

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation MAKE IT COUNT FAMILY FOUNDATION		A Employer identification number 81-0852076	
Number and street (or P O box number if mail is not delivered to street address) 5550 PRESTON ROAD NO B		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75205		B Telephone number (see instructions) (214) 252-3250	
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 ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 4,907,144		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	
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				
	4 Dividends and interest from securities	17,552	17,552		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	114,758			
	b Gross sales price for all assets on line 6a				
		138,284			
	7 Capital gain net income (from Part IV, line 2)		114,758		
	8 Net short-term capital gain				
	9 Income modifications				
Operating and Administrative Expenses	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)	177,124	131,620		
	12 Total. Add lines 1 through 11	309,434	263,930		
	13 Compensation of officers, directors, trustees, etc	30,070	0		30,070
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	5,200	5,200		0
	c Other professional fees (attach schedule)	2,734	2,734		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5,523	0		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	76,798	76,795		0
	24 Total operating and administrative expenses. Add lines 13 through 23	120,325	84,729		30,070
	25 Contributions, gifts, grants paid	270,045			270,045
	26 Total expenses and disbursements. Add lines 24 and 25	390,370	84,729		300,115
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-80,936			
	b Net investment income (if negative, enter -0-)		179,201		
c Adjusted net income (if negative, enter -0-)					

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	1	3	3
	2 Savings and temporary cash investments	78,671	152,297	152,297
	3 Accounts receivable ▶ <u>606</u>			
	Less allowance for doubtful accounts ▶ _____	355	606	606
	4 Pledges receivable ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	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)	4,714,261	4,559,446	4,754,238	
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)	4,793,288	4,712,352	4,907,144	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0	0	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	4,793,288	4,712,352	
	30 Total net assets or fund balances (see instructions)	4,793,288	4,712,352	
31 Total liabilities and net assets/fund balances (see instructions) .	4,793,288	4,712,352		

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	4,793,288
2 Enter amount from Part I, line 27a	2	-80,936
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	4,712,352
5 Decreases not included in line 2 (itemize) ▶ _____	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	4,712,352

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
a See Additional Data Table			
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	114,758
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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	273,220	5,262,689	0 051916
2016	271,899	4,902,864	0 055457
2015	0	1,588,273	0 000000
2014			
2013			

2 Total of line 1, column (d)	2	0 107373
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 035791
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	5,350,061
5 Multiply line 4 by line 3	5	191,484
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,792
7 Add lines 5 and 6	7	193,276
8 Enter qualifying distributions from Part XII, line 4	8	300,115

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	1,792
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	0
3	Add lines 1 and 2.	3	1,792
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	1,792
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	3,401
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	3,401
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
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	1,609
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ 1,609 Refunded ☐	11	0

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	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). <i>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</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
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? <i>If "Yes," attach a detailed description of the activities</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
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	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
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? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the taxable year beginning in 2018? See the instructions for Part XIV <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	Yes	
14	The books are in care of ▶ TOLLESON PRIVATE BANK Telephone no ▶ (214) 252-3250			
	Located at ▶ 5550 PRESTON ROAD SUITE B DALLAS TX ZIP+4 ▶ 75205			
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			
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ▶	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. ☐ Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b	
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	No
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 ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	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 ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
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	No

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		Yes	No
(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	
	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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	☐ Yes ☐ No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			
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 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, 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
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

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

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

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	606,820
b	Average of monthly cash balances.	1b	140,703
c	Fair market value of all other assets (see instructions).	1c	4,684,011
d	Total (add lines 1a, b, and c).	1d	5,431,534
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	5,431,534
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	81,473
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	5,350,061
6	Minimum investment return. Enter 5% of line 5.	6	267,503

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	267,503
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	1,792
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	9,890
c	Add lines 2a and 2b.	2c	11,682
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	255,821
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	255,821
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	255,821

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	300,115
b	Program-related investments—total from Part IX-B.	1b	0
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	300,115
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	1,792
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	298,323

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				255,821
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015.				
d From 2016.				29,760
e From 2017.				15,605
f Total of lines 3a through e.	45,365			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 300,115				
a Applied to 2017, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2018 distributable amount.				255,821
e Remaining amount distributed out of corpus	44,294			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	89,659			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	89,659			
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				
c Excess from 2016.				29,760
d Excess from 2017.				15,605
e Excess from 2018.				44,294

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

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

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

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2)) See Additional Data Table	
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	
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	
b The form in which applications should be submitted and information and materials they should include	
c Any submission deadlines	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors	

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2018)

Part XVII

- | | | |
|---|----|----|
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | 1c | No |
|---|----|----|

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations?

b. If "Yes," complete the following schedule:

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best

Sign _____ May the IRS discuss this

(see instr)? ☒ Yes ☐ No

Print/Type preparer's name	Preparer's Signature	Date	PTIN
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Paid	AMY ARMSTRONG				
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Preparer	Firm's name ▶ TOLLESON PRIVATE WEALTH MANAGEMENT LP	5 1 511 75 2072005
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Use Only		
Firm's address ▶	5500 PRESTON ROAD SUITE 250	

Firm's address ▶	5500 PRESTON ROAD SUITE 250
City	ALBANY, N.Y.
State	N.Y.
Zip	12206-7893
Country	USA
Phone	(518) 487-3373
Fax	(518) 487-3373
E-mail	info@fmsinc.com
Website	fmsinc.com
Product or service	Software
Company type	Manufacturer
Number of employees	100-200
Year founded	1990
Year started exporting	1990
Export sales as % of total sales	10%
Primary export markets	Australia, Canada, France, Germany, Italy, Japan, Korea, Mexico, New Zealand, Norway, Singapore, Spain, Sweden, Switzerland, Taiwan, Thailand, United Kingdom, USA, Venezuela
Other countries served	Brazil, China, Hong Kong, India, Israel, Netherlands, Poland, Portugal, Russia, South Africa, South Korea, Taiwan, Thailand, Turkey, Ukraine, Vietnam
Types of products exported	Computer software, Consulting services, Financial services, Information technology services, Insurance services, Legal services, Management consulting services, Marketing services, Real estate services, Technical services, Travel services, Wholesale trade services
Types of customers	Government agencies, Large companies, Small businesses, Universities
Export sales by country	Canada 1%, France 1%, Germany 1%, Italy 1%, Japan 1%, Korea 1%, Mexico 1%, New Zealand 1%, Norway 1%, Singapore 1%, Spain 1%, Sweden 1%, Switzerland 1%, Taiwan 1%, Thailand 1%, United Kingdom 1%, USA 1%, Venezuela 1%
Export sales by product	Computer software 1%, Consulting services 1%, Financial services 1%, Information technology services 1%, Insurance services 1%, Legal services 1%, Management consulting services 1%, Marketing services 1%, Real estate services 1%, Technical services 1%, Travel services 1%, Wholesale trade services 1%
Export sales by customer type	Government agencies 1%, Large companies 1%, Small businesses 1%, Universities 1%
Export sales by market	Europe 1%, Asia 1%, North America 1%, Oceania 1%, Africa 1%, Middle East 1%
Export sales by channel	Direct sales 1%, Indirect sales 1%
Export sales by method	Mail order 1%, Internet 1%, Catalogue 1%, Telemarketing 1%, Direct mail 1%, Other 1%
Export sales by volume	\$1 million - \$5 million 1%, \$5 million - \$10 million 1%, \$10 million - \$25 million 1%, \$25 million - \$50 million 1%, \$50 million - \$100 million 1%, \$100 million - \$250 million 1%, \$250 million - \$500 million 1%, \$500 million - \$1 million 1%, \$1 million - \$2 million 1%, \$2 million - \$5 million 1%, \$5 million - \$10 million 1%, \$10 million - \$25 million 1%, \$25 million - \$50 million 1%, \$50 million - \$100 million 1%, \$100 million - \$250 million 1%, \$250 million - \$500 million 1%, \$500 million - \$1 million 1%, \$1 million - \$2 million 1%, \$2 million - \$5 million 1%, \$5 million - \$10 million 1%, \$10 million - \$25 million 1%, \$25 million - \$50 million 1%, \$50 million - \$100 million 1%, \$100 million - \$250 million 1%, \$250 million - \$500 million 1%, \$500 million - \$1 million 1%, \$1 million - \$2 million 1%, \$2 million - \$5 million 1%, \$5 million - \$10 million 1%, \$10 million - \$25 million 1%, \$25 million - \$50 million 1%, \$50 million - 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\$1 million 1%, \$1 million - \$2 million 1%, \$2 million - \$5 million 1%, \$5 million - \$10 million 1%, \$10 million - \$25 million 1%, \$25 million - \$50 million 1%, \$50 million - \$100 million 1%, \$100 million - \$250 million 1%, \$250 million - \$500 million 1%, \$500 million - \$1 million 1%, \$1 million - \$2 million 1%, \$2 million - \$5 million 1%, \$5 million - \$10 million 1%, \$10 million - \$25 million 1%, \$25 million - \$50 million 1%, \$50 million - \$100 million 1%, \$100 million - \$250 million 1%, \$250 million - \$500 million 1%, \$500 million - \$1 million 1%, \$1 million - \$2 million 1%, \$2 million - \$5 million 1%, \$5 million - \$10 million 1%, \$10 million - \$25 million 1%, \$25 million - \$50 million 1%, \$50 million - \$100 million 1%, \$100 million - \$250 million 1%, \$250 million - \$500 million 1%, \$500 million - \$1 million 1%, \$1 million - \$2 million 1%, \$2 million - \$5 million 1%, \$5 million - \$10 million 1%, \$10 million - \$25 million 1%, \$25 million - \$50 million 1%, \$50 million - \$100 million 1%, \$100 million - \$250 million 1%, \$250 million - \$500 million 1%, \$500 million - \$1 million 1%, \$1 million - \$2 million 1%, \$2 million - \$5 million 1%, \$5 million - \$10 million 1%, \$10 million - \$25 million 1%, \$25 million - \$50 million 1%, \$50

DALLAS, TX 75205	Phone no (214) 252-3250
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Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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 RB DOMESTIC EQUITY PARTNERSHIP, LP	P		
1 RB DOMESTIC EQUITY PARTNERSHIP, LP	P		
RB INTERNATIONAL EQUITY PARTNERSHIP, LP	P		
RB INTERNATIONAL EQUITY PARTNERSHIP, LP	P		
RB HIGH YIELD PARTNERSHIP, LP	P		
RB HIGH YIELD PARTNERSHIP, LP	P		
RB INTERNATIONAL EQUITY PARTNERSHIP, LP	P		
RB HIGH YIELD PARTNERSHIP, LP	P		
RB HEDGE FUND OFFSHORE PARTNERSHIP, LP	P	2015-12-29	2018-07-24
RB HIGH YIELD PARTNERSHIP, LPRB HIGH YIELD PARTNERSHIP, LP	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
		6,615	-6,615
74,448			74,448
		13,573	-13,573
36,703			36,703
		1,709	-1,709
19,942			19,942
1,577			1,577
802			802
2,058		1,629	429
2,754			2,754

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-6,615
			74,448
			-13,573
			36,703
			-1,709
			19,942
			1,577
			802
			429
			2,754

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
FREDERIC SCRIPPS	CO-TRUSTEE 1 00	0	0	0
C/O TOLLESON WEALTH MANAGEMENT 5500 PRESTON RD STE 250 DALLAS, TX 75205				
DEBORAH SCRIPPS	CO-TRUSTEE 1 00	0	0	0
C/O TOLLESON WEALTH MANAGEMENT 5500 PRESTON RD STE 250 DALLAS, TX 75205				
RYAN SCRIPPS	CO-TRUSTEE 1 00	0	0	0
C/O TOLLESON WEALTH MANAGEMENT 5500 PRESTON RD STE 250 DALLAS, TX 75205				
ANDY SCRIPPS	CO-TRUSTEE 1 00	0	0	0
C/O TOLLESON WEALTH MANAGEMENT 5500 PRESTON RD STE 250 DALLAS, TX 75205				
SCOTT SCRIPPS	CO-TRUSTEE 1 00	0	0	0
C/O TOLLESON WEALTH MANAGEMENT 5500 PRESTON RD STE 250 DALLAS, TX 75205				
TOLLESON PRIVATE BANK	CO-TRUSTEE 1 00	30,070	0	0
5550 PRESTON RD STE B DALLAS, TX 75205				

Form 990PF Part XV Line 1a - 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).

FREDERIC SCRIPPS
DEBORAH SCRIPPS

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN CANCER SOCIETY - CATTLE BARON'S BALL 3838 OAK LAWN AVE STE 700 DALLAS, TX 75219		501(C)(3)	HEALTHCARE	3,045
BOYS AND GIRLS CLUBS OF GREATER DALLAS 4816 WORTH ST DALLAS, TX 75246		501(C)(3)	CHILDREN'S AND YOUTH SERVICES	20,000
BRYAN'S HOUSE3610 PIPESTONE RD DALLAS, TX 75212		501(C)(3)	HEALTHCARE	3,000
Total ▶ 3a				270,045

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CROSSROADS COMMUNITY SERVICES 1822 YOUNG ST DALLAS, TX 75201		501(C)(3)	FAMILY SERVICES	2,500
DALLAS CHILDREN'S THEATER 5938 SKILLMAN ST DALLAS, TX 75231		501(C)(3)	CHILDREN'S AND YOUTH SERVICES	2,500
DALLAS INDEPENDENT SCHOOL DISTRICT 4600 SPRING AVE DALLAS, TX 75210		501(C)(3)	EDUCATION	10,000
Total ▶ 3a				270,045

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DALLAS SOCIAL VENTURE PARTNERS 12900 PRESTON RD STE 1220 DALLAS, TX 75230		501(C)(3)	EDUCATION	100,000
GLOBAL ADE4135 SE WILD ROSE CT MILWAUKIE, OR 97267		501(C)(3)	EDUCATION	5,000
NORTH TEXAS FOOD BANK 3677 MAPLESHADE LN PLANO, TX 75075		501(C)(3)	CHILDREN'S AND YOUTH SERVICES	10,000
Total ▶ 3a				270,045

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PEROT MUSEUM OF NATURE AND SCIENCE 2201 N FIELD ST DALLAS, TX 75201		501(C)(3)	EDUCATION	6,000
RISE SCHOOL OF DALLAS 6000 PRESTON RD DALLAS, TX 75205		501(C)(3)	EDUCATION	5,000
TEACHING TRUST 1349 EMPIRE CENTRA DR STE 400 DALLAS, TX 75247		501(C)(3)	EDUCATION	25,000
Total ▶ 3a				270,045

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE AGAPE CLINIC DALLAS 4104 JUNIUS ST DALLAS, TX 75246		501(C)(3)	HEALTHCARE	5,000
THE CRYSTAL CHARITY BALL 3838 OAK LAWN AVE STE L150 DALLAS, TX 75219		501(C)(3)	CHILDREN'S AND YOUTH SERVICES	25,000
THE FAMILY PLACE 1420 W MOCKINGBIRD LN STE 800 DALLAS, TX 75247		501(C)(3)	FAMILY SERVICES	30,000
Total ▶ 3a				270,045

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UPLIFT EDUCATION 1825 MARKET CENTER BLVD STE 500 DALLAS, TX 75207		501(C)(3)	EDUCATION	2,500
VNA1600 VICEROY DR SUITE 400 DALLAS, TX 75235		501(C)(3)	HEALTHCARE	2,000
OUR FRIENDS PLACE 6500 GREENVILLE AVE STE 620 DALLAS, TX 75206		501(C)(3)	CHILDREN'S AND YOUTH SERVICES	5,000
Total ▶ 3a				270,045

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
QUALITY OF LIFE FOUNDATION FOR METROPOLITAN DALLAS 500 N AKARD ST STE 2600 DALLAS, TX 75201		501(C)(3)	CHARITABLE	2,500
SOLAR BOYS PTA1802 MOSER AVE DALLAS, TX 75206		501(C)(3)	EDUCATION	2,500
THE FIRST TEE OF GREATER DALLAS 16200 ADDISON RD STE 255 ADDISON, TX 75001		501(C)(3)	CHILDREN'S AND YOUTH SERVICES	3,500
Total ▶ 3a				270,045

TY 2018 Accounting Fees Schedule**Name:** MAKE IT COUNT FAMILY FOUNDATION**EIN:** 81-0852076

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREP FEES	5,200	5,200		0

TY 2018 General Explanation Attachment**Name:** MAKE IT COUNT FAMILY FOUNDATION**EIN:** 81-0852076**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1	CORPORATE TRUSTEE COMPENSATION	PART I, LINE 13	COMPENSATION PAID TO TOLLESON PRIVATE BANK AS CORPORATE TRUSTEE IS DETERMINED USING A FEE SCHEDULE AND PERIODIC MARKET SURVEY TO VERIFY CONTINUING REASONABLENESS OF COMPENSATION WHILE SUCH COMPENSATION IS NOT BASED ON HOURLY RATES, THE TRUST OFFICER AND OTHER STAFF SPEND APPROXIMATELY AN AVERAGE OF ONE HOUR PER WEEK ON DUTIES INCLUDING ADMINISTRATIVE, MANAGEMENT, AND COMPLIANCE RESPONSIBILITIES FOR THIS FOUNDATION

TY 2018 Investments - Other Schedule**Name:** MAKE IT COUNT FAMILY FOUNDATION**EIN:** 81-0852076**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SEI MAIN	AT COST	573,715	550,854
RB DOMESTIC EQUITY PARTNERSHIP, LP	AT COST	1,813,599	2,027,075
RB INTERNATIONAL EQUITY PARTNERSHIP, LP	AT COST	1,367,237	1,471,074
RB HIGH YIELD PARTNERSHIP, LP	AT COST	804,895	705,235

TY 2018 Other Expenses Schedule**Name:** MAKE IT COUNT FAMILY FOUNDATION**EIN:** 81-0852076**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RB DOMESTIC EQUITY PARTNERSHIP, LP	36,415	36,415		0
RB INTERNATIONAL EQUITY PARTNERSHIP, LP	18,349	18,349		0
RB HIGH YIELD PARTNERSHIP, LP	22,034	22,031		0

TY 2018 Other Income Schedule**Name:** MAKE IT COUNT FAMILY FOUNDATION**EIN:** 81-0852076**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
RB DOMESTIC EQUITY PARTNERSHIP, LP	69,087	69,087	69,087
RB INTERNATIONAL EQUITY PARTNERSHIP, LP	47,325	47,325	47,325
RB HIGH YIELD PARTNERSHIP, LP	60,712	56,549	60,712
UNRELATED BUSINESS TAXABLE INCOME	0	-41,341	0

TY 2018 Other Professional Fees Schedule**Name:** MAKE IT COUNT FAMILY FOUNDATION**EIN:** 81-0852076

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	2,734	2,734		0

TY 2018 Taxes Schedule**Name:** MAKE IT COUNT FAMILY FOUNDATION**EIN:** 81-0852076

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX PAYMENTS	5,523	0		0