

Return of Organization Exempt from Income Tax

2001

Under Section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2001 calendar year, or tax year beginning Sep 1, 2001, and ending Aug 31, 2002

- B** Check if applicable
- Address change
 - Name change
 - Initial return
 - Final return
 - Amended return
 - Application pending

C Name of organization
The Gladney Fund

Number street (or P O box if mail is not delivered to street addr) Room/suite
6300 John Ryan Dr

City, Town or Country State ZIP code + 4
Fort Worth TX 76132

D Employer Identification Number
75-2414153

E Telephone number
(817) 922-5945

F Accounting method Cash Accrual
 Other (specify) _____

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ)

- H and I are not applicable to Section 527 organizations
- H (a)** Is this a group return for affiliates? Yes No
- H (b)** If yes enter number of affiliates **3**
- H (c)** Are all affiliates included? Yes No
(If no attach a list See instructions)
- H (d)** Is this a separate return filed by an organization covered by a group ruling? Yes No
- I** Enter 4 digit group GEN _____
- M** Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

G Web site **Gladneyfund.org**

J Organization type (check only one) 501(c) **3** (insert no) 4947(a)(1) or 527

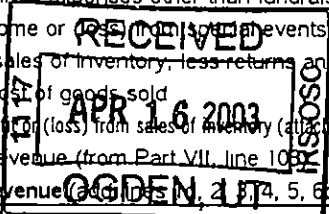
K Check here if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS, but if the organization received a Form 990 Package in the mail, it should file a return without financial data. **Some states require a complete return**

L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12 **6,059,821**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (see instructions)

1	Contributions, gifts, grants, and similar amounts received			
a	Direct public support	1a	5,301,734	
b	Indirect public support	1b	239,527	
c	Government contributions (grants)	1c		
d	Total (add lines 1a through 1c) (cash \$ 5,167,621 noncash \$ 373,640)	1d		5,541,261
2	Program service revenue including government fees and contracts (from Part VII, line 93)			2
3	Membership dues and assessments			3 33,994
4	Interest on savings and temporary cash investments			4
5	Dividends and interest from securities			5 484,566
6a	Gross rents	6a		
b	Less rental expenses	6b		
c	Net rental income or (loss) (subtract line 6b from line 6a)	6c		
7	Other investment income (describe _____)	7		
8a	Gross amount from sales of assets other than inventory	(A) Securities	(B) Other	
b	Less cost or other basis and sales expenses	8a		
c	Gain or (loss) (attach schedule)	8b		
d	Net gain or (loss) (combine line 8c, columns (A) and (B))	8c		8d
9	Special events and activities (attach schedule)			
a	Gross revenue (not including \$ _____ of contributions reported on line 1a)	9a		
b	Less direct expenses other than fundraising expenses	9b		
c	Net income or (loss) from special events (subtract line 9b from line 9a)	9c		
10a	Gross sales of inventory, less returns and allowances	10a		
b	Less cost of goods sold	10b		
c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c		
11	Other revenue (from Part VII, line 10b)	11		
12	Total revenue (add lines 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12		6,059,821
13	Program services (from line 44, column (B))	13		4,592,270
14	Management and general (from line 44, column (C))	14		437,969
15	Fundraising (from line 44, column (D))	15		781,653
16	Payments to affiliates (attach schedule)	16		
17	Total expenses (add lines 16 and 44, column (A))	17		5,811,892
18	Excess or (deficit) for the year (subtract line 17 from line 12)	18		247,929
19	Net assets or fund balances at beginning of year (from line 73, column (A))	19		27,889,571
20	Other changes in net assets or fund balances (attach explanation)	20		-1,563,888
21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21		26,573,612

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19

Part II Statement of Functional Expenses All organizations must complete column (A) Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others

Do not include amounts reported on line 6b 8b 9b 10b or 16 of Part I	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (att sch) (cash \$ 4,503,275 non cash \$ 87,500)	4,590,775	4,590,775		
23 Specific assistance to individuals (att sch)				
24 Benefits paid to or for members (att sch)				
25 Compensation of officers directors, etc	285,532		87,572	197,960
26 Other salaries and wages	259,759		99,925	159,834
27 Pension plan contributions	26,494		4,283	22,211
28 Other employee benefits	32,188		12,878	19,310
29 Payroll taxes	40,445		14,296	26,149
30 Professional fundraising fees				
31 Accounting fees	9,503		9,503	
32 Legal fees				
33 Supplies	35,077		16,922	18,155
34 Telephone	14,562		10,243	4,319
35 Postage and shipping	36,995		11,747	25,248
36 Occupancy	6,980		6,980	
37 Equipment rental and maintenance	4,366		1,629	2,737
38 Printing and publications	149,977		4,748	145,229
39 Travel	59,883		24,009	35,874
40 Conferences, conventions, and meetings	4,080		3,570	510
41 Interest				
42 Depreciation depletion, etc (attach schedule)				
43 Other expenses not covered above (itemize)				
a Donor recognition	24,890			24,890
b Board Meetings	9,593		9,593	
c Bank/CC fees	11,533		11,533	
d Dues/subscriptions	6,844		4,294	2,550
e See Other Expenses Stmt	202,416	1,495	104,244	96,677
44 Total functional expenses (add lines 22-43) Organizations completing columns (B) - (D), carry these totals to lines 13-15	5,811,892	4,592,270	437,969	781,653

Joint Costs Check if you are following SOP 98 2

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If 'Yes,' enter (i) the aggregate amount of these joint costs \$ _____, (ii) the amount allocated to program services \$ _____, (iii) the amount allocated to management and general \$ _____, and (iv) the amount allocated to fundraising \$ _____

Part III Statement of Program Service Accomplishments

What is the organization's primary exempt purpose? <input type="checkbox"/> Financial support for the Gladney Center for Adoption All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable (Section 501(c)(3) & (4) organizations & section 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants & allocations to others)	Program Service Expenses (Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts but optional for others)
a The Gladney Fund exists to provide continuous support to the Gladney Center. During the year its financial support assisted the Center in placing over 300 children with adoptive parents. (Grants and allocations \$ 1,589,978)	1,589,978
b The Fund raised funds to assist the Center in building new facilities to enable it to better serve the adoption process and to provide a better environment for the birth mothers. (Grants and allocations \$ 3,000,797)	3,000,797
c The Fund conducted outreach to help make the public more aware of the adoption choice for pregnant girls. Outreach was conducted through various school publications. (Grants and allocations \$ 1,495)	1,495
d _____ (Grants and allocations \$ _____)	
e Other program services (Grants and allocations \$ _____)	
f Total of Program Service Expenses (should equal line 44, column (B), program services)	4,592,270

Part IV Balance Sheets (See instructions)

Note		(A) Beginning of year		(B) End of year
ASSETS	45 Cash – non interest bearing	593,167	45	553,642
	46 Savings and temporary cash investments		46	
	47a Accounts receivable			
	b Less allowance for doubtful accounts	2,100	47c	
	48a Pledges receivable	6,190,852		
	b Less allowance for doubtful accounts	204,205	48c	5,986,647
	49 Grants receivable		49	
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)		50	
	51a Other notes & loans receivable (attach sch)			
	b Less allowance for doubtful accounts		51c	
	52 Inventories for sale or use		52	
	53 Prepaid expenses and deferred charges	92,646	53	3,200
	54 Investments – securities (attach schedule) L-54 Stmt <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	21,400,907	54	20,292,937
	55a Investments – land, buildings, & equipment basis			
b Less accumulated depreciation (attach schedule)		55c		
56 Investments – other (attach schedule)		56		
57a Land, buildings, and equipment basis				
b Less accumulated depreciation (attach schedule)		57c		
58 Other assets (describe ▶ _____)		58		
59 Total assets (add lines 45 through 58) (must equal line 74)	28,332,805	59	26,836,426	
LIABILITIES	60 Accounts payable and accrued expenses	443,234	60	262,814
	61 Grants payable		61	
	62 Deferred revenue		62	
	63 Loans from officers, directors, trustees, and key employees (attach schedule)		63	
	64a Tax-exempt bond liabilities (attach schedule)		64a	
	b Mortgages and other notes payable (attach schedule)		64b	
	65 Other liabilities (describe ▶ _____)		65	
66 Total liabilities (add lines 60 through 65)	443,234	66	262,814	
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74			
	67 Unrestricted	9,559,781	67	8,572,973
	68 Temporarily restricted	10,201,900	68	9,450,361
	69 Permanently restricted	8,127,890	69	8,550,278
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74			
	70 Capital stock, trust principal, or current funds		70	
	71 Paid in or capital surplus, or land, building, and equipment fund		71	
	72 Retained earnings, endowment, accumulated income, or other funds		72	
	73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72, column (A) must equal line 19 and column (B) must equal line 21)	27,889,571	73	26,573,612
	74 Total liabilities and net assets/fund balances (add lines 66 and 73)	28,332,805	74	26,836,426

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

BAA

Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return (See instructions)

Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return

a	Total revenue, gains, and other support per audited financial statements	a	4,583,433
b	Amounts included on line a but not on line 12, Form 990		
(1)	Net unrealized gains on investments \$ -1,563,888		
(2)	Donated services and use of facilities \$ 87,500		
(3)	Recoveries of prior year grants \$		
(4)	Other (specify)		
	----- \$		
	Add amounts on lines (1) through (4)	b	-1,476,388
c	Line a minus line b	c	6,059,821
d	Amounts included on line 12, Form 990 but not on line a.		
(1)	Investment expenses not included on line 6b, Form 990 \$		
(2)	Other (specify)		
	----- \$		
	Add amounts on lines (1) and (2)	d	
e	Total revenue per line 12, Form 990 (line c plus line d)	e	6,059,821

a	Total expenses and losses per audited financial statements	a	5,899,392
b	Amounts included on line a but not on line 17, Form 990		
(1)	Donated services and use of facilities \$ 87,500		
(2)	Prior year adjustments reported on line 20, Form 990 \$		
(3)	Losses reported on line 20, Form 990 \$		
(4)	Other (specify)		
	----- \$		
	Add amounts on lines (1) through (4)	b	87,500
c	Line a minus line b	c	5,811,892
d	Amounts included on line 17, Form 990 but not on line a.		
(1)	Investment expenses not included on line 6b, Form 990 \$		
(2)	Other (specify)		
	----- \$		
	Add amounts on lines (1) and (2)	d	
e	Total expenses per line 17, Form 990 (line c plus line d)	e	5,811,892

Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated, 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 and other allowances
See attached list				

75 Did any officer, director, trustee, or key employee receive aggregate compensation of more than \$100,000 from your organization and all related organizations, of which more than \$10,000 was provided by the related organizations? Yes No

If Yes, attach schedule -- see instructions

Part VI Other Information (See specific instructions)

		Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If 'Yes,' attach a detailed description of each activity		X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If 'Yes,' attach a conformed copy of the changes		X
78a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
78b	If 'Yes,' has it filed a tax return on Form 990-T for this year?		
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If 'Yes,' attach a statement		X
80a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc. to any other exempt or nonexempt organization?		X
80b	If 'Yes,' enter the name of the organization _____ and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt		
81a	Enter direct or indirect political expenditures. See line 81 instructions	81a	0
81b	Did the organization file Form 1120-POL for this year?		X
82a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	X	
82b	If 'Yes,' you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)	82b	87,500
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
83b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	X	
84a	Did the organization solicit any contributions or gifts that were not tax deductible?		X
84b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
85a	501(c)(4) (5) or (6) organizations a Were substantially all dues nondeductible by members?		
85b	Did the organization make only in house lobbying expenditures of \$2,000 or less? If 'Yes' was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year		
85c	c Dues, assessments, and similar amounts from members	85c	
85d	d Section 162(e) lobbying and political expenditures	85d	
85e	e Aggregate nondeductible amount of Section 6033(e)(1)(A) dues notices	85e	
85f	f Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	
85g	g Does the organization elect to pay the Section 6033(e) tax on the amount on line 85f?	85g	
85h	h If Section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h	
86	501(c)(7) organizations Enter a Initiation fees and capital contributions included on line 12	86a	
86b	b Gross receipts, included on line 12, for public use of club facilities	86b	
87	501(c)(12) organizations Enter a Gross income from members or shareholders	87a	
87b	b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	87b	
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations Sections 301.7701-2 and 301.7701-3? If 'Yes,' complete Part IX	88	X
89a	501(c)(3) organizations Enter Amount of tax imposed on the organization during the year under Section 4911 ▶ 0, Section 4912 ▶ 0, Section 4955 ▶ 0		
89b	501(c)(3) and 501(c)(4) organizations Did the organization engage in any Section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If 'Yes,' attach a statement explaining each transaction	89b	X
89c	c Enter Amount of tax imposed on the organization managers or disqualified persons during the year under Sections 4912, 4955, and 4958		0
89d	d Enter Amount of tax on line 89c, above, reimbursed by the organization		0
90a	List the states with which a copy of this return is filed ▶ PA		
90b	b Number of employees employed in the pay period that includes March 12, 2001 (see instructions)	90b	8
91	The books are in care of ▶ The Gladney Fund Telephone number ▶ (817) 922-5945 Located at ▶ 6300 John Ryan Drive, Fort Worth TX ZIP + 4 ▶ 76132		
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here and enter the amount of tax exempt interest received or accrued during the tax year ▶ 92		

Part VII Analysis of Income-Producing Activities (See instructions)

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
Note Enter gross amounts, unless otherwise indicated.					
93 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f Medicare/Medicaid payments					
g Fees & contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings & temporary cash invmnts					
96 Dividends & interest from securities			14	484,566	
97 Net rental income or (loss) from real estate					
a debt financed property					
b not debt financed property					
98 Net rental income or (loss) from pers prop					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E))				484,566	
105 Total (add line 104, columns (B), (D), and (E))					484,566

Note Line 105 plus line 1d Part I should equal the amount on line 12 Part I

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See instructions)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
▼	

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See instructions)

N/A

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End of year assets
	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See instructions)

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

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

Note If Yes to (b), file Form 8870 and Form 4720 (see instructions)

Please 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 officer) is based on all information of which preparer has any knowledge.

Signature of Officer: *Patrick J Monaghan*

Type or Print Name and Title: Patrick J Monaghan, VP Finance

Paid Preparer's Use Only

Preparer's Signature: _____

Firm's name (or yours if self-employed) and address and ZIP + 4: _____

Schedule A
(Form 990 or 990-EZ)

**Organization Exempt Under
Section 501(c)(3)**

OMB No 1545-0047

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n), or Section 4947(a)(1)
Nonexempt Charitable Trust Supplementary Information - (See separate instructions)

2001

Department of the Treasury
Internal Revenue Service

Supplementary Information - (see separate instructions)

▶ Must be completed by the above organizations and attached to their Form 990 or 990-EZ.

Name of the Organization

The Gladney Fund

Employer Identification Number

75-2414153

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See instructions List each one If there are 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 & deferred compensation	(e) Expense account and other allowances
Nonya Jordan ----- 6300 John Ryan Dr., Fort Worth, TX	Director 40	55,962	8,287	0

Total number of other employees paid over \$50,000 ▶	None			

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services

(See instructions List each one (whether individuals or firms) If there are none, enter 'None')

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
None -----		

Total number of others receiving over \$50,000 for professional services ▶	None	

Part III Statements About Activities (See instructions)

	Yes	No
1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If 'Yes,' enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ _____ (Must equal amounts on line 38, Part VI-A, or line I of Part VI-B)		X
Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI A. Other organizations checking 'Yes,' must complete Part VI B and attach a statement giving a detailed description of the lobbying activities		
2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is 'Yes,' attach a detailed statement explaining the transactions)		
a Sale, exchange, or leasing of property?		X
b Lending of money or other extension of credit?		X
c Furnishing of goods, services, or facilities?		X
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?		X
e Transfer of any part of its income or assets?		X
3 Does the organization make grants for scholarships, fellowships, student loans, etc? (See Note below)		X
4 Do you have a section 403(b) annuity plan for your employees?	X	

Note Attach a statement to explain how the organization determines that individuals or organizations receiving grants or loans from it in furtherance of its charitable programs 'qualify' to receive payments

Part IV Reason for Non-Private Foundation Status (See instructions)

The organization is not a private foundation because it is (please check only **One** applicable box)

- 5 A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)
- 6 A school Section 170(b)(1)(A)(ii) (Also complete Part V)
- 7 A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii)
- 8 A federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)
- 9 A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii) **Enter the hospital's name, city, and state ▶** _____
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV A)
- 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV A)
- 11b A community trust Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV A)
- 12 An organization that normally receives (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc, functions - subject to certain exceptions and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2) (Also complete the **Support Schedule** in Part IV A)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in (1) lines 5 through 12 above, or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2) (See section 509(a)(3))

Provide the following information about the supported organizations (See instructions)

(a) Name(s) of supported organization(s)	(b) Line number from above
The Gladney Center	12

- 14 An organization organized and operated to test for public safety Section 509(a)(4) (See instructions)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12) *Use cash method of accounting*

N/A

Note You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting

Calendar year (or fiscal year beginning in)	(a) 2000	(b) 1999	(c) 1998	(d) 1997	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28.)					
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose					
18 Gross income from interest, dividends, amounts received from payments on securities loans (Section 512(a)(5)), rents, royalties, and unrelated business taxable income (less Section 511 taxes) from businesses acquired by the organization after June 30, 1975					
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge.					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets.					
23 Total of lines 15 through 22					
24 Line 23 minus line 17					
25 Enter 1% of line 23					

26 Organizations described on lines 10 or 11 a Enter 2% of amount in column (e), line 24

b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 1997 through 2000 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts.	26a
c Total support for Section 509(a)(1) test. Enter line 24, column (e).	26c
d Add Amounts from column (e) for lines 18 _____ 19 _____ 22 _____ 26b _____	26d
e Public support (line 26c minus line 26d total)	26e
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))	26f %

27 Organizations described on line 12

a For amounts included in lines 15, 16, and 17 that were received from a 'disqualified person,' prepare a list for your records to show the name of, and total amounts received in each year from, each 'disqualified person.' Do not file this list with your return. Enter the sum of such amounts for each year

(2000) _____ (1999) _____ (1998) _____ (1997) _____

b For any amount included in line 17 that was received from each person (other than 'disqualified persons'), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year

(2000) _____ (1999) _____ (1998) _____ (1997) _____

c Add Amounts from column (e) for lines 15 _____ 16 _____ 17 _____ 20 _____ 21 _____	27c
d Add Line 27a total _____ and line 27b total _____	27d
e Public support (line 27c total minus line 27d total)	27e
f Total support for section 509(a)(2) test. Enter amount from line 23, column (e)	27f
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))	27g %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))	27h %

28 Unusual Grants For an organization described in line 10, 11, or 12 that received any unusual grants during 1997 through 2000, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

Part V Private School Questionnaire (See instructions)
 (To be completed Only by schools that checked the box on line 6 in Part IV)

		N/A	
		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If 'Yes,' please describe, if 'No,' please explain (If you need more space, attach a separate statement) ----- ----- -----		
32 a	Does the organization maintain the following a Records indicating the racial composition of the student body, faculty, and administrative staff?		
32 b	b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?		
32 c	c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?		
32 d	d Copies of all material used by the organization or on its behalf to solicit contributions? If you answered No to any of the above, please explain (If you need more space, attach a separate statement) ----- -----		
33 a	Does the organization discriminate by race in any way with respect to a Students' rights or privileges?		
33 b	b Admissions policies?		
33 c	c Employment of faculty or administrative staff?		
33 d	d Scholarships or other financial assistance?		
33 e	e Educational policies?		
33 f	f Use of facilities?		
33 g	g Athletic programs?		
33 h	h Other extracurricular activities? If you answered 'Yes' to any of the above, please explain (If you need more space, attach a separate statement) ----- ----- -----		
34 a	Does the organization receive any financial aid or assistance from a governmental agency?		
34 b	b Has the organization's right to such aid ever been revoked or suspended? If you answered 'Yes' to either 34a or b, please explain using an attached statement		
35	Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975 2 C B 587, covering racial nondiscrimination? If 'No,' attach an explanation		

Part VI-A Lobbying Expenditures by Electing Public Charities (See instructions)
(To be completed **Only** by an eligible organization that filed Form 5768)

Check **a** if the organization belongs to an affiliated group Check **b** if you checked 'a' and 'limited control' provisions apply

Limits on Lobbying Expenditures		(a) Affiliated group totals	(b) To be completed for all electing organizations
(The term 'expenditures' means amounts paid or incurred)			
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38	Total lobbying expenditures (add lines 36 and 37)	38	
39	Other exempt purpose expenditures	39	
40	Total exempt purpose expenditures (add lines 38 and 39)	40	
41	Lobbying nontaxable amount Enter the amount from the following table –		
	If the amount on line 40 is –		
	Not over \$500,000		
	Over \$500,000 but not over \$1,000,000		
	Over \$1,000,000 but not over \$1,500,000		
	Over \$1,500,000 but not over \$17,000,000		
	Over \$17,000,000		
	The lobbying nontaxable amount is –		
	20% of the amount on line 40		
	\$100,000 plus 15% of the excess over \$500,000		
	\$175,000 plus 10% of the excess over \$1,000,000		
	\$225,000 plus 5% of the excess over \$1,500,000		
	\$1,000,000		
42	Grassroots nontaxable amount (enter 25% of line 41)	42	
43	Subtract line 42 from line 36 Enter 0 if line 42 is more than line 36	43	
44	Subtract line 41 from line 38 Enter 0 if line 41 is more than line 38	44	
Caution If there is an amount on either line 43 or line 44 you must file Form 4720			

4 -Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below
See the instructions for lines 45 through 50)

Lobbying Expenditures During 4 -Year Averaging Period					
Calendar year (or fiscal year beginning in) ▶	(a) 2001	(b) 2000	(c) 1999	(d) 1998	(e) Total
45	Lobbying nontaxable amount				
46	Lobbying ceiling amount (150% of line 45(e))				
47	Total lobbying expenditures				
48	Grassroots non taxable amount				
49	Grassroots ceiling amount (150% of line 48(e))				
50	Grassroots lobbying expenditures				

Part VI-B Lobbying Activity by Nonelecting Public Charities
(For reporting only by organizations that did not complete Part VI A) (See instructions)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of

- a** Volunteers
- b** Paid staff or management (include compensation in expenses reported on lines c through h)
- c** Media advertisements
- d** Mailings to members, legislators, or the public
- e** Publications, or published or broadcast statements
- f** Grants to other organizations for lobbying purposes
- g** Direct contact with legislators, their staffs, government officials, or a legislative body
- h** Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means
- i** Total lobbying expenditures (add lines c through h)

Yes	No	Amount

If 'Yes' to any of the above, also attach a statement giving a detailed description of the lobbying activities

Form 990, Page 2, Part II, Line 43

Other Expenses Stmt

Other expenses not covered above (itemize)	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
Outreach	1,495	1,495		
Membership exp	23,903			23,903
Investment fees	19,183		19,183	
Other prof fees	55,430		26,640	28,790
Liability insurance	15,469		14,067	1,402
Public relations	42,582			42,582
Uncollectable pledges	44,354		44,354	
Total	202,416	1,495	104,244	96,677

Form 990, Page 3, Part IV, Line 54

Investments - Securities Statement

Line 54 – Investments - Securities:	Beginning of Year	End of Year
Equity Securities	9,404,832	10,472,881
Debt Securities and Other Obligations	9,818,492	8,261,485
Money Market Mutual Funds	2,177,583	1,558,571
Total	21,400,907	20,292,937

Supporting Statement of

Form 990 p 1/Line 20

Description	Amount
Net unrealized loss on investments	<u>-1,563,888</u>
Total	<u><u>-1,563,888</u></u>

The Gladney Fund

75-2414153

Schedule B

(Form 990)

2001

Part II Noncash Property

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate)	(d) Date received
20	Marketable securities	\$12,454	12/10/01
46	Marketable securities	\$9,501	02/27/02
85	Marketable securities	\$6,210	03/06/02
99	Marketable securities	\$10,561	02/01/02

The Gladney Fund

75-2414153

Supporting Schedule to Form 990 - 2001

Part V List of Officers, Directors, Trustees and Key Employees

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation	(D) Contributions to employee benefit plans & deferred compensation	(E) Expense account and other allowances
Kenneth F Albright 2600 Nations Bank Center Tulsa, OK 74119	Director 2 hours per wk	0 00	0 00	0 00
David W Amend 8150 N Central Expwy, suite 1100 Dallas, TX 75206	Director 2 hours per wk	0 00	0 00	0 00
Jennifer Kemp Andrews P O Box 1426 Middleburg, VA 20118	Director 2 hours per wk	0 00	0 00	0 00
Diane S Archer 6325 Hawkwood Lane Charlotte, NC 28277	Director 2 hours per wk	0 00	0 00	0 00
Kenneth Barr 1000 Macon Street Fort Worth, TX 76102	Director 2 hours per wk	0 00	0 00	0 00
David C Bauer 8 Bonnett Avenue Larchmont, NY 10538	Director 2 hours per wk	0 00	0 00	0 00
Mark H Bettencourt 4888 Loop Central Drive, St 860 Houston, TX 77081	Director 2 hours per wk	0 00	0 00	0 00
Byron Cook 2200 Arcady Lane Corsicana, TX 75110	Director 2 hours per wk	0 00	0 00	0 00
Ann Crane 1325 Henry Clay Avenue New Orleans LA 70118	Past Chairman 2 hours per wk	0 00	0 00	0 00
Rick Currey 4535 S Lindhurst Dallas, TX 75229	Director 2 hours per wk	0 00	0 00	0 00
Diane D'Agostino 5100 San Felipe ST, #644-E Houston, TX 77056	Director 2 hours per wk	0 00	0 00	0 00
C Thomas Daulton 5721 Stonegate Road Dallas, TX 75209	Director 2 hours per wk	0 00	0 00	0 00
Joel Eastman 5828 Joyce Way Dallas, TX 75225	Director 2 hours per wk	0 00	0 00	0 00

The Gladney Fund

75-2414153

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(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation	(D) Contributions to employee benefit plans & deferred compensation	(E) Expense account and other allowances
Susan Sykora Eckman 1710 Pennington Way Oklahoma City, OK 73116	Director 2 hours per wk	0 00	0 00	0 00
Franz Josef Frechen 350 East 79th Street #44B New York, NY 10021	Director 2 hours per wk	0 00	0 00	0 00
Robert L. Freedman 380 Madison Ave, 3rd Floor New York, NY 10017	Director 2 hours per wk	0 00	0 00	0 00
Frank R. Garrot 192 Old Kings Highway North Darien CT 06820	Director 2 hours per wk	0 00	0 00	0 00
Cathy Gildenhorn 5008 Baltan Road Bethesda, MD 20816	Director 2 hours per wk	0 00	0 00	0 00
Luther T. Griffith 2639 Arden Rd, NW Atlanta, GA 30327	Director 2 hours per wk	0 00	0 00	0 00
Kenneth H. Heitner 1070 Park Ave New York, NY 10128	Director 2 hours per wk	0 00	0 00	0 00
Eric F. Hyden 5409 Benbridge Drive Fort Worth, TX 76107	Director 2 hours per wk	0 00	0 00	0 00
Drew Kanaly 4550 Post Oak Place Dr Houston, TX 77027	Director 2 hours per wk	0 00	0 00	0 00
Joan Katz 5916 Cypress Point Fort Worth, TX 76132	Director 2 hours per wk	0 00	0 00	0 00
Ginger R. Lawhon 3717 Fox Hollow Fort Worth, TX 76109	Director 2 hours per wk	0 00	0 00	0 00
Joseph N. Matlock 515 Congress Ave, Suite 2626 Austin, TX 78701	Treasurer 2 hours per wk	0 00	0 00	0 00
Michael J. McMahon 2300 Hemphill Fort Worth, TX 76110	Director 2 hours per wk	0 00	0 00	0 00

The Gladney Fund

75-2414153

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Part V List of Officers, Directors, Trustees and Key Employees

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation	(D) Contributions to employee benefit plans & deferred compensation	(E) Expense account and other allowances
Ruth Ann Meek P O Box 7, MS 3110 Fort Worth, TX 76101	Director 2 hours per wk	0 00	0 00	0 00
Pat Muller 1 Cossant Manor Rd Chadds Ford, PA 19317	Director 2 hours per wk	0 00	0 00	0 00
Gary Nelon 900 Austin Avenue Georgetown, TX 78627	Chairman 2 hours per wk	0 00	0 00	0 00
Jan D O'Neil 5 Weeping Hollow Midland, TX 79705	Director 2 hours per wk	0 00	0 00	0 00
DeWitt T Ray 3535 Travis Street, Suite 130 Dallas, TX 75204	Chairman-Elect 2 hours per wk	0 00	0 00	0 00
Mark A Robertson 3033 Northwest 63rd St Suite 160 Oklahoma City, OK 73116	Director 2 hours per wk	0 00	0 00	0 00
Debbie Robinson 831 Wade Hampton Drive Houston, TX 77024	Director 2 hours per wk	0 00	0 00	0 00
Delia Schulte 975 Park Avenue, #2C New York, NY 10028	Director 2 hours per wk	0 00	0 00	0 00
Marvin Schiebout P O Box 11842 Charlotte, NC 28220	Director 2 hours per wk	0 00	0 00	0 00
Dennis E Singleton III 138 Isabella Atherton, CA 94027	Director 2 hours per wk	0 00	0 00	0 00
Jess Ann Thomason P O Box 4794 Midland, TX 79704	Director 2 hours per wk	0 00	0 00	0 00
Robert W VanAmburgh 9208 Alta Oaks Dallas, TX 75243	Director 2 hours per wk	0 00	0 00	0 00
Bert von Stuelpnagel 61 Saint Nicholas Road Darien, CT 06820	Director 2 hours per wk	0 00	0 00	0 00

The Gladney Fund

75-2414153

Supporting Schedule to Form 990 - 2001

Part V List of Officers, Directors, Trustees and Key Employees

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation	(D) Contributions to employee benefit plans & deferred compensation	(E) Expense account and other allowances
Mary Williams Watt 819 Briar Ridge Houston, TX 77057	Director 2 hours per wk	0 00	0 00	0 00
Douglas D Wheat 300 Crescent Court, Suite 1700 Dallas, TX 75201	Director 2 hours per wk	0 00	0 00	0 00
Becky Wilkins 3810 85th Street Lubbock, TX 79423	Director 2 hours per wk	0 00	0 00	0 00
John Woodman 2114 Wychwood Dr Austin, TX 78746	Director 2 hours per wk	0 00	0 00	0 00
James Huey 6300 Johan Ryan Dr Fort Worth, Tx 76132	President The Gladney Fund 40 hours per wk	110,577 00	0 00	0 00
Sally Ridgway 6300 John Ryan Dr Fort Worth, TX 76132	Vice President The Gladney Fund 40 hours per wk	98,441 00	10,500 00	0 00
Patrick Monaghan 2300 Hemphill Fort Worth, TX 76110	VP Finance, The Gladney Fund 40 hours per wk	76,514 00	0 00	0 00