

Form 990-PF

Department of the Treasury  
Internal Revenue ServiceReturn of Private Foundation  
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning

, and ending

Name of foundation

**Tom and Charlene Marsh Family Foundation**

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

**300 Crescent Ct., Ste. 900**

Room/suite

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

**Dallas TX 75201**

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 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationI Fair market value of all assets at  
end of year (from Part II, col. (c),  
line 16) ► \$ **5,990,475**J Accounting method  Cash  Accrual  
 Other (specify)

(Part I, column (d) must be on cash basis )

A Employer identification number

**26-0177017**

B Telephone number (see instructions)

**214-880-4400**C If exemption application is pending, check here ► 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) (see instructions))(a) Revenue and  
expenses per  
books(b) Net investment  
income(c) Adjusted net  
income(d) Disbursements  
for charitable  
purposes  
(cash basis only)

<b>Revenue</b>  <b>Operating and Administrative Expenses</b>	1 Contributions, gifts, grants, etc., received (attach schedule)			
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments	3,732	3,732	
	4 Dividends and interest from securities	112,904	112,904	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	188,731		
	b Gross sales price for all assets on line 6a	189,435		
	7 Capital gain net income (from Part IV, line 2)		188,731	
	8 Net short-term capital gain			0
	9 Income modifications			
	10a Gross sales less returns and allowances			
	b Less Cost of goods sold			
	c Gross profit or (loss) (attach schedule)			
	11 Other income (attach schedule)	51,113		
	12 Total. Add lines 1 through 11	356,480	305,367	0
	13 Compensation of officers, directors, trustees, etc	0		
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)			
	c Other professional fees (attach schedule)	48,876	48,876	
	17 Interest	17,948	17,948	
	18 Taxes (attach schedule) (see instructions)	10,101	567	
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule)			
	24 Total operating and administrative expenses			
	Add lines 13 through 23	76,925	67,391	0
	25 Contributions, gifts, grants paid	707,700		707,700
	26 Total expenses and disbursements. Add lines 24 and 25	784,625	67,391	0
	27 Subtract line 26 from line 12	-428,145		
	a Excess of revenue over expenses and disbursements			
	b Net investment income (if negative, enter -0-)		237,976	
	c Adjusted net income (if negative, enter -0-)			0

619

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		End of year		
Assets		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash – non-interest-bearing	783,645	730,098	730,098
2	Savings and temporary cash investments			
3	Accounts receivable ►			
	Less allowance for doubtful accounts ►			
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 (att. schedule) ►			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments – U S and state government obligations (attach schedule)			
b	Investments – corporate stock (attach schedule)			
c	Investments – corporate bonds (attach schedule)			
11	Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach sch ) ►			
12	Investments – mortgage loans			
13	Investments – other (attach schedule) <b>See Statement 4</b>	5,888,856	5,260,377	5,260,377
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach sch ) ►			
15	Other assets (describe ►			
16	<b>Total assets</b> (to be completed by all filers – see the instructions Also, see page 1, item I)	6,672,501	5,990,475	5,990,475
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (descnbe ►			
23	<b>Total liabilities</b> (add lines 17 through 22) )	0	0	
Net Assets or Fund Balances				
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input type="checkbox"/>			
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	<b>Total net assets or fund balances</b> (see instructions)	6,672,501	5,990,475	
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	6,672,501	5,990,475	
		6,672,501	5,990,475	

**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	6,672,501
2	Enter amount from Part I, line 27a	2	-428,145
3	Other increases not included in line 2 (itemize) ► <b>See Statement 5</b>	3	-253,881
4	Add lines 1, 2, and 3	4	5,990,475
5	Decreases not included in line 2 (itemize) ►	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) – Part II, column (b), line 30	6	5,990,475

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Form 990-PF (2018) **Tom and Charlene Marsh Family**  
**Part IV Capital Gains and Losses for Tax on Investment Income**

26-0177017

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(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brck 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>STCG - Pshp Sch K-1</b>			<b>P</b>	<b>Various</b>	<b>Various</b>
b <b>LTCG - Pshp Sch K-1</b>			<b>P</b>	<b>Various</b>	<b>Various</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>704</b>	<b>-704</b>	
b <b>189,435</b>				<b>189,435</b>	
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a				<b>-704</b>	
b				<b>189,435</b>	
c					
d					
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	<b>188,731</b>	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

 Yes  No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	<b>702,818</b>	<b>6,377,734</b>	<b>0.110199</b>
2016	<b>597,700</b>	<b>6,769,487</b>	<b>0.088293</b>
2015	<b>538,500</b>	<b>6,967,193</b>	<b>0.077291</b>
2014	<b>472,637</b>	<b>7,627,603</b>	<b>0.061964</b>
2013	<b>470,200</b>	<b>7,597,817</b>	<b>0.061886</b>

2 Total of line 1, column (d)

2 **0.399633**

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 **0.079927**

4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5

4 **6,008,234**

5 Multiply line 4 by line 3

5 **480,220**

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 **2,380**

7 Add lines 5 and 6

7 **482,600**

8 Enter qualifying distributions from Part XII, line 4

8 **707,700**

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

**Part VI** **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <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>3</b> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr><td>1</td><td>2,380</td></tr> <tr><td>2</td><td>0</td></tr> <tr><td>3</td><td>2,380</td></tr> <tr><td>4</td><td>0</td></tr> <tr><td>5</td><td>2,380</td></tr> </table>	1	2,380	2	0	3	2,380	4	0	5	2,380
1	2,380											
2	0											
3	2,380											
4	0											
5	2,380											
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											
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-)											
3	Add lines 1 and 2											
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)											
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-											
6	<b>Credits/Payments</b>											
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a 3,618										
b	Exempt foreign organizations – tax withheld at source	6b										
c	Tax paid with application for extension of time to file (Form 8868)	6c 2,000										
d	Backup withholding erroneously withheld	6d										
7	Total credits and payments Add lines 6a through 6d	7 5,618										
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8										
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9										
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 3,238										
11	Enter the amount of line 10 to be <b>Credited to 2019 estimated tax</b> ►	11 Refunded ►										

**Part VII-A** **Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
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	1b <input checked="" type="checkbox"/>
c	Did the foundation file Form 1120-POL for this year?	1c <input checked="" type="checkbox"/>
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 ► \$ _____	2 <input checked="" type="checkbox"/>
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____	3 <input checked="" type="checkbox"/>
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	4a <input checked="" type="checkbox"/>
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	4b <input checked="" type="checkbox"/>
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	5 <input checked="" type="checkbox"/>
b	If "Yes," has it filed a tax return on Form 990-T for this year?	6 <input checked="" type="checkbox"/>
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>	7 <input checked="" type="checkbox"/>
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?	8b <input checked="" type="checkbox"/>
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	9 <input checked="" type="checkbox"/>
8a	Enter the states to which the foundation reports or with which it is registered See instructions ► <b>TX</b>	10 <input checked="" type="checkbox"/>
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	2 <input checked="" type="checkbox"/>
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the taxable year beginning in 2018? See instructions for Part XIV If "Yes," complete Part XIV	3 <input checked="" type="checkbox"/>
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	4 <input checked="" type="checkbox"/>

## Part VII-A Statements Regarding Activities (continued)

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  
 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  
 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

Website address ► **N/A**

14 The books are in care of ► **Marsh Operating Company**  
**300 Crescent Ct., Ste. 900**

Telephone no ► **214-880-4403**

TX

ZIP+4 ► **75201**► 

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

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?

See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►

	Yes	No
16	<input checked="" type="checkbox"/>	

## 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.

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?
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
- (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)?
- (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 )

b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions  
 Organizations relying on a current notice regarding disaster assistance, check here

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?

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?  
 If "Yes," list the years ► **20 20 20 20**

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions )

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here  
 ► **20 20 20 20**

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  
 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 )

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  
 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?

	Yes	No
1a	<input type="checkbox"/>	<input checked="" type="checkbox"/>
1b	<input type="checkbox"/>	<b>N/A</b>
1c		<input checked="" type="checkbox"/>
2b	<input type="checkbox"/>	<b>N/A</b>
3b	<input type="checkbox"/>	<b>N/A</b>
4a	<input type="checkbox"/>	<b>X</b>
4b		<b>X</b>

## 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Yes	No
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	5b
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
Tom F. Marsh 300 Crescent Ct., Ste. 900	Dallas TX 75201	Chairman-Dir 5.00	0	0
Charlene C. Marsh 300 Crescent Ct., Ste. 900	Dallas TX 75201	Pres-Dir 5.00	0	0
Joe Coffman 300 Crescent Ct., Ste. 900	Dallas TX 75201	Secr and VP 5.00	0	0
William E. Allen 300 Crescent Ct., Ste. 900	Dallas TX 75201	Treasurer 5.00	0	0

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

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

Total number of other employees paid over \$50,000 ► 0

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

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

**Total number of others receiving over \$50,000 for professional services** ►**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 (see instructions)**

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** ►Form **990-PF** (2018)

**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	0
b	Average of monthly cash balances	1b	839,353
c	Fair market value of all other assets (see instructions)	1c	5,260,377
d	<b>Total</b> (add lines 1a, b, and c)	1d	6,099,730
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	6,099,730
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	91,496
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,008,234
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	300,412

**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	300,412
2a	Tax on investment income for 2018 from Part VI, line 5	2a	2,380
b	Income tax for 2018 (This does not include the tax from Part VI )	2b	
c	Add lines 2a and 2b	2c	2,380
3	Distributable amount before adjustments Subtract line 2c from line 1	3	298,032
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	298,032
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	298,032

**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	707,700
b	Program-related investments – total from Part IX-B	1b	
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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	707,700
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	2,380
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	6	705,320
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

**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				298,032
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				
b From 2014				
c From 2015	150,049			
d From 2016	261,557			
e From 2017	390,695			
f Total of lines 3a through e	802,301			
4 Qualifying distributions for 2018 from Part XII, line 4 ► \$ 707,700				
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	409,668			298,032
e Remaining amount distributed out of corpus				
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.	1,211,969			
a Corpus Add lines 3b, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount – see instructions				
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)				
9 Excess distributions carryover to 2019 Subtract lines 7 and 8 from line 6a	1,211,969			
10 Analysis of line 9				
a Excess from 2014	150,049			
b Excess from 2015	261,557			
c Excess from 2016	390,695			
d Excess from 2017	409,668			
e Excess from 2018				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling				►			
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/>	4942(j)(3) or	<input type="checkbox"/>	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							(e) Total
	Tax year	Prior 3 years						
	(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))

**N/A**

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

**N/A****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

**N/A**

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

**N/A**

c Any submission deadlines

**N/A**

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

**N/A**

## 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 See Attached Exhibit I				707,700
Total			► 3a	707,700
b Approved for future payment N/A				
Total			► 3b	

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	3,732	
4	Dividends and interest from securities			14	112,904	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	188,731	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b	<u>Pshp ordinary income</u>			14	37,314	
c	<u>Pshp ordinary income</u>			14		
d						
e						
12	Subtotal Add columns (b), (d), and (e)		13,799		342,681	0
13	Total. Add line 12, columns (b), (d), and (e)			13		356,480

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

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



FAMFND7017 Tom and Charlene Marsh Family  
 26-0177017  
 FYE: 12/31/2018

**Federal Statements**

**Statement 1 - Form 990-PF, Part I, Line 11 - Other Income**

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
Pshp ordinary income	\$ 37,314	\$	\$
Pshp ordinary income	13,799		
<b>Total</b>	<b>\$ 51,113</b>	<b>\$ 0</b>	<b>\$ 0</b>

**Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees**

Description	Total	Net Investment	Adjusted Net
Partnership investment exp Sch K	\$ 48,876	\$ 48,876	\$
<b>Total</b>	<b>\$ 48,876</b>	<b>\$ 48,876</b>	<b>\$ 0</b>

**Statement 3 - Form 990-PF, Part I, Line 18 - Taxes**

Description	Total	Net Investment	Adjusted Net
Pshp Foreign Tax Sch K-1	\$ 567	\$ 567	\$
Federal taxes paid Form 990PF	4,534		
Federal taxes paid Form 990T	5,000		
<b>Total</b>	<b>\$ 10,101</b>	<b>\$ 567</b>	<b>\$ 0</b>

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26-0177017  
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**Federal Statements**

**Statement 4 - Form 990-PF, Part II, Line 13 - Other Investments**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
ILS Partners, LP	\$ 35,968	\$ 40,932		\$ 40,932
GT Offshore Fund, Ltd.	2,966,385	2,220,152		2,220,152
Congruent Cr Opp Fund II, LP	23,330	19,816		19,816
Headlands Cap Secondary Fund, LP	133,309	81,513		81,513
Congruent Cr Opp Fund III, LP	377,993	350,672		350,672
801 West Capital Fund, LP	1,242,775	1,232,075		1,232,075
Kayne Anderson Infra Inc Fund, LP	844,978	814,165		814,165
AG Energy Partners II, LP	264,118	501,052		501,052
Total	\$ 5,888,856	\$ 5,260,377		\$ 5,260,377

**Federal Statements****Statement 5 - Form 990-PF, Part III, Line 3 - Other Increases**

Description	Amount
Unrealized gain on investments	\$ -253,881
Total	\$ <u>-253,881</u>

Tom and Charlene Marsh Family Foundation  
December 31, 2018 26-0177017  
Form 990-PF, Part XV

Grants and Contributions Paid During the Year

Recipient	Foundation Status	Purpose	Amount
American Enterprise Institute 1150 17th St , NW Washington, DC 20036	509(a)(1)	Unrestricted gift	10,000
Charity Ball Association of San Antonio P O. Box 6708 San Antonio, TX 78209	509(a)(1)	Unrestricted gift	2,500
Council On Foreign Relations 58 East 68th Street New York, NY 10065	509(a)(1)	Council at 100 Unrestricted gift	50,000 50,000
The Crystal Charity Ball 30 Highland Park Village, Suite 206 Dallas, TX 75205	509(a)(1)	Unrestricted gift	10,700
Dallas Museum of Art 1717 North Harwood St Dallas, TX 75201	509(a)(1)	Unrestricted gift	5,000
Dallas Symphony Orchestra 2301 Flora Street Dallas, TX 75201	509(a)(1)	Unrestricted gift	15,000
Episcopal School of Dallas 4100 Merrell Road Dallas, TX 75229	509(a)(1)	Faculty Endowment Fund	60,000
Georgia O'Keeffe Museum 217 Johnson Street Santa Fe, NM 87501	509(a)(1)	Unrestricted gift	9,000
The Hockaday School 11600 Welch Road Dallas, TX 75229	509(a)(1)	Unrestricted gift	5,000
Kimbell Art Museum 3333 Camp Bowie Boulevard Fort Worth, TX 76107	509(a)(1)	Unrestricted gift	10,000
MD Anderson 1515 Holcombe Blvd Houston, TX 77030	509(a)(1)	Androgen Signaling Initiative	130,000
The Metropolitan Museum of Art 1000 Fifth Avenue New York, NY 10028	509(a)(1)	Unrestricted gift	15,000

Modern Art Museum of Fort Worth 3200 Darnell Street Fort Worth, TX 76107	509(a)(1)	Unrestricted gift	10,000
Museum of Modern Art 11 West 53 Street New York, NY 10019	509(a)(1)	Unrestricted gift	25,000
Museum of Nature and Science P O Box 151469 Dallas, TX 75315	509(a)(1)	Unrestricted gift	10,000
Nasher Sculpture Center 2001 Flora Street Dallas, TX 75201	509(a)(1)	Unrestricted gift	25,000
New York City Ballet 20 Lincoln Center New York, NY 10023	509(a)(1)	Unrestricted gift	10,000
New York University 70 Washington Square South New York, NY 10012	509(a)(1)	Unrestricted gift	5,000
Princeton University Box 46 Princeton, NJ 08543	509(a)(1)	Unrestricted gift	5,000
Saint Michael and All Angels Episcopal Church 8011 Douglas Dallas, TX 75225	509(a)(1)	Unrestricted gift	20,000
School Of American Ballet 70 Lincoln Center Plaza New York, NY 10023	509(a)(1)	Unrestricted gift	7,500
Southern Methodist University P O Box 750402 Dallas, TX 75275	509(a)(1)	Unrestricted gift	7,500
TITAS 2100 Ross Ave Suite 650 Dallas, TX 75201	509(a)(1)	Unrestricted gift	2,000
UCLA Foundation 10920 Wilshire Blvd , Ste 900 Los Angeles, CA 90024	509(a)(1)	Unrestricted gift	67,000
The University of Texas at Austin 110 Inner Campus Drive Austin, TX 78705	509(a)(1)	Internship Program Landmarks Fine Arts Council	5,000 10,000 1,500
University of Texas Southwestern Medical Foundation 5323 Harry Hines Boulevard Dallas, TX 75390	509(a)(1)	Sweetheart Ball Cognitive Disorders	25,000 100,000

707,700