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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 MUSE FAMILY FOUNDATION

A Employer identification number: 75-2824936

Number and street (or P O box number if mail is not delivered to street address): 3131 TURTLE CREEK BLVD.

Room/suite: 1020

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

City or town, state or province, country, and ZIP or foreign postal code: DALLAS, TX 75219

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 ▶ ☐

3/4

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 38,241,824.

J Accounting method: ☐ Cash [X] 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)	25,652,457.			
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	31,282.	59,954.		
4	Dividends and interest from securities	78,903.	95,489.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a 9,596.				
7	Capital gain net income (from Part IV, line 2)		4,080.		
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	22,497.	81,451.		
12	**Total.** Add lines 1 through 11	25,785,139.	240,974.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	53,000.	13,250.		39,750.
14	Other employee salaries and wages	79,167.	19,792.		59,375.
15	Pension plans, employee benefits	9,802.	2,451.		7,351.
16a	Legal fees (attach schedule) ATCH 2	37,554.			37,554.
b	Accounting fees (attach schedule) ATCH 3	38,545.	15,257.		10,664.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) [4]	14,640.	4,080.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	22,468.	11,234.		11,234.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 5	10,815.	129,928.		7,065.
24	**Total operating and administrative expenses** Add lines 13 through 23	265,991.	195,992.		172,993.
25	Contributions, gifts, grants paid	706,300.			701,300.
26	**Total expenses and disbursements** Add lines 24 and 25	972,291.	195,992.	0.	874,293.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	24,812,848.			
b	**Net investment income** (if negative, enter -0-)		44,982.		
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	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	2,155,439.	6,175,879.	6,175,879.
	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) ▶ *		* 2,164,425.	ATCH 6
		Less allowance for doubtful accounts ▶	460,791.	2,164,425.	2,164,425.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 7	97,103.	603,107.	603,107.
	c	Investments - corporate bonds (attach schedule) ATCH 8		5,965,530.	5,965,530.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	10,293,239.	23,332,883.	23,332,883.
	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)	13,006,572.	38,241,824.	38,241,824.
Liabilities	17	Accounts payable and accrued expenses	8,188.		
	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)	8,188.	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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	12,998,384.	38,241,824.	
	30	**Total net assets or fund balances** (see instructions)	12,998,384.	38,241,824.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	13,006,572.	38,241,824.	

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	12,998,384.
2	Enter amount from Part I, line 27a	2	24,812,848.
3	Other increases not included in line 2 (itemize) ▶ ATCH 10	3	430,592.
4	Add lines 1, 2, and 3	4	38,241,824.
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	38,241,824.

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	4,080.
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	-5,516.

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	526,064.	13,181,026.	0.039911
2016	700,132.	13,097,866.	0.053454
2015	610,901.	14,163,419.	0.043132
2014	1,131,825.	10,292,396.	0.109967
2013	212,165.	12,776,459.	0.016606

2	**Total** of line 1, column (d)	2	0.263070
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	0.052614
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	32,121,848.
5	Multiply line 4 by line 3.	5	1,690,059.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	450.
7	Add lines 5 and 6.	7	1,690,509.
8	Enter qualifying distributions from Part XII, line 4	8	874,293.

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	900.
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	900.
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	900.
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018 . . . . 6a 7,238.		
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	7,238.
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	6,338.
11	Enter the amount of line 10 to be. **Credited to 2019 estimated tax** ▶ 6,338. **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 ATCH 11	10	X	

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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 ▶ LINDA EHLERS Telephone no ▶ (214)740-7236

Located at ▶ 3131 TURTLE CREEK BLVD., SUITE 1020 DALLAS, TX ZIP+4 ▶ 75219

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 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 ▶			

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? ATCH 17 ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ATCH 18 ☒ 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 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 ▶ ______, ______, ______, ______			
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		
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 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		X
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	X	
	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? SEE ATTACHMENT 19	☒ 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		
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		53,000.	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
ATCH 13		79,167.	0.	0.

Total number of other employees paid over $50,000 ▶ 0.

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0.

Total number of others receiving over $50,000 for professional services ▶	0.

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

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

Part IX-B **Summary of Program-Related Investments** (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	1,903,669.
b	Average of monthly cash balances	1b	5,210,036.
c	Fair market value of all other assets (see instructions)	1c	25,497,308.
d	**Total** (add lines 1a, b, and c)	1d	32,611,013.
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	32,611,013.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	489,165.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	32,121,848.
6	**Minimum investment return.** Enter 5% of line 5	6	1,606,092.

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	1,606,092.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	900.		
b	Income tax for 2018 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	900.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,605,192.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,605,192.
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	1,605,192.

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	874,293.
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	874,293.
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	874,293.

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					1,605,192.
2 Undistributed income, if any, as of the end of 2018					
a Enter amount for 2017 only					
b Total for prior years 20____,20____,20____					
3 Excess distributions carryover, if any, to 2018					
a From 2013					
b From 2014	621,605.				
c From 2015					
d From 2016	48,245.				
e From 2017					
f Total of lines 3a through e		669,850.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ $ 874,293.					
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					874,293.
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)		669,850.			669,850.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5					
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount - see instructions					
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019					61,049.
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		0.			
10 Analysis of line 9					
a Excess from 2014					
b Excess from 2015					
c Excess from 2016					
d Excess from 2017					
e Excess from 2018					

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			
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	(e) Total
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))

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 , 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

ATCH 14

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

LETTER DIRECTED TO THE MUSE FAMILY 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*				
SEE ATTACHMENT 16				701,300.
Total . . . . ▶ **3a**				701,300.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
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	31,282.	
4 Dividends and interest from securities			14	78,903.	
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					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 15				22,497.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				132,682.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 132,682.

(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)
	N/A

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
N/A		

Sign Here

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

Signature of officer or trustee | Date 11-15-19 | Title PRESIDENT

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
CAREY MCKEE		11/15/2019		P01281067

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

Firm's address ▶ 210 PARK AVE., SUITE 2650 OKLAHOMA CITY, OK 73102 — Phone no 405-239-6411

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)	
		SHORT TERM CAPITAL GAIN FROM PARTNERSHIP PROPERTY TYPE: SECURITIES				P	VAR	VAR
		5,516.					-5,516.	
		LONG TERM CAPITAL GAIN FROM PARTNERSHIP PROPERTY TYPE: SECURITIES				P	VAR	VAR
6,742.							6,742.	
		SEC. 1231 GAIN FROM PARTNERSHIP PROPERTY TYPE: SECURITIES				P	VAR	VAR
2,854.							2,854.	
TOTAL GAIN(LOSS)							4,080.	

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 MUSE FAMILY FOUNDATION	75-2824936

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 MUSE FAMILY FOUNDATION

Employer identification number 75-2824936

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	JRM INTERIM INVESTORS 3131 TURTLE CREEK BLVD., SUITE 1020 DALLAS, TX 75219	$ 25,652,457.	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 MUSE FAMILY FOUNDATION

Employer identification number 75-2824936

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	STOCK, PARTNERSHIP INTERESTS, AND NOTES RECEIVABLE	$ 15,192,666.	VAR
		$	
		$	
		$	
		$	
		$	

Name of organization THE MUSE FAMILY FOUNDATION

Employer identification number 75-2824936

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
FLOW-THROUGH INVESTMENTS		80,890.
SECTION 965(A) INCOME FROM FLOW-THROUGH		561.
REFUND OF FEDERAL TAX	22,249.	
REFUND OF STATE TAXES	248.	
TOTALS	22,497.	81,451.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		37,554.			37,554.
	TOTALS	37,554.			37,554.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING EXPENSE	38,545.	15,257.		10,664.
TOTALS	38,545.	15,257.		10,664.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
STATE TAX EXPENSE	4,825.	
FEDERAL TAX EXPENSE	9,815.	
FOREIGN TAXES PAID		4,080.
TOTALS	14,640.	4,080.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
COMPUTER EXPENSE	983.	492.	493.
MARGIN INTEREST	189.	189.	
DUES/FEES	3,542.		3,542.
INSURANCE EXPENSE	2,656.	1,328.	1,328.
BANK FEES	514.	514.	
OTHER FEES	1,178.	589.	589.
MEALS/ENTERTAINMENT EXPENSE	159.	80.	79.
POSTAGE/COURIER	21.	10.	11.
PAYROLL PROCESSING FEES	945.	236.	709.
REGISTERED AGENT FEES	628.	314.	314.
FLOW-THROUGH INVESTMENTS		126,176.	
TOTALS	10,815.	129,928.	7,065.

ATTACHMENT 6

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

BORROWER: INTELEMEDIA COMMUNICATIONS
ORIGINAL AMOUNT: 200,000.
INTEREST RATE: 12.0000 % @365 DAYS THRU 12/21/07; 15% @365 DAYS THEREAFTER
DATE OF NOTE: 03/15/2007
MATURITY DATE: OPEN
SECURITY PROVIDED: 266,600 SHARES OF COMMON STOCK
PURPOSE OF LOAN: PURCHASE SR. SUBORDINATED SECURED PROMISSORY NOTES

BEGINNING BALANCE DUE .... 68,623.

ENDING BALANCE DUE ....

BORROWER: INTELEMEDIA COMMUNICATIONS
ORIGINAL AMOUNT: 33,334.
INTEREST RATE: 12.0000 % @365 DAYS THRU 12/21/07; 15% @365 DAYS THEREAFTER
DATE OF NOTE: 06/19/2007
MATURITY DATE: OPEN
SECURITY PROVIDED: 44,334 SHARES OF COMMON STOCK
PURPOSE OF LOAN: PURCHASE SR. SUBORDINATED SECURED PROMISSORY NOTES

BEGINNING BALANCE DUE .... 85,732.

ENDING BALANCE DUE ....

ATTACHMENT 6 (CONT'D)

BORROWER:	INTELEMEDIA COMMUNICATIONS
ORIGINAL AMOUNT:	120,060.
INTEREST RATE:	12.0000 % @365 DAYS THRU 12/21/07; 15% @365 DAYS THEREAFTER
DATE OF NOTE:	08/01/2007
MATURITY DATE:	OPEN
SECURITY PROVIDED:	BUSINESS ASSETS
PURPOSE OF LOAN:	PURCHASE SR. SUBORDINATED SECURED PROMISSORY NOTES

BEGINNING BALANCE DUE .... 306,436.

ENDING BALANCE DUE ....

BORROWER:	MUSE DEBT ICI, LLC
ORIGINAL AMOUNT:	564,425.
INTEREST RATE:	6.5000 %
DATE OF NOTE:	07/01/2018
MATURITY DATE:	12/31/2023
SECURITY PROVIDED:	SEE NOTE BELOW *
PURPOSE OF LOAN:	REORGANIZATION OF ALL ICI INDEBTEDNESS

BEGINNING BALANCE DUE ....

ENDING BALANCE DUE .... 564,425.

ENDING FAIR MARKET VALUE .... 564,425.

*THE MUSE DEBT ICI PROMISSORY NOTE IS SECURED BY THE ASSETS OF INTELEMEDIA AND IS GUARANTEED BY ITS SUBSIDIARIES.

ATTACHMENT 6 (CONT'D)

BORROWER:	MARTIN ESTRADA
ORIGINAL AMOUNT:	1,600,000.
INTEREST RATE:	7.2500 %
DATE OF NOTE:	10/21/2018
MATURITY DATE:	10/31/2021
SECURITY PROVIDED:	REAL ESTATE
PURPOSE OF LOAN:	PURCHASE OF REAL ESTATE

BEGINNING BALANCE DUE	
ENDING BALANCE DUE	1,600,000.
ENDING FAIR MARKET VALUE	1,600,000.
TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	460,791.
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	2,164,425.
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	2,164,425.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
8,097 SHS DEAN FOODS	93,601.	30,850.	30,850.
2,918 SHS MOBIVITY HOLDINGS CORP	3,502.	3,457.	3,457.
15,000 SHS MICHAEL KORS HOLDINGS LIMITED		568,800.	568,800.
TOTALS	97,103.	603,107.	603,107.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS (SEE DETAIL ATTACHED - ATCH 8A)		5,965,530.	5,965,530.
TOTALS		5,965,530.	5,965,530.

THE MUSE FAMILY FOUNDATION
31-Dec-18

75-2824936
ATTACHMENT 9

FORM 990-PF, PART II, LINE 13· INVESTMENTS - OTHER

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CANYON BALANCED FUND (CAYMAN), LTD.	1,772,175	1,726,619	1,726,619
CANYON CLO FUND (CAYMAN), LTD.	-	9,181,624	9,181,624
CARROLLTON MINERAL PARTNERS IV, LP	-	450,000	450,000
CARSON PRIVATE CAPITAL EUROPE FUND, LP	60,398	-	-
CARSON PRIVATE CAPITAL FUND IV, LP	6,690	-	-
CHARTER ADS MEDIA LP	50,750	50,750	50,750
CORIGIN SOLUTIONS<LLC	-	100,000	100,000
COWBIRD CAPITAL FUND, LTD.	-	478,744	478,744
CPIM STRUCTURED CREDIT FUND 1000, LP	817	-	-
CRESCENT SPECIAL SIT FD (LEG IV), LP	42,183	47,097	47,097
DAKOTA PACIFIC REAL ESTATE PARTNERS	201,411	283,365	283,365
ENIAC VENTURES III, LP	208,881	355,331	355,331
GRANITE BAY LONG/SHORT CREDIT FUND	874,670	-	-
GREEN FUND, LLC	844,943	-	-
GSO SPECIAL SITUATIONS OVERSEAS FUND, LTD.	170	380	380
GSO SPECIAL SITUATIONS OVERSEAS FUND, LTD.	-	5,252	5,252
HIGHLAND DYNAMIC INCOME FUND, LTD.	-	481,533	481,533
HIRZEL CAPITAL FUND, LP	37,197	-	-
LANDMARK EQUITY PARTNERS XIV OS, LP	-	110,145	110,145
LIONSTONE US LAND TWO, LP	203,977	223,213	223,213
LIVING NATURALLY	-	137,500	137,500
MAVERICK LONG ENHANCED, LP	1,510,325	1,435,597	1,435,597
MAKURIA CREDIT FUND, LTD (OFFSHORE	-	1,104,289	1,104,289
MFO 2011, LP	-	90,334	90,334
MUSE EQUITY ICI INVESTMENTS	-	316,500	316,500
NEXTECH V ONCOLOGY SCS SICAV-SIF	-	377,318	377,318
PENNINGTON ALLEN HLDG CO LLC (BLISS)	121,574	420,728	420,728
PILLARS OF MANKATO	-	1,000,000	1,000,000
RHONE CAPITAL IV, LP	173,473	739,203	739,203
SHAWKWEI ASIA VALUE FUND 2017, LP	-	85,881	85,881
SQNI INVESTORS FUND, LP	1,563,118	1,643,309	1,643,309
STARWOOD OPPORTUNITY FUND VIII	73,012	55,574	55,574
TCW/CRESCENT MEZZANINE PARTNERS III, LP	52,291	-	-
THE ALPHAGEN EUROPEAN BEST IDEAS FUND	649,886	601,529	601,529
THE FINE ART FUND, LP	-	53,976	53,976
TW BBTS SIDECAR, LP	292,135	236,812	236,812
TW SOUTHCROSS SIDECAR II, LP	53,165	40,282	40,282
VITAL FARMLAND REIT, LLC	1,500,000	1,500,000	1,500,000
TOTALS	**10,293,239**	**23,332,883**	**23,332,883**

ATTACHMENT 10

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

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON INVESTMENTS	430,592.
TOTAL	430,592.

FORM 990PF, PART VII-A, LINE 10 - SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 11

NAME AND ADDRESS

JRM INTERIM INVESTORS
3131 TURTLE CREEK BLVD., SUITE 1020
DALLAS, TX 75219

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
JOHN R. MUSE 3131 TURTLE CREEK BLVD., SUITE 1020 DALLAS, TX 75219	DIRECTOR/PRES/TREAS 1.00	0.	0.	0.
LYN R. MUSE 3131 TURTLE CREEK BLVD., SUITE 1020 DALLAS, TX 75219	EXECUTIVE VP & SECRETARY 1.00	0.	0.	0.
MICHAEL J. MUSE 3131 TURTLE CREEK BLVD., SUITE 1020 DALLAS, TX 75219	DIRECTOR 1.00	0.	0.	0.
JOHN TYLER MUSE 3131 TURTLE CREEK BLVD., SUITE 1020 DALLAS, TX 75219	DIRECTOR 1.00	0.	0.	0.
WHITNEY MCKNIGHT 3131 TURTLE CREEK BLVD., SUITE 1020 DALLAS, TX 75219	EXECUTIVE DIRECTOR 40.00	53,000.	0.	0.
MORGAN MUSE 3131 TURTLE CREEK BLVD., SUITE 1020 DALLAS, TX 75219	DIRECTOR 1.00	0.	0.	0.

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

ATTACHMENT 12 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ELIZABETH MUSE 3131 TURTLE CREEK BLVD., SUITE 1020 DALLAS, TX 75219	DIRECTOR 1.00	0.	0.	0.
	GRAND TOTALS	53,000.	0.	0.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

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
MALLORY MUSE 3131 TURTLE CREEK BLVD. SUITE 1020 DALLAS, TX 75219	VP COMMUNITY DEVELOP 40.00	79,167.	0.	0.
	TOTAL COMPENSATION	79,167.	0.	0.

ATTACHMENT 14

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

LINDA EHLERS
3131 TURTLE CREEK BLVD.,SUITE #1020
DALLAS, TX 75219
214-740-7236

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

ATTACHMENT 15

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
REFUND OF FEDERAL TAX			01	22,249.	
REFUND OF STATE TAXES			01	248.	
TOTALS				22,497.	

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

ATTACHMENT 16

Recipient's name	Recipient's Address	Grant Amount	Relationship If Any	Foundation status of Recipient	Purpose of Grant
Abington Health	1200 Old York Rd, Abington, PA 19001	$ 2,500	NONE	SO II	General Support
Anita N Mrtinez Ballet Polkloric Inc	4422 Live Oak St, Dallas, TX 75204-6719	$ 1,000	NONE	PC	General Support
Bruce Wood Dance Company Inc	3630 Harry Hines Blvd, Dallas, TX 75219-3201	$ 1,000	NONE	PC	General Support
Business Executives for National Security	1030 15t Street, Suite 200 East, Washington, DC 20005	$ 25,000	NONE	PC	General Support
C5 Youth Foundation of Texas Inc	P O Box 191129, Dallas, TX 75219-8129	$ 5,000	NONE	PC	C5 Texas Leadership Program
Foundation for the Callier Center and Communication Disorders	1966 Inwood Rd, Dallas, TX 75235-7205	$ 5,000	NONE	PC	General Support
Special Camps For Special Kids	2824 Swiss Avenue Dallas, TX• 75204	$ 1,000	NONE	PC	General Support
Center for Strategic & Int'l Studies	1616 Rhode Island Avenue NW, Washington, DC 20036	$ 10,000	NONE	PC	General Support
USAFA Endowment Inc	3116 Academy Drive, Suite 200, USAF Academy, CO 80840-4475	$ 50,000	NONE	PC	General Support
Dallas Theater Center	2400 Flora St - 8th Floor, Dallas, TX 75201-2401	$ 12,000	NONE	PC	Centerstage 2018
Dallas County Community College District Foundation Inc	1601 S Lamar Street, Dallas, TX 75215-1816	$ 10,000	NONE	PC	Muse Scholarship
First Christian Church of Anna (Gen Assembly of the Christian Church (Disciples of Christ)	3525 Lawler Road, Suite 101, Garland, TX 75402-5338	$ 500	NONE	PC	General Support
George W Bush Foundation	2943 SMU Blvd, Dallas, TX 75205-2563	$ 25,000	NONE	PC	General Support
Karl Arthur Seversen Foundation	P O Box 6856, Snowmass Village, CO 81615-6856	$ 50,000	NONE	PF	General Support
March of Dimes	12660 Coit Road, Suite 200, Dallas, TX 75251	$ 3,000	NONE	PC	Prematurity Campaign
Nancy Lieberman Charities	5756 Quebec Ln, Plano, TX 75024-2904	$ 10,000	NONE	PC	Matthew Nagbe Scholarship
Pan Mass Challenge Trust	77 4th Ave Needham, MA 02494	$ 5,000	NONE	PC	Pan-Massachusetts Challenge
Philanthropy New York Inc	320 E 43rd St, New York, NY 10017-4801	$ 1,300	NONE	PC	General Support
Polo Training Center Santa Barbara	350 W Colorado Blvd North, 5th Floor, Pasadena, CA 91105-18	$ 10,000	NONE	PC	General Support
St Phillips School & Community Center	1600 Pennsylvania Avenue, Dallas, TX 75215	$ 2,000	NONE	PC	General Support
Steel City Squash Inc	301 Grant Street, Pittsburgh, PA 15219	$ 4,000	NONE	PC	General Support
Texas Scottish Rite Hospital for Children Foundation	2222 Welborn St, Dallas, TX 75219-3924	$ 1,000	NONE	PC	General Support
The Crystal Charity Ball	Two Turtle Creek, 3838 Oak Lawn Ave, Ste L150, Dallas, TX 752	$ 10,000	NONE	PC	General Support
Dallas Foundation	3963 Maple Avenue, Suite 390, Dallas, TX 75219	$ 62,500	NONE	PC	Circuit Trail Conservancy Fund (Install 1 of 5)
Real Estate Council Community Fund	3100 McKinnon St, Ste 1150, Dallas, TX 75201-1104	$ 10,000	NONE	PC	General Support
The UCLA Foundation	10920 Wilshire Blvd, Suite 1400, Los Angeles, CA 90024	$ 20,000	NONE	PC	John Wooden Global Leadership Dinner
Woodall Rogers Park Foundation	1909 Woodall Rogers Fwy, Suite 403, Dallas, TX 75201	$ 139,500	NONE	PC	Park and Palate/General Support
Year Up Inc	45 Milk Street, 9th Floor, Boston, MA 02109	$ 225,000	NONE	PC	General Support
		$ 701,300	TOTAL		

FORM 990-PF, PART VII-B, QUESTION 1A(3)

THE FOUNDATION RECEIVES FREE OFFICE SPACE AND IN-HOUSE ACCOUNTING SERVICES FROM A COMPANY OWNED BY THE PRESIDENT OF THE FOUNDATION THIS ACT QUALIFIES UNDER THE SPECIAL RULES AND IS NOT AN ACT OF SELF-DEALING.

FORM 990-PF, PART VII-B, QUESTION 1A(4)

THE FOUNDATION PROVIDED COMPENSATION TO TWO FAMILY MEMBERS OF DISQUALIFIED PERSONS MALLORY MUSE, EXECUTIVE DIRECTOR, AND WHITNEY MCKNIGHT, VP COMMUNITY DEVELOPMENT PROVIDED SERVICES TO THE FOUNDATION THAT ARE NECESSARY TO CARRY OUT THE FOUNDATION'S EXEMPT PURPOSES. THE FOUNDATION UTILIZED COMPENSATION STUDIES FOR FOUNDATIONS OF SIMILAR SIZE FOR COMPARABLE POSITIONS IN SIMILAR GEOGRAPHIC MARKETS TO DETERMINE THE REASONABLENESS OF COMPENSATION. THE FOUNDATION ASSERTS THE AMOUNTS PAID ARE REASONABLE AND NECESSARY FOR THE FOUNDATION TO CARRY OUT ITS EXEMPT PURPOSES, AND ACCORDINGLY, ARE NOT CONSIDERED ACTS OF SELF DEALING

FORM 990-PF, PART VII-B, QUESTION 5C - EXPENDITURE RESPONSIBILITY

THE FOUNDATION MADE A GRANT TO AN ORGANIZATION OTHER THAN ORGANIZATION DESCRIBED IN SECTION 4945(D)(4)(A). THE FOUNDATION IS CLAIMING EXEMPTION FROM THE SECTION 4945 EXCISE TAX FOR THIS GRANT BECAUSE IT EXERCISED EXPENDITURE RESPONSIBILITY. ATTACHED IS THE EXPENDITURE RESPONSIBILITY REPORT FOR THE GRANT MEETING THE EXCEPTION FOR THE CURRENT YEAR.

THE MUSE FAMILY FOUNDATION
EIN: 75-2824936
DECEMBER 31, 2018

ATTACHMENT 19

PART VII-B, LINE 5C - GRANT PAID FOR WHICH EXPENDITURE RESPONSIBILITY IS EXERCISED

THE MUSE FAMILY FOUNDATION MADE A GRANT TO KARL ARTHUR SEVERSON FOUNDATION SERVICES IN 2018 FOR WHICH IT EXERCISED EXPENDITURE RESPONSIBILITY IN ACCORDANCE WITH THE REQUIREMENTS OF SECTION 4945(D)(4)(A).

1. NAME AND ADDRESS OF GRANT RECIPIENT:

   KARL ARTHUR SEVERSON FOUNDATION
   P.O. BOX 6856
   SNOWMASS VILLAGE, CO 81615-6856

2. DATE AND AMOUNT OF GRANT:

   2/26/2018
   $50,000

3. PURPOSE OF THE GRANT:

   THIS GRANT AND ITS DIVIDENDS MUST BE USED FOR PURPOSES OR ACTIVITIES DESCRIBED IN CODE § 170(c)(2)(B), WHICH INCLUDE CHARITABLE PURPOSES, EDUCATIONAL PURPOSES, AND FOSTERING NATIONAL OR INTERNATIONAL AMATEUR SPORTS COMPETITION (BUT ONLY IF NO PART OF SUCH ACTIVITIES INVOLVE THE PROVISION OF ATHLETIC FACILITIES OR EQUIPMENT). CHARITABLE PURPOSES INCLUDE FINANCIAL SUPPORT FOR INDIVIDUALS WHO ARE NO OLDER THAN 21 AND ARE LEVEL 7 SKIERS. SUCH SKIERS MUST DEMONSTRATE A SPECIFIC AND FINANCIAL NEED FOR SUPPORT TO IMPROVE THE INDIVIDUAL'S SKIING TALENTS AND ABILITY TO PARTICIPATE IN SKIING COMPETITIONS OR ACHIEVE OTHER SKI-RELATED GOALS.

4. AMOUNT OF GRANT FUNDS EXPENDED AS OF 12/31/18:

   $ 24,850

5. DATE OF GRANTEE'S REPORT TO THE MUSE FAMILY FOUNDATION:

   05/15/2018

6. DIVERSION OF FUNDS FROM THE PURPOSE OF THE GRANT:

   NONE