruth Haven Lane Dallas, TX 75225	509(a)(1)	Support for the 2018 North Texas Giving Day program	75,000
Communities in Schools, Fort Worth, Inc 5601 Bridge Street Fort Worth, TX 76112	509(a)(1)	Support the program to place counselors in public schools across Tarrant County	150,000
Community Food Bank 3000 Galvez Avenue Fort Worth, Texas 76111	509(a)(1)	Assistance for the holiday meal program	2,500
Community Foundation of North Texas 306 W 7th Street, Suite 850 Fort Worth, TX 76102	509(a)(1)	Support for the 100x25 Literacy Partnership	150,000
Community Foundation of North Texas 306 W 7th Street, Suite 850 Fort Worth, TX 76102	509(a)(1)	Funding for the opening of 20 IDEA charter schools on 10 campuses in Tarrant County	1,340,000
Community Foundation of North Texas 306 W 7th Street, Suite 850 Fort Worth, TX 76102	509(a)(1)	Funding for the "ToolBox Grants" program	25,000
Concilio 400 S Zang Boulevard, Suite 300 Dallas, TX 75208	509(a)(1)	Operational support for a parent training and engagement program in the Fort Worth ISD	22,000
Cornerstone Assistance Network 3500 Noble Avenue Fort Worth, TX 76111	509(a)(1)	Operational support for optical and medical clinics	100,000

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Covenant Classical School 1701 Windstar Way Fort Worth, Texas 76108	509(a)(1)	Operational support for the neighborhood revitalization project in the Como community	5,000
Cowboy Heritage Association of Fort Worth P O Box 136639 Fort Worth, TX 76136	509(a)(2)	Provide support for the scholarship program for children from farm and ranch families in Texas	10,000
Cristo Rey 2633 Altamesa Blvd Fort Worth, TX 76133	509(a)(2)	Provide start-up funding for new high school in southeast Fort Worth	400,000
Crohn's & Colitis Foundation, Inc 12801 N Central Expressway, Suite 530 Dallas, TX 75243	509(a)(1)	Operational support for the program for pediatric patients at Cook Children's Hospital	5,000
Cuisine for Healing 1614 Mistletoe Blvd Fort Worth, TX 76104	509(a)(1)	Funding for the expansion of the kitchen	10,000
Dallas Holocaust Museum 211 N Record Street, Suite 100 Dallas, TX 75202	509(a)(1)	Funding for Fort Worth ISD students to attend educational programs at the museum	25,000
Day Resource Center for the Homeless P O Box 0871 Fort Worth, Texas 76101	509(a)(1)	Operational support for health and human services for the homeless population in Fort Worth	50,000
Dream Outside the Box 4455 Camp Bowie Blvd, Suite 114-46 Fort Worth, TX 76107	509(a)(1)	Operational support for the youth mentoring program for elementary school students in Fort Worth	25,000
Dream Park PO Box 470517 Fort Worth, TX 76147	509(a)(1)	Capital support for the construction and equipping of playground in Trinity Park for children with disabilities	250,000
Educational First Steps 2100 Circle Drive, Suite 300 Fort Worth, Texas 76119	509(a)(1)	Support for the early childhood education program expansion in low-income neighborhoods in Tarrant County	200,000
Essilor Vision Foundation 13515 N Stemmons Fwy Dallas, TX 75235	509(a)(1)	Operational support for the program that provides prescription glasses for low-income children in Tarrant County public schools	50,000
Expanco 3005 Wichita Court Fort Worth, TX 76140	509(a)(1)	Capital support for the purchase of a forklift	25,000
Family Pathfinders 6550 Camp Bowie Blvd , Suite 111 Fort Worth, TX 76116	509(a)(1)	Operational support for the program that provides financial planning and coaching for individuals and families living in poverty	25,000
First3Years 15851 Dallas Parkway, #106 Addison, TX 75001	509(a)(1)	Operational support for Safe Babies Tarrant County	50,000
Fort Worth Adolescent and Young Adult Oncology Coalition P O Box 471332 Fort Worth, TX 76147	509(a)(1)	Operational support for the program providing specialized oncology care for adolescents in Tarrant County	80,000
Fort Worth Art Association 3200 Darnell Street Fort Worth, TX 76107	509(a)(1)	Operational support for the Modern Art Museum	750,000
Fort Worth Chamber Development Foundation 777 Taylor Street, Suite 900 Fort Worth, TX 76102	509(a)(1)	Funding for an inventory and audit of job training programs offered by area public school systems	36,500
Fort Worth Country Day School 4200 Country Day Lane Fort Worth, TX 76109	509(a)(1)	Support for the Breakthrough Fort Worth program during 2018	65,000
Fort Worth Hope Center 3625 E Loop 820 S Fort Worth, TX 76119	509(a)(1)	Support for the holiday food services provided to families in southeast Fort Worth	7,500

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Fort Worth Independent School District 100 N University Fort Worth, TX 76107	509(a)(1)	Capital support for the purchase of equipment and supplies for the integrated manufacturing lab at the Young Men's Leadership Academy	115,000
Fort Worth Independent School District 100 N University Fort Worth, TX 76107	509(a)(1)	Funding for John T. White Elementary School's 2018 Literacy Night	2,500
Fort Worth Independent School District 100 N University Fort Worth, TX 76107	509(a)(1)	Support for the student art competition to produce a design for an upright piano that will be sited in the main pavillion at Z Bonz Park	2,000
Fort Worth Independent School District 100 N University Fort Worth, TX 76107	509(a)(1)	Funding for in-school and after-school programming for students and parents at Manuel Jara Elementary School	40,300
Fort Worth ISD Education Foundation 4455 Camp Bowie Blvd Ste 114 PMB 149 Fort Worth, TX 76107	509(a)(1)	Operational support for the My Brother's Keeper program	15,000
Fort Worth Museum of Science and History 1501 Montgomery Street Fort Worth, TX 76107	509(a)(1)	Operational support	50,000
Fort Worth Museum of Science and History 1501 Montgomery Street Fort Worth, TX 76107	509(a)(1)	Operational support for the enrollment of Morningside children in "Museum School"	160,000
Fort Worth Opera Association 1300 Gendy Street Fort Worth, TX 76107	509(a)(1)	Operational support	100,000
Fort Worth Symphony Orchestra Association, Inc 330 E. Fourth Street, Suite 200 Fort Worth, TX 76102	509(a)(2)	Operational support	750,000
Fort Worth Teen Court, Inc 1000 Throckmorton Fort Worth, TX 76102	509(a)(1)	Operational support	10,000
Fort Worth Zoological Association 1989 Colonial Parkway Fort Worth, TX 76110	509(a)(2)	Operational support	300,000
Fredericksburg Education Initiative P O Box 2648 Fredericksburg, TX 78624	509(a)(1)	Capital support for the development of a rocket launch site in North Texas as part of a STEM curriculum for Texas public school students	100,000
Friends of Tiger Field 501 Weeping Willow Rockport, Texas 78382	509(a)(1)	In-kind contribution related to the rebuild of the Tiger Field youth sports complex in Rockport, TX	37,956
Gill Children's Services 555 Hemphill Street, Suite 200 Fort Worth, TX 76104	509(a)(1)	Operational support for the program providing individualized health and social services to poor children in Tarrant County	30,000
Girl Scouts of Texas Oklahoma Plains, Inc 4901 Briarhaven Road Fort Worth, TX 76109	509(a)(1)	Operational support for the Girl Scouts at School Program in Fort Worth	35,000
Girls Incorporated of Tarrant County 1226 E. Weatherford St Fort Worth, TX 76102	509(a)(1)	General support for "Operation SMART"	100,000
Grapevine Relief and Community Exchange 610 Shady Brook Drive Grapevine, TX 76099	509(a)(1)	Operational support for the Christmas programming for low-income residents	2,500
Guardianship Services, Inc P O Box 11481 Fort Worth, TX 76110	509(a)(1)	Funding to engage a consultant to develop a business plan for growing capacity	22,500

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Habitat for Humanity International, Inc Fort Worth Area 9333 N Normandale St Fort Worth TX 76116	509(a)(1)	Capital support to purchase and prep residential lots in Fort Worth's Morningside and Hillside neighborhoods	500,000
Hardin Simmons University 2200 Hickory Street Hsu Box 16034 Arlene TX 79698	509(a)(1)	Funding to pilot an after-school STEM education program at an Abilene ISD middle school	45,000
Helping Restore Ability 4300 Beltway Place, Suite 130 Arlington, TX 76018	509(a)(1)	Operational support for in-home support services for disabled patients	65,000
HI KIDS 7800 Swale Court Burleson, TX 78028	509(a)(1)	Support the social services program for high-risk kids in Fort Worth	32,500
Hispanic Wellness Coalition 3500 Camp Bowie Blvd, Suite 748 Fort Worth, Texas 76107	509(a)(1)	Operational support for the 2018 Hispanic Wellness Fair	7,500
Holdsworth Center 200 E Basse Rd Ste 201 San Antonio, TX 78209	509(a)(1)	Funding for an educational conference held by the Holdsworth Center at Southern Methodist University	5,000
Hope Fort Worth, Inc P O Box 122327 Fort Worth, TX 76121	509(a)(1)	Operational support for services provided to foster care families in Tarrant County	5,000
Hope Supply Co 10480 Shady Trail, Suite 104 Dallas, TX 75220	509(a)(1)	Operational support for delivery of social services to homeless children in Tarrant County	5,000
Housing Opportunities of Fort Worth, Inc 1065 W Magnolia, Suite B Fort Worth, TX 76104	509(a)(1)	Operational support for the homebuyer and homeowner counseling program in Tarrant County	40,000
I Can Still Shine Program 3313 Crites Street Richland Hills, TX 76118	509(a)(1)	Operational support for the program assisting domestic violence victims	25,000
Imagination Fort Worth, Inc 1300 Gendy Street Fort Worth, TX 76107	509(a)(1)	Operational support for the arts and cultural enrichment programs for students in North Texas schools in the amount of \$50,000, \$34,500 for the TAFA 2018 Teen Summer Workshop	84,500
Immunization Collaboration of Tarrant County P O Box 100192 Fort Worth, Texas 76185	509(a)(1)	Provide operational support for the immunization program for low-income children in Tarrant County	5,000
Intercollegiate Studies Institute 3901 Centerville Road Wilmington, DE 19807	509(a)(1)	Operational support for the Texas Leadership Project at Texas Christian University	50,000
James L West Presbyterian Special Care Center 1111 Summit Avenue Fort Worth, TX 76107	509(a)(1)	Operational support for the establishment of a program to train and certify nurse's aides in dementia care	158,500
Jubilee Players, Inc 506 Main Street Fort Worth, TX 76102	509(a)(1)	Operational support for programming	50,000
Just Say Yes P O Box 670863 Dallas, TX 75367	509(a)(2)	Operational support for the delivery of risk-avoidance educational programming in Tarrant County schools	80,000
Justin's Place 4255 Bryant Irvin Road Suite 204 Fort Worth, TX 76109	509(a)(1)	Operational support for the program that provides social, educational, and job training services for low-income and unemployed women and young children in the Stop 6 neighborhood in east Fort Worth	48,000
Kids Hope USA, Inc 1800 W Freeway, Suite E Fort Worth, TX 76102	509(a)(1)	Operational support for mentoring programs serving students in Tarrant County elementary schools	50,000
Kids Who Care, Inc 1300 Gendy Street Fort Worth, TX 76107	509(a)(1)	Operational support for the performing arts education program	50,000

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The Ladder Alliance, Inc 1100 Hemphill Street, Suite 302 Fort Worth, TX 76104	509(a)(1)	Operational support for the entry-level job training program for disadvantaged women in Tarrant County	50,000
Latin Arts Association 1440 North Main Street Fort Worth, TX 76164	509(a)(1)	Operational support for the Rose Marine Theatre	40,000
Leadership Fort Worth P O Box 11371 Fort Worth, TX 76110	509(a)(1)	Provide assistance with transportation costs for the "LeaderKids" program	7,850
Leadership Fort Worth P O Box 11371 Fort Worth, TX 76110	509(a)(1)	Funding for the start-up of BoardBuild, an organization to improve corporate governance for nonprofits in Tarrant County	25,000
Leadership ISD 1800 North Lamar Street Dallas, TX 75202	509(a)(1)	Operational support for the public school leadership development program in Tarrant County	150,000
Learning Center of North Texas 101 Summit Avenue, Suite 612 Fort Worth, TX 76102	509(a)(1)	Operational support for educational services for children and adults with learning differences	70,000
Lena Pope Home, Inc 3200 Sanguinet St Fort Worth, TX 76107	509(a)(1)	Capital support for the construction of a new charter middle school in south Fort Worth	250,000
Lena Pope Home, Inc 3200 Sanguinet St Fort Worth, TX 76107	509(a)(1)	Operational support for programming in support of the charter school mission in Fort Worth	5,100
Live Thankfully, Inc 4901 Bryant Irvin Road, Suite 300 Fort Worth, TX 76107	509(a)(1)	Operational support for the youth leadership development program	25,000
Lumin Education 924 Wayne Street Dallas, TX 75223	509(a)(1)	Operational support for the Bachman Lake Community School	75,000
Make-A-Wish Foundation of North Texas 3509 Hulen Street, Suite 200 Fort Worth, TX 76107	509(a)(1)	Funds to be used as "wishes" for children in North Texas who have life-threatening illnesses	15,000
Meals on Wheels, Inc 320 South Freeway Fort Worth, TX 76104	509(a)(1)	Operational support for the home delivery meal program in Tarrant County	60,000
Methodist Justice Ministry of First United Methodist Church 750 West Fifth Street Fort Worth, TX 76102	509(a)(1)	Funding to hire a consultant to develop a business plan	10,000
Methodist Justice Ministry of First United Methodist Church 750 West Fifth Street Fort Worth, TX 76102	509(a)(1)	Operational support for the program providing legal assistance to battered women and children in Fort Worth	50,000
Mid-Cities Learning Center, Inc 12500 S Pipeline Rd Euless, TX 76040	509(a)(1)	Capital support to develop and equip a sculpture studio for middle and high school students	20,000
Military Child Education Coalition 909 Mountain Lion Circle Harker Heights, TX 76548	509(a)(1)	Operational support for school counseling services to children of active-duty military families in Texas	35,000
Mimir Chamber Music Festival P O Box 470839 Fort Worth, TX 76147	509(a)(1)	Operational support for the chamber music festival hosted at Texas Christian University	15,000
Mission Metroplex, Inc 210 W South Street Arlington, TX 76010	509(a)(1)	Support for a portion of the medical director's salary	35,000
Multicultural Alliance 500 West 7th Street, Suite 1707, Unit 15 Fort Worth, TX 76102	509(a)(1)	Operational support for the community building program in Tarrant County	20,000

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Muslim Community Center for Human Services 7600 Glenview Dr Richland Hills, TX 76180	509(a)(1)	Operational support for the delivery of health and human services in the center	5,000
The National Cowgirl Museum and Hall of Fame, Inc 1720 Gendy Street Fort Worth, TX 76107	509(a)(1)	Operational support	100,000
New Key School 3947 East Loop 820 South Fort Worth, TX 76119	509(a)(1)	Funding for the start-up of the Empowerment and Resource Center	35,000
New Key School 3947 East Loop 820 South Fort Worth, TX 76119	509(a)(1)	Capital support for construction of the Key Center for Learning Differences	1,000,000
New Teacher Project, Inc 500 7th Avenue, 8th Floor New York, NY 10018	509(a)(1)	Support for the review and analysis of the teacher and leader talent landscape in Tarrant County	45,000
North Texas Healthy Communities 612 E Lamar Boulevard, Ste 300 Arlington, TX 76011	509(a)(1)	Funding for the celebration of the City of Fort Worth's certification as a Blue Zones Community	10,000
Northside Inter-Community Agency, Inc 1600 Circle Park Blvd Fort Worth, TX 76164	509(a)(1)	Operational support for the programs providing assistance to low-income residents on the North Side of Fort Worth	50,000
Pacific Youth Correctional Ministries PO Box 8875 Redlands, CA 92375	509(a)(1)	Provide operational support for the program providing chaplaincy services in youth incarceration facilities in Tarrant County	5,000
Parenting Center 2928 W Fifth Street Fort Worth, TX 76107	509(a)(1)	Operational support for child abuse and neglect prevention programs in Tarrant County	100,000
Parks and Wildlife Foundation of Texas, Inc 2914 Swiss Avenue Dallas, TX 75204	509(a)(3) Type I	Capital support to complete the engineering and design services for the Fulton Fishing Pier	100,000
Performing Arts Fort Worth, Inc 330 East 4th Street Fort Worth, TX 76102	509(a)(1)	Operational support for Bass Hall	100,000
Performing Arts Fort Worth, Inc 330 East 4th Street Fort Worth, TX 76102	509(a)(1)	Operational support for the Children's Education program	75,000
Pocket Theatre, Inc 1950 Silver Creek Road Fort Worth, TX 76108	509(a)(1)	Operational support	25,000
Presbyterian Night Shelter of Tarrant County P O Box 2645 Fort Worth, TX 76113	509(a)(1)	Operational support for services for women and children	50,000
Project Transformation National 4024 Caruth Blvd Dallas, TX 75225	509(a)(1)	Operational support for the second year of a summer literacy and life skills program for children living in poverty in east Fort Worth	60,000
Project Handup P O Box 398 Grapevine, TX 76099	509(a)(1)	Operational support for the early learning center opening at the Gatehouse	50,000
Read2Win, Inc 3651 Sycamore School Road Suite 400 Fort Worth, TX 76133	509(a)(1)	Operational support for the program which provides volunteer reading coaches for first grade students in the Fort Worth ISD	50,000
Reading Partners 2910 Swiss Avenue Dallas, TX 75204	509(a)(1)	Operational support for the literacy program serving elementary school students in southeast Fort Worth	75,000
Recovery Resource Council 2700 Airport Freeway Fort Worth, TX 76111	509(a)(1)	Operational support for 3 weeks of camp L4 for children in Tarrant County living in domestic violence and homeless shelters	36,000

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Rising Star Missionary Baptist Church of Fort Worth, Texas 4216 Avenue M Fort Worth, TX 76104	509(a)(1)	Support for a summer education program for youth in southeast Fort Worth	40,000
Rockport Hall of Fame Fund 421 West 3rd, Suite 800 Fort Worth, Texas 76102	509(a)(1)	Assistance to the city of Rockport in the rebuild of the youth sports complex in Memorial Park	750,000
Rockport Hall of Fame Fund 421 West 3rd, Suite 800 Fort Worth, Texas 76102	509(a)(1)	In-kind contribution related to the rebuild of the youth sports complex in Memorial Park in Rockport, TX	216,241
Rutledge Foundation 5608 Malvey Avenue, Suite 223 Fort Worth, TX 76107	509(a)(1)	Operational support for the services provided to adolescent and young adult cancer patients in Tarrant County	30,000
Safe City Commission 777 W Rosedale Street Fort Worth, TX 76104	509(a)(1)	Operational support for the crime prevention program in Fort Worth	125,000
SafeHaven of Tarrant County 8701 W Bedford Euless Road, Suite 600 Hurst, TX 76053	509(a)(1)	Operational support for the program that provides counseling services and shelter to domestic violence victims in Tarrant County	90,000
Salemanship Club Youth and Family Centers, Inc 106 East Tenth St Dallas, TX 75203	509(a)(1)	Operational support for the personnel costs associated with the improvement, codification and dissemination of the SEH education model developed out of the Fort Worth ISD pilot program	200,000
Saving Hope Foundation 950 Commerce Street Fort Worth, TX 76102	509(a)(1)	Support for the cat and dog spay and neutering program in Fort Worth	5,000
Special Olympics Texas, Inc 8701 Bedford Euless Rd, Suite 330 North Richland Hills, TX 76053	509(a)(1)	Operational support for the recreational and competitive athletic programs for special needs children and adults in Tarrant County	5,000
Star-Telegram Charities, Inc P O Box 1870 Fort Worth, Texas 76101	509(a)(1)	Operational support for the 2018 GoodFellow Fund	10,000
Tarrant Area Food Bank 2600 Cullen Street Fort Worth, TX 76107	509(a)(1)	Operational support	50,000
Tarrant County Black Historical and Genealogical Society 1020 E Humbolt Street Fort Worth, TX 76104	509(a)(1)	Support for the annual Tarrant County Harambee Festival	5,000
Teach for America, Inc 600 N Pearl Street, Suite S-2300 Dallas, TX 75201	509(a)(1)	Support the expansion of the program in Tarrant County schools	196,713
Teaching Trust 1825 Market Center Blvd, Suite 260 Dallas, TX 75207	509(a)(1)	Support for the Principal Preparation Program serving North Texas schools	200,000
Texas Ballet Theater, Inc 1540 Mall Circle Fort Worth, TX 76116	509(a)(2)	Operational support	125,000
Texas Book Festival 1023 Springdale Road Building 14, Suite B Austin, TX 78721	509(a)(1)	Operational support for the Reading Rock Stars program in the Fort Worth ISD	10,000
Texas Christian University TCU Box 297044 Fort Worth, TX 76129	509(a)(1)	\$75,000 in support of the Principal Training Program for Tarrant County public school principals, \$50k for operational support for the LiNK project	125,000
Texas Engineering Foundation Box 2145 Austin, TX 78768	509(a)(2)	Operational support for the MATHCOUNTS program	20,000

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PART XV-3a - GRANTS PAID DURING 2018

<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Texas Health Resources Foundation 612 E Lamar Blvd, Suite 300 Arlington, Texas 76011	509(a)(1)	Funding for the start-up and operating costs of the Texas Health Sports Medicine Research Institute	250,000
Texas State Historical Association 3001 Lake Austin Blvd Ste 3 116 Austin, TX 78703	509(a)(1)	Assistance to upgrade digital infrastructure, which supports Texas history education programming for youth and adults across Texas	50,000
Texas Tribune 823 Congress Avenue, Suite 1400 Austin, TX 78701	509(a)(1)	Support for the news coverage of public education issues in Texas	50,000
Texas Winds Musical Outreach 6211 W Northwest Hwy, Suite C250-B Dallas, TX 75225	509(a)(1)	Provide operational support for the program to send professional musicians out to play for senior citizens in hospitals, senior centers and senior residential facilities in Tarrant County	2,500
Union Gospel Mission PO Box 1957 Fort Worth, TX 76101-1957	509(a)(1)	Capital support for the construction of the Vineyard, a facility to provide affordable long-term housing for previously homeless individuals and families	100,000
United Community Centers 1200 E Maddox Street Fort Worth, TX 76104	509(a)(1)	Operational support youth educational programs at the community centers	90,000
United Way of Tarrant County P O Box 4448 Fort Worth, TX 76164	509(a)(1)	\$147,676 in support for the launch of the LVTRise program, which will provide after-school and holiday programming for the children in west Fort Worth, \$100,000 for operational support for the 2018 campaign	247,676
Unity Unlimited, Inc 2119 HARRISON AVE FORT WORTH, TX 76110	509(a)(1)	Operational support for the Juneteenth Festival in Fort Worth	2,500
University of North Texas Foundation 1155 Union Circle, #311250 Denton, TX 76203	509(a)(1)	Operational support for the "Teach North Texas" teacher preparation program	50,000
University of Texas at Austin 2901 N IH-35, Suite 4 100 Austin, TX 78722	509(a)(1)	\$265,000 in support of the University Leadership Network program, \$65,000 for the expansion of the Jefferson Scholars program	330,000
University of Texas at San Antonio 501 W Durango Blvd San Antonio, TX 78207	509(a)(1)	Operational support for the North Texas programs of TexPrep, a summer mathematics education program	37,500
UNTHSC Foundation 3500 Camp Bowie Blvd Fort Worth, TX 76107	509(a)(1)	Capital support for the construction and equipping of the International Research and Education Building	1,000,000
Uplift Education 1825 Market Center, Suite 500 Dallas, TX 75207	509(a)(1)	\$670k to support the expansion of Uplift charter schools in Tarrant County, \$140k for funding to hire two new teacher aides and for professional development for teachers at Meridian Prep School	810,000
Van Cliburn Foundation, Inc 201 Main Street, Suite 100 Fort Worth, TX 76102	509(a)(2)	Operational support for the 2018 Concert Series	50,000
W Oscar Neuhaus Memorial Foundation 4433 Bissonnet Bellaire, TX 77401	509(a)(1)	Operational support for Fort Worth ISD teacher training for literacy education for special needs students	100,000
What About Remembering Me Center, Inc 809 Lipscomb Street Fort Worth, TX 76104	509(a)(1)	Support for the grief support program	50,000
Women's Center of Tarrant County, Inc 1723 Hemphill Street Fort Worth, TX 76110	509(a)(1)	Support for the Employment Solutions Program, which assists low-income and unemployed women and men in Tarrant County with job training and placement	75,000
YMCA of Metropolitan Fort Worth 512 Lamar Street, Suite 400 Fort Worth, TX 76102	509(a)(2)	Operational support for the McDonald branch	45,000
YMLA Community Advisory Board 3500 Miller Ave Fort Worth, TX 76119	509(a)(1)	Funding for a discretionary account for unbudgeted expenses for the Young Men's Leadership Academy	2,000

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<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Your Best Pathway to Health 9903 Cloverlan Hills Drive Ooltewah, TN 37363	509(a)(1)	Operational support for a health fair event planned for Tarrant County residents	3,000
Youth Orchestra of Greater Fort Worth 4401 Trail Lake Drive Fort Worth, TX 76109	509(a)(1)	Support for the early childhood music education program	25,000
			<u>\$19,751,668</u>

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PART XV-3b - GRANTS APPROVED DURING 2018 AND UNPAID AS OF 12/31/2018

<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Baylor College of Medicine Office of Institutional Advancement and Alumni Affairs MSC #800 P O Box 7976 Houston, TX 77210	509(a)(1)	Support for research in otorhinolaryngology to improve immunotherapy treatments for head and neck cancer patients	75,000
Baylor College of Medicine Office of Institutional Advancement and Alumni Affairs MSC #800 P O Box 7976 Houston, TX 77210	509(a)(1)	Support for research called "Studies in Ocular Infections"	50,000
Baylor College of Medicine Office of Institutional Advancement and Alumni Affairs MSC #800 P O Box 7976 Houston, TX 77210	509(a)(1)	Support for research in ophthalmology to provide better outcomes for patients who undergo cataract surgery and other ophthalmic procedures	75,000
Baylor College of Medicine Office of Institutional Advancement and Alumni Affairs MSC #800 P O Box 7976 Houston, TX 77210	509(a)(1)	Support for program in medicine and pharmacology (clinical care efforts in the Comprehensive Healthcare Clinic)	100,000
Baylor College of Medicine Office of Institutional Advancement and Alumni Affairs MSC #800 P O Box 7976 Houston, TX 77210	509(a)(1)	Support for the research on the role of carbohydrate metabolic disorders on women's health and reproductive potential to improve treatment outcomes over the age continuum	75,000
Botanical Research Institute of Texas, Inc 1700 N University Drive Fort Worth, TX 76107	509(a)(3) Type III Functionally-Integrated Supporting	Operational support	300,000
Community Foundation of North Texas 306 W 7th Street, Suite 850 Fort Worth, TX 76102	509(a)(1)	Funding for the opening of 20 IDEA charter schools on 10 campuses in Tarrant County	1,340,000
Cristo Rey 2633 Altamesa Blvd Fort Worth, TX 76133	509(a)(2)	Operational support for a new high school in southeast Fort Worth	300,000
Fort Worth Art Association 3200 Darnell Street Fort Worth, TX 76107	509(a)(1)	Operational support for the Modern Art Museum	750,000
Fort Worth Museum of Science and History 1501 Montgomery Street Fort Worth, TX 76107	509(a)(1)	Operational support	150,000
Fort Worth Opera Association 1300 Gendy Street Fort Worth, TX 76107	509(a)(1)	Operational support	100,000
Fort Worth Symphony Orchestra Association, Inc 330 E Fourth Street, Suite 200 Fort Worth, TX 76102	509(a)(2)	Operational support	750,000
Great Hearts Academy 824 Broadway Street, Suite 101 San Antonio, TX 78215	509(a)(2)	Funding for the start-up operating costs and expenses for three K-12 academies in Tarrant County	701,250
James L. West Presbyterian Special Care Center 1111 Summit Avenue Fort Worth, TX 76107	509(a)(1)	Operational support for the establishment of a program to train and certify nurse's aides in dementia care	123,500
The National Cowgirl Museum and Hall of Fame, Inc 1720 Gendy Street Fort Worth, TX 76107	509(a)(1)	Operational support	100,000
Performing Arts Fort Worth, Inc 330 East 4th Street	509(a)(1)	Operational support for the Children's Education program	75,000

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<u>GRANTEE</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Fort Worth, TX 76102			
Rockport Hall of Fame Fund 421 West 3rd, Suite 800 Fort Worth, Texas 76102	509(a)(1)	Capital support for the construction of the youth sports complex and supporting facilities and amenities in Memorial Park in Rockport, TX	425,000
Safe City Commission 777 W Rosedale Street Fort Worth, TX 76104	509(a)(1)	Operational support for the crime prevention program in Fort Worth	125,000
Texas Ballet Theater, Inc 6845 Green Oaks Road Fort Worth, TX 76116	509(a)(2)	Operational support	125,000
Texas Christian University TCU Box 297044 Fort Worth, TX 76129	509(a)(1)	Support for the Principal Training Program for Tarrant County public school principals	75,000
United Way of Tarrant County P O Box 4448 Fort Worth, TX 76164	509(a)(1)	Operational support for the yearly campaign	100,000
Uplift Education 1825 Market Center, Suite 500 Dallas, TX 75207	509(a)(1)	Support for the expansion of Uplift charter schools in Tarrant County	670,000
Van Cliburn Foundation, Inc 201 Main Street, Suite 100 Fort Worth, TX 76102	509(a)(2)	Support for the Van Cliburn Concert series	50,000
			<u>\$6,634,750</u>