

EXTENDED TO NOVEMBER 15, 2019 49133412101 9

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

, and ending

Name of foundation BYRNE FAMILY FOUNDATION TRUST		A Employer identification number 83-0768784
Number and street (or P O box number if mail is not delivered to street address) 5500 PRESTON RD	Room/suite 250	B Telephone number (214) 252-3250
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75205		C If exemption application is pending, check here <input type="checkbox"/> 6
G Check all that apply: <input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation 04		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 19,461,866.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		20,126,258.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		12.	12.		STATEMENT 1
4 Dividends and interest from securities		72,402.	72,402.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-31,460.			
b Gross sales price for all assets on line 6a 397,573.					
7 Capital gain net income (from Part IV, line 2)			0.		
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)					
11 Other income		127,925.	114,100.		STATEMENT 3
12 Total. Add lines 1 through 11		20,295,137.	186,514.		
13 Compensation of officers, directors, trustees, etc		12,500.	0.		12,500.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		956.	0.		956.
16a Legal fees STMT 4		1,392.	0.		1,392.
b Accounting fees					
c Other professional fees STMT 5		38,431.	7,306.		31,125.
17 Interest					
18 Taxes STMT 6		3,000.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		3,186.	0.		3,186.
22 Printing and publications					
23 Other expenses STMT 7		29,486.	29,485.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		88,951.	36,791.		49,159.
25 Contributions, gifts, grants paid		265,000.			265,000.
26 Total expenses and disbursements. Add lines 24 and 25		353,951.	36,791.		314,159.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		19,941,186.			
b Net investment income (if negative, enter -0-)			149,723.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments		9,442,559.	9,442,559.
	3 Accounts receivable ▶ 3,445.			
	Less: allowance for doubtful accounts ▶		3,445.	3,445.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 8	0.	5,734,770.	5,415,711.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	0.	4,760,427.	4,600,151.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	0.	19,941,201.	19,461,866.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ PREPAID INCOME)	0.	15.	
	23 Total liabilities (add lines 17 through 22)	0.	15.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted and complete lines 24 through 26, and lines 30 and 31			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	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	0.	19,941,186.	
	30 Total net assets or fund balances	0.	19,941,186.	
	31 Total liabilities and net assets/fund balances	0.	19,941,201.	

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	0.
2 Enter amount from Part I, line 27a	2	19,941,186.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	19,941,186.
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	19,941,186.

Part IV Capital Gains and Losses for Tax on Investment Income**SEE ATTACHED STATEMENTS**

(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.)
1a			
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	397,573.	429,033.	-31,460.

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			-31,460.

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	-31,460.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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	400,605.	5,755,830.	.069600
2016	220,239.	3,475,532.	.063368
2015	155,104.	1,747,685.	.088748
2014	89,831.	1,802,703.	.049831
2013	65,161.	1,407,918.	.046282

2 Total of line 1, column (d)	2	.317829
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	.063566
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	12,429,218.
5 Multiply line 4 by line 3	5	790,076.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,497.
7 Add lines 5 and 6	7	791,573.
8 Enter qualifying distributions from Part XII, line 4	8	447,814.

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.

BYRNE FAMILY FOUNDATION TRUST

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	ALABAMA ECONOMIC SETTLEMENT AU 3.163% 09/15/2025	P	08/21/18	09/18/18
b	CAPITAL TR AGY FLA MULTIFAMILY 3.25% 12/01/2020	P	06/15/17	12/03/18
c	AT&T INC 2.375% 11/27/2018	P	04/11/17	11/27/18
d	GENESEE CNTY MICH GO LTD TAX NTS 2017 3.109% 10/0	P	05/10/17	08/01/18
e	GENESEE CNTY MICH GO LTD TAX NTS 2017 3.109% 10/0	P	05/10/17	09/04/18
f	GENESEE CNTY MICH GO LTD TAX NTS 2017 3.109% 10/0	P	05/10/17	10/01/18
g	GENESEE CNTY MICH GO LTD TAX NTS 2017 3.109% 10/0	P	05/10/17	11/01/18
h	GENESEE CNTY MICH GO LTD TAX NTS 2017 3.109% 10/0	P	05/10/17	12/04/18
i	RB STRATEGIC FIXED INCOME	P	01/01/18	12/31/18
j	RB STRATEGIC FIXED INCOME	P	01/01/17	12/31/18
k	RB HIGH YIELD	P	01/01/18	12/31/18
l	RB HIGH YIELD	P	01/01/17	12/31/18
m	WESTWOOD	P	01/01/18	12/31/18
n	WESTWOOD	P	01/01/17	12/31/18
o	SMIDCAP PLUS - PT	P	06/26/18	11/30/18

(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 20,000.		19,846.	154.
b 15,000.		15,000.	0.
c 50,000.		50,000.	0.
d 3,000.		3,000.	0.
e 3,000.		3,000.	0.
f 3,000.		3,000.	0.
g 5,000.		5,000.	0.
h 6,000.		6,000.	0.
i		3,260.	-3,260.
j 1,873.			1,873.
k 119.			119.
l 7,500.			7,500.
m		74,958.	-74,958.
n 58,941.			58,941.
o 58,133.		70,432.	-12,299.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			154.
b			0.
c			0.
d			0.
e			0.
f			0.
g			0.
h			0.
i			-3,260.
j			1,873.
k			119.
l			7,500.
m			-74,958.
n			58,941.
o			-12,299.

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

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).

If (loss), enter "-0-" in Part I, line 8

3

BYRNE FAMILY FOUNDATION TRUST

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	STRATEGIC GLOBAL CONVERTIBLES - PT	P	06/20/18	11/30/18
b	RB INTERNATIONAL EQUITY - SECT 1256	P	01/01/18	12/31/18
c	RB INTERNATIONAL EQUITY - SECT 1256	P	01/01/17	12/31/18
d	RB HIGH YIELD - SECT 1256	P	01/01/18	12/31/18
e	RB HIGH YIELD - SECT 1256	P	01/01/17	12/31/18
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 164,789.		175,537.	-10,748.
b 169.			169.
c 253.			253.
d 103.			103.
e 155.			155.
f 538.			538.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			-10,748.
b			169.
c			253.
d			103.
e			155.
f			538.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	-31,460.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,994.
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	2,994.
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	2,994.
6 Credits/Payments:			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	3,000.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	7,000.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	10,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	7,006.	
11 Enter the amount of line 10 to be: Credited to 2019 estimated tax	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. 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.		X
c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

STMT 10

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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		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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address N/A		
14 The books are in care of TOLLESON WEALTH MANAGEMENT Telephone no. (214) 252-3250		
Located at 5500 PRESTON ROAD, SUITE 250, 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 N/A		
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?		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year, did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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

N/A

Organizations relying on a current notice regarding disaster assistance, check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

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(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.

(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
J. TIMOTHY BYRNE	TRUSTEE			
5500 PRESTON ROAD, SUITE 250				
DALLAS, TX 75205	1.00	0.	0.	0.
MELANIE BYRNE	TRUSTEE			
5500 PRESTON ROAD, SUITE 250				
DALLAS, TX 75205	1.00	0.	0.	0.
JORDAN BYRNE BRAINERD	TRUSTEE			
5500 PRESTON ROAD, SUITE 250				
DALLAS, TX 75205	1.00	0.	0.	0.
HEATHER BYRNE KOOPMAN	TRUSTEE			
5500 PRESTON ROAD, SUITE 250				
DALLAS, TX 75205	20.00	12,500.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

Form 990-PF (2018)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
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	4,099,369.
b	Average of monthly cash balances	1b	4,920,016.
c	Fair market value of all other assets	1c	3,599,110.
d	Total (add lines 1a, b, and c)	1d	12,618,495.
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	12,618,495.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	189,277.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,429,218.
6	Minimum investment return. Enter 5% of line 5	6	621,461.

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	621,461.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	2,994.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	1,698.
c	Add lines 2a and 2b	2c	4,692.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	616,769.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	616,769.
6	Deduction from distributable amount (see instructions)	6	2,989.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	613,780.

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	447,814.
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	447,814.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	447,814.

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.

Form 990-PF (2018)

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				613,780.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015	15,747.			
d From 2016	46,808.			
e From 2017	114,171.			
f Total of lines 3a through e	176,726.			
4 Qualifying distributions for 2018 from Part XII, line 4: ► \$ 447,814.				
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				447,814.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	165,966.			165,966.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	10,760.			
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 instr.			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	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	10,760.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017	10,760.			
e Excess from 2018				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

SEE STATEMENT 11

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.

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 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				
PATRIOT PAWS 254 RANCH TRAIL ROCKWALL, TX 75032		501(C)(3)	VETERANS/ANIMALS	15,000.
TEXAS CIVIL RIGHTS PROJECT 1405 MONTOPOLIS DR AUSTIN, TX 78741		501(C)(3)	IMMIGRANT FAMILIES	5,000.
RAICES 1305 N FLORES STREET SAN ANTONIO, TX 78212		501(C)(3)	IMMIGRANT FAMILIES	5,000.
DALLAS WOMEN'S FOUNDATION CAMPBELL CENTER II, 8150 N CETRAL EXPY, STE 110 DALLAS, TX 75206		501(C)(3)	WOMEN'S CAUSES	1,000.
WEILENMANN SCHOOL OF DISCOVERY 4199 KILBY RD PARK CITY, UT 84098		501(C)(3)	EDUCATION	15,000.
Total	SEE CONTINUATION SHEET(S)			265,000.
b Approved for future payment				
NONE				
Total				0.

Part XV Supplementary Information**3. Grants and Contributions Paid During the Year (Continuation)**

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
HOLY CROSS MINISTRIES 860 EAST 4500 SOUTH, STE 204 SALT LAKE CITY, UT 84107		501(C)(3)	HUMAN SERVICES	1,000.
URSULINE ACADEMY OF DALLAS FOUNDATION INC. 4900 WALNUT HILL LANE DALLAS, TX 75229		501(C)(3)	EDUCATION	1,874.
KIPP DALLAS-FORT WORTH INC. PO BOX 674443 DALLAS, TX 75267-4443		501(C)(3)	EDUCATION	100,000.
HOLY CROSS MINISTRIES 860 EAST 4500 SOUTH, STE 204 SALT LAKE CITY, UT 84107		501(C)(3)	HUMAN SERVICES	15,000.
DALLAS 24 HOUR CLUB, INC. 4636 ROSS AVENUE DALLAS, TX 75204		501(C)(3)	HEALTH	8,000.
THE PARK CITY FOUNDATION PO BOX 681499 PARK CITY, UT 84068		501(C)(3)	GENERAL	2,126.
WESLEY RANKIN COMMUNITY CENTER, INC. 3100 CROSSMAN AVE DALLAS, TX 75212		501(C)(3)	HUMAN SERVICES	5,000.
OPERATION KINDNESS 3201 EARHART DRIVE CARROLLTON, TX 75006		501(C)(3)	ANIMALS	20,000.
TEACHING TRUST 1349 EMPIRE CENTRAL DR, STE 400 DALLAS, TX 75207		501(C)(3)	EDUCATION	25,000.
TEACH FOR AMERICA, INC. 600 N PEARL ST, STE 2300 DALLAS, TX 75201		501(C)(3)	EDUCATION	40,000.
Total from continuation sheets				224,000.

83-0768784

3 Grants and Contributions Paid During the Year (Continuation)

823631
04-01-18

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

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

[illegible]

- 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		

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.

**Sign
Here**

Signature of officer or trustee

Date 11/14/19

► **TRUSTEE**

May the IRS discuss this return with the preparer shown below? See instr

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

AMY ARMSTRONG

Preparer's signature

PRIVATE WEALTH MANAGEMENT

Date

11-4-15

Check ☐ if
self-employed

PTIN

P00364648

Firm's name ▶ TOLLESON PRIVATE WEALTH MANAGEMENT LP

Firm's EIN ▶ 75-2873095

Firm's address ► 5500 PRESTON ROAD, SUITE 250
DALLAS, TX 75205

Phone no. (214) 252-3250

Form **990-PF** (2018)

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

BYRNE FAMILY FOUNDATION TRUST**83-0768784**

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 foundationCheck 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).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2018)

Name of organization BYRNE FAMILY FOUNDATION TRUST	Employer identification number 83-0768784
--	---

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
<u>1</u>	<u>J TIMOTHY BYRNE</u> <u>2000 MCKINNEY AVENUE, SUITE 1000</u> <u>DALLAS, TX 75201</u>	\$ <u>8,044,551.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>2</u>	<u>BYRNE FAMILY FOUNDATION</u> <u>5500 PRESTON RD STE 250</u> <u>DALLAS, TX 75205</u>	\$ <u>6,069,474.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>3</u>	<u>BYRNE FAMILY FOUNDATION</u> <u>5500 PRESTON RD STE 250</u> <u>DALLAS, TX 75205</u>	\$ <u>6,012,233.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
<u> </u>	<u> </u> <u> </u> <u> </u>	\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u> </u>	<u> </u> <u> </u> <u> </u>	\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u> </u>	<u> </u> <u> </u> <u> </u>	\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization	Employer identification number
BYRNE FAMILY FOUNDATION TRUST	83-0768784

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
3	SECURITIES: EAGLE MLP STRATEGY FUND & BONDS	\$ 2,422,569.	06/28/18
3	OTHER ASSETS: ROCK BLUFF DOMESTIC EQUITY PARTNERSHIP INTEREST	\$ 635,487.	06/30/18
3	OTHER ASSETS: ROCK BLUFF INTERNATIONAL EQUITY PARTNERSHIP INTEREST	\$ 621,074.	06/30/18
3	OTHER ASSETS: ROCK BLUFF STRATEGIC FIXED INCOME PARTNERSHIP INTEREST	\$ 1,843,820.	06/30/18
3	OTHER ASSETS: ROCK BLUFF HIGH YIELD PARTNERSHIP INTEREST	\$ 502,602.	06/30/18
		\$	

Name of organization

Employer identification number

BYRNE FAMILY FOUNDATION TRUST**83-0768784****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 info once) ▶ \$ _____

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
TOLLESON PRIVATE BANK	12.	12.	
TOTAL TO PART I, LINE 3	12.	12.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PERSHING BOND - AMORTIZATION	-2,632.	0.	-2,632.	-2,632.	
PERSHING BOND - PURCHASED ACCRUED INTEREST	-7,630.	0.	-7,630.	-7,630.	
PERSHING BOND ACCOUNT	51,502.	0.	51,502.	51,502.	
PERSHING INVESTMENT ACCOUNT	3,905.	0.	3,905.	3,905.	
PERSHING TRANSITION ACCOUNT	5,705.	0.	5,705.	5,705.	
WESTWOOD ACCOUNT	22,090.	538.	21,552.	21,552.	
TO PART I, LINE 4	72,940.	538.	72,402.	72,402.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ROCK BLUFF DOMESTIC EQUITY PARTNERSHIP - OTHER INCOME	16,333.	16,333.	
ROCK BLUFF INTERNATIONAL EQUITY PARTNERSHIP - OTHER INCOME	12,652.	12,652.	
ROCK BLUFF STRATEGIC FIXED INCOME PARTNERSHIP - OTHER INCOME	44,277.	44,277.	
ROCK BLUFF HIGH YIELD PARTNERSHIP - OTHER INCOME	20,436.	19,096.	
WESTWOOD	34,227.	34,227.	
UNRELATED BUSINESS TAXABLE INCOME	0.	-12,485.	
TOTAL TO FORM 990-PF, PART I, LINE 11	127,925.	114,100.	

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,392.	0.		1,392.
TO FM 990-PF, PG 1, LN 16A	1,392.	0.		1,392.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	7,306.	7,306.		0.
CHARITABLE ADMINISTRATION FEES	30,482.	0.		30,482.
PAYROLL PROCESSING FEES	643.	0.		643.
TO FORM 990-PF, PG 1, LN 16C	38,431.	7,306.		31,125.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAXES	3,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,000.	0.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(D) CHARITABLE PURPOSES
ROCK BLUFF DOMESTIC EQUITY PARTNERSHIP	8,611.	8,611.	0.
ROCK BLUFF INTERNATIONAL EQUITY PARTNERSHIP	4,905.	4,905.	0.
ROCK BLUFF STRATEGIC FIXED INCOME PARTNERSHIP	7,825.	7,825.	0.
ROCK BLUFF HIGH YIELD PARTNERSHIP	7,094.	7,093.	0.
WESTWOOD	1,051.	1,051.	0.
TO FORM 990-PF, PG 1, LN 23	29,486.	29,485.	0.

FORM 990-PF	CORPORATE STOCK		STATEMENT 8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
PERSHING INVESTMENT ACCOUNT	283,557.	197,028.	
PERSHING BOND ACCOUNT	2,786,143.	2,753,426.	
WESTWOOD ACCOUNT	2,665,070.	2,465,257.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,734,770.	5,415,711.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ROCK BLUFF DOMESTIC EQUITY PARTNERSHIP, L.P.	FMV	1,348,276.	1,297,418.
ROCK BLUFF INTERNATIONAL EQUITY PARTNERSHIP, L.P.	FMV	1,006,831.	961,112.
ROCK BLUFF STRATEGIC FIXED INCOME PARTNERSHIP, L.P.	FMV	1,873,682.	1,866,347.
ROCK BLUFF HIGH YIELD PARTNERSHIP, L.P.	FMV	531,638.	475,274.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,760,427.	4,600,151.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 10

NAME OF CONTRIBUTORADDRESS

J. TIMOTHY BYRNE

2000 MCKINNEY AVENUE, SUITE 1000
DALLAS, TX 75201

MELANIE BYRNE

2000 MCKINNEY AVENUE, SUITE 1000
DALLAS, TX 75201

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 11

NAME OF MANAGER

J. TIMOTHY BYRNE

MELANIE BYRNE

Byrne Family Foundation Trust (BFF Trust)
2018 Form 990-PF
FEIN: 83-0768784

Transferor Foundation:

Byrne Family Foundation (BFF Corp.)
FEIN 27-1148517
5500 Preston Rd, Ste 250
Dallas, TX 75205

Transferee Foundation:

Byrne Family Foundation Trust (BFF Trust)
FEIN 83-0768784
5500 Preston Rd, Ste 250
Dallas, TX 75205

During 2018, the Byrne Family Foundation ("Transferor") transferred 100% of the fair market value of its assets to the Byrne Family Foundation Trust ("Transferee") pursuant to IRC §507(b)(2). The Transferee is effectively controlled by the same persons as the Transferor and therefore treated as if it were the Transferor pursuant to Treas Reg Sec 1.507-3(a)(9). The Transferee's initial return has been treated as a full year return due to succeeding to the following attributes and characteristics of the Transferor: 1) asset and liability basis, 2) substantial contributors, 3) excess qualifying distributions, and 4) qualification under § 4940(e) for reduced tax on net investment income.

Assets Transferred

	Amount	
	Book Value (Basis)	FMV
Cash	6,069,474	6,069,474
Securities: Eagle MLP Strategy Fund & Bonds	2,503,981	2,422,569
Other Assets: Rock Bluff Domestic Equity Partnership	585,554	635,487
Other Assets: Rock Bluff International Equity Partnership	573,662	621,074
Other Assets: Rock Bluff Strategic Fixed Income Partnership	1,838,617	1,843,820
Other Assets: Rock Bluff High Yield Partnership	510,419	502,602
	<u>12,081,707</u>	<u>12,095,026</u>

Byrne Family Foundation Trust (BFF Trust)
2018 Form 990-PF
FEIN: 83-0768784

Page 3, Part V, Line 1b - Adjusted Qualifying Distributions

	BFF Trust 83-0768784	BFF Corp. 27-1148517	Total
	Adjusted	Adjusted	Adjusted
	Qualifying	Qualifying	Qualifying
Base Year	Distributions	Distributions	Distributions
2017	-	400,605	400,605
2016	-	220,239	220,239
2015	-	155,104	155,104
2014	-	89,831	89,831
2013	-	65,161	65,161

Page 3, Part V, Line 1c - Net Value of Noncharitable-use Assets

	BBF Trust 83-0768784	BBF Corp. 27-1148517	Total
	Net Value of	Net Value of	Net Value of
	Noncharitable-use	Noncharitable-use	Noncharitable-use
Base Year	Assets	Assets	Assets
2017	-	5,755,830	5,755,830
2016	-	3,475,532	3,475,532
2015	-	1,747,685	1,747,685
2014	-	1,802,703	1,802,703
2013	-	1,407,918	1,407,918

Byrne Family Foundation Trust (BFF Trust)
2018 Form 990-PF
FEIN: 83-0768784

Page 8, Part X - Minimum Investment Return

	BFF Trust 83-0768784	BFF Corp. 27-1148517	Total
Line 1a - Average FMV Securities	3,081,613	1,017,756	4,099,369
Line 1b - Average Cash	1,622,839	3,297,177	4,920,016
Line 1c - FMV Other Assets	2,536,154	1,062,956	3,599,110
Line 1d & 3	7,240,606	5,377,889	12,618,495
Line 4 - Deemed for Charitable	108,609	80,668	189,277
Line 5 - Net value of noncharitable-use	7,131,997	5,297,221	12,429,218
Line 6 - Minimum Investment Return	356,600	264,861	621,461

Page 8, Part XI - Distributable Amount

	BBF Trust 83-0768784	BBF Corp. 27-1148517	Total
Line 1 - Minimum Investment Return	356,600	264,861	621,461
Line 2a - Tax on investment income	2,994	-	2,994
Line 2b - Income tax	1,698	-	1,698
Line 2c - Total tax	4,692	-	4,692
Line 3 & 5	351,908	264,861	616,769
Line 6 - Deduction from distributable amount*	-	2,989	2,989
Line 7 - Distributable amount	351,908	261,872	613,780

*Deduction from distributable amounts consists of investment income tax and income tax as reported on the Byrne Family Foundation (EIN 27-1148517) 2018 Form 990-PF and Form 990-T

Page 8, Part XII - Qualifying Distributions

	BBF Trust 83-0768784	BBF Corp. 27-1148517	Total
Line 4 - Qualifying Distributions	314,159	133,655	447,814

Page 9, Part XIII - Undistributed Income

	BBF Trust 83-0768784	BBF Corp. 27-1148517	Total
Line 3 - Excess Distributions Carryover			
a From 2013	-	-	-
b From 2014	-	-	-
c From 2015	-	15,747	15,747
d From 2016	-	46,808	46,808
e From 2017	-	114,171	114,171
f Total of lines 3a through e	-	176,726	176,726