Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning JUL 1, 2008 , and ending JUN 30, 2009

G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: THE SUMMERLEE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 5956 SHERRY LANE — Room/suite: 610

City or town, state, and ZIP code: DALLAS, TX 75225

A Employer identification number: 75-2252355

B Telephone number: (214) 363-9000

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 52,351,884.

J Accounting method: ☐ Cash [X] 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))

		(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				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	92,107.	92,107.	0.	STATEMENT 2
	4 Dividends and interest from securities	800,558.	800,558.	0.	STATEMENT 3
	5a Gross rents	19,950.	19,950.	0.	STATEMENT 4
	b Net rental income or (loss) 19,950.				
	6a Net gain or (loss) from sale of assets not on line 10	<3,747,863.>			STATEMENT 1
	b Gross sales price for all assets on line 6a 13,316,410.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	555,470.	590,965.	53,539.	STATEMENT 5
	12 **Total.** Add lines 1 through 11	<2,279,778.>	1,503,580.	53,539.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	373,400.	16,633.	0.	356,767.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	609,680.	22,195.	0.	171,200.
	16a Legal fees				
	b Accounting fees STMT 6	44,937.	9,942.	0.	35,856.
	c Other professional fees STMT 7	274,402.	274,402.	0.	0.
	17 Interest				
	18 Taxes STMT 8	<25,748.>	86,665.	0.	0.
	19 Depreciation and depletion	45,439.	9,823.	0.	
	20 Occupancy	91,520.	4,416.	0.	87,244.
	21 Travel, conferences, and meetings	38,974.	2,414.	0.	43,007.
	22 Printing and publications				
	23 Other expenses STMT 9	226,683.	10,908.	28,645.	173,815.
	24 **Total operating and administrative expenses** Add lines 13 through 23	1,679,287.	437,398.	28,645.	867,889.
	25 Contributions, gifts, grants paid	2,146,535.			1,661,749.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,825,822.	437,398.	28,645.	2,529,638.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<6,105,600.>			
	b **Net investment income** (if negative, enter -0-)		1,066,182.		
	c **Adjusted net income** (if negative, enter -0-)			24,894.	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	586,424.	170.	170.
	2 Savings and temporary cash investments	315,107.	161,071.	161,071.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	3,553.	17,074.	17,074.
	10a Investments - U S and state government obligations STMT 10	10,779,583.	9,667,096.	9,667,096.
	b Investments - corporate stock STMT 11	38,386,939.	26,561,392.	26,561,392.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ 956,629.			
	Less accumulated depreciation STMT 12 ▶ 26,443.	940,007.	930,186.	930,186.
	12 Investments - mortgage loans			
	13 Investments - other STMT 13	10,391,411.	7,562,705.	7,562,705.
	14 Land, buildings, and equipment basis ▶ 358,330.			
	Less accumulated depreciation STMT 14 ▶ 219,976.	80,749.	138,354.	138,354.
	15 Other assets (describe ▶ STATEMENT 15)	1,626,301.	1,548,489.	7,313,836.
	16 Total assets (to be completed by all filers)	63,110,074.	46,586,537.	52,351,884.
Liabilities	17 Accounts payable and accrued expenses	64,502.	73,029.	
	18 Grants payable	507,580.	989,076.	
	19 Deferred revenue		1,000.	
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 16)	1,182,829.	1,358,046.	
	23 Total liabilities (add lines 17 through 22)	1,754,911.	2,421,151.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	61,355,163.	44,165,386.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	61,355,163.	44,165,386.	
	31 Total liabilities and net assets/fund balances	63,110,074.	46,586,537.	

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	61,355,163.
2 Enter amount from Part I, line 27a	2	<6,105,600.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	55,249,563.
5 Decreases not included in line 2 (itemize) ▶ NET UNREALIZED LOSS ON INVESTMENTS	5	11,084,177.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	44,165,386.

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	PUBLICLY TRADED SECURITIES	P		
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	13,316,410.		17,064,273.	<3,747,863.>
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				<3,747,863.>
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	<3,747,863.>
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	<3,747,863.>

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))
2007	2,483,057.	59,106,704.	.042010
2006	3,110,531.	59,995,624.	.051846
2005	2,778,376.	55,477,067.	.050082
2004	2,287,535.	49,227,308.	.046469
2003	2,260,654.	47,071,887.	.048026

2	**Total** of line 1, column (d)	2	.238433
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.047687
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	47,765,413.
5	Multiply line 4 by line 3	5	2,277,789.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,662.
7	Add lines 5 and 6	7	2,288,451.
8	Enter qualifying distributions from Part XII, line 4	8	2,624,272.

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 letter ______ (attach copy of ruling 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	10,662.
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	10,662.
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	10,662.
6	Credits/Payments				
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	40,809.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	40,809.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	30,147.
11	Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶ 30,147. **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.SUMMERLEE.ORG

14 The books are in care of ▶ JOHN CRAIN Telephone no ▶ (214) 363-9000

Located at ▶ 5956 SHERRY LANE, SUITE 610, DALLAS, TX ZIP+4 ▶ 75225-8025

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

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 page 20 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☒ No If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2008 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 2008.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ 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	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? 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?		6b	X
If you answered "Yes" to 6b, also file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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.

(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 STATEMENT 17		373,400.	294951.	9,716.

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

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
DAIN RAUSCHER 2711 N. HASKELL AVENUE, SUITE 2400, DALLAS, TX	INVESTMENT MANAGEMENT	69,636.
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 EXPENSES ASSOCIATED WITH OPERATING THE MEDICINE MOUND RANCH, A 6,457 ACRE NATIVE AMERICAN ARCHAEOLOGICAL SITE AND INDIGENOUS WILDLIFE PRESERVE IN HARDEMAN COUNTY, TX	137,048.
2	
3 SEE SCHEDULE 1	258,300.
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.

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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	38,067,078.
b	Average of monthly cash balances	1b	261,344.
c	Fair market value of all other assets	1c	10,164,383.
d	**Total** (add lines 1a, b, and c)	1d	48,492,805.
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	48,492,805.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	727,392.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	47,765,413.
6	**Minimum investment return.** Enter 5% of line 5	6	2,388,271.

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	2,388,271.
2a	Tax on investment income for 2008 from Part VI, line 5 2a 10,662.		
b	Income tax for 2008. (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	10,662.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,377,609.
4	Recoveries of amounts treated as qualifying distributions	4	10,187.
5	Add lines 3 and 4	5	2,387,796.
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	2,387,796.

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	2,529,638.
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	94,634.
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	2,624,272.
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	10,662.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,613,610.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				2,387,796.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years ______, ______, ______		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004				
c From 2005				
d From 2006 96,799.				
e From 2007				
f Total of lines 3a through e	96,799.			
4 Qualifying distributions for 2008 from Part XII, line 4. ▶ $ 2,624,272.				
a Applied to 2007, 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 2008 distributable amount				2,387,796.
e Remaining amount distributed out of corpus	236,476.			
5 Excess distributions carryover applied to 2008 (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	333,275.			
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 2007 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	333,275.			
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006 96,799.				
d Excess from 2007				
e Excess from 2008 236,476.				

823581
01-02-09

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 2008, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	(e) Total
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 the 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))

NONE

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

SUMMERLEE FOUNDATION - PROGRAM DIRECTOR, (214) 363-9000
5956 SHERRY LANE, SUITE 610, DALLAS, TEXAS 75225

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

c Any submission deadlines

JUNE; SEPTEMBER; JANUARY; MAY SEE WWW.SUMMERLEE.ORG FOR MORE INFORMATION

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

SEE SCHEDULE 3

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				
ANIMAL PROTECTION GRANTS (SEE SCHEDULE 4)				876,093.
TEXAS HISTORY GRANTS (SEE SCHEDULE 5)				785,656.
Total			▶ 3a	1661749.
b Approved for future payment				
SEE SCHEDULE 6				856,076.
Total			▶ 3b	856,076.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	92,107.	
4 Dividends and interest from securities			14	800,558.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	19,950.	
6 Net rental income or (loss) from personal property					
7 Other investment income			14	658.	
8 Gain or (loss) from sales of assets other than inventory			18	<3,747,863.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a SEE STATEMENT 18		<46,380.>		547,653.	53,539.
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		<46,380.>		<2,286,937.>	53,539.

13 Total. Add line 12, columns (b), (d), and (e) 13 <2,279,778.>

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
11A	VARIOUS EXEMPT PURPOSE REVENUE, SUCH AS BOOK SALES AND RENTAL INCOME
	FROM SGR FOUNDATION, RECOVERY OF GRANTS MADE IN A PRIOR YEAR, AND
	GOVERNMENT SUBSIDIES FOR LAND CONSERVATION AT MEDICINE MOUND RANCH.

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

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

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee — Date 2/10/2010 — Title President

Paid Preparer's Use Only

Preparer's signature Curtis Maxfield — Date 2/10/2010 — Check if self-employed ☐ — Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code: WHITLEY PENN, LLP, 1400 WEST 7TH STREET, STE. 400, FORT WORTH, TEXAS 76102

EIN

Phone no (817) 259-9100

2008 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	LAND, BUILDINGS, AND EQUIPMENT											
1	AUTOMOBILES	VARIES	SL	5.00	16	106,052.			106,052.	45,042.		24,404.
2	FURNITURE AND EQUIPMENT	VARIES	SL	5.00	16	50,611.			50,611.	38,496.		2,957.
3	FURNITURE AND EQUIPMENT	VARIES	SL	7.00	16	185,507.			185,507.	88,835.		8,008.
4	LIVESTOCK	VARIES	SL	5.00	16	16,160.			16,160.	11,987.		247.
	* 990-PF PG 1 TOTAL - LAND, BUILDINGS, AND E					358,330.		0.	358,330.	184,360.	0.	35,616.
	SARAHVILLE LAND, BUILDINGS AND EQUIPMEN											
5	EQUIPMENT	VARIES	SL	15.00	16	59,280.			59,280.	8,596.		5,068.
6	HOUSE AND GARAGE	VARIES	SL	39.00	16	100,000.			100,000.	3,953.		2,564.
7	BARN AND WELL HOUSES	VARIES	SL	20.00	16	20,500.			20,500.	2,249.		1,369.
8	LAND	VARIES		.000	16	772,149.			772,149.			0.
9	SARAHVILLE FURNITURE AND EQUIPMENT	VARIES	SL	7.00	16	4,700.			4,700.	1,822.		822.
	* 990-PF PG 1 TOTAL - SARAHVILLE LAND, BUILD					956,629.		0.	956,629.	16,620.	0.	9,823.
	* GRAND TOTAL 990-PF PG 1 DEPR					1,314,959.		0.	1,314,959.	200,980.	0.	45,439.

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,316,410.	17,064,273.	0.	0.	<3,747,863.>

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<3,747,863.>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
DAIN RAUSCHER INVESTMENTS	92,107.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	92,107.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DAIN RAUSCHER INVESTMENTS	800,558.	0.	800,558.
TOTAL TO FM 990-PF, PART I, LN 4	800,558.	0.	800,558.

FORM 990-PF RENTAL INCOME STATEMENT 4

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
OFFICE SPACE SUBLEASE	1	12,000.
LEASE INCOME/ SARAHVILLE	2	7,950.
TOTAL TO FORM 990-PF, PART I, LINE 5A		19,950.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SECURITIES LITIGATION INCOME	658.	658.	658.
OIL AND GAS ROYALTIES	602,506.	602,506.	602,506.
OTHER EXEMPT REVENUE	14,707.	0.	14,707.
GRANT RECOVERIES	10,187.	0.	10,187.
PASSTHROUGH FROM PARTNERSHIPS	<89,034.>	0.	<89,034.>
PASSTHROUGH FROM PARTNERSHIPS ALLOCATED TO NET INVESTMENT INCOME	<12,199.>	<12,199.>	<12,199.>
MEDICINE MOUND RANCH	28,645.	0.	28,645.
TOTAL TO FORM 990-PF, PART I, LINE 11	555,470.	590,965.	555,470.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING/AUDITING FEES	44,937.	9,942.	0.	35,856.
TO FORM 990-PF, PG 1, LN 16B	44,937.	9,942.	0.	35,856.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	247,875.	247,875.	0.	0.
OIL AND GAS CONSULTING FEES	26,527.	26,527.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	274,402.	274,402.	0.	0.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	<112,507.>	0.	0.	0.
OIL AND GAS SEVERANCE TAXES	29,492.	29,492.	0.	0.
PROPERTY TAXES	32,731.	32,637.	0.	0.
FOREIGN TAXES	24,536.	24,536.	0.	0.
TO FORM 990-PF, PG 1, LN 18	<25,748.>	86,665.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	21,516.	0.	0.	21,642.
MEMBERSHIP DUES	15,723.	0.	0.	15,723.
MEDICINE MOUND RANCH	120,919.	0.	28,645.	98,610.
GENERAL AND ADMINISTRATIVE	60,078.	2,461.	0.	37,840.
SARAHVILLE/FT. MILAM	8,447.	8,447.	0.	0.
TO FORM 990-PF, PG 1, LN 23	226,683.	10,908.	28,645.	173,815.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
TREASURY ACCOUNT - U.S GOVT.	X		9,667,096.	9,667,096.
TOTAL U.S. GOVERNMENT OBLIGATIONS			9,667,096.	9,667,096.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			9,667,096.	9,667,096.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GIN/EQUITY ACCOUNT	6,757,553.	6,757,553.
KEMPNER/VALUE ACCOUNT	2,971,315.	2,971,315.
LATEEF ACCOUNT	3,558,029.	3,558,029.
LAZARD INTERNATIONAL VALUE ACCOUNT	3,408,530.	3,408,530.
RORER LARGE CAP BLEND ACCOUNT	3,268,159.	3,268,159.
WENTWORTH INTERNATIONAL GROWTH ACCOUNT	3,193,064.	3,193,064.
VANGUARD EMERGING MARKETS	1,293,129.	1,293,129.
VANGUARD SMALL CAP	2,111,613.	2,111,613.
TOTAL TO FORM 990-PF, PART II, LINE 10B	26,561,392.	26,561,392.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
EQUIPMENT	59,280.	13,664.	45,616.
HOUSE AND GARAGE	100,000.	6,517.	93,483.
BARN AND WELL HOUSES	20,500.	3,618.	16,882.
LAND	772,149.	0.	772,149.
SARAHVILLE FURNITURE AND EQUIPMENT	4,700.	2,644.	2,056.
TOTAL TO FM 990-PF, PART II, LN 11	956,629.	26,443.	930,186.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OIL AND GAS ROYALTY INTERESTS	FMV	1,630,756.	1,630,756.
RCH ENERGY PARTNERSHIP	FMV	400,250.	400,250.
GT OFFSHORE PARTNERSHIP	FMV	5,226,395.	5,226,395.
GT REAL PROPERTY PARTNERSHIP	FMV	255,032.	255,032.
COMMONFUND PARTNERSHIP	FMV	50,272.	50,272.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,562,705.	7,562,705.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 14

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
AUTOMOBILES	106,052.	69,446.	36,606.
FURNITURE AND EQUIPMENT	50,611.	41,453.	9,158.
FURNITURE AND EQUIPMENT	185,507.	96,843.	88,664.
LIVESTOCK	16,160.	12,234.	3,926.
TOTAL TO FM 990-PF, PART II, LN 14	358,330.	219,976.	138,354.

FORM 990-PF OTHER ASSETS STATEMENT 15

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MEDICINE MOUND RANCH	1,046,243.	1,046,243.	5,980,125.
ART COLLECTION	199,610.	199,610.	1,031,075.
ARCHIVES	203,655.	204,996.	204,996.
SECURITY DEPOSITS	3,950.	3,950.	3,950.
ACCRUED INVESTMENT INCOME	162,035.	72,994.	72,994.
OTHER RECEIVABLE	10,808.	20,146.	20,146.
OTHER RECEIVABLE-HOKE	0.	550.	550.
TO FORM 990-PF, PART II, LINE 15	1,626,301.	1,548,489.	7,313,836.

FORM 990-PF OTHER LIABILITIES STATEMENT 16

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED FEDERAL EXCISE TAXES	123,385.	216.
DEFINED BENEFIT PENSION OBLIGATION	812,927.	1,117,880.
POSTEMPLOYMENT BENEFIT OBLIGATION	246,517.	239,950.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,182,829.	1,358,046.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 17

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN CRAIN 5956 SHERRY LANE, SUITE 610 DALLAS, TX 75225	DIRECTOR/PRESIDENT 40.00	167,289.	144029.	5,502.
DAVID JACKSON 5956 SHERRY LANE, SUITE 610 DALLAS, TX 75225	DIRECTOR/SECRETARY 30.00	1,650.	59,846.	0.
MELANIE LAMBERT 5956 SHERRY LANE, SUITE 610 DALLAS, TX 75225	DIRECTOR/VICE PRESIDENT 40.00	126,161.	64,943.	4,214.
MARTHA BENSON 5956 SHERRY LANE, SUITE 610 DALLAS, TX 75225	DIRECTOR/TREASURER 5.00	0.	0.	0.
RON TYLER 5956 SHERRY LANE, SUITE 610 DALLAS, TX 75225	DIRECTOR 5.00	0.	0.	0.
MICHAEL COLLINS 5956 SHERRY LANE, SUITE 610 DALLAS, TX 75225	DIRECTOR 5.00	0.	0.	0.
NIKKI DESHAZO 5956 SHERRY LANE, SUITE 610 DALLAS, TX 75225	DIRECTOR 5.00	0.	0.	0.

LYNNE STARNES 5956 SHERRY LANE, SUITE 610 DALLAS, TX 75225	DIRECTOR OF ADMINISTRATION 40.00		78,300.	26,133.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII			373,400.	294951.	9,716.

FORM 990-PF	OTHER REVENUE	STATEMENT 18

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC-TION INCOME
OIL AND GAS ROYALTIES			15	602,506.	
OTHER EXEMPT REVENUE					14,707.
GRANT RECOVERIES					10,187.
PASSTHROUGH FROM PARTNERSHIPS	523000	<46,380.>	14	<42,654.>	
PASSTHROUGH FROM PARTNERSHIPS ALLOCATED TO NET INVESTMENT INCOME			14	<12,199.>	
MEDICINE MOUND RANCH					28,645.
TOTAL TO FORM 990-PF, PG 11, LN 11		<46,380.>		547,653.	53,539.

THE SUMMERLEE FOUNDATION #75-2252355
List of Schedules - Form 990-PF
For the Year Ended June 30, 2009

<u>SCHEDULE</u>

1	DIRECT CHARITABLE ACTIVITIES
2	INVESTMENTS
3	GRANT AWARD RESTRICTIONS AND LIMITATIONS
4	ANIMAL PROTECTION PROGRAM GRANTS PAID IN 2008
5	TEXAS HISTORY PROGRAM GRANTS PAID IN 2008
6	GRANTS APPROVED FOR FUTURE PAYMENT

THE SUMMERLEE FOUNDATION #75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2009

Schedule 1 Part IX-A, Line 3

Direct Charitable Activities

From inception, the Summerlee Foundation has convened the leading authorities within its program spheres to assist in strategic planning for both the Foundation and the profession. The Foundation has relied on the direct charitable activity ("DCA") as a requisite element in its charitable endeavors. Among the generally accepted DCA categories, the Foundation has convened educational conferences not limited to its own board and staff, has provided technical assistance/training to grantees and other charitable organizations, has supported the service of Foundation staff on advisory boards and public commissions, and has published and disseminated reports on research findings and held conferences of general interest to the public.

Animal Program

The Summerlee Foundation Program Director for Animal Protection participates in Direct Charitable Activities through a process of collaborating, convening, connecting, and counseling. These activities serve to foster and advance animal welfare and animal philanthropy.

The Program Director for the Animal Protection Program served on the Animal Grantmakers Board/Coordinating Committee as President, set program for annual conferences, provided speakers and facilitated sessions, participated in monthly planning meetings, and created collaborative opportunities for AG members with similar interests and missions. The Program Director also assists the AG with its state non-profit status, filings, books and record keeping and directs the coordination of the Animal Grantmaking database.

The Program Director assisted The Global Federation of Animal Sanctuaries in its vision and implementation of accreditation for animal sanctuaries through an historic perspective, experiences, site visits and collaborative sessions.

The Program Director helped to improve non-profits' understanding of philanthropy and the grant process and improve the non-profits' ability to serve animals and acquire funding by presenting a round-table discussion at Rural Philanthropy Days, Colorado.

The Program Director has implemented the Foundaiton's three-year strategy for its initiative in Mexico and has provided hours of assistance to the Asociacion Internacional para la Proteccion de los Animales in its endeavors towards primary self-sufficiency.

The Program Director is writing case studies related to the Mexico Initiative in order to assist other funders/donors hoping to launch initiatives and programs to aid animals in Mexico.

Texas History Program

The Texas History program of the Summerlee Foundation offers outreach support to Texas history organizations by providing educational workshops and seminars, training, information, and resources to their boards and staffs, by serving as a commissioner of the Texas Historical Commission—a state agency, by serving as an advisory director of several Texas historical organizations, by maintaining an extensive research library, and providing technical assistance to those aspiring to research, document, disseminate, and promote Texas History.

THE SUMMERLEE FOUNDATION #75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2009

Schedule 2 - Schedule of Investments

	Book Value	Fair Market Value
US GOVERNMENT OBLIGATIONS		
Treasury Account	$ 9,667,096	$ 9,667,096
Total Investments in US Government Obligations - Part II, Line 1(	$ 9,667,096	$ 9,667,096
CORPORATE STOCK		
Summarized By Investment Manager:		
Gin/Equity Account	$ 6,757,553	$ 6,757,553
Kempner/Value Account	2,971,315	2,971,315
Lateef Account	3,558,029	3,558,029
Lazard International Value Account	3,408,530	3,408,530
Rorer Large Cap Blend Account	3,268,159	3,268,159
Vanguard Emerging Markets Mututal Fund	1,293,129	1,293,129
Vanguard Small Cap Equity Mutual Fund	2,111,613	2,111,613
Wentworth International Growth Account	3,193,064	3,193,064
Total Investments in Corporate Stock - Part II, Line 10b	$ 26,561,392	$ 26,561,392

Note: Schedule of individual securities owned is too voluminous to include in return, but is availabl€
for examination at the Summerlee Foundation's office.

THE SUMMERLEE FOUNDATION #75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2009

Schedule 3 Part XV, Line 2d

Award Restrictions and Limitations

The Foundation makes grants for two specific purposes: (1) to alleviate fear, pain and suffering of animals and to promote animal protection and the prevention of cruelty to animals, and (2) to research, promote and document all facets of Texas History.

The Animal Protection program currently has funding priorities which will take precedence over any proposals not within these priority issues. In our companion animal program, the Foundation funds only spay and neuter initiatives and the protection of feral cats (TNR under colony management). Special emphasis is given to those communities with the least resources and the greatest challenges of culture, education, economy, and geography.

Our marine program is focusing on the suffering of captive marine mammals and the cruel and devastating impacts of the captive trade industry on dolphins and orcas. Our terrestrial wildlife program prioritizes the protection of mountain lions, coyotes, and bobcats by funding research, education, and advocacy.

The Texas History division of the Foundation funds historical programs in public and private schools, colleges and universities, museums, libraries, archives, public television, and historical, preservation, and archaeological organizations. To be eligible for grant support, Texas history must be the primary focus of the grant proposal. Proposals focusing upon primary research will be given priority over other applications.

In the preservation arena, grant support is restricted to historic structures listed on the National Register of Historic Places – the official list of cultural resources worthy of preservation. The list includes districts, sites, buildings, structures, and objects that are significant in American history, architecture, engineering, and culture.

The program does not generally support the restoration of County Courthouses.

The Texas History division does not fund monuments and memorials. The program does fund Texas history programs outside Texas.

For more information go to www.summerlee.org.

THE SUMMERLEE FOUNDATION #75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2009
Schedule 4 - Animal Protection Grants Paid During the Year

Recipient Name	Organization Address	Foundation Status of Recipient	Project Title	Amount Paid
Angel Acres Horse Haven Rescue Inc.	P.O. Box 62 Glenville, PA 17329	Public Charity	Support for vaccination and routine testing program for rescued horses.	$5,000
Animal Humane Association of New Mexico Inc.	615 Virginia Street SE Albuquerque, NM 87108	Public Charity	Support for feral cat spay neuter initiatives.	$5,400
Animal Protection of New Mexico, Inc.	P. O. Box 11395 Albuquerque, NM 87192-0395	Public Charity	Support for cougar advocacy program in the state of New Mexico.	$12,000
Animal Protection of New Mexico, Inc.	P. O. Box 11395 Albuquerque, NM 87192-0395	Public Charity	Support for Saving Animals New Mexico, the saving pit bull dogs pilot project.	$25,000
Atlantic Wildlife Institute	220 Cookville Road Cookville, New Brunswick E4L 1Z8 Canada	Registered Canadian Charity	General operating support for wildlife protection and rehabilitation.	$10,000
Azalea City Cat Coalition, Inc.	P.O. Box 1612 Mobile, AL 36633	Public Charity	Support for TNR feral cat program.	$3,500
Cedar Creek Lake Friends of the Animals Inc.	P.O. Box 5455 Gun Barrel City, TX 75147	Public Charity	Support for anesthesia machine for high volume spay neuter clinic in east Texas.	$2,200
Children's Advocacy Centers of Texas	1501 West Anderson Lane Building B-1 Austin, TX 78757	Public Charity	Support for workshop titled, "The Links between Child Abuse and Animal Abuse: Protecting Children Through Collaborative Partnerships".	$3,258
Chimpanzee Retirement Sanctuary Northwest	P. O. Box 952 Cle Elum, WA 98922	Public Charity	Support for the Cle Elum Seven, a group of chimpanzees who were rescued from biomedical research and who now live at the sanctuary.	$10,000
Cochise County Humane Society	P.O. Box 1516 Sierra Vista, AZ 85636	Public Charity	Support for the sterilization of between 50-60 free-roaming cats in southern Arizona.	$1,600
Cochrane & Area Humane Society	62 Griffin Industrial Point Cochrane. AB T4C OA3 Canada	Canadian Charity	Support for the Morley First Nations Preventative Spay Program.	$5,000
Colorado State University	Dept. of Fish, Wildlife & Conservation Biology 115 Wagar Fort Collins, CO 80523	State Educational Institution	Support for accessing the Conservation Status of Pumas Through Habitat Modeling and Mapping.	$46,600
Delta County Humane Society	P.O. Box 1111 Delta, CO 81416	Public Charity	Support for feral cat TNR program.	$3,000

THE SUMMERLEE FOUNDATION #75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2009
Schedule 4 - Animal Protection Grants Paid During the Year

Recipient Name	Organization Address	Foundation Status of Recipient	Project Title	Amount Paid
Dog & Cat Shelter, Inc.	84 East Ridge Road Sheridan, WY 82801	Public Charity	Support for the Dog & Cat Shelter feral cat TNR program in Sheridan, Wyoming.	$5,000
Dream Catcher Therapy Center, Inc.	5814 Highway 348 Olathe, CO 81425	Public Charity	Support for its Horse Abuse and Neglect Prevention Program.	$6,500
Dreampower Animal Rescue	P.O. Box 62923 Colorado Springs, CO 80962	Public Charity	Support for Project CATS (Capture, Alter, Track, Statistics) and Project STOP (Stop The Overpopulation of Pets)	$12,000
Earth Island Institute	David Brower Center 2150 Allston Way, Suite 460 Berkeley, CA 94704-1375	Public Charity	Support for The Sunny Initiative, Preventing the Capture, Trade and Killing of dolphins to be paid out over three years.	$25,000
Earth Island Institute/ WildFutures	353 Wallace Way NE, Suite 12 Bainbridge Island, WA 98110	Public Charity	Continued support for WildFutures projects, focusing on the protection, conservation, and advancement in science for the cougar.	$28,000
El Paso Community Foundation	P.O. Box 272 El Paso, TX 79943-0272	Public Charity	Support for Asociacion Internacional Protectora de Animales, A. C. (AIPA) for continuation and expansion of spay neuter programs, veterinary training, and humane euthanasia in Mexico. Support will be for salaries only.	$306,000
Ellicott Wildlife Rehabilitation Center	P.O. Box 75069 Colorado Springs, CO 80970	Public Charity	General operating support associated with native wildlife rehabilitation and release.	$5,000
Faithful Friends Inc.	12A Germay Dr. Germay Industrial Park Wilmington, DE 19804	Public Charity	Support for free and low cost spay neuter for pitbulls/mixes and TNR for feral cats.	$8,000
Friends of Felines	P.O. Box 475 Castle Hayne, NC 28429	Public Charity	Support for feral cat TNR targeting the beach cats as well as the inner city/downtown cats in New Hanover County, North Carolina	$5,000
Global Federation of Animal Sanctuaries, Inc	P. O. Box 32294 Washington, DC 20007	Public Charity	General operating support for the accreditation and certification of animal sanctuaries across the United States.	$10,000
Global Wildlife Resources, Inc.	P.O Box 10248 Bozeman, MT 59719-0248	Public Charity	Support for producing a training video on the humane use of the Y pole, a humane tool for capturing/guiding fractious animals, especially dogs.	$10,000
Great Plains Restoration Council	P.O. Box 1206 Fort Worth, TX 76101-1206	Public Charity	Support for rescue and relocating threatened Texas' black-tailed prairie dogs.	$5,000

THE SUMMERLEE FOUNDATION #75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2009
Schedule 4 - Animal Protection Grants Paid During the Year

Recipient Name	Organization Address	Foundation Status of Recipient	Project Title	Amount Paid
Grounded Eagle Foundation, Inc.	278 Kraft Creek Road Condon, MT 59826-8801	Public Charity	General operating support associated with the care and rehabilitation of injured eagles and other injured or orphaned large raptors	$6,000
Helping Hands Rescue, Inc.	P.O. Box 1975 Lewiston, ID 83501	Public Charity	Support for feral cat TNR program in Lewiston, Idaho and Clarkston, Washington.	$3,000
Humane Society of Marion County Inc.	P.O. Box 505 Jefferson, TX 75657	Public Charity	Support for sterilization for feral cats and cats of low-income guardians in Marion County, Texas.	$3,500
Humane Society of the United States	2100 L Street, NW Washington, DC 20037	Public Charity	Support for the Annie Lee Roberts Emergency Animal Rescue Service fund.	$50,000
International Otter Survival Fund	7 Black Park Broadford, Isle of Skye IV49 9AQ Scotland	Registered Charity #SC003875	Support for upgrading main otter pens, construction of otter cub pen, general operating costs of feeding and veterinary care.	$5,000
Kaufman County Animal Awareness Project	P.O. Box 515 Kaufman, TX 75142	Public Charity	Support for subsidized feline spay neuter program at Kaufman County Animal Awareness Project's clinic.	$10,000
Lessons and Paws	P.O. Box 13451 Portland, OR 97213-0451	Public Charity	Support for cat sterilization in Elsa, Texas in the Rio Grande Valley.	$4,200
Life Savers Animal Rescue	P.O. Box 643 Polson, MT 59860	Public Charity	Support for feral cat TNR program in Polson, Montana community.	$4,000
Longhopes Donkey Shelter, Inc	50 South Dutch Valley Road Bennett, CO 80102	Public Charity	Support for additional mineral supplement to aid in the rehabilitation and good health of rescued donkeys.	$3,015
Low Cost Spay Neuter Clinic Inc.	1721-A Pleasant Street Noblesville, IN 46060	Public Charity	Support for the "Home Place Five Buck Feline Fix" program	$7,500
North Shore Animal League	2261 Broadbridge Avenue Stratford, CT 06614-3898	Public Charity	Support for the feline spay neuter subsidy fund.	$10,000
Northern Arizona University Foundation	P. O. Box 4094 Building 10, Old Main Flagstaff, AZ 86011-4094	University	Support for two projects, titled Mountain Lions on Private Conservation Lands of the Colorado Plateau: The Babbitt Ranches and Human Dimensions of Cougar Conservation: Outreach.	$18,000
Pawnee County Humane Society, Inc.	1652 90th Avenue Larned, KS 67550	Public Charity	Support for spay neuter of companion and feral cats and pit bull dogs in Pawnee County, Kansas.	$5,000

THE SUMMERLEE FOUNDATION #75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2009
Schedule 4 - Animal Protection Grants Paid During the Year

Recipient Name	Organization Address	Foundation Status of Recipient	Project Title	Amount Paid
Raincoast Conservation Foundation	P.O. Box 2429 Sydney, BC V8l 3Y3 Canada	Registered Canadian Charity	Support for first phase of Cougar Conservation and Welfare in British Columbia project.	$15,000
Raincoast Conservation Foundation	P.O. Box 2429 Sydney, BC V8l 3Y3 Canada	Registered Canadian Charity	Continued support for Health of Wolves and Coastal Village Dogs in British Columbia.	$23,800
Rocky Mountain Animal Defense	2525 Arapahoe #E4-335 Boulder, CO 80302	Public Charity	Support for the final relocation of the remaining Hancock Prairie Dog Colony.	10,000
St. Joseph's Indian School	1301 South Main Street Chamberlain, SD 57326	Church	Support for the maintenance of the dormitory.	15,000
Santa Fe Animal Shelter, Inc.	100 Caja del Rio Road Santa Fe, NM 87507	Public Charity	Interim staff funding for New Mexico Spay Neuter Impact Program.	$20,000
Save A Kitty Feral Cat Program	122 Canterbury Drive Parkersburg, WV 26104-8048	Public Charity	Support for mobile spay neuter event of feral cats in Parkersburg, West Virginia.	$2,220
Save-A-Stray's Life	2845 FM 1516 South San Antonio, TX 78263	Public Charity	Support for emergency TNR and medical treatment of one at risk feral colony in San Antonio, TX.	$2,400
Shepherd's Green Sanctuary	139 Copeland Lane Cookeville, TN 38506	Public Charity	General operating support associated with the care of rescued pigs.	$2,500
Sinapu	1911 11th Street, Suite 103 Boulder, CO 80302	Public Charity	Three year support for protection of mountain lions, black bears and coyotes in the southern Rockies region.	$45,000
Southern Illinois University Carbondale	Cooperative Wildlife Research Laboratory 251 Life Science II Mailcode 6504 1125 Lincoln Drive Carbondale, IL 62901-6504	State University	Support for cougar research: modeling potential cougar recolonization of midwestern North America.	$13,000
Toby Fund of Wolf Creek Oregon, Inc.	P.O. Box 222 197 Bill Lane Wolf Creek, OR 97497	Public Charity	Support for spay neuter of 100 cats in three southern Oregon rural communities.	$2,500
Wigtownshire Animal Welfare Association	Bellindonna Ervie, Stranraer Dumfries and Galloway DG90RA Scotland	Scottish Registered Charity	Support for general operating of animal sanctuary and adoption shelter in rural southwestern Scotland	$4,000

THE SUMMERLEE FOUNDATION #75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2009
Schedule 4 - Animal Protection Grants Paid During the Year

Recipient Name	Organization Address	Foundation Status of Recipient	Project Title	Amount Paid
Wild Earth Guardians	321 Montezuma Avenue Santa Fe, NM 87501	Public Charity	Support for protection of habitat refugia for large carnivores in the West, specifically wilderness and roadless lands within national forests in the United States.	$10,000
Wild Earth Guardians	321 Montezuma Avenue Santa Fe, NM 87501	Public Charity	General operating support for Coyote Protection Campaign 2009/ Living With Wildlife.	$2,500
Wild Forever Foundation	P.O. Box 520 Fountain, CO 80817	Public Charity	General operating support for expenses associated with wildlife rehabilitation along the Front Range of southern Colorado.	$5,000
Wildlife Conservation Society	2300 Southern Boulevard Bronx, NY 10460	Public Charity	Support for Connectivity along the U. S.-Mexico Border: Protecting Linkages for Mountain Lions and Black Bears.	$10,000
Wildlife Rescue & Rehabilitation Sanctuary	P.O. Box 369 Kendalia, TX 78027	Public Charity	Support for expenses associated with wildlife rehabilitation, with special emphasis on seasonal increase of orphaned young and babies in crisis.	$2,000
Zoocheck Canada Inc.	788 1/2 O'Connor Drive Toronto, Ontario M4B 2S6 Canada	Registered Canadian Charity	Support for an investigative, public awareness initiative towards securing the relocation of Yupi, a polar bear in a Mexico zoo.	$3,900
Total Animal Protection Grants Paid During the Year				**$ 876,093**

THE SUMMERLEE FOUNDATION #75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2009
Schedule 5 - Texas History Grants Paid During the Year

Recipient Name	Organization Address	Foundation Status of Recipient	Project Title	Amount Paid
ArtVenues - Dallas The Mac, Inc.	3120 McKinney, Suite 100 Dallas, TX 75204	Public Charity	Support to produce a catalogue for the upcoming exhibition Olin Travis: People, Places and Visions.	7,500
Austin Film Society	1901 East 51st Austin, TX 78723	Public Charity	Support for outreach programs for the film "Writ Writer" for students in higher education and public institutions.	5,000
Camp County Historical Commission	109 Redbud Street Pittsburg, TX 75686	Government Entity	Support for a survey and record the historic and cultural resources within Camp County, Texas.	5,000
City of Austin/Austin Public Library	Austin Public Library Austin History Center 810 Guadalupe P.O. Box 2287 Austin, TX 78768	Government Entity	Funds for the acquisition of papers relating to Governor Pease's life and career.	7,500
Conservation History Association of Texas	1304 Mariposa Drive, Suite 211 Austin, TX 78704	Public Charity	Research and writing support toward a book on Texas environmental history.	4,500
Crow Family Foundation Inc.	Crow Collection of Asian Art 2010 Flora Street Dallas, TX 75201	Private Foundation	Support for "Quilt Mania II", an exhibition of historic Texas quilts.	10,000
East Texas Historical Association	Stephen F. Austin State University Box 6223 SFA Station Nacogdoches, TX 75962-6223	Public Charity	Funding for an educational symposium on the campus of Stephen F. Austin State University focused on the exploits of Bonnie Parker and Clyde Barrow.	3,000
El Camino Real de los Tejas National Historical Trail	P.O. Box 2220 San Marcos, TX 78667	Public Charity	Assistance in the formation of a new non-profit organization focusing upon the new National Historical Trail---El Camino de los Tejas.	15,000
Fort Worth Museum of Science and History	1501 Montgomery Fort Worth, TX 76107	Public Charity	Support for a new museum facility focusing on science and history.	50,000
Friends of Libraries and Archives of Texas Inc.	Texas State Library and Archives Commission 1201 Brazos Street P.O. Box 12927 Austin, TX 78711	Public Charity	Support for a Conservation Lab and Conservation Program.	150,000

THE SUMMERLEE FOUNDATION #75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2009
Schedule 5 - Texas History Grants Paid During the Year

Recipient Name	Organization Address	Foundation Status of Recipient	Project Title	Amount Paid
Friends of the Alabama Archives	P.O. Box 300100 Montgomery, AL 36130	Public Charity	Support for two research projects on the French colony of Champ d'Asile.	10,000
Friends of the Dallas Public Library, Inc.	1515 Young Street Dallas, TX 75201	Public Charity	Donation of the funeral service program for the late Portia Marshall Washington Pittman, March 3, 1978. Gift in-kind.	76
Friends of the Texas Historical Commission	P. O. Box 13497 Austin, TX 78711	Public Charity	Assistance in hosting the National Council of State Historic Preservation Officers (NCSHPO) for their next quarterly meeting.	2,500
Gault School of Archaeological Research	5000 Burnet Road Austin, TX 78756	Public Charity	Support for ongoing investigations the prehistoric Gault site just west of Salado, Texas.	9,800
Historic Mesquite, Inc.	P.O. Box 850137 Mesquite, TX 75185	Public Charity	Support for an Outdoor Classroom at the Lawrence Farmstead.	7,500
Humanities Texas	1410 Rio Grande Austin, TX 78701	Public Charity	Support for a capital campaign to assist with the purchase and restoration of the historic Byrne-Reed House for use of the applicant's headquarters.	50,000
Keep Victoria Beautiful	3003 N. Vine Victoria, TX 77901	Public Charity	Funding to restore the historic Hiller home, ca. 1870, for use as a museum, nature area and meeting place.	5,000
Kosse Heritage Society	300 S. Mignonette P.O. Box 23 Kosse, TX 76653	Public Charity	Support for the restoration of the 1876 structure now known as the Kosse Heritage House.	5,000
Museum of Fine Arts of Houston	P.O. Box 6826 Houston, TX 77265	Public Charity	Support for the Julian Onderddonk Catalogue Raisonne Project.	25,000
Museum of South Texas History	200 North Closner Edinburg, TX 78541	Public Charity	Support to acquire the Agustin S. de la Garza collection.	10,000
North Texas Public Broadcasting, Inc.	KERA, Channel 13 3000 Harry Hines Dallas, TX 78201	Public Charity	Support of web-based public broadcasting initiative focused on Texas History, "Texas Through Time."	25,000
Old Red Courthouse, Inc.	100 S. Houston Street Dallas, TX 75202	Public Charity	Support of the Old Red Museum of Dallas County History & Culture.	65,000
Preservation Texas, Inc.	P.O. Box 12832 Austin, TX 78711	Public Charity	Support for the 2009 Texas' Most Endangered Places program.	20,000

THE SUMMERLEE FOUNDATION #75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2009
Schedule 5 - Texas History Grants Paid During the Year

Recipient Name	Organization Address	Foundation Status of Recipient	Project Title	Amount Paid
San Augustine County Historical Foundation	801 South Liberty San Augustine, TX 75972	Public Charity	Additional support to complete historic survey of San Augustine County.	4,000
San Jacinto Battleground Association	P.O. Box 940536 Houston, TX 77094	Public Charity	Support for 2009 San Jacinto Symposium.	7,500
St. Joseph's Indian School	1301 South Main Street Chamberlain, SD 57326	Church	Support for the maintenance of the dormitory.	15,000
Southern Methodist University-Clemens Center for Southwest Studies	P.O. Box 750176 Dallas, TX 75275	Public Charity	Support for the Summerlee Postdoctoral Fellowship in the Department of History at SMU for a period of three years.	50,180
Texas A&M University Press	John H. Lindsey Building Lewis Street 4354 TAMU College Station, TX 77843	Department of Texas A&M University	Support for the symposium "The Changing Landscape of Scholarly Publishing."	10,000
Texas A&M University Press	John H. Lindsey Building Lewis Street 4354 TAMU College Station, TX 77843	Department of Texas A&M University	Support for the publication of "Alexandre Hogue, An American Visionary."	10,000
Texas Archeological Society	P.O Box 1935 Fulton, TX 78358	Public Charity	Support for an analysis of artifacts from Lamar County, Texas.	6,500
Texas Christian University	TCU Box 297023 Fort Worth, TX 76129	Public Charity	Support to design an oral history pilot project to determine strategies to record, preserve, and make accessible the Holocaust survivor's post war stories of acculturation and achievements in Texas.	10,000
Texas Map Society	909 NE Loop 410 #717 San Antonio, TX 78209	Public Charity	Support to enhance its spring and fall programs in 2009.	5,000
Texas State Historical Association	1155 Union Circle #311580 Denton, TX 76203	Public Charity	2009 Ron Tyler Award awarded to Patsy Pittman Light for her book entitled "Capturing Nature: The Cement Sculpture of Dionicio Rodrequez."	2,500
Texas State Historical Association	1155 Union Circle #311580 Denton, TX 76203	Public Charity	Emergency support to assist in securing rental space.	35,000

THE SUMMERLEE FOUNDATION #75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2009
Schedule 5 - Texas History Grants Paid During the Year

Recipient Name	Organization Address	Foundation Status of Recipient	Project Title	Amount Paid
Texas State University	Albert B. Alkek Library The Wittliff Collections 601 University Drive San Marcos, TX 78666-4604	State Educational Institution	Support for the restoration on one of the three 28' x 6' panels of the oil and canvass mural painted in 1951 by Buck Winn.	10,000
Texas Woman's University	Office of the Chancellor and President P.O. Box 425587 Denton, TX 76204	State Educational Institution	Support to restore thirteen original gowns from the First Ladies Historic Costume Collection.	20,000
University of Houston	256 Cullen Performance Hall Houston, TX 77204	Instrumentality of the State of Texas in Section 115(a)	Support to publish a hardbound volume of scholarly articles gathered from 17 panels of papers delivered at the 2008 meeting of the Texas State Historical Association.	7,500
University of North Texas	College of Arts and Sciences Department of History P O. Box 310650 Denton, TX 76203	State Educational Institution	Ongoing support for the University of North Texas Teaching of History Conference in 2008.	5,100
University of North Texas Foundation	1155 Union Circle #311250 Denton, TX 76203	Public Charity	Support for the Portal of Texas History project.	15,000
University of Texas at Arlington	Center for Greater Southwestern Studies Box 19497 Arlington, TX 76019	State Educational Institution	Support to commemorate, and to reflect upon, the Mexican Revolution as both a seminal event in the history of Mexico and a major factor in U.S.-Mexico relations.	15,000
University of Texas Foundation	106 East 6th Street P.O. Box 800 Austin, TX 78767	Public Charity	Funds for the new edition of "Texas Furniture: The Cabinetmakers and Their Work, 1840-1880."	10,000
University Park Civic Foundation	3800 University Boulevard University Park, TX 75205-1711	Public Charity	Support for historical enhancements of Coffee Park in University Park, Texas.	30,000
Witte Museum	3801 Broadway San Antonio, TX 78209-6396	Public Charity	Support for an exhibition, catalog, and educational program for the opening of the new Art Center in renovated Pioneer Hall just north of the existing museum.	25,000
Total History Grants Paid During the Year				$ 785,656

THE SUMMERLEE FOUNDATION #75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2009
Schedule 6 - Grants Approved for Future Payment

Recipient Name	Organization Address	Foundation Status of Recipient	Project Title	Amount Owed
Communities Foundation of Oklahoma	Bradley Square, Suite D 2932 N W. 122nd St. Oklahoma City, OK 73120-1955	Public Charity	Continued support for the Animal Grantmaking database.	15,756
Earth Island Institute	David Brower Center 2150 Allston Way, Suite 460 Berkeley, CA 94704	Public Charity	Support for The Sunny Initiative, Preventing the Capture, Trade and Killing of Dolphins.	125,000
Fort Worth Museum of Science and History	1501 Montgomery Street Fort Worth, TX 76107	Public Charity	Support for a new museum facility focusing on science and history.	50,000
Friends of Libraries and Archives of Texas Inc.	Texas State Library and Archives Commission 1201 Brazos Street P.O. Box 12927 Austin, TX 78711	Public Charity	Support for a Conservation Lab and Conservation Program.	350,000
Humanities Texas	1410 Rio Grande Street Austin, TX 78701	Public Charity	Support for a capital campaign to assist with the purchase and restoration of the historic Byrne-Reed House for use of the applicant's headquarters.	50,000
Rocky Mountain Animal Defense	2525 Arapahoe #E4-335 Boulder, CO 80302	Public Charity	Support for the final relocation of the remaining Hancock Prairie Dog Colony.	10,000
Santa Fe Animal Shelter, Inc.	100 Caja del Rio Road Santa Fe, NM 87507	Public Charity	Support for special presentation on dog fighting, its root causes and how to stop it, to be presented at the New Mexico State Humane Conference, August 2009 in Albuquerque.	1,000
Southern Methodist University-Clements Center for Southwest Studies	P. O. Box 750176 Dallas, TX 75275-0176	Public Charity	Continuing support for a fellowship program at the William P. Clements Center for Southwestern Studies.	109,480
Southern Methodist University-Clements Center for Southwest Studies	P. O. Box 750176 Dallas, TX 75275	Public Charity	Continuing support for a fellowship program at the William P. Clements Center for Southwestern Studies.	54,740
St. Joseph's Indian School	111 South Main Street Chamberlain, SD 57326	Church	Support for the maintenance of the dormitory.	30,000
University of North Texas Department of History	1155 Union Circle #310650 Denton, TX 76203-5017	State Educational Institution	Support for the 2009 Teaching of History Conference	5,100

University Park Civic Foundation	3800 University Boulevard University Park, TX 75205-1711	Public Charity	Support for historical enhancements of Coffee Park in University Park, Texas.	30,000
Witte Museum	3801 Broadway San Antonio, TX 78209	Public Charity	Support for an exhibition, catalog, and educational program for the opening of the new Art Center in Pioneer Hall.	25,000
Total Grants Approved for Future Payment				**$ 856,076**

Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print	Name of Exempt Organization	**Employer identification number**
	THE SUMMERLEE FOUNDATION	75-2252355
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 5956 SHERRY LANE, NO. 610	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. DALLAS, TX 75225	

Check type of return to be filed (file a separate application for each return):

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ JOHN CRAIN
5956 SHERRY LANE, SUITE 610 - DALLAS, TX 75225-8025
Telephone No. ▶ (214) 363-9000 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2010 , to file the exempt organization return for the organization named above. The extension is for the organization's return for.
▶ [ ] calendar year ______ or
▶ [X] tax year beginning JUL 1, 2008 , and ending JUN 30, 2009 .

2 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 24,531.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 60,809.
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.