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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

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

Name of foundation: THE GAYDEN FAMILY FOUNDATION

A Employer identification number: 75-6563143

Number and street (or P O box number if mail is not delivered to street address): 13727 NOEL ROAD — Room/suite: 1200

B Telephone number (see instructions): (972) 701-8377

City or town, state or province, country, and ZIP or foreign postal code: DALLAS, TX 75240

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

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

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] 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) ▶ $ 51,381,310.

J Accounting method: [X] 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)	4,048,330.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	790.	790.		
	4 Dividends and interest from securities	1,228,875.	1,228,875.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,276,456.			
	b Gross sales price for all assets on line 6a 5,764,532.				
	7 Capital gain net income (from Part IV, line 2)		1,302,389.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 1	130,786.	-48,791.		
	12 **Total.** Add lines 1 through 11	6,685,237.	2,483,263.		
Operating and Administrative Expenses	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) ATCH 2	10,846.	5,423.		5,423.
	c Other professional fees (attach schedule) [3]	15,572.	15,572.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [4]	73,754.	38,075.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	44,015.			
	24 **Total operating and administrative expenses.** Add lines 13 through 23	144,187.	59,070.		5,423.
	25 Contributions, gifts, grants paid	2,764,000.			2,764,000.
	26 Total expenses and disbursements Add lines 24 and 25	2,908,187.	59,070.	0.	2,769,423.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	3,777,050.			
	b **Net investment income** (if negative, enter -0-)		2,424,193.		
	c **Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	88,150.	77,839.	77,839.
	2 Savings and temporary cash investments	1,075,420.	2,056,214.	2,056,214.
	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 (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations (attach schedule)[6]	1,002,114.	1,341,805.	1,341,805.
	b Investments - corporate stock (attach schedule) ATCH 7	2,895,634.	2,909,199.	2,909,199.
	c Investments - corporate bonds (attach schedule) ATCH 8	6,887,831.	6,120,300.	6,120,300.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 9	41,277,801.	38,875,953.	38,875,953.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	53,226,950.	51,381,310.	51,381,310.
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 (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26, and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ X and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	53,226,950.	51,381,310.	
	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)	53,226,950.	51,381,310.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	53,226,950.	51,381,310.	

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	53,226,950.
2	Enter amount from Part I, line 27a	2	3,777,050.
3	Other increases not included in line 2 (itemize) ▶ ATCH 10	3	7,457.
4	Add lines 1, 2, and 3	4	57,011,457.
5	Decreases not included in line 2 (itemize) ▶ ATCH 11	5	5,630,147.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	51,381,310.

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)
1 a	SEE PART IV SCHEDULE			
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				

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				

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	1,302,389.
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	0.

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	2,337,750.	50,044,356.	0.046714
2016	1,971,462.	38,794,393.	0.050818
2015	1,660,577.	37,227,602.	0.044606
2014	1,858,149.	34,543,786.	0.053791
2013	1,541,300.	31,481,364.	0.048959

2	Total of line 1, column (d)	2	0.244888
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	0.048978
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	53,819,185.
5	Multiply line 4 by line 3	5	2,635,956.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	24,242.
7	Add lines 5 and 6	7	2,660,198.
8	Enter qualifying distributions from Part XII, line 4	8	2,769,423.

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

3

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	24,242.
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	
3	Add lines 1 and 2	3	24,242.
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	24,242.
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018 — 6a: 25,000.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 15,000.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	40,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	15,758.
11	Enter the amount of line 10 to be **Credited to 2019 estimated tax** ▶ 15,758. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		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	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		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?	6	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	7	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 *General Instruction G*? If "No," attach explanation	8b	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	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ STACY BROCK Telephone no ▶ 972-628-1678

Located at ▶ 13727 NOEL ROAD SUITE 1200 DALLAS, TX ZIP+4 ▶ 75240

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

			Yes	No
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶	N/A		

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	1b		X
	Organizations relying on a current notice regarding disaster assistance, check here N/A ▶ ☐			
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 ▶ , N/A , ,			
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		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ , N/A , ,			
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	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b		X

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

			Yes	No
5a	During the year, did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions	5b	N/A	
	Organizations relying on a current notice regarding disaster assistance, check here N/A ▶ ☐			
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?	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	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? ☐ 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
ATCH 12		0.	0.	0.

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0.
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 NONE	
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	
2	
All other program-related investments. See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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	52,434,041.
b	Average of monthly cash balances	1b	966,927.
c	Fair market value of all other assets (see instructions)	1c	1,237,799.
d	**Total** (add lines 1a, b, and c)	1d	54,638,767.
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	54,638,767.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	819,582.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	53,819,185.
6	**Minimum investment return.** Enter 5% of line 5	6	2,690,959.

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	2,690,959.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	24,242.		
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	557.		
c	Add lines 2a and 2b			2c	24,799.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,666,160.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,666,160.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	2,666,160.

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	2,769,423.
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:		
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	2,769,423.
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	24,242.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,745,181.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				2,666,160.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only				
b Total for prior years 20 16 ,20 15 ,20 14				
3 Excess distributions carryover, if any, to 2018				
a From 2013				
b From 2014				
c From 2015				
d From 2016 66,257.				
e From 2017				
f **Total** of lines 3a through e	66,257.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ $ 2,769,423.				
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2018 distributable amount				2,666,160.
e Remaining amount distributed out of corpus	103,263.			
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	169,520.			
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				
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	169,520.			
10 Analysis of line 9				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016 66,257.				
d Excess from 2017				
e Excess from 2018 103,263.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

ATTACHMENT 13

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 ▶ [X] 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 14				
Total . . . . ▶ **3a**				2,764,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	790.	
4 Dividends and interest from securities			14	1,228,875.	
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	1,276,456.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 15		15,032.		115,754.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		15,032.		2,621,875.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 2,636,907.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NONE

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

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

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/11/19 Title: Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KELLI ARCHIBALD				P00180332

Firm's name ▶ ERNST & YOUNG U.S. LLP — Firm's EIN ▶ 34-6565596

Firm's address ▶ 2 N CENTRAL AVE, STE 2300 PHOENIX, AZ 85004 — Phone no 602-322-3000

Form **990-PF** (2018)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P	VAR	VAR
5,764,532.		4,532,862.					1,231,670.	
		CAPITAL GAIN DISTRIBUTIONS PROPERTY TYPE: SECURITIES				P	VAR	VAR
44,786.							44,786.	
		CF CAPITAL US PRIVATE EQUITY PTRS IX LP PROPERTY TYPE: OTHER				P	VAR	VAR
		109.					-109.	
		CF CAPITAL US PRIVATE EQUITY PTRS IX LP PROPERTY TYPE: OTHER				P	VAR	VAR
25,607.							25,607.	
		CF CAPITAL US IX - 1231 GAIN PROPERTY TYPE: OTHER				P	VAR	VAR
		248.					-248.	
		CF CAPITAL US IX - 1256 GAIN PROPERTY TYPE: OTHER				P	VAR	VAR
		4.					-4.	
		CF CAPITAL US PRIVATE EQUITY PTRS X LP PROPERTY TYPE: OTHER				P	VAR	VAR
		5.					-5.	
		CF CAPITAL US PRIVATE EQUITY PTRS X LP PROPERTY TYPE: OTHER				P	VAR	VAR
692.							692.	
TOTAL GAIN(LOSS)							1,302,389.	

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	**Schedule of Contributors** ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF. ▶ Go to *www.irs.gov/Form990* for the latest information.	OMB No 1545-0047 **2018**

Name of the organization	Employer identification number
THE GAYDEN FAMILY FOUNDATION	75-6563143

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000, or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III

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

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

Name of organization THE GAYDEN FAMILY FOUNDATION

Employer identification number 75-6563143

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MR. & MRS. WILLIAM K. GAYDEN 13727 NOEL ROAD, STE 1200 DALLAS, TX 75240	$ 4,048,330.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization THE GAYDEN FAMILY FOUNDATION

Employer identification number 75-6563143

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	2,000 SHARES IDEXX LABORATORIES, INC.	$ 468,290.	07/10/2018
1	4,000 SHARES ECOLAB, INC.	$ 636,040.	11/07/2018
1	40,000 SHARES SGS SA ADR	$ 944,000.	11/30/2018
		$	
		$	
		$	

Name of organization THE GAYDEN FAMILY FOUNDATION

Employer identification number 75-6563143

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

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME	130,786.	-48,887.
IRC 965(A) INCOME		96.
TOTALS	130,786.	-48,791.

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEES	10,846.	5,423.		5,423.
TOTALS	10,846.	5,423.		5,423.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT FEES	15,572.	15,572.
TOTALS	15,572.	15,572.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX WITHHOLDING	38,075.	38,075.
FEDERAL TAX PAYMENTS	35,679.	
TOTALS	73,754.	38,075.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
AMORTIZATION		44,015.
	TOTALS	44,015.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 6

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
U.S TREASURY NOTE	1,341,805.	1,341,805.
US OBLIGATIONS TOTAL	1,341,805.	1,341,805.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AUTOMATIC DATA PROCESSING, INC.	236,016	236,016
AIR LEASE CORP	90,630	90,630
CME GROUP, INC.	376,240	376,240
COSTCO WHOLESALE CORPORATION	224,081	224,081
ECOOLAB INC	117,880	117,880
ALPHABET INC	207,122	207,122
IDEXX LABORATORIES, INC.	297,632	297,632
JOHNSON & JOHNSON	180,670	180,670
METTLER-TOLEDO INTERNATIONAL, INC.	282,790	282,790
RED HAT INC	351,280	351,280
VISA INC	316,656	316,656
VARIAN MEDICAL SYSTEMS, INC.	73,652	73,652
WABTEC CORP	154,550	154,550
TOTAL	2,909,199	2,909,199

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ABBVIE INC	48,652	48,652
AMAZON.COM INC	49,874	49,874
AMERICAN EXPRESS CREDIT	49,463	49,463
ANHEUSER-BUSCH INBEV FIN	98,340	98,340
ANHEUSER-BUSCH INBEV FIN	94,263	94,263
APPLE INC	96,693	96,693
APPLE INC	100,122	100,122
BANK OF AMERICA CORP SENIOR	50,277	50,277
BANK OF AMERICA CORP	69,424	69,424
BANK OF MONTREAL	99,950	99,950
CVS HEALTH CORP	99,314	99,314
CAPITAL ONE FINANCIAL CO	46,677	46,677
CISCO SYSTEMS INC	49,964	49,964
CITIGROUP INC	49,192	49,192
COMCAST CORP	75,761	75,761
COSTCO WHOLESALE CORP	24,729	24,729
DOWDUPONT INC	75,719	75,719
ENTERPRISE PRODUCTS OPER	108,841	108,841
FHLMC G0 7925 04%2045	30,428	30,428
FHLMC G0 8779 03 50%2047	182,773	182,773
FHLMC G0 8697 03%2046	302,605	302,605
FHLMC G0 8733 03 50%2046	164,690	164,690
FHLMC G1 8684 03%2033	145,755	145,755
FEDERAL HOME LOAN BANK	191,778	191,778
FEDERAL HOME LOAN BANK	244,288	244,288
FEDERAL FARM CREDIT BANK	195,202	195,202
FEDERAL HOME LN MTG CORP	346,700	346,700
FEDERAL NATL MTG ASSOC	443,732	443,732
FNMA PAH3431	20,419	20,419
FNMA PAL9432 03%2046	162,530	162,530
FNMA PAU3742	79,785	79,785
FNMA PAB1389 04 50%2040	46,747	46,747
FNMA PMA1490	50,206	50,206
FNMA PMA3088 04%2047	266,576	266,576
FNMA PAE0218 04 50%2040	58,357	58,357
FNMA PAE0949	51,317	51,317
GOLDMAN SACHS GROUP INC	129,761	129,761
HOME DEPOT INC	153,374	153,374
JPMORGAN CHASE & CO	50,901	50,901
JPMORGAN CHASE & CO	71,504	71,504
KINDER MORGAN ENER PART	99,953	99,953
LOCKHEED MARTIN CORP	49,615	49,615

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
METLIFE INC GLB	45,310	45,310
MICROSOFT CORP	49,424	49,424
MORGAN STANLEY	170,805	170,805
NORTHROP GRUMMAN CORP	96,765	96,765
ORACLE CORP	124,394	124,394
STATE STREET CORP	48,596	48,596
TEXAS INSTRUMENTS INC	24,798	24,798
UNITED TECHNOLOGIES CORP	45,028	45,028
UNITED TECHNOLOGIES CORP	64,745	64,745
UNITEDHEALTH GROUP INC	125,573	125,573
VERIZON COMMUNICATIONS	103,245	103,245
VISA INC	49,373	49,373
WAL-MART INC	75,773	75,773
WALGREENS BOOTS ALLIANCE	149,310	149,310
WELLS FARGO & COMPANY	120,917	120,917
TOTAL	6,120,300	6,120,300

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BLACKROCK ALLOCATION	229,418	229,418
BLACKROCK ALLOCATION	1,623,784	1,623,784
COMMONFUND CAPITAL US PE PARTNERS IX	747,862	747,862
COMMONFUND CAPITAL US PE PARTNERS X	258,897	258,897
DERMODY II	51,025	51,025
DOGE & COX INTERNATIONAL STOCK	1,914,854	1,914,854
FIDELITY INTL INDEX FID ADV	1,746,069	1,746,069
FIDELITY 500 INDEX ADV	3,329,201	3,329,201
ISHARES CORE MSCI EMERGING MARKETS	3,650,330	3,650,330
ISHARES CORE S&P SMALL CAP ETF	2,672,234	2,672,234
ISHARES CORE S&P 500 ETF	1,297,839	1,297,839
ISHARES MSCI EAFE SMALL CAP	1,187,168	1,187,168
SHORENSTEIN XII	25,860	25,860
STERLING III	41,339	41,339
TA XII	(7,363)	(7,363)
THACKERAY V	120,179	120,179
VANGUARD INST INDEX FUND INST	14,656,939	14,656,939
VANGUARD SMALL-CAP INDEX FUND	1,003,486	1,003,486
VANGUARD DEVELOPED MARKETS INDEX	4,326,831	4,326,831
TOTAL	38,875,953	38,875,953

ATTACHMENT 10

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
PY ACCRUED INCOME RECEIVED	7,457.
TOTAL	7,457.

ATTACHMENT 11

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
UNREALIZED BOOK LOSS ON STOCK		5,621,759.
ACCRUED INCOME NOT YET RECEIVED		8,388.
	TOTAL	5,630,147.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
WILLIAM K GAYDEN 13727 NOEL ROAD, #1200 DALLAS, TX 75240	CO-TRUSTEE 1.00	0.	0.	0.
CYNTHIA N GAYDEN 13727 NOEL ROAD, #1200 DALLAS, TX 75240	CO-TRUSTEE 1.00	0.	0.	0.
ELIZABETH G WILLIAMS 13727 NOEL ROAD, #1200 DALLAS, TX 75240	CO-TRUSTEE 1.00	0.	0.	0.
KATHERINE G KEENAN 13727 NOEL ROAD, #1200 DALLAS, TX 75240	CO-TRUSTEE 1.00	0.	0.	0.
STACY BROCK 13727 NOEL ROAD, #1200 DALLAS, TX 75240	DIRECTOR 1.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

ATTACHMENT 13

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

WILLIAM K. GAYDEN
CYNTHIA N. GAYDEN

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 15

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PARTNERSHIP INCOME	523000	15,032.	18	115,754.	
TOTALS		15,032.		115,754.	

Gayden Family Foundation
EIN 75-6563143
12/31/2018

Attachment 14

Name & Address	Relationship	Donee Status	Purpose	Amount
Alzheimer's Association Greater Dallas Chapter 4144 North Central Expressway Suite 750 Dallas, TX 75204	None	PC	General Funding	25,000
Art Museum of South Texas 1902 N. Shorline Corpus Christi, TX 78401	None	PC	Exhibition Publication	5,000
Austin Street Center PO Box 710729 Dallas, TX 75371	None	PC	General Funding	200,000
Baylor Health Care System Foundation 3600 Gaston Avenue, Barnett Tower, Ste 100 Dallas, TX 75246	None	PC	Celebrating Women Fund	5,000
Bo's Place 10050 Buffalo Speedway Houston, TX 77054	None	PC	General Funding	5,000
Carnegie Institution of Washington 1530 P Street NW Washington, DC 20005	None	PC	General Funding	10,000
CASETA PO Box 667487 Houston, TX 77266	None	PC	General Funding Exhibition Publication	5,000
Children's Medical Center 2777 Stemmons Freeway, Ste 1025 Dallas, TX 75207	None	PC	Food Allergy Research	100,000
Dallas CASA 2815 Gaston Avenue Dallas, TX 75226	None	PC	General Funding	50,000
The Dallas Woman's Club Foundation 7000 Park Lane Dallas, Texas 75225	None	PC	Scholarship	10,000
Episcopal High School 4650 Bissonnet Bellaire, TX 77401	None	PC	General Funding	10,000

Gayden Family Foundation
EIN 75-6563143
12/31/2018

Attachment 14

Name & Address	Relationship	Donee Status	Purpose	Amount
The Family Place PO Box 7999 Dallas, TX 75209	None	PC	General Funding	100,000
Food Allergy & Anaphylaxis Network 7925 Jones Branch Dr Suite 1100 McLean, VA 22102	None	PC	General Funding	25,000
Genesis Woman's Shelter 4411 Lemmon Ave Suite 201 Dallas, TX 75219	None	PC	General Funding	52,500
Highland Park Presbyterian Church 3821 University Blvd. Dallas, TX 75205	None	PC	General Funding Capital Campaign	450,000
Hockaday School 11600 Welch Road Dallas, Texas 75229	None	PC	Annual Fund	1,500
Humane Society of North Texas 1840 East Lancaster Fort Worth, Texas 76103	None	PC	General Funding	50,000
Intouch Ministries PO Box 620362 Atlanta, GA 30362	None	PC	General Funding	20,000
Kappa Alpha Theata Foundation 8740 Founders Rd Indianapolis, IN 46268	None	PC	Educational Scholarship Endowment Fund	10,000
Make a Wish Foundation of the Texas Gulf Coast & Lousiana 1604 Bissonnet Houston, TX 77005	None	PC	General Funding	5,000
Main Street Ministries 5100 Travis St Houston, TX 77002	None	PC	General Funding	20,000
National Eczema Association 4460 Redwood Highway Suite 16 - Box D San Rafael, CA 94903-1953	None	PC	General Funding	25,000

Gayden Family Foundation
EIN 75-6563143
12/31/2018

Attachment 14

Name & Address	Relationship	Donee Status	Purpose	Amount
Nehemiah Center, Inc. 5015 Fannin Houston, TX 77004	None	PC	General Funding	10,000
North Texas Food Bank 4500 S. Cockrell Hill Rd Dallas, TX 75236	None	PC	General Funding	100,000
Operation Kindness 3201 Earhart Drive Carrollton, TX 75006	None	PC	General Funding Capital Campaign	70,000
Panhandle Plains Historical Society 2503 Fourth Avenue, WTAMU Box 60967 Canyon, TX 79016	None	PC	Museum	120,000
Presbyterian School 5300 Main Street Houston, TX 77004	None	PC	General Funding Capital Campaign	520,000
Salvation Army 8787 N. Stemmons Freeway Suite 800 Dallas, TX 75247	None	PC	General Funding 2018 Hurricane Relief	150,000
Second Chance Farms PO Box 1085 Granbury, TX 76048	None	PC	General Funding	20,000
The Stewpot 408 Park Avenue Dallas, TX 75201	None	PC	General Funding	200,000
Straydog, Inc. P.O. Box 1465 Gun Barrel City, TX 75147	None	PC	General Funding	25,000
Texas Art Collectors Organization "TACO" 6466 Meadow Road Dallas, TX 75230	None	PC	General Funding	5,000
Texas Christian University 2800 S. University Drive Fort Worth, TX 76129	None	PC	Educational Scholarship Endowment Fund	100,000

Gayden Family Foundation
EIN 75-6563143
12/31/2018

Attachment 14

Name & Address	Relationship	Donee Status	Purpose	Amount
Trinity Christian Academy 17480 Dallas Pkwy, Ste 115 Dallas, TX 75287	None	PC	General Funding	45,000
Visiting Nurses Association 1440 W. Mockingbird Lane, Suite 500 Dallas, TX 75247-4929	None	PC	Meals on Wheels	200,000
Voice of Hope 4120 Gentry Drive Dallas, TX 75212	None	PC	General Funding	5,000
Youth Believing in Change 8574 Stults Road Dallas, TX 75243	None	PC	General Funding	10,000
Total Grants and Contributions				2,764,000