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EXTENDED TO NOVEMBER 16, 2020

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. 1545-0047

2019

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2019 or tax year beginning

, and ending

Name of foundation
ANNE T. AND ROBERT M. BASS FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
201 MAIN STREET 2300

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

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation **04**
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 95,223,376.**

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) _____

A Employer identification number
75-2001892

B Telephone number
(817) 390-8400

C If exemption application is pending, check here ☐ **6**

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	1,272,038.	958,188.		STATEMENT 1
4	Dividends and interest from securities	536,332.	536,332.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	4,363,132.			
b	Gross sales price for all assets on line 6a	25,511,721.			
7	Capital gain net income (from Part IV, line 2)		4,363,132.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	364,042.	135,239.		STATEMENT 3
12	Total. Add lines 1 through 11	6,535,544.	5,992,891.		
13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 4	4,239.	4,239.		0.
b	Accounting fees				
c	Other professional fees				
17	Interest	173,020.	55,716.		0.
18	Taxes STMT 5	69,933.	14,549.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 6	392,482.	380,037.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	639,674.	454,541.		0.
25	Contributions, gifts, grants paid	6,167,891.			6,167,891.
26	Total expenses and disbursements. Add lines 24 and 25	6,807,565.	454,541.		6,167,891.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-272,021.			
b	Net investment income (if negative, enter -0-)		5,538,350.		
c	Adjusted net income (if negative, enter -0-)			N/A	

60 Received in
Batching Open
JAN 04 2021

3/4

SCANNED MAY 07 2021

Part II. Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		35,198,135.	31,602,373.	31,602,373.
	3	Accounts receivable ▶ 17,991,493.				
		Less: allowance for doubtful accounts ▶		295,132.	17,991,493.	17,991,493.
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 7		10,007,634.	14,451,311.	14,589,484.
	c	Investments - corporate bonds				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶				
12		Investments - mortgage loans				
13		Investments - other STMT 8		44,159,476.	24,197,182.	30,998,022.
14		Land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
15		Other assets (describe ▶ FEDERAL INCOME TAX)		0.	42,004.	42,004.
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		89,660,377.	88,284,363.	95,223,376.
17		Accounts payable and accrued expenses		1,383.		
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)		4,576,212.	3,372,751.	
	23	Total liabilities (add lines 17 through 22)		4,577,595.	3,372,751.	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ <input type="checkbox"/>					
	and complete lines 24, 25, 29, and 30.					
	24	Net assets without donor restrictions				
	25	Net assets with donor restrictions				
	Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 26 through 30.					
	26	Capital stock, trust principal, or current funds		0.	0.	
	27	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
28	Retained earnings, accumulated income, endowment, or other funds		85,082,782.	84,911,612.		
29	Total net assets or fund balances		85,082,782.	84,911,612.		
30	Total liabilities and net assets/fund balances		89,660,377.	88,284,363.		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	85,082,782.
2	Enter amount from Part I, line 27a	2	-272,021.
3	Other increases not included in line 2 (itemize) ▶ PRIOR YEAR EXCISE TAX ADJUSTMENT	3	100,851.
4	Add lines 1, 2, and 3	4	84,911,612.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	84,911,612.

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Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENTS

(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			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	25,511,721.	21,148,589.	4,363,132.

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			
b			
c			
d			
e			4,363,132.

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	4,363,132.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2018	7,144,606.	92,734,392.	.077044
2017	8,493,488.	91,488,347.	.092837
2016	3,172,728.	94,071,305.	.033727
2015	4,325,440.	68,413,718.	.063225
2014	3,065,390.	84,606,601.	.036231

2 Total of line 1, column (d)	2	.303064
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	.060613
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	88,829,728.
5 Multiply line 4 by line 3	5	5,384,236.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	55,384.
7 Add lines 5 and 6	7	5,439,620.
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	6,167,891.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ASSTEAD GROUP PLC	P		06/18/19
b	PASSED THROUGH FROM EAM LONG-ONLY EMERGING MARKET	P		
c	PASSED THROUGH FROM LEGACY VENTURE IX, LLC	P		
d	PASSED THROUGH FROM LEGACY VENTURE VIII LLC	P		
e	PASSED THROUGH FROM LEGACY VENTURE VII, LLC	P		
f	PASSED THROUGH FROM LEGACY VENTURE VI (QP), LLC	P		
g	PASSED THROUGH FROM LEGACY VENTURE V (QP), LLC	P		
h	PASSED THROUGH FROM LEGACY VENTURE IV, LLC	P		
i	PASSED THROUGH FROM LEGACY VENTURES III, LLC	P		
j	PASSED THROUGH FROM BLUEPORT CAPITAL, LP	P		
k	HIGHSIDE OFFSHORE	P	12/31/13	01/25/19
l	MW GLOBAL OPPORTUNITIES FUND CLASS B	P	10/01/15	08/01/19
m	PASSED THROUGH FROM FARALLON CAPTAL INSTITUTIONAL	P		
n	SUNLANDS TECHNOLOGY GROUP FKA SUNLANDS ONLINE EDU	P		12/31/19
o	PUSHPAY HOLDINGS LTD	P		12/19/19

(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 2,788,654.		2,939,608.	-150,954.
b		19,534.	-19,534.
c		125.	-125.
d 14,869.			14,869.
e 107,231.			107,231.
f 437,962.			437,962.
g 224,654.			224,654.
h 531,954.			531,954.
i 21,614.			21,614.
j		85,255.	-85,255.
k 1,763.			1,763.
l 6,331,328.		5,000,000.	1,331,328.
m 24,774.			24,774.
n 116,959.		350,451.	-233,492.
o 1,204,954.		1,470,147.	-265,193.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-150,954.
b			-19,534.
c			-125.
d			14,869.
e			107,231.
f			437,962.
g			224,654.
h			531,954.
i			21,614.
j			-85,255.
k			1,763.
l			1,331,328.
m			24,774.
n			-233,492.
o			-265,193.

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

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	GROUPON INC	P	11/17/09	12/11/19
b	EVR HOLDINGS PLC	P	05/01/18	12/19/19
c	ENVESTNET INC	P		07/02/19
d	CARVANA CO	P		08/21/19
e	CARE.COM INC	P		12/11/19
f	CAPITAL ONE FINANCIAL CORP	P		06/13/19
g	COMCAST CORPORATION CLS A	P	01/02/18	12/11/19
h	CITIGROUP INC.	P		06/13/19
i	BOOKING HOLDINGS INC	P		03/04/19
j	ALLY FINANCIAL INC	P	07/07/06	12/11/19
k	RAYMOND JAMES FINANCIAL INC	P		07/01/19
l	PASSED THROUGH FROM HIMALAYA CAPITAL INVESTORS, L	P		
m				
n				
o				

(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 39,007.			39,007.
b 7,523.		22,818.	-15,295.
c 931,874.		502,072.	429,802.
d 4,803,711.		2,279,422.	2,524,289.
e 81,509.		50,470.	31,039.
f 1,378,914.		1,426,764.	-47,850.
g 874,690.		847,908.	26,782.
h 1,025,748.		929,087.	96,661.
i 1,641,102.		1,698,087.	-56,985.
j 33,601.		590,409.	-556,808.
k 2,746,480.		2,936,432.	-189,952.
l 140,846.			140,846.
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			39,007.
b			-15,295.
c			429,802.
d			2,524,289.
e			31,039.
f			-47,850.
g			26,782.
h			96,661.
i			-56,985.
j			-556,808.
k			-189,952.
l			140,846.
m			
n			
o			

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	4,363,132.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1 55,384.
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 55,384.
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 55,384.
6 Credits/Payments:		
a 2019 estimated tax payments and 2018 overpayment credited to 2019	6a 97,388.	
b Exempt foreign organizations - tax withheld at source	6b 0.	
c Tax paid with application for extension of time to file (Form 8868)	6c 0.	
d Backup withholding erroneously withheld	6d 0.	
7 Total credits and payments. Add lines 6a through 6d		7 97,388.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8 0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10 42,004.
11 Enter the amount of line 10 to be: Credited to 2020 estimated tax <input checked="" type="checkbox"/> 42,004. Refunded <input type="checkbox"/>		11 0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input checked="" type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the tax year beginning in 2019? 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

2

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ► N/A		
14 The books are in care of ► THOMAS W. WHITE Telephone no. ► (817) 390-8400		
Located at ► 201 MAIN STREET, SUITE 2600, FORT WORTH, TX ZIP+4 ► 76102		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	15 N/A	
16 At any time during calendar year 2019, 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?	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	N/A	
Organizations relying on a current notice regarding disaster assistance, check here	► <input type="checkbox"/>	
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 2019?	1b	
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)):	1c	X
a At the end of tax year 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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 2019?	4a	X
	4b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

N/A

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

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

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

6b

X

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

☐ Yes ☒ No

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

N/A

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

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

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

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

0

Form 990-PF (2019)

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2019)

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	21,261,425.
b	Average of monthly cash balances	1b	37,881,014.
c	Fair market value of all other assets	1c	31,040,026.
d	Total (add lines 1a, b, and c)	1d	90,182,465.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	90,182,465.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,352,737.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	88,829,728.
6	Minimum investment return. Enter 5% of line 5	6	4,441,486.

Part XI. Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	4,441,486.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	55,384.
b	Income tax for 2019. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	55,384.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,386,102.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,386,102.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,386,102.

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	6,167,891.
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	6,167,891.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	55,384.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,112,507.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				4,386,102.
2 Undistributed income, if any, as of the end of 2019			0.	
a Enter amount for 2018 only			0.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014				
b From 2015				
c From 2016				
d From 2017				
e From 2018	2,236,768.			
f Total of lines 3a through e	2,236,768.			
4 Qualifying distributions for 2019 from Part XII, line 4: ▶ \$ 6,167,891.			0.	
a Applied to 2018, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2019 distributable amount				4,386,102.
e Remaining amount distributed out of corpus	1,781,789.			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	4,018,557.			
a Corpus. Add lines 1f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	4,018,557.			
10 Analysis of line 9:				
a Excess from 2015				
b Excess from 2016				
c Excess from 2017				
d Excess from 2018	2,236,768.			
e Excess from 2019	1,781,789.			

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
WOODSIDE SCHOOL FOUNDATION 3195 WOODSIDE ROAD WOODSIDE, CA 94062	NONE	N/A	GENERAL	25,000.
WOMEN'S CENTER OF TARRANT COUNTY 1723 HEMPHILL FORT WORTH, TX 76110	NONE	N/A	GENERAL	25,000.
UNITED COMMUNITY CENTERS, INC 1200 E MADDOX AVE FORT WORTH, TX 76104	NONE	N/A	GENERAL	50,000.
THE WARM PLACE 809 LIPSCOMB STREET FORT WORTH, TX 76104	NONE	N/A	GENERAL	10,000.
THE SALVATION ARMY 8787 N STEMMONS FREEWAY, SUITE 800 DALLAS, TX 75247	NONE	N/A	GENERAL	25,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	6,167,891.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
THE EPIPHANY SCHOOL 154 CENTRE STREET DORCHESTER, MA 02124	NONE	N/A	GENERAL	100,000.
TEXAS HEALTH RESOURCES 612 E. LAMAR BLVD., SUITE 300 ARLINGTON, TX 76011	NONE	N/A	GENERAL	10,000.
TEXAS BALLET THEATER 1540 MALL CIRCLE FORT WORTH, TX 76116	NONE	N/A	GENERAL	4,500,000.
SAVING HOPE FOUNDATION 950 COMMERCE STREET FORT WORTH, TX 76102	NONE	N/A	GENERAL	5,000.
SAFEHAVEN TARRANT COUNTY 1010 N. CENTER STREET ARLINGTON, TX 76011	NONE	N/A	GENERAL	25,000.
PRESBYTERIAN NIGHT SHELTER P.O. BOX 2645 FORT WORTH, TX 76113	NONE	N/A	GENERAL	50,000.
NORTH CENTRAL TEXAS ACADEMY 3846 N HWY 144 GRANBURY, TX 76048	NONE	N/A	GENERAL	25,000.
NATIONAL MAIN STREET CENTER 53 W JACKSON BOULEVARD, SUITE 350 CHICAGO, IL 60604	NONE	N/A	GENERAL	38,041.
MOTHER CAROLINE ACADEMY & EDUCATION CENTER 515 BLUE HILL AVENUE DORCHESTER, MA 02121	NONE	N/A	GENERAL	25,000.
MEALS ON WHEELS 5740 AIRPORT FREEWAY HALTOM CITY, TX 76117	NONE	N/A	GENERAL	25,000.
Total from continuation sheets				6,032,891.

Part XV. Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MAINE COAST HERITAGE TRUST 1 BOWDOIN MILL ISLAND, SUITE 201 TOPSHAM, ME 04086	NONE	N/A	GENERAL	10,000.
LUCILLE PACKARD FOUNDATION FOR CHILDREN'S HEALTH 400 HAMILTON AVENUE, SUITE 340 PALO ALTO, CA 94301	NONE	N/A	GENERAL	100,000.
JAMES L WEST ALZHEIMER CENTER 1111 SUMMIT AVENUE FORT WORTH, TX 76102	NONE	N/A	GENERAL	10,000.
GOODWILL INDUSTRIES OF FORT WORTH, INC. PO BOX 15520 FORT WORTH, TX 76119	NONE	N/A	GENERAL	25,000.
GILL CHILDREN'S SERVICES 555 HEMPHILL STREET, SUITE 200 FORT WORTH, TX 76104	NONE	N/A	GENERAL	25,000.
FORT WORTH YOUTH ORCHESTRA 4401 TRAIL LAKE DRIVE FORT WORTH, TX 76109	NONE	N/A	GENERAL	50,000.
FORT WORTH MUSEUM OF SCIENCE AND HISTORY 1600 GENDY STREET FORT WORTH, TX 76107	NONE	N/A	GENERAL	50,000.
COLLEGE OF THE ATLANTIC 105 EDEN STREET BAR HARBOR, ME 04609	NONE	N/A	GENERAL	839,850.
CHILD STUDY CENTER 1300 WEST LANCASTER AVENUE FORT WORTH, TX 76102	NONE	N/A	GENERAL	25,000.
CENTER FOR TRANSFORMING LIVES 512 W 4TH STREET FORT WORTH, TX 76102	NONE	N/A	GENERAL	25,000.
Total from continuation sheets				

75-2001892

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

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

- | | | | |
|--|--|-----|----|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
| | | | |
| 1a(1) | | | X |
| 1a(2) | | | X |
| | | | |
| 1b(1) | | | X |
| 1b(2) | | | X |
| 1b(3) | | | X |
| 1b(4) | | | X |
| 1b(5) | | | X |
| 1b(6) | | | X |
| 1c | | | X |

[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
N/A		

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

**ASSISTANT
SECRETARY**

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

* Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BANK OF AMERICA	149,925.	149,925.	
BANK OF AMERICA	531,243.	531,243.	
BLUEPORT CAPITAL, LP	15,364.	15,364.	
EAM LONG-ONLY EMERGING MKTS			
FUND DELAWARE LP	6,350.	6,350.	
FARALLON CAPITAL INSTITUTIONAL PARTNERS LP	1,093.	1,093.	
FARALLON CAPITAL INSTITUTIONAL PARTNERS, LP	3,120.	3,120.	
HIMALAYA CAPITAL INVESTORS, LP	832.	832.	
JP MORGAN CHASE BANK	103,933.	103,933.	
LEGACY VENTURE III, LLC	812.	812.	
LEGACY VENTURE IV, LLC	7,401.	6,054.	
LEGACY VENTURE IX, LLC	189.	189.	
LEGACY VENTURE V (QP), LLC	1,906.	1,906.	
LEGACY VENTURE VI (QP), LLC	1,291.	1,291.	
LEGACY VENTURE VII, LLC	741.	741.	
LEGACY VENTURE VIII, LLC	1,361.	1,361.	
VARAGON FUND I, LP	446,477.	133,974.	
TOTAL TO PART I, LINE 3	1,272,038.	958,188.	

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ALLY FINANCIAL INC.	363.	0.	363.	363.	
BANK OF AMERICA	166,093.	0.	166,093.	166,093.	
BLUEPORT CAPITAL, LP	62,808.	0.	62,808.	62,808.	
EAM LONG-ONLY EMERGING MKTS FUND DELAWARE LP	6,678.	0.	6,678.	6,678.	
FARALLON CAPITAL INSTITUTIONAL PARTNERS, LP	1,305.	0.	1,305.	1,305.	
HIMALAYA CAPITAL INVESTORS, LP	53,115.	0.	53,115.	53,115.	
J.P. MORGAN SECURITIES LLC	83,798.	0.	83,798.	83,798.	
LEGACY VENTURE III, LLC	1,089.	0.	1,089.	1,089.	
LEGACY VENTURE IV, LLC	8,842.	0.	8,842.	8,842.	
LEGACY VENTURE V (QP), LLC	4,366.	0.	4,366.	4,366.	
LEGACY VENTURE VI (QP), LLC	544.	0.	544.	544.	
LEGACY VENTURE VII, LLC	367.	0.	367.	367.	
LEGACY VENTURE VIII LLC	48.	0.	48.	48.	
SIDECAR PARTNERS HOLDINGS LP	146,916.	0.	146,916.	146,916.	
TO PART I, LINE 4	536,332.	0.	536,332.	536,332.	

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	74.	74.	
PASSED THROUGH FROM BLUEPORT CAPITAL, LP	-3,317.	-3,317.	
PASSED THROUGH FROM LEGACY VENTURE III, LLC	179.	221.	
PASSED THROUGH FROM LEGACY VENTURE IV, LLC	-87.	1,110.	
PASSED THROUGH FROM LEGACY VENTURE V (QP), LLC	551.	551.	
PASSED THROUGH FROM LEGACY VENTURE VI (QP), LLC	-110.	-49.	
PASSED THROUGH FROM LEGACY VENTURE VII, LLC	-16.	-16.	
PASSED THROUGH FROM LEGACY VENTURE VIII LLC	-626.	-626.	
PASSED THROUGH FROM LEGACY VENTURE IX, LLC	-1.	-1.	
PASSED THROUGH FROM EAM LONG-ONLY EMERGING MARKETS FUND DELAWARE LP	49,443.	49,443.	
PASSED THROUGH FROM FARALLON CAPITAL INSTITUTIONAL PARTNERS, LP	-2,041.	-2,041.	
PASSED THROUGH FROM HIMALAYA CAPITAL INVESTORS, LP	-8,758.	-8,758.	
PASSED THROUGH FROM VARAGON FUND I, LP	328,751.	98,648.	
TOTAL TO FORM 990-PF, PART I, LINE 11	364,042.	135,239.	

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL SERVICES	4,239.	4,239.		0.
TO FM 990-PF, PG 1, LN 16A	4,239.	4,239.		0.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FRANCHISE TAX	900.	900.		0.
FOREIGN TAXES PASSED THROUGH FROM LEGACY VENTURE III, LLC	3,240.	3,240.		0.
FOREIGN TAXES PASSED THROUGH FROM LEGACY VENTURE IV, LLC	2,194.	2,194.		0.
FOREIGN TAXES PASSED THROUGH FROM LEGACY VENTURE V (QP), LLC	68.	68.		0.
FOREIGN TAXES PASSED THROUGH FROM LEGACY VENTURE VI (QP) LLC	1,465.	1,465.		0.
FOREIGN TAXES PASSED THROUGH FROM LEGACY VENTURE VII LLC	55.	55.		0.
FOREIGN TAXES PASSED THROUGH FROM FARALLON CAPITAL INSTITUTION PARTNERS, LP	5.	5.		0.
FOREIGN TAXES PASSED THROUGH FROM LEGACY VENTURE VIII LLC	103.	103.		0.
FOREIGN TAXES PASSED THROUGH FROM EAM LONG-ONLY EMERGING MARKETS FUND DELAWA	815.	815.		0.
FOREIGN TAXES PASSED THROUGH FROM HIMALAYA CAPITAL INVESTORS, LP	5,704.	5,704.		0.
FEDERAL EXCISE TAX EXPENSE	55,384.	0.		0.
TO FORM 990-PF, PG 1, LN 18	69,933.	14,549.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT 6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SEC 179 EXPENSE FROM LEGACY VENTURE IV, LLC	4.	0.		0.
OTHER DEDUCTIONS FROM BLUEPORT CAPITAL, LP	19.	19.		0.
OTHER DEDUCTIONS FROM LEGACY VENTURES III, LLC	3,066.	3,066.		0.
OTHER DEDUCTIONS FROM LEGACY VENTURE IV, LLC	29,546.	29,488.		0.
OTHER DEDUCTIONS FROM LEGACY VENTURE V (QP), LLC	34,702.	34,702.		0.
OTHER DEDUCTIONS FROM LEGACY VENTURE VI (QP), LLC	49,941.	49,929.		0.
OTHER DEDUCTIONS FROM LEGACY VENTURE VII, LLC	44,899.	44,899.		0.
OTHER DEDUCTIONS FROM LEGACY VENTURE VIII LLC	80,174.	80,062.		0.
OTHER DEDUCTIONS FROM LEGACY VENTURE IX, LLC	26,031.	26,031.		0.
OTHER DEDUCTIONS FROM EAM LONG-ONLY EMERGING MARKETS FUND DELAWARE LP	50,943.	50,943.		0.
OTHER DEDUCTIONS FROM FARALLON CAPITAL INSTITUTIONAL PARTNERS, LP	746.	746.		0.
OTHER DEDUCTIONS FROM GRADUATE HOTELS REAL ESTATE FUND III LP	12,833.	12,833.		0.
OTHER DEDUCTIONS FROM HIMALAYA CAPITAL INVESTORS, LP	4,797.	4,797.		0.
OTHER DEDUCTIONS FROM VARAGON FUND I, LP	29,374.	18,270.		0.
OTHER DEDUCTIONS NONDEDUCTIBLE EXPENSES FROM PASSTHROUGH	24,252.	24,252.		0.
	1,155.	0.		0.
TO FORM 990-PF, PG 1, LN 23	392,482.	380,037.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN STOCK	14,451,311.	14,589,484.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,451,311.	14,589,484.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN PARTNERSHIPS	FMV	24,197,182.	30,998,022.
TOTAL TO FORM 990-PF, PART II, LINE 13		24,197,182.	30,998,022.

FORM 990-PF	OTHER ASSETS		STATEMENT 9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FEDERAL INCOME TAX RECEIVABLE	0.	42,004.	42,004.
TO FORM 990-PF, PART II, LINE 15	0.	42,004.	42,004.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 10
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FEDERAL INCOME TAXES PAYABLE	3,461.	0.
ACCRUED CONTRIBUTIONS	4,572,751.	3,372,751.
TOTAL TO FORM 990-PF, PART II, LINE 22	4,576,212.	3,372,751.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ANNE T. BASS 201 MAIN STREET, SUITE 3100 FORT WORTH, TX 76102	DIRECTOR/PRESIDENT 0.00	0.	0.	0.
ROBERT M. BASS 201 MAIN STREET, SUITE 3100 FORT WORTH, TX 76102	DIRECTOR/VICE PRESIDENT 0.00	0.	0.	0.
J. TAYLOR CRANDALL 201 MAIN STREET, SUITE 3100 FORT WORTH, TX 76102	DIRECTOR/VP/SECRETARY/TREA 0.00	0.	0.	0.
JAY H. HEBERT 201 MAIN STREET, SUITE 3100 FORT WORTH, TX 76102	VICE PRESIDENT AND ASSISTA 0.00	0.	0.	0.
THOMAS W. WHITE 201 MAIN STREET, SUITE 3100 FORT WORTH, TX 76102	VICE PRESIDENT AND ASSISTA 0.00	0.	0.	0.
GARY W. REESE 201 MAIN STREET, SUITE 3100 FORT WORTH, TX 76102	VICE PRESIDENT AND ASSISTA 0.00	0.	0.	0.
BRYAN L. BARRETT 201 MAIN STREET, SUITE 3100 FORT WORTH, TX 76102	VICE PRESIDENT AND ASSISTA 0.00	0.	0.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0.	0.	0.
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