



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation Embrey Family Foundation		A Employer identification number 20-0215399
Number and street (or P O box number if mail is not delivered to street address) 3625 N Hall St, Ste 720	Room/suite	B Telephone number 214-521-9683
City or town, state, and ZIP code Dallas, TX 75219		C If exemption application is pending, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 86,650.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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		2,158,735.		N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		742,336.	742,336.		Statement 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		705,157.			
b Gross sales price for all assets on line 6a		18,389,352.			
7 Capital gain net income (from Part IV, line 2)			705,157.		
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		239,267.	239,267.		Statement 2
12 Total Add lines 1 through 11		3,845,495.	1,686,760.		
13 Compensation of officers, directors, trustees, etc		180,744.	0.		0.
14 Other employee salaries and wages		191,273.	19,672.		0.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 3		31,635.	0.		0.
c Other professional fees Stmt 4		13,992.	0.		0.
17 Interest					
18 Taxes Stmt 5		30,660.	4,222.		0.
19 Depreciation and depletion		1,809.	0.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 6		285,365.	108,397.		0.
24 Total operating and administrative expenses Add lines 13 through 23		735,478.	132,291.		0.
25 Contributions, gifts, grants paid		5,032,189.			5,032,189.
26 Total expenses and disbursements Add lines 24 and 25		5,767,667.	132,291.		5,032,189.
27 Subtract line 26 from line 12.		-1,922,172.			
a Excess of revenue over expenses and disbursements			1,554,469.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

918-20 17

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing		500.	500.
	2 Savings and temporary cash investments	6,085,286.	69,385.	69,385.
	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			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 8	21,156,770.	22,873,199.	0.
	14 Land, buildings, and equipment: basis ▶ 46,530.			
	Less accumulated depreciation Stmt 9 ▶ 29,765.	21,482.	16,765.	16,765.
	15 Other assets (describe ▶ Statement 10)	0.	6,134,254.	0.
	16 Total assets (to be completed by all filers)	27,263,538.	29,094,103.	86,650.
	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 ▶ Statement 11)	0.	3,761,150.	
	23 Total liabilities (add lines 17 through 22)	0.	3,761,150.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	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 ▶ ☒			
	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	27,263,538.	25,332,953.	
30 Total net assets or fund balances	27,263,538.	25,332,953.		
31 Total liabilities and net assets/fund balances	27,263,538.	29,094,103.		

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	27,263,538.
2 Enter amount from Part I, line 27a	2	-1,922,172.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	25,341,366.
5 Decreases not included in line 2 (itemize) ▶ See Statement 7	5	8,413.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	25,332,953.

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 Sales of securities	P	Various	Various
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 18,389,352.		17,684,195.	705,157.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			705,157.
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	705,157.
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 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))
2009	3,307,190.	15,264,811.	.216655
2008	1,877,833.	17,028,503.	.110276
2007	1,415,006.	15,286,532.	.092566
2006	942,625.	1,664,384.	.566351
2005	125,366.	604,029.	.207550

2 Total of line 1, column (d)	2	1.193398
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	.238680
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	27,551,183.
5 Multiply line 4 by line 3	5	6,575,916.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	15,545.
7 Add lines 5 and 6	7	6,591,461.
8 Enter qualifying distributions from Part XII, line 4	8	6,232,189.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions)		1	31,089.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	31,089.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	31,089.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	10,000.	
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	10,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	38.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	21,127.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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		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?		
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) <u>TX</u>		
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 2010 or the taxable year beginning in 2010 (see 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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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.embreyfdn.org				
14	The books are in care of Lauren Embrey	Telephone no. 217-521-9683		
Located at 3625 N Hall St, Ste 720, Dallas, TX		ZIP+4 75219		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country				X

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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ 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 2010 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 2010)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2010?		4b

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 "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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 12		180,744.	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
Jackie Robertson - 513 Baltrusol Circle, Garland, TX 75044	Grant review/Accounting 40.00	88,519.	0.	0.
Marilyn D Hosey 11125 Fernald Ave, Dallas, TX 75218	Grant review 40.00	59,211.	0.	0.

Total number of other employees paid over \$50,000

0

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

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 Program related investment - low interest loan made to Center of Hope to assist it in purchasing land for its food distribution charitable project	1,000,000.
2 Program related investment - loan made to AARA Loan Fund to assist it in making low interest loans to qualifying individuals	200,000.
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	1,200,000.

Form 990-PF (2010)

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	22,763,481.
b	Average of monthly cash balances	1b	1,909,110.
c	Fair market value of all other assets	1c	3,298,153.
d	Total (add lines 1a, b, and c)	1d	27,970,744.
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	27,970,744.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	419,561.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,551,183.
6	Minimum investment return. Enter 5% of line 5	6	1,377,559.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,377,559.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	31,089.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	31,089.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,346,470.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,346,470.
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	1,346,470.

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	5,032,189.
b	Program-related investments - total from Part IX-B	1b	1,200,000.
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	6,232,189.
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	6,232,189.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,346,470.
2 Undistributed income, if any, as of the end of 2010			0.	
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010.				
a From 2005	95,433.			
b From 2006	860,656.			
c From 2007	662,676.			
d From 2008	1,034,444.			
e From 2009	2,551,212.			
f Total of lines 3a through e	5,204,421.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$	6,232,189.			
a Applied to 2009, 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 2010 distributable amount				1,346,470.
e Remaining amount distributed out of corpus	4,885,719.			
5 Excess distributions carryover applied to 2010 (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.	10,090,140.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	95,433.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	9,994,707.			
10 Analysis of line 9:				
a Excess from 2006	860,656.			
b Excess from 2007	662,676.			
c Excess from 2008	1,034,444.			
d Excess from 2009	2,551,212.			
e Excess from 2010	4,885,719.			

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 2010, 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)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
See Statement 13				
Total			3a	5032189.
b Approved for future payment				
None				
Total			3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	742,336.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	239,267.	
8 Gain or (loss) from sales of assets other than inventory			18	705,157.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,686,760.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13 1,686,760.	

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt PurposesLine 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).

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of the organization

Employer identification number

Embrey Family Foundation

20-0215399

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☐ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization 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), and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to 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. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not 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 line 2 of its Form 990-PF, to certify that it does not 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) (2010)

Name of organization

Employer identification number

Embrey Family Foundation**20-0215399****Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Estate of James L Embrey, Jr. 10,000 North Central Expy, Suite 1400 Dallas, TX 75231	\$	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Employer identification number

20-0215399

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____ _____	\$ _____	_____

Name of organization

Employer identification number

Embrey Family Foundation**20-0215399****Part III**

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ► \$

(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	Dividends and Interest from Securities	Statement	1
Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Various dividends	212,496.	0.	212,496.
Various interest	529,840.	0.	529,840.
Total to Form 990-PF, Part I, ln 4	742,336.	0.	742,336.

Form 990-PF	Other Income	Statement	2
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
K-1 income from S Corp	239,267.	239,267.	
Total to Form 990-PF, Part I, line 11	239,267.	239,267.	

Form 990-PF	Accounting Fees			Statement	3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Accounting	31,635.	0.		0.	
To Form 990-PF, Pg 1, ln 16b	31,635.	0.		0.	

Form 990-PF	Other Professional Fees			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Consulting fee	13,992.	0.			0.
To Form 990-PF, Pg 1, ln 16c	13,992.	0.			0.

Form 990-PF

Taxes

Statement

5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Payroll taxes	26,438.	0.		0.
Foreign tax withheld from dividends	4,222.	4,222.		0.
To Form 990-PF, Pg 1, ln 18	30,660.	4,222.		0.

Form 990-PF

Other Expenses

Statement

6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment advisory fees	108,397.	108,397.		0.
Computer support and exp	5,173.	0.		0.
Office supplies and exp	8,102.	0.		0.
Bank charges	310.	0.		0.
Conference fees	9,776.	0.		0.
Website maintenance	5,712.	0.		0.
Memberships	6,725.	0.		0.
Payroll service fees	2,603.	0.		0.
Insurance	14,036.	0.		0.
Meals	3,310.	0.		0.
Auto expense	2,244.	0.		0.
Telephone exp	2,603.	0.		0.
Miscellaneous	-471.	0.		0.
Sponsored events	13,302.	0.		0.
Legal fees	1,734.	0.		0.
Travel	70,731.	0.		0.
Grant administrative fee	22,550.	0.		0.
Contract labor	5,620.	0.		0.
Amortization	2,908.	0.		0.
To Form 990-PF, Pg 1, ln 23	285,365.	108,397.		0.

Form 990-PF Other Decreases in Net Assets or Fund Balances Statement 7

Description	Amount
Federal income tax	7,520.
Nontaxable/nondeductible	893.
Total to Form 990-PF, Part III, line 5	8,413.

Form 990-PF Other Investments Statement 8

Description	Valuation Method	Book Value
Various managed investment accts	Cost	21,657,884.
Stock	Cost	1,215,315.
Total to Form 990-PF, Part II, line 13		22,873,199.

Form 990-PF Depreciation of Assets Not Held for Investment Statement 9

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Furniture	17,690.	17,015.	675.
Leasehold improvements	1,400.	220.	1,180.
Office equipment	3,924.	3,085.	839.
Leasehold improvements	7,182.	1,020.	6,162.
Office equipment	1,795.	1,154.	641.
Software	14,539.	7,270.	7,269.
Total To Fm 990-PF, Part II, ln 14	46,530.	29,764.	16,766.

Form 990-PF Other Assets Statement 10

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Program related investment note	0.	1,000,000.	0.
Program related investment note	0.	200,000.	0.
Note receivable	0.	4,934,254.	0.
To Form 990-PF, Part II, line 15	0.	6,134,254.	0.

Form 990-PF	Other Liabilities	Statement	11
Description	BOY Amount	EOY Amount	
Defd gain on note receivable	0.	3,761,150.	
Total to Form 990-PF, Part II, line 22	0.	3,761,150.	

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement	12
-------------	---	-----------	----

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Gayle Embrey 3625 N Hall St, Ste 720 Dallas, TX 75219	V President/Dir 15.00	41,140.	0.	0.
Lauren Embrey 3625 N Hall St, Ste 720 Dallas, TX 75219	President/Dir 40.00	139,604.	0.	0.
Bobbie Pirtle Embrey 3625 N Hall St, Ste 720 Dallas, TX 75219	Director 0.00	0.	0.	0.
Ben Ablon 10000 N Central Expy #1400 Dallas, TX 75231	Secretary/Dir 0.00	0.	0.	0.
Michael Magers 10000 N Central Expy #1400 Dallas, TX 75231	Treasurer/Dir 0.00	0.	0.	0.
Bryan Marquis 3625 N Hall St, Ste 720 Dallas, TX 75219	Director 0.00	0.	0.	0.
Jeffrey Harwell 3625 N Hall St, Ste 720 Dallas, TX 75219	Director 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		180,744.	0.	0.

Form 990-PF

Grants and Contributions
Paid During the Year

Statement 13

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Dallas Furniture Bank 1417 Upfield Dr #104 Carrollton, TX 75006	None Charitable	Public Charity	20,000.
Executives in Action 28202 Preston Rd #260 Dallas, TX 75214	None Charitable	Public Charity	25,000.
Jonathan's Place P O Box 140085 Dallas, TX 75214	None Charitable	Public Charity	15,000.
KERA/KXT - Public Media 3000 Harry Hines Blvd Dallas, TX 75201	None Charitable	Public Charity	35,000.
9 to 5 National Assn of Working Women 655 Broadway, Suite 800 Denver, CO 80203	None Charitable	Public Charity	13,500.
Carbondale Council on Arts/Humanities P O Box 175 Carbondale , CO 81623	None Charitable	Public Charity	20,000.
Bea's Kids 12000 Ford Rd #240 Dallas, TX 75234	None Charitable	Public Charity	10,000.
American Indian College Fund 8333 Greenwood Blvd Denver, CO 80221	None Charitable	Public Charity	250,000.

Embrey Family Foundation

20-0215399

Arts Magnet Building Campaign P O Box 192648 Dallas, TX 75219	None Educational	Public Charity	98,000.
Aspen Santa Fe Ballet 0245 Sage Way Aspen, CO 81611	None Charitable	Public Charity	15,000.
Dallas Childrens Advocacy Ctr 3611 Swiss Ave Dallas, TX 75204	None Charitable	Public Charity	100,000.
Big Thought 2501 Oak Lawn Ave #550 Dallas, TX 75219	None Charitable	Public Charity	333,333.
Dallas Court Appointed Special Advocates 2815 Gaston Ave Dallas, TX 75226	None Charitable	Public Charity	7,500.
Center for Nonprofit Management 2902 Floyd St Dallas, TX 75204	None Charitable	Public Charity	37,500.
Dallas Concilio of Hispanic Svc Org 1601 Bryan St Dallas, TX 75201	None Charitable	Public Charity	15,000.
Children at Risk 2900 Wesleyan Ste 400 Houston, TX 77027	None Charitable	Public Charity	25,000.
Childrens Chorus of Greater Dallas 400 N St Paul St #510 Dallas, TX 75201	None Charitable	Public Charity	5,000.
Club Soccer 5526 Stonegate Rd Dallas, TX 75209	None Charitable	Public Charity	41,667.

Embrey Family Foundation

20-0215399

Colonnades Theater Lab P O Box 1030 Wilson, WY 83014	None Charitable	Public Charity	445,880.
DFW Intl Community Alliance 12830 Hillcrest Rd #D218 Dallas, TX 75230	None Charitable	Public Charity	5,000.
Educational First Steps 2804 Swiss Ave Dallas, TX 75204	None Charitable	Public Charity	30,000.
Community Partners of Dallas 1215 Skiles Street Dallas, TX 75214	None Charitable	Public Charity	10,000.
Dallas Women's Foundation 4300 MacArthur, Suite 255 Dallas, TX 75209	None Charitable	Public Charity	225,700.
Hopeful Solutions Inc 9666 Scyene Rd #403 Dallas, TX 75227	None Charitable	Public Charity	20,000.
Education is Freedom 2711 N. Haskell Ave #2070 Dallas, TX 75214	None Charitable	Public Charity	300,000.
Episcopal Church of Transfiguration 14115 Hillcrest Rd Dallas, TX 75254	None Charitable	Public Charity	26,666.
Mosaic Family Svcs 4144 N Central Expy #530 Dallas, TX 75204	None Charitable	Public Charity	20,000.
Lift Up P O Box 1213 Glenwood Springs, CO 81602	None Charitable	Public Charity	20,000.

<u>Embrey Family Foundation</u>			20-0215399
Human Rights Initiative of North Texas 2501 Oak Lawn Ave #850 Dallas, TX 75219	None Charitable	Public Charity	25,000.
Jewish Family Services 5402 Arapaho Rd Dallas, TX 75248	None Charitable	Public Charity	75,000.
Real Estate Coucil Fdn 5430 LBJ Freeway #100 Dallas, TX 75240	None Charitable	Public Charity	25,000.
Fitas 2100 Ross St #650 Dallas, TX 75201	None Charitable	Public Charity	35,000.
Vogel Alcove 7557 Rambler Rd #262 Dallas, TX 75231	None Charitable	Public Charity	30,000.
North Texas Food Bank 4500 S. Cockerell Hill Rd Dallas, TX 75236	None Charitable	Public Charity	30,000.
Watertower Theater 15650 Addison Rd Dallas, TX 75001	None Charitable	Public Charity	10,000.
Promise House 224 W Page Avenue Dallas, TX 75208	None Charitable	Public Charity	15,000.
Wilkinson Center P O Box 720248 Dallas, TX 75372	None Charitable	Public Charity	30,000.
Texas Freedom Network P O Box 1624 Austin, TX 78767	None Charitable	Public Charity	85,000.

Embrey Family Foundation

20-0215399

Southern Methodist University P O Box 750281 Dallas, TX 75275	None Educational	Public Charity	426,780.
SPCA of Texas 2400 Lone Star Dr Dallas, TX 75212	None Charitable	Public Charity	50,000.
Denver Art Museum 100 W 14th Ave Parkway Denver, CO 80204	None Charitable	Public Charity	50,000.
Thunder River Theater 67 Promenade Carbondale, CO 81623	None Charitable	Public Charity	15,000.
Today Marks the Beginning P O Box 140962 Dallas, TX 75214	None Charitable	Public Charity	20,000.
Wednesday's Child 11882 Greenville Ave Ste 113 Dallas, TX 75243	None Charitable	Public Charity	25,000.
Womens Foundation of Colorado 1901 E Asbury Ave Denver, CO 80208	None Charitable	Public Charity	250,000.
Kidpower Central Office P O Box 1212 Santa Cruz, CA 95061	None Charitable	Public Charity	10,000.
Our Friends Place 2501 Oak Lawn Ave #500 Dallas, TX 75219	None Charitable	Public Charity	30,000.
Peacemakers Inc 5910 Cedar Springs Rd Dallas, TX 75235	None Charitable	Public Charity	16,000.

Embrey Family Foundation

20-0215399

Salesmanship Club of Dallas 400 S Zang Blvd #700 Dallas, TX 75208	None Charitable	Public Charity	100,000.
Praxus 304 Elati St Denver, CO 80223	None Charitable	Public Charity	25,000.
Pachamama Alliance P O B0x 29191 Presido Bldg 1009 San Francisco, CA 94219	None Charitable	Public Charity	250,000.
Library to Combat Human Trafficking 3455 Ringsby Ct #101 Denver, CO 80216	None Charitable	Public Charity	317,378.
Womens Media Center 320 W 38th St Fl 12A Ste C NY, NY 10018	None Charitable	Public Charity	130,000.
Polaris Project P O Box 53315 Washington, DC 20009	None Charitable	Public Charity	100,000.
Womens e-News 6 Barclay St 6th Fl NY, NY 10007	None Charitable	Public Charity	20,000.
University of Texas Foundation P O Box 250 Austin, TX 78767	None Educational	Public Charity	83,500.
San Francisco Film Institute 39 Mesa St #100 The Presido San Francisco, CA 94129	None Charitable	Public Charity	37,500.
Alliance for Peace Building P O Box 25164 Brooklyn, NY 11202	None Charitable	Public Charity	50,000.

Embrey Family Foundation

20-0215399

Hunt Alternatives Fund 625 Mount Auburn St Cambridge , MA 02138	None Charitable	Expenditur Responsibi Grt	289,845.
Conference on Crime Against Women c/o Genesis Womens Shltr 4411 Lemmon Ave Dallas, TX 75219	None Charitable	Public Charity	15,000.
Womens Fdn of Colorado 1901 E Asbury Ave Denver, CO 80210	None Charitable	Public Charity	500.
Arlington Police Dept 620 W Division St Arlington, TX 76004	None Charitable	Public Charity	15,000.
TACA One Arts Plaza, 1722 Routh St #115 Dallas, TX 75201	None Charitable	Public Charity	20,000.
Synergos Institute 51 Madison Ave 21st Fl NY, NY 10010	None Charitable	Public Charity	24,500.
Womens Donors Network 565 Commercial St #300 San Francisco, CA 94111	None Charitable	Public Charity	5,000.
Womens Campaign Forum Fdn 1900 L Street NW Washington, DC 20036	None Charitable	Public Charity	126,440.

Total to Form 990-PF, Part XV, -line 3a

5,032,189.

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
1	Furniture	122004	200DB	7.00	17	17,690.		8,845.	8,845.	7,398.		772.
2	Leasehold improvements	111804	SL	39.00	17	1,400.			1,400.	184.		36.
3	Office equipment	063005	SL	7.00	17	3,924.			3,924.	2,524.		561.
4	Leasehold improvements	063005	SL	39.00	17	7,182.			7,182.	836.		184.
5	Office equipment	063006	SL	7.00	17	1,795.			1,795.	898.		256.
6	Software	063008		60M	43	14,539.			14,539.	4,362.		2,908.
	* Total 990-PF Pg 1					46,530.		8,845.	37,685.	16,202.	0.	4,717.
	Depr & Amort											

2010 DEPRECIATION AND AMORTIZATION REPORT

- CURRENT YEAR FEDERAL - Embrey Family Foundation

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
1	Furniture	122004	200DB	7.00	17	17,690.		8,845.	8,845.	7,398.		772.
2	Leasehold improvements	111804	SL	39.00	17	1,400.			1,400.	184.		36.
3	Office equipment	063005	SL	7.00	17	3,924.			3,924.	2,524.		561.
4	Leasehold improvements	063005	SL	39.00	17	7,182.			7,182.	836.		184.
5	Office equipment	063006	SL	7.00	17	1,795.			1,795.	898.		256.
6	Software	063008		60M	43	14,539.			14,539.	4,362.		2,908.
* Total 990-PF Pg 1												
Depr & Amort												
						46,530.		8,845.	37,685.	16,202.	0.	4,717.

- Embrey Family Foundation
Addendum to Form 990
Disbursements to Hunt Alternatives Fund
Year 2010

\$35,695 was to help pay for the cost of a convening of about 60 Human Trafficking experts from around the country to help in the planning of the National Demand Abolition Campaign

\$56,150 was to fund 1/3 of the cost for a consultant to manage the initial phase of the Demand Abolition Campaign

\$198,000 was to help fund the costs of developing the National Action Plan for the Demand Abolition Campaign

Depreciation and Amortization 990-PF
(Including Information on Listed Property)

▶ See separate instructions.

▶ Attach to your tax return.

Name(s) shown on return

Business or activity to which this form relates

Identifying number

Embrey Family Foundation

Form 990-PF Page 1

20-0215399

Part I Election To Expense Certain Property Under Section 179 *Note: If you have any listed property, complete Part V before you complete Part I*

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2009 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2011. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V**Part II** Special Depreciation Allowance and Other Depreciation (Do not include listed property)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2010	17	1,809.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ☐		

Section B - Assets Placed in Service During 2010 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	/		27.5 yrs	MM	S/L	
i Nonresidential real property	/		39 yrs	MM	S/L	

Section C - Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year	/		40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations see instr	22	1,809.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V**Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**Section A - Depreciation and Other Information** (Caution: See the instructions for limits for passenger automobiles.)**24a** Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use							25	
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							28	
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1								29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners.		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.**Part VI** Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2010 tax year					
43 Amortization of costs that began before your 2010 tax year					43
					2,908.
44 Total. Add amounts in column (f). See the instructions for where to report					44
					2,908.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box. ► ☒
- 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 File by the due date for filing your return. See instructions	Name of Exempt Organization Embrey Family Foundation	Employer identification number 20 0215399
	Number, street, and room or suite no. If a P.O. box, see instructions 10000 N. Central Expy., Suite 1400	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Dallas, TX 75231	

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 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

- The books are in the care of ►

Telephone No. ► (.....) 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 August 15, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2010, or
 - ☐ tax year beginning, 20....., and ending, 20.....

- 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	\$ 10,000
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	\$ 10,000
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.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization Embrey Family Foundation	Employer identification number 20 : 0215399
	Number, street, and room or suite no. If a P O box, see instructions 10,000 N. Central Expy., Suite 1400	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Dallas, TX 75231	

Check type of return to be filed (File a separate application for each return).

- | | | | |
|--------------------------------------|---|--------------------------------------|------------------------------------|
| ☐ Form 990 | ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 6069 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 4720 | ☐ Form 8870 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 5227 | |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ _____
Telephone No. ▶ (_____) _____ 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 is for.

- 4 I request an additional 3-month extension of time until November 15, 2011.
- 5 For calendar year 2010, or other tax year beginning _____, 20____, and ending _____, 20____.
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension Taxpayer's accountants have had abnormal problems including a number of income tax examinations by the IRS, considerable time involved in complying with technical provisions of tax legislation and handling of various estate matters.

8a 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.	8a	\$ <u>10,000.</u>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$ <u>10,000.</u>
c Balance Due. Subtract line 8b from line 8a. 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.	8c	\$ <u>0</u>

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Michael Mager CPA Title ▶ _____ Date ▶ 8-11-2011