Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation: THE MUSE EDUCATIONAL FOUNDATION

A Employer identification number: 75-2824936

Number and street (or P O box number if mail is not delivered to street address): 2100 MCKINNEY AVENUE, SUITE 1600

Room/suite:

B Telephone number (see instructions): (214) 740-7236

City or town, state, and ZIP code: DALLAS, TX 75201

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 9,659,605.

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) ____________ *(Part I, column (d) must be on cash basis.)*

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)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	53,154.	126,413.		ATCH 1
	4	Dividends and interest from securities	2.	16,599.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	113,186.			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		133,119.		
	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 3		-1,991.		
	12	**Total.** Add lines 1 through 11	166,342.	274,140.	0	
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) ATCH 4	29,707.			29,707.
	b	Accounting fees (attach schedule) ATCH 5	10,713.	4,944.		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) ATCH 6	98.			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 7	120.	12,519.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	40,638.	17,463.		29,707.
	25	Contributions, gifts, grants paid	518,930.			518,930.
	26	**Total expenses and disbursements** Add lines 24 and 25	559,568.	17,463.	0	548,637.
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	-393,226.			
	b	**Net investment income** (if negative, enter -0-)		256,677.		
	c	**Adjusted net income** (if negative, enter -0-)			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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	79,456.	244,261.	244,261.
	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)	2,313.		
	7	Other notes and loans receivable (attach schedule) ▶ * Less: allowance for doubtful accounts ▶	468,572.	472,126.	ATCH 8 472,126.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 9	181,373.	267,363.	267,363.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 10	3,132,696.	8,675,855.	8,675,855.
	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)	3,864,410.	9,659,605.	9,659,605.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons		5,000,000.	ATCH 11
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	5,000,000.	
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 and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,864,410.	4,659,605.	
	30	**Total net assets or fund balances** (see instructions)	3,864,410.	4,659,605.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,864,410.	9,659,605.	

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	3,864,410.
2	Enter amount from Part I, line 27a	2	-393,226.
3	Other increases not included in line 2 (itemize) ▶ ATCH 12	3	1,188,421.
4	Add lines 1, 2, and 3	4	4,659,605.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,659,605.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE ATTACHMENT 16			
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) F.M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) 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	133,119.
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 does not 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))
2011	375,394.	3,969,593.	0.094567
2010	160,000.	3,766,591.	0.042479
2009	538,277.	4,957,196.	0.108585
2008	557,013.	5,730,939.	0.097194
2007	860,370.	6,154,327.	0.139799

2	**Total** of line 1, column (d)	2	0.482624
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.096525
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,680,839.
5	Multiply line 4 by line 3	5	644,868.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,567.
7	Add lines 5 and 6	7	647,435.
8	Enter qualifying distributions from Part XII, line 4	8	548,637.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	5,134.
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	5,134.
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	5,134.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,017.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	6,017.
8	Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶			9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶			10	883.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ▶ 883. 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 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 2012 or the taxable year beginning in 2012 (see 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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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 ▶ LINDA EHLERS Telephone no ▶ (214)740-7236

Located at ▶ 2100 MCKINNEY AVENUE, SUITE 1600 DALLAS, TX ZIP+4 ▶ 75201

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2012, 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 Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? SEE ATTACHMENT 11 ☒ 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 ▶ ☐			
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 2012? ATCH 17	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
If "Yes," list the years ▶ ____, ____, ____, ____			
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	N/	A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
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 2012 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 2012)*	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 2012?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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 . . . . ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . **6b** No: 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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, 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 13		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		
Total number of others receiving over $50,000 for professional services . . . . ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 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	233,538.
b	Average of monthly cash balances			1b	173,258.
c	Fair market value of all other assets (see instructions)			1c	6,375,782.
d	**Total** (add lines 1a, b, and c)			1d	6,782,578.
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	6,782,578.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)			4	101,739.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	6,680,839.
6	**Minimum investment return.** Enter 5% of line 5			6	334,042.

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	334,042.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,134.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,134.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	328,908.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	328,908.
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	328,908.

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	548,637.
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	548,637.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	548,637.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					328,908.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only					
b Total for prior years 20____,20____,20____					
3 Excess distributions carryover, if any, to 2012					
a From 2007	567,400.				
b From 2008	275,129.				
c From 2009	291,775.				
d From 2010					
e From 2011	176,914.				
f Total of lines 3a through e		1,311,218.			
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ $ 548,637.					
a Applied to 2011, 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 2012 distributable amount					328,908.
e Remaining amount distributed out of corpus		219,729.			
5 Excess distributions carryover applied to 2012 *(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		1,530,947.			
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 2011 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		567,400.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		963,547.			
10 Analysis of line 9:					
a Excess from 2008	275,129.				
b Excess from 2009	291,775.				
c Excess from 2010					
d Excess from 2011	176,914.				
e Excess from 2012	219,729.				

Form **990-PF** (2012)

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a 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))

JOHN R. AND LYN R. MUSE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed.

ATCH 14

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

LETTER DIRECTED TO THE MUSE EDUCATIONAL FOUNDATION: JOHN MUSE

c Any submission deadlines

NONE

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

NONE

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 15				
Total ▶ **3a**				518,930.
b *Approved for future payment*				
Total ▶ **3b**				NONE

Form **990-PF** (2012)

JSA
2E1491 1 000

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	53,154.	
4 Dividends and interest from securities			14	2.	
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	113,186.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				166,342.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 166,342.

(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	
	NOT APPLICABLE

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) of the Code (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) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
N/A		

Sign Here

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

▶ Signature of officer or trustee | 11-14-13 Date | ▶ President Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DEBRA C. COOK	Debra C. Cook	11/13/2013		P00031689

Firm's name ▶ KPMG LLP | Firm's EIN ▶ 13-5565207

Firm's address ▶ 210 PARK AVE., SUITE 2850
OKLAHOMA CITY, OK 73102 | Phone no 405-239-6411

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
BEAR STERNS		53,154.	53,154.	0.
VARIOUS PARTNERSHIPS/FLOW-THROUGH INVESTMENTS		0.	73,259.	0.
	TOTAL	53,154.	126,413.	0.

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
BEAR STEARNS	2.	2.	0.
VARIOUS PARTNERSHIP/FLOW-THROUGH INVESTMENTS	0.	16,597.	0.
TOTAL	2.	16,599.	0.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VARIOUS PARTNERSHIPS/FLOW-THROUGH INVESTMENTS	0.	-1,991.
TOTALS	0.	-1,991.

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	29,707.		0.	29,707.
TOTALS	29,707.		0.	29,707.

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING EXPENSE	10,713.	4,944.	0.	0.
TOTALS	10,713.	4,944.	0.	0.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
STATE TAX EXPENSE	98.	0.	0.	0.
TOTALS	98.	0.	0.	0.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BANK CHARGES	120.	120.	0.	0.
VARIOUS PARTNERSHIPS/ FLOW-THROUGH INVESTMENTS		12,399.	0.	0.
TOTALS	120.	12,519.	0.	0.

ATTACHMENT 8

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: INTELEMEDIA COMMUNICATIONS

BEGINNING BALANCE DUE	468,572.
ENDING BALANCE DUE	472,126.
ENDING FAIR MARKET VALUE	472,126.
TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	468,572.
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	472,126.
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	472,126.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
16,194 SHS DEAN FOODS	181,373.	267,363.	267,363.
TOTALS	181,373.	267,363.	267,363.

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
TCW/CRESCENT MEZZANINE PARTNERS III, L.P.	117,518.	101,347.	101,347.
CPC WEETABIX PIK DEBT SBS, LP	250,000.		
TCW SHARED OPPORTUNITY FUND IV, L.P.	459,156.	396,482.	396,482.
CPIM STRUCTURED CREDIT FUND FUND 1000 L.P.	18,985.	14,416.	14,416.
GSO SPECIAL SITUATIONS OVERSEAS FUND, LTD.	95,855.	20,205.	20,205.
CARSON PRIVATE CAPITAL EUROPE FUND, L.P.	89,463.	74,356.	74,356.
CARSON PRIVATE CAPITAL FUND IV, L.P.	6,690.	6,690.	6,690.
CHARTER ADS MEDIA L.P.	50,750.	50,750.	50,750.
COMMERCETEL CANADA CORP.	28,000.	28,000.	28,000.
PENNINGTON ALLEN HLDG CO LLC	183,677.	183,677.	183,677.
SPF SBS LP	537,607.	525,843.	525,843.
TREELINE FUND, LP			
FOUNDING PTRS STABLE - VALUE FUND II, LP	100,000.	100,000.	100,000.
CSHG GLOBAL MACRO 90 FUND LTD CLASS B	253,869.	284,913.	284,913.
HIRZEL CAPITAL FUND, LP	309,183.	370,274.	370,274.
OAKTREE PPIP PRIVATE FUND (CAYMAN) LP	79,152.	81,395.	81,395.
SCOUT CAPITAL FUND, LTD	280,553.	304,189.	304,189.
STARWOOD OPPORTUNITY FUND VIII	203,911.	220,728.	220,728.
SC HOLDINGS 2011, LLC	53,332.	43,930.	43,930.
GSO SPECIAL SIT OS FD CLASS A4B	14,995.	8,839.	8,839.
CANYON STRUCTURED ASSETS FUND (CAYMAN)		5,859,821.	5,859,821.
TOTALS	3,132,696.	8,675,855.	8,675,855.

ATTACHMENT 11

FORM 990PF, PART II - LOANS FROM OFFICERS, DIRECTORS, ETC.

LENDER:	JOHN R. MUSE
ORIGINAL AMOUNT:	5,000,000.
INTEREST RATE:	NONE
REPAYMENT TERMS:	NONE
PURPOSE OF LOAN:	CANYON STRUCTURED ASSETS FUND INVESTMENT
DESCRIPTION AND FMV OF CONSIDERATION:	CASH

BEGINNING BALANCE DUE	0.
ENDING BALANCE DUE	5,000,000.
TOTAL BEGINNING LOANS FROM OFFICERS, DIRECTORS, ETC.	0.
TOTAL ENDING LOANS FROM OFFICERS, DIRECTORS, ETC.	5,000,000.

ATTACHMENT 12

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

DESCRIPTION		AMOUNT
UNREALIZED GAIN ON INVESTMENTS		1,188,421.
	TOTAL	1,188,421.

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

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOHN R. MUSE 2100 MCKINNEY AVENUE, SUITE 1600 DALLAS, TX 75201	DIRECTOR/PRES/TREAS 1.00	0	0	0
THOMAS O. HICKS 2100 MCKINNEY AVENUE, SUITE 1600 DALLAS, TX 75201	DIRECTOR 1.00	0	0	0
H. RAND REYNOLDS 2100 MCKINNEY AVENUE, SUITE 1600 DALLAS, TX 75201	DIRECTOR 1.00	0	0	0
LYN R. MUSE 2100 MCKINNEY AVENUE, SUITE 1600 DALLAS, TX 75201	EXECUTIVE VP 1.00	0	0	0
DAVID W. KNICKEL 2100 MCKINNEY AVENUE, SUITE 1600 DALLAS, TX 75201	ASST. SECRETARY/ASST.TREAS 1.00	0	0	0
	GRAND TOTALS	0	0	0

ATTACHMENT 14

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

LINDA EHLERS
2100 MCKINNEY AVENUE, SUITE #1600
DALLAS, TX 75201
214-740-7236

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ART MAGNET P.O. BOX 192648 DALLAS, TX 75219	NONE 509(A)(1)	ARTS MAGNET BUILDING FUND	100,000.
ASSOCIATION OF GRADUATES - USAFA 3116 ACADEMY DR. USAF ACADEMY, CO 80840	NONE 509(A)(2)	THE AIR FORCE ACADEMEY FUND	2,500.
ARTREACH-DALLAS, INC. 2800 N. HENDERSON AVE. #102 DALLAS, TX 75219	NONE 509(A)(1)	TREE SPONSORSHIP	1,000.
CENTER FOR STRATEGIC & INTERNATIONAL STUDIES,INC. 1800 K. STREET N W., SUITE 400 WASHINGTON, DC 20006	NONE 509(A)(1)	CHARITABLE CONTRIBUTION	5,000.
ARTHRITIS FOUNDATION 4300 MACARTHUR, STE. 245 DALLAS, TX 75209	NONE 509(A)(1)	CHARITABLE CONTRIBUTION	1,000.
DALLAS THEATER CENTER 2400 FLORA ST. DALLAS, TX 75201	NONE 509(A)(1)	CENTERSTAGE 2013	12,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CAMP JOHN MARC 2824 SWISS AVENUE DALLAS, TX 75204	NONE 509(A)(3), TYPE I	CHARITABLE CONTRIBUTION	780.
EPISCOPAL SCHOOL OF DALLAS 4100 MERRELL ROAD DALLAS, TX 75229	NONE 509(A)(1)	MUSE ENDOWMENT FUND	10,000.
CONCORD COALITION 1011 ARLINGTON BLVD., STE 300 ARLINGTON, VA 22209	NONE 509(A)(1)	CHARITABLE CONTRIBUTION	25,000.
CYSTIC FIBROSIS FOUNDATION 3102 MAPLE AVE., STE. 120 DALLAS, TX 75201	NONE 509(A)(1)	BREATH OF LIFE DINNER	1,000.
TEXAS CHAPTER OF THE ICA & CA, INC PO BOX 600211 DALLAS, TX 75360	NONE 509(A)(1)	CHARITABLE CONTRIBUTION & SPONSORSHIP	13,340.
DALLAS CITY JUVENILE PROBATION SERVICES 2600 LONE STAR DRIVE, BOX 5 DALLAS, TX 75212	NONE GOV'T ENTITY	GIRLS ESTEEM COURT	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DALLAS HOLOCAUST MUSEUM 211 N. RECORD ST. #100 DALLAS, TX 75201	NONE 509(A)(1)	BUTTERFLY OF FREEDOM SPONSOR	5,000.
DIFFA DALLAS P O. BOX 420434 DALLAS, TX 75342	NONE 509(A)(1)	INDIVIDUAL SPONSOR	2,500.
LONE STAR RIDE FIGHTING AIDS P.O. BOX 190537 DALLAS, TX 75219	NONE 509(A)(1)	RACING BIKE SPONSOR LEVEL	1,000.
HIGH IMPACT LIFE 3419 WESTMINSTER AVE., STE. 293 DALLAS, TX 75205	NONE 509(A)(1)	CHARITABLE CONTRIBUTION	5,000.
HIGHLAND PARK EDUCATIONAL FUND 4201 GRASSMERE LANE DALLAS, TX 75205	NONE GOV'T ENTITY	CHARITABLE CONTRIBUTION	500
YMCA METROPOLITAN OF DALLAS 601 N. AKARD ST. DALLAS, TX 75201	NONE 509(A)(1)	2012 YMCA PARTNERSHIP CAMPAIGN	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ICA & CA -ARTHUR ROSS AWARDS 20 WEST 44TH ST. NEW YORK, NY 10036	NONE 509(A)(1)	ARTHUR ROSS AWARDS FOR EXCELLENCE	15,000.
MAMA HOPE 582 MARKET STREET, STE. 611 SAN FRANCISCO, CA 94104	NONE 509(A)(1)	CHARITABLE CONTRIBUTION	100.
THE UNIVERSITY OF TEXAS MD ANDERSON CANCER CENTER UNIT 0705, P.O. BOX 301439 HOUSTON, TX 77230	NONE 509(A)(1)	CHARITABLE CONTRIBUTION	5,000.
NATIONAL MS SOCIETY 8100 N. STADIUM DR., STE. 100 HOUSTON, TX 77054	NONE 509(A)(1)	GENERAL SUPPORT	1,000.
THE CRYSTAL CHARITY BALL 30 HIGH PARK VILLAGE, STE. 206 DALLAS, TX 75205-2791	NONE 509(A)(1)	CRYSTAL ANGEL SPONSOR	5,000.
TITAS - LA FETE DU BALLET 2100 ROSS AVE., STE. 650 DALLAS, TX 75201	NONE 509(A)(2)	CONTRIBUTION-COMMAND PERFORMANCE	2,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DCCCD FOUNDATION, INC. 1601 S. LAMAR ST DALLAS, TX 75215	NONE 509(A)(1)	CHANCELLOR'S COUNCIL 2011-2012	1,000.
NEW YORK UNIVERSITY -STERN UG SCHOOL OF BUSINESS 25 WEST FOURTH ST., 4TH FLOOR NEW YORK, NY 10012	NONE 509(A)(1)	CHARITABLE CONTRIBUTION	100.
PAN MASS CHALLENGE 77 4TH AVE. NEEDHAM, MA 02494	NONE 509(A)(1)	BIKE-A-THON	1,000.
ABINGTON HEALTH FOUNDATION 1200 OLD YORK ROAD ABINGTON, PA 19001	NONE 509(A)(1)	STROKE CENTER FUND	5,000.
PRESTON CENTER ROTARY FOUNDATION 4419 CEDARBRUSH DR. DALLAS, TX 75229	NONE 509(A)(2)	GOLF TOURNEY -BIRDIE SPONSOR	2,000.
SUZUKI MUSIC INSTITUTE OF DALLAS 14240 MIDWAY RD. DALLAS, TX 75244	NONE 509(A)(1)	GENERAL SUPPORT	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SWEAT EQUITY ENTERPRISES, INC. 11 STONE ST. 4TH FLOOR NEW YORK, NY 10014	NONE 509(A)(1)	CHARITABLE CONTRIBUTION	1,000.
TAGAI MENTORSHIP PROGRAM 155 EAST 23RD ST., APT 101 NEW YORK, NY 10010	NONE 509(A)(1)	CHARITABLE CONTRIBUTION	5,000.
THE HOCKADAY SCHOOL - ANNUAL FUND 11600 WELCH ROAD DALLAS, TX 75229	NONE 509(A)(1)	MUSE ENDOWMENT FUND	110.
WEATHERVANE MUSIC GRANT P.O. BOX 29498 PHILADELPHIA, PA 19125	NONE 509(A)(1)	MATCHING GRANT	3,000.
ST. PHILLIPS SCHOOL & COMMUNITY 1600 PENNSYLVANIA AVE. DALLAS, TX 75215	NONE 509(A)(1)	GENERAL SUPPORT	255,000.
WB CARRELL MEMORIAL CLINIC SHOULDER & ELBOW RESEARCH FOUNDATION 9301 N. CENTRAL EXPY. #400 DALLAS, TX 75231	NONE PRIVATE OPERATING FDN. 4942(j)(3)	CHARITABLE CONTRIBUTION	5,000.
		TOTAL CONTRIBUTIONS PAID	518,930.

THE MUSE EDUCATIONAL FOUNDATION
31-Dec-12

75-2824936
ATTACHMENT 16

FORM 990-PF, PART IV: CAPITAL GAINS AND LOSSES ON INVESTMENT INCOME

DESCRIPTION	CAPITAL GAIN (LOSS)
CARSON PRIVATE CAPITAL EUROPE FUND, LP	19,183
CPC WEETABIX PIK DEBT SBS LP	130,748
CPIM STRUCTURED CREDIT FUND 1000, LP	(236)
HIRZEL CAPITAL FUND, LP	4,022
SPF SBS LP	(16,200)
TCW CRESCENT MEZZANINE PARTNERS III, LP	3,966
TCW SHARED OPPORTUNITY FUND IV, LP	(8,364)
GAIN(LOSS) FROM FLOW-THROUGH INVESTMENTS	133,119

THE MUSE EDUCATIONAL FOUNDATION
YEAR END: 12/31/2012
EIN: 75-2824936

ATTACHMENT 17

FORM 990-PF, PART VII-B, QUESTION 1C: STATEMENTS REGARDING ACTIVITIES FOR WHICH FORM 4720 MAY BE REQUIRED

THE ACCOUNT RECEIVABLE REPORTED IN PART II FOR 2011 REPRESENTS PREVIOUSLY REIMBURSED EXPENSES TO A TRUSTEE FOR WHICH CORRECTION WAS MADE IN MARCH 2012 AND FORM 4720 WAS TIMELY FILED.