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

2010

For calendar year 2010, or tax year beginning JUL 1, 2010 , and ending JUN 30, 2011

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: THE SUMMERLEE FOUNDATION

A Employer identification number: 75-2252355

Number and street (or P O box number if mail is not delivered to street address): 5556 CARUTH HAVEN LANE | Room/suite:

B Telephone number: (214) 363-9000

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

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 ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 66,794,318.

J Accounting method [ ] Cash [X] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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	1,433.			
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	39,904.	39,904.	0.	STATEMENT 1
	4 Dividends and interest from securities	962,551.	962,551.	0.	STATEMENT 2
	5a Gross rents	7,950.	7,950.	0.	STATEMENT 3
	b Net rental income or (loss) 7,950.				
	6a Net gain or (loss) from sale of assets not on line 10	821,908.			STATEMENT 4
	b Gross sales price for all assets on line 6a 55,898,406.				
	7 Capital gain net income (from Part IV, line 2)		821,660.		
	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	791,034.	759,665.	42,639.	STATEMENT 5
	12 Total. Add lines 1 through 11	2,624,780.	2,591,730.	42,639.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	310,660.	10,961.	0.	299,699.
	14 Other employee salaries and wages	84,997.	7,012.	0.	77,985.
	15 Pension plans, employee benefits	99,731.	26,182.	0.	147,200.
	16a Legal fees STMT 6	5,940.	1,485.	0.	4,455.
	b Accounting fees STMT 7	50,081.	15,094.	0.	34,987.
	c Other professional fees STMT 8	324,931.	324,931.	0.	0.
	17 Interest				
	18 Taxes STMT 9	284,674.	56,910.	0.	0.
	19 Depreciation and depletion	61,701.	9,769.	0.	
	20 Occupancy	83,874.	3,924.	0.	79,950.
	21 Travel, conferences, and meetings	44,276.	2,745.	0.	41,531.
	22 Printing and publications				
	23 Other expenses STMT 10	265,375.	13,259.	17,985.	219,083.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,616,240.	472,272.	17,985.	904,890.
	25 Contributions, gifts, grants paid	899,962.			1,345,102.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,516,202.	472,272.	17,985.	2,249,992.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	108,578.			
	b **Net investment income** (if negative, enter -0-)		2,119,458.		
	c **Adjusted net income** (if negative, enter -0-)			24,654.	

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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	170.	170.	170.
	2 Savings and temporary cash investments	192,444.	145,748.	145,748.
	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	24,351.	25,336.	25,336.
	10a Investments - U S and state government obligations STMT 11	7,419,488.	0.	0.
	b Investments - corporate stock STMT 12	30,023,249.	45,232,495.	45,232,495.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ 972,520.			
	Less accumulated depreciation STMT 13 ▶ 45,987.	936,302.	926,533.	926,533.
	12 Investments - mortgage loans			
	13 Investments - other STMT 14	8,748,230.	11,390,654.	11,390,654.
	14 Land, buildings, and equipment: basis ▶ 593,618.			
	Less accumulated depreciation STMT 15 ▶ 287,564.	275,868.	306,054.	306,054.
	15 Other assets (describe ▶ STATEMENT 16)	1,563,664.	1,568,904.	8,767,328.
	16 **Total assets** (to be completed by all filers)	49,183,766.	59,595,894.	66,794,318.
Liabilities	17 Accounts payable and accrued expenses	86,553.	70,358.	
	18 Grants payable	844,480.	399,340.	
	19 Deferred revenue	1,500.	1,500.	
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 17)	1,144,433.	1,170,843.	
	23 **Total liabilities** (add lines 17 through 22)	2,076,966.	1,642,041.	
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	47,106,800.	57,953,853.	
	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**	47,106,800.	57,953,853.	
	31 **Total liabilities and net assets/fund balances**	49,183,766.	59,595,894.	

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	47,106,800.
2	Enter amount from Part I, line 27a	2	108,578.
3	Other increases not included in line 2 (itemize) ▶ NET UNREALIZED GAIN ON INVESTMENTS	3	10,738,475.
4	Add lines 1, 2, and 3	4	57,953,853.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	57,953,853.

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	55,898,033.		55,076,373.	821,660.
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				821,660.
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	821,660.
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	821,660.

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	2,204,468.	48,349,583.	.045594
2008	2,613,610.	47,765,413.	.054718
2007	2,483,057.	59,106,704.	.042010
2006	3,110,531.	59,995,624.	.051846
2005	2,778,376.	55,477,067.	.050082

2 Total of line 1, column (d)	2	.244250
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	.048850
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	64,046,156.
5 Multiply line 4 by line 3	5	3,128,655.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	21,195.
7 Add lines 5 and 6	7	3,149,850.
8 Enter qualifying distributions from Part XII, line 4	8	2,334,646.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).			1	42,389.
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	42,389.
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	42,389.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	43,115.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	3,500.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	46,615.
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	4,226.
11 Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶	4,226.	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 2010 or the taxable year beginning in 2010 (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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 ▶5556 CARUTH HAVEN LANE, DALLAS, TX ZIP+4 ▶75225			
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		X
	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 ▶			

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)?	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 2010?	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 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		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 2010?	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 [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes [X] 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 [X] 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 [X] 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 [X] 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 [X] 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 18		310,660.	200,072.	4,059.

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
LYNNE STARNES - 5556 CARUTH HAVEN LANE, DALLAS, TX 75225	DIRECTOR OF ADMINISTRATION 40.00	84,997.	29,192.	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
COMERICA BANK PO BOX 75000, DETROIT, MI 48275	INVESTMENT MANAGEMENT	196,133.
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, TEXAS.	175,522.
2	
3 SEE SCHEDULE 1	256,252.
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	53,419,330.
b	Average of monthly cash balances	1b	280,527.
c	Fair market value of all other assets	1c	11,321,621.
d	**Total** (add lines 1a, b, and c)	1d	65,021,478.
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	65,021,478.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	975,322.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	64,046,156.
6	**Minimum investment return.** Enter 5% of line 5	6	3,202,308.

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	3,202,308.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 42,389.		
b	Income tax for 2010 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	42,389.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,159,919.
4	Recoveries of amounts treated as qualifying distributions	4	6,146.
5	Add lines 3 and 4	5	3,166,065.
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	3,166,065.

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	2,249,992.
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	84,654.
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	2,334,646.
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	2,334,646.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				3,166,065.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008 143,296.				
e From 2009				
f Total of lines 3a through e	143,296.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 2,334,646.				
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				2,334,646.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	143,296.			143,296.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				688,123.
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	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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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)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(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
5556 CARUTH HAVEN LANE, DALLAS, TX 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)				711,042.
TEXAS HISTORY GRANTS (SEE SCHEDULE 5)				634,060.
Total			▶ 3a	1,345,102.
b Approved for future payment				
SEE SCHEDULE 6				349,600.
Total			▶ 3b	349,600.

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) Exclusion 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			14	39,904.	
4 Dividends and interest from securities			14	962,551.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	7,950.	
6 Net rental income or (loss) from personal property					
7 Other investment income			14	1,629.	
8 Gain or (loss) from sales of assets other than inventory			18	821,908.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a SEE STATEMENT 19		<11,270.>		758,036.	42,639.
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		<11,270.>		2,591,978.	42,639.

13 Total. Add line 12, columns (b), (d), and (e) 13 2,623,347.

(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 | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Curtis Maxfield	Curtis Maxfield	1/5/2012		
Firm's name ▶ WHITLEY PENN, LLP			Firm's EIN ▶	
Firm's address ▶ 1400 WEST 7TH STREET, STE. 400 FORT WORTH 76102			Phone no (817) 259-9100	

2010 DEPRECIATION AND AMORTIZATION REPORT

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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 TRANSPORTATION EQUIPMENT											
1	AUTOMOBILES	VARIES	SL	5.00	16	106,423.			106,423.	65,823.		18,004.
	* 990-PF PG 1 TOTAL TRANSPORTATION EQU					106,423.		0.	106,423.	65,823.	0.	18,004.
	OTHER											
2	FURNITURE AND EQUIPMENT - ADMIN	VARIES	SL	5.00	16	19,789.			19,789.	10,927.		1,991.
3	FURNITURE AND EQUIPMENT - ADMIN	VARIES	SL	7.00	16	49,040.			49,040.	8,580.		11,886.
4	(D)FURNITURE AND EQUIPMENT - ADMIN	VARIES	SL	7.00	16	465.			465.	319.		21.
5	FURNITURE AND EQUIPMENT - ANIMALS	VARIES	SL	3.00	16	4,763.			4,763.	4,763.		0.
6	FURNITURE AND EQUIPMENT - ANIMALS	VARIES	SL	5.00	16	12,226.			12,226.	9,936.		309.
7	FURNITURE AND EQUIPMENT - ANIMALS	VARIES	SL	7.00	16	37,847.			37,847.	36,512.		173.
8	FURNITURE AND EQUIPMENT - HISTORY	VARIES	SL	3.00	16	3,137.			3,137.	2,875.		262.
9	FURNITURE AND EQUIPMENT - HISTORY	VARIES	SL	5.00	16	11,199.			11,199.	7,791.		610.
10	FURNITURE AND EQUIPMENT - HISTORY	VARIES	SL	7.00	16	28,842.			28,842.	28,101.		212.
11	FURNITURE AND EQUIPMENT - MMR	VARIES	SL	3.00	16	9,112.			9,112.	7,063.		0.
12	FURNITURE AND EQUIPMENT - MMR	VARIES	SL	7.00	16	86,573.			86,573.	33,428.		13,732.
13	FURNITURE AND EQUIPMENT - MMR	VARIES	SL	15.00	16	16,087.			16,087.	2,876.		1,321.
14	FURNITURE AND EQUIPMENT - MMR	VARIES	SL	39.00	16	16,684.			16,684.	695.		428.

(D) - Asset disposed

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

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
15	FURNITURE AND EQUIPMENT - MMR	VARIES	SL	20.00	16	560.			560.			21.
16	CONTRUCTION IN PROGRESS - MMR	VARIES	SL	39.00	16	59,673.			59,673.			0.
17	LIVESTOCK	VARIES	SL	5.00	16	16,160.			16,160.	16,160.		0.
23	LEASEHOLD IMPROVEMENTS	062810	SL	39.00	16	115,503.			115,503.	123.		2,962.
	* 990-PF PG 1 TOTAL OTHER					487,660.		0.	487,660.	170,149.	0.	33,928.
	* 990-PF PG 1 TOTAL - LAND, BUILDINGS, SARAHVILLE LAND, BUILDINGS AND EQUIP					594,083.		0.	594,083.	235,972.	0.	51,932.
	OTHER											
18	HOUSE AND GARAGE - SARAHVILLE	122006	SL	39.00	16	100,000.			100,000.	9,081.		2,564.
19	BARN AND WELL HOUSES - SARAHVILLE	122006	SL	20.00	16	20,500.			20,500.	4,884.		1,171.
20	LAND - SARAHVILLE	122006	L			772,149.			772,149.			0.
21	FURNITURE AND EQUIPMENT - SARAHVI	122006	SL	7.00	16	4,700.			4,700.	3,232.		419.
22	LHI - SARAHVILLE	VARIES	SL	15.00	16	75,171.			75,171.	19,021.		5,615.
	* 990-PF PG 1 TOTAL OTHER					972,520.		0.	972,520.	36,218.	0.	9,769.
	* 990-PF PG 1 TOTAL - SARAHVILLE LAND,					972,520.		0.	972,520.	36,218.	0.	9,769.
	* GRAND TOTAL 990-PF PG 1 DEPR					1566603.		0.	1566603.	272,190.	0.	61,701.

(D) - Asset disposed

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

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

SOURCE	AMOUNT
COMERICA INVESTMENTS	39,904.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	39,904.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
COMERICA INVESTMENTS	962,551.	0.	962,551.
TOTAL TO FM 990-PF, PART I, LN 4	962,551.	0.	962,551.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
LEASE INCOME - SARAHVILLE	1	7,950.
TOTAL TO FORM 990-PF, PART I, LINE 5A		7,950.

FORM 990-PF — GAIN OR (LOSS) FROM SALE OF ASSETS — STATEMENT 4

(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
55,898,033.	55,076,373.	0.	0.	821,660.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GAIN ON SALE OF ASSETS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
373.	465.	0.	340.	248.

NET GAIN OR LOSS FROM SALE OF ASSETS	821,908.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	821,908.

FORM 990-PF — OTHER INCOME — STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SECURITIES LITIGATION INCOME	1,629.	1,629.	0.
OIL AND GAS ROYALTIES	665,650.	665,650.	0.
OTHER EXEMPT REVENUE	18,508.	0.	18,508.
GRANT RECOVERIES	6,146.	0.	6,146.
PASSTHROUGH FROM PARTNERSHIPS	<11,270.>	0.	0.
PASSTHROUGH FROM PARTNERSHIPS ALLOCATED TO NET INVESTMENT INCOME	92,386.	92,386.	0.
MEDICINE MOUND RANCH	17,985.	0.	17,985.
TOTAL TO FORM 990-PF, PART I, LINE 11	791,034.	759,665.	42,639.

FORM 990-PF — LEGAL FEES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5,940.	1,485.	0.	4,455.
TO FM 990-PF, PG 1, LN 16A	5,940.	1,485.	0.	4,455.

FORM 990-PF — ACCOUNTING FEES — STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING/AUDITING FEES	50,081.	15,094.	0.	34,987.
TO FORM 990-PF, PG 1, LN 16B	50,081.	15,094.	0.	34,987.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	301,341.	301,341.	0.	0.
OIL AND GAS CONSULTING FEES	23,590.	23,590.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	324,931.	324,931.	0.	0.

FORM 990-PF — TAXES — STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	227,764.	0.	0.	0.
OIL AND GAS SEVERANCE TAXES	32,172.	32,172.	0.	0.
PROPERTY TAXES	27,355.	27,355.	0.	0.
FOREIGN TAXES	<2,617.>	<2,617.>	0.	0.
TO FORM 990-PF, PG 1, LN 18	284,674.	56,910.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 10

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	21,499.	0.	0.	21,499.
MEMBERSHIP DUES	16,051.	0.	0.	16,051.
MEDICINE MOUND RANCH	149,176.	0.	17,985.	117,458.
GENERAL AND ADMINISTRATIVE	67,026.	1,636.	0.	64,075.
SARAHVILLE/FT. MILAM	11,623.	11,623.	0.	0.
TO FORM 990-PF, PG 1, LN 23	265,375.	13,259.	17,985.	219,083.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 11

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
TREASURY ACCOUNT - U.S GOVT.	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
KEMPNER VALUE ACCOUNT	4,252,361.	4,252,361.
LATEEF ACCOUNT	5,442,070.	5,442,070.
LAZARD INTERNATIONAL VALUE ACCOUNT	0.	0.
COPELAND/RORER ACCOUNT	4,510,580.	4,510,580.
WENTWORTH INTERNATIONAL GROWTH ACCOUNT	5,090,738.	5,090,738.
EVERIS ACCOUNT	9,659,925.	9,659,925.
COMERICA CASH	100,779.	100,779.
VANGUARD SMALL CAP	3,640,048.	3,640,048.
VANGUARD EMERGING MARKETS	2,008,251.	2,008,251.
HARBOR INTERNATIONAL	4,659,047.	4,659,047.
PIMCO	5,868,696.	5,868,696.
TOTAL TO FORM 990-PF, PART II, LINE 10B	45,232,495.	45,232,495.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 13

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
HOUSE AND GARAGE - SARAHVILLE	100,000.	11,645.	88,355.
BARN AND WELL HOUSES - SARAHVILLE	20,500.	6,055.	14,445.
LAND - SARAHVILLE	772,149.	0.	772,149.
FURNITURE AND EQUIPMENT - SARAHVILLE	4,700.	3,651.	1,049.
LHI - SARAHVILLE	75,171.	24,636.	50,535.
TOTAL TO FM 990-PF, PART II, LN 11	972,520.	45,987.	926,533.

FORM 990-PF OTHER INVESTMENTS STATEMENT 14

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OIL AND GAS ROYALTY INTERESTS	FMV	3,234,639.	3,234,639.
RCH ENERGY PARTNERSHIP	FMV	337,880.	337,880.
GT OFFSHORE PARTNERSHIP	FMV	6,423,348.	6,423,348.
GT REAL PROPERTY PARTNERSHIP	FMV	833,594.	833,594.
COMMONFUND PARTNERSHIP	FMV	439,731.	439,731.
RCH ENERGY SSI PARTNERSHIP	FMV	121,462.	121,462.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,390,654.	11,390,654.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 15

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
AUTOMOBILES	106,423.	83,827.	22,596.
FURNITURE AND EQUIPMENT - ADMIN	19,789.	12,918.	6,871.
FURNITURE AND EQUIPMENT - ADMIN	49,040.	20,466.	28,574.
FURNITURE AND EQUIPMENT - ANIMALS	4,763.	4,763.	0.
FURNITURE AND EQUIPMENT - ANIMALS	12,226.	10,245.	1,981.
FURNITURE AND EQUIPMENT - ANIMALS	37,847.	36,685.	1,162.
FURNITURE AND EQUIPMENT - HISTORY	3,137.	3,137.	0.

FURNITURE AND EQUIPMENT - HISTORY	11,199.	8,401.	2,798.
FURNITURE AND EQUIPMENT - HISTORY	28,842.	28,313.	529.
FURNITURE AND EQUIPMENT - MMR	9,112.	7,063.	2,049.
FURNITURE AND EQUIPMENT - MMR	86,573.	47,160.	39,413.
FURNITURE AND EQUIPMENT - MMR	16,087.	4,197.	11,890.
FURNITURE AND EQUIPMENT - MMR	16,684.	1,123.	15,561.
FURNITURE AND EQUIPMENT - MMR	560.	21.	539.
CONTRUCTION IN PROGRESS - MMR	59,673.	0.	59,673.
LIVESTOCK	16,160.	16,160.	0.
LEASEHOLD IMPROVEMENTS	115,503.	3,085.	112,418.
TOTAL TO FM 990-PF, PART II, LN 14	593,618.	287,564.	306,054.

FORM 990-PF OTHER ASSETS STATEMENT 16

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MEDICINE MOUND RANCH	1,046,243.	1,046,243.	7,413,072.
ART COLLECTION	199,610.	199,610.	1,031,075.
ARCHIVES	207,408.	210,098.	210,098.
SECURITY DEPOSITS	<130.>	<130.>	0.
ACCRUED INVESTMENT INCOME	98,294.	81,597.	81,597.
FEDERAL EXCISE TAX RECEIVABLE	9,114.	725.	725.
OTHER RECEIVABLE	3,125.	3,561.	3,561.
DUE FROM BROKERS	0.	27,200.	27,200.
TO FORM 990-PF, PART II, LINE 15	1,563,664.	1,568,904.	8,767,328.

FORM 990-PF OTHER LIABILITIES STATEMENT 17

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFINED BENEFIT PENSION OBLIGATION	982,155.	815,413.
POSTEMPLOYMENT BENEFIT OBLIGATION	162,278.	170,055.
DEFERRED FEDERAL EXCISE TAXES	0.	185,375.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,144,433.	1,170,843.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 18

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN CRAIN 5556 CARUTH HAVEN LANE DALLAS, TX 75225	DIRECTOR/PRESIDENT 40.00	182,678.	154,857.	2,859.
MELANIE LAMBERT 5556 CARUTH HAVEN LANE DALLAS, TX 75225	DIRECTOR/VICE PRESIDENT 40.00	127,982.	45,215.	1,200.
DAVID JACKSON 5556 CARUTH HAVEN LANE DALLAS, TX 75225	DIRECTOR/SECRETARY 30.00	0.	0.	0.
MARTHA BENSON 5556 CARUTH HAVEN LANE DALLAS, TX 75225	DIRECTOR/TREASURER 5.00	0.	0.	0.
RON TYLER 5556 CARUTH HAVEN LANE DALLAS, TX 75225	DIRECTOR 5.00	0.	0.	0.
NIKKI DESHAZO 5556 CARUTH HAVEN LANE DALLAS, TX 75225	DIRECTOR 5.00	0.	0.	0.
MICHAEL COLLINS 5556 CARUTH HAVEN LANE DALLAS, TX 75225	DIRECTOR 5.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		310,660.	200,072.	4,059.

FORM 990-PF | OTHER REVENUE | STATEMENT 19

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
OIL AND GAS ROYALTIES			15	665,650.	0.
OTHER EXEMPT REVENUE					18,508.
GRANT RECOVERIES					6,146.
PASSTHROUGH FROM PARTNERSHIPS	523000	<11,270.>	14		0.
PASSTHROUGH FROM PARTNERSHIPS ALLOCATED TO NET INVESTMENT INCOME			14	92,386.	0.
MEDICINE MOUND RANCH					17,985.
TOTAL TO FORM 990-PF, PG 11, LN 11		<11,270.>		758,036.	42,639.

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
List of Schedules - Form 990-PF
For the Year Ended June 30, 2011

<u>SCHEDULE</u>

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

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2011

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 Protection 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:

- Convened and collaborated with several other animal grantmaking Foundations on two projects: a large, captive wild animal rescue from a bankrupt zoo in Norman, Oklahoma; and a spay neuter initiative for Dallas, Texas called the Big Fix for Big D.

- Participated in conferences and workshops and spoke to grantseekers and colleagues at various venues including the San Antonio Area Foundation's Center for Nonprofit Support Services, Earth Island Institute's Anti-Captivity Campaign for dolphins and orcas strategic planning workshop and the Animal Grantmakers annual meeting.

- Continues monitoring its exit strategy for its initiative in Mexico and provides assistance to the Asociacion Internacional para la Proteccion de los Animales in its endeavors towards primary self-sufficiency.

- Continues its work on 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.

- Continues to assist the Animal Grantmakers with its state non-profit status, filings and record keeping; and serves as liaison/coordinator for the Foundation Center Philanthropy In/Sight Animal Grantmaking database.

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.

One example of direct support this past year is the investigation of the burial of James Coryell at Sarahville de Viesca, a property owned by the Summerlee Foundation, located east of Waco. After discovering a stack of rocks adjoining a slave cemetery, archaeologists from the Texas Historical Commission joined with representatives of the Smithsonian Institution and Summerlee Foundation to investigate the remains of an early Texas Ranger who was killed at the frontier outpost of Sarahville de Viesca. Efforts were to match the Coryell DNA were unsuccessful. Currently, anthropologists from the Smithsonian Museum of Natural History are examining the skeletal remains to learn as much as possible about James Coryell.

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2011
Schedule 2 - Schedule of Investments

	Book Value	Fair Market Value
CORPORATE STOCK		
Summarized by Investment Manager:		
Kempner Value Account	$ 4,252,361	$ 4,252,361
Lateef Account	5,442,070	5,442,070
Copeland/Rorer Account	4,510,580	4,510,580
Wentworth International Growth Account	5,090,738	5,090,738
Everis Account	9,659,925	9,659,925
Comerica Account	100,779	100,779
Vanguard Small Cap	3,640,048	3,640,048
Vanguard Emerging Markets	2,008,251	2,008,251
Harbor International	4,659,047	4,659,047
Pimco	5,868,696	5,868,696
Total Investments in Corporate Stock - Part II, Line 10b	$ 45,232,495	$ 45,232,495

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

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2011

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
EIN: 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2011
Schedule 4 - Animal Protection Grants Paid During the Year

Recipient Name	Organization Address	Foundation Status of Recipient	Project Title	Amount Paid
Animal Balance	c/o Animal Fund Fort Mason Center Quarters 35 N San Francisco, CA 94123	Public Charity	Support for a two week clinic in American Samoa to sterilize 400 animals while building capacity with local organizations and government for ongoing humane animal population management.	$ 5,000
Animal Fund	Fort Mason Center Quarters 35 N San Francisco, CA 94123	Public Charity	Support for a documentary addressing the plight of dolphins and whales in captivity.	$ 12,000
Animal Humane Association of New Mexico, Inc.	615 Virginia Street SE Albuquerque, NM 87108	Public Charity	Support for administrative needs of Saving Animals New Mexico.	$ 5,000
Animals and Society Institute, Inc.	2512 Carpenter Road, Suite 201 Ann Arbor, MI 48108-1188	Public Charity	Support for the 2011 Animals and Society Institute-Wesleyan Animal Studies Human-Animal Studies Summer Fellowship Program.	$ 5,000
Asociacion Internacional para la Proteccion de los Animales, A. C.	Lomas del Campestre #512 Col. Lomas del Campestre San Pedro Garza Garcia, Nuevo Leon CP66278 Mexico	Public Charity	Support for attending Bolivia humane euthanasia training and workshop.	$ 1,600
Asociacion Internacional para la Proteccion de los Animales, A. C.	Lomas del Campestre #512 Col. Lomas del Campestre San Pedro Garza Garcia, Nuevo Leon CP66278 Mexico	Public Charity	Operating support for AIPA staff to continue sterilization of dogs and cats, veterinary training, and humane euthanasia of homeless, sick and injured animals in Monterrey, Mexico.	$ 200,000
Beartooth Humane Alliance	P.O. Box 853 Red Lodge, MT 59068	Public Charity	Support for Operation Nip and Tuck (sterilization) of feral and barn cats.	$ 4,500
Big Fix Homeless Cat Project of the Texas Hill Country	P.O. Box 294003 Kerrville, TX 78029	Public Charity	Support for TNR of feral cats in Kerr County, Texas.	$ 2,500
Big Heart Rescue Society	P.O. Box 6 Gabriola, BC V0R 1X0 Canada	Registered Canadian Charity #87734 8508 RR0001	Support for a wellness clinic for the companion animals of the Oweekeno First Nations Community in British Columbia, Canada.	$ 5,000
Cat Care Network of Colorado and New Mexico	803 East Main Street Trinidad, CO 81082	Public Charity	Support for TNR in rural southeastern Colorado.	$ 5,000

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2011
Schedule 4 - Animal Protection Grants Paid During the Year

Recipient Name	Organization Address	Foundation Status of Recipient	Project Title	Amount Paid
Cat Overpopulation Planned Endeavor	P.O. Box 801 Channahon, IL 60410	Public Charity	Support for sterilization of 200 cats from low-income communities in Will, LaSalle and Grundy counties, Illinois.	$ 3,500
Center for Native Ecosystems, Inc.	1536 Wynkoop Street, Suite 303 Denver, CO 80202	Public Charity	Support for Safe Passages Campaign for native wildlife of Colorado.	$ 5,000
Chimpanzee Retirement Sanctuary Northwest	P. O. Box 952 Cle Elum, WA 98922	Public Charity	Support for general operating funds associated with chimpanzee lifetime care.	$ 7,500
Color-Country Animal Welfare	P.O. Box 750272 Torrey, UT 84775	Public Charity	Support for spay/neuter for cats.	$ 1,000
Communities Foundation of Oklahoma	Bradley Square, Suite D 2932 N. W. 122nd Street Oklahoma City, OK 73120-1955	Public Charity	Continued support for the Animal Grantmaking database.	$ 14,342
Dream Catcher Therapy Center, Inc.	5814 Highway 348 Olathe, CO 81425	Public Charity	General operating support for expenses associated with animal care.	$ 5,000
Earth Island Institute	P.O. Box 5007 Larkspur, CA 94977	Public Charity	Support for nationwide campaign to end coyote and fox "penning".	$ 10,000
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.	$ 50,000
Earth Island Institute/WildFutures	353 Wallace Way NE, Suite 12 Bainbridge Island, WA 98110	Public Charity	Support for advancing cougar protection in the western United States through outreach and education, with special emphasis on the state of Washington.	$ 8,000
Feral Cat Spay Neuter Project	4001 198th Street SW, Suite 3 Lynnwood, WA 98036-6731	Public Charity	Support for rural cat project on Whidbey Island.	$ 5,000
Foundation Center	79 Fifth Avenue/16th Street New York, NY 10003-3076	Public Charity	Support for a custom version of the Foundation Center's Philanthropy In/Sight data visualization platform for The Animal Grantmakers, Inc.	$ 20,000
Global Federation of Animal Sanctuaries, Inc.	P.O. Box 32294 Washington, DC 20007	Public Charity	General operating support for the Global Federation of Animal Sanctuaries to advance its mission.	$ 25,000
Humane Society of Lincoln County	P.O. Box 2832 Ruidoso, NM 88345	Public Charity	Support for targeted TNR Pilot Program.	$ 4,500
Humane Society of the Pikes Peak Region	610 Abbot Lane Colorado Springs, CO 80905-1826	Public Charity	Support for a donor-subsidized cat spay neuter program.	$ 5,000

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2011
Schedule 4 - Animal Protection Grants Paid During the Year

Recipient Name	Organization Address	Foundation Status of Recipient	Project Title	Amount Paid
Humane Society of the United States	2100 L Street, NW Washington, DC 20037	Public Charity	Support for euthanasia training in Bolivia.	$ 4,500
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.	$ 25,000
Humane Society of Western Montana	5930 Highway 93 South Missoula, MT 59804	Public Charity	Support for a large-scale spay neuter clinic (event) for cats and kittens.	$ 4,600
International Wilderness Leadership Foundation	717 Poplar Avenue Boulder, CO 80304-1066	Public Charity	Support for national campaign for wildlife corridor conservation---building a national corridor system which provides safe movement for wild animals on a national, state, and regional scale.	$ 10,000
Islands Feral Cat Project	28 Twelve Oaks Drive Savannah, GA 31410	Public Charity	Support for TNR of feral cats living on small islands around Savannah.	$ 2,500
J and S Animal Shelter	P.O. Box 506 Bowman, ND 58623	Public Charity	Support for sterilization of 58 stray and feral cats.	$ 2,500
Kerulos Center	P.O. Box 1446 Jacksonville, OR 97530	Public Charity	Support for project: Helping People Help Animals: Cultivating Organizational Health in the Animal Care Community.	$ 7,500
King's Harvest	5837 Wisconsin Avenue Davenport, IA 52806	Public Charity	Support for sterilization of cats of the extreme poverty and homeless population of Davenport, Iowa.	$ 2,500
Linn County Animal Rescue	P.O. Box 2669 Lebanon, OR 97355	Public Charity	Support for capital improvements.	$ 3,000
Mystic Farm Wildlife Rescue Inc.	471 Wagon Bridge Lane Sagle, ID 83860	Public Charity	Support for the rehabilitation and release of orphaned and injured ungulates in northern Idaho.	$ 2,500
Operation SAFE Inc.	PO Box 266 Dunlap, IL 61525	Public Charity	Support for four low-cost spay neuter clinics for cats in Mason County, Illinois and surrounding areas.	$ 4,800
Oshkosh Area Humane Society, Inc.	1925 Shelter Court Oshkosh, WI 54901	Public Charity	Support for new Feral Cat TNR program.	$ 4,000
Pacific Orca Society	P.O. Box 510 Alert Bay, BC VON 1AO Canada	Registered Canadian Charity #14041 5811 RR0001	Support for OrcaLab, a non-invasive research program on the lives of orcas and support for the development of strategies to implement the rehabilitation and release of two long term captive female orcas.	$ 15,000
Panthera Corporation	8 West 40th Street, 18th Floor New York, NY 10018	Public Charity	Support for the Teton Cougar Project in the southern Greater Yellowstone Ecosystem.	$ 30,000

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2011
Schedule 4 - Animal Protection Grants Paid During the Year

Recipient Name	Organization Address	Foundation Status of Recipient	Project Title	Amount Paid
Peregrine Fund, Inc.	5668 West Flying Hawk Lane Boise, ID 83709	Public Charity	Support for a Texas-based Northern Aplomado Falcon Restoration effort.	$ 6,000
Pet Savers	P.O. Box 11555 Spokane Valley, WA 99211	Public Charity	Support for feral cat sterilization assistance in Spokane County.	$ 5,000
Raincoast Conservation Foundation	P.O. Box 2429 Sydney, BC V8l 3Y3 Canada	Registered Canadian Charity and US Charity	Support for phase II of the cougar conservation and advocacy campaign in British Columbia, Canada.	$ 15,000
S N I P S Spay Neuter Initiative	P.O. Box 1222 Jasper, TX 75951	Public Charity	Support for a cat sterilization project.	$ 5,000
Santa Monica Mountains Fund	401 W. Hillcrest Drive Thousand Oaks, CA 91360	Public Charity	Support for research study of anticoagulant exposure and disease susceptibility in Bobcats in southern California.	$ 20,000
Southern Methodist University	William P. Clements Department of History P.O. Box 750176 Dallas, TX 75275-0176	Public Charity	Support for new feeding stations and housing condos for the feral cat population of Southern Methodist University.	$ 2,600
Spay Neuter Clinic	1172 Flannigan Creek Road Viola, ID 83872	Public Charity	Support for sterilization of feral and barn cats in rural northern Idaho and eastern Washington.	$ 2,500
Spay Oklahoma	501 N 36th Street Tulsa, OK 74106	Public Charity	Support for companion animal humane initiative on Rosebud Sioux Indian Reservation.	$ 11,000
SPCA of Texas	2400 Lone Star Drive Dallas, TX 75212	Public Charity	Matching support for a cat care room in the Adoption wing for the new animal shelter.	$ 10,000
St. Joseph's Indian School	1301 South Main Street Chamberlain, SD 57326	Church	Support for the maintenance of the dormitory.	$ 15,000
Sul Ross State University	Borderlands Research Institute for Natural Resource Management Box C-16 Alpine, TX 79832	State Educational Institution	Support for puma research in Texas, "Ecology of Mountain Lions in the Davis Mountains: Assessing Impacts on Prey Populations".	$ 45,000
Taos Feral Feline Friends	P.O. Box 1926 Ranchos De Taos, NM 87557-1926	Public Charity	Support for a TNR program in Taos County.	$ 5,000
Trumpeter Swan Society	12615 County Road 9, Suite 100 Plymouth, MN 55441	Public Charity	General operating support for Trumpeter Swan protection and advocacy.	$ 5,000

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2011
Schedule 4 - Animal Protection Grants Paid During the Year

Recipient Name	Organization Address	Foundation Status of Recipient	Project Title	Amount Paid
Turtle Island Restoration Network	c/o Sea Turtle Restoration Project Gulf Office P.O. Box 681231 Houston, TX 77268-1231	Public Charity	Support for a series of efforts to protect sea turtles, especially Kemp's Ridley, in the Gulf of Mexico.	$ 10,000
Wild Earth Guardians	321 Montezuma Avenue Santa Fe, NM 87501	Public Charity	Support for a campaign to weaken/eliminate trapping of bobcats on public lands in New Mexico.	$ 7,500
Wild Felid Research & Management Association	P.O. Box 3335 Montrose, CO 81402	Public Charity	To support the Wild Felid Research and Management Association and its goals of promoting the sound management, conservation, and restoration of wild felids in the Western Hemisphere through science- based management and education.	$ 10,000
World Vets	802 1st Ave North Fargo, ND 58102	Public Charity	Support to develop curriculum and course materials for a Spay/Neuter Training Program for Latin America.	$ 8,600
Total Animal Protection Grants Paid During the Year				$ 711,042

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2011
Schedule 5 - Texas History Grants Paid During the Year

Recipient Name	Organization Address	Foundation Status of Recipient	Project Title	Amount Paid
Austin College	900 North Grand Avenue Sherman, TX 75090-4440	Public Charity	Support for collaborative learning internship	$ 10,000
Camp Ford Historical Association Inc.	P.O. Box 1865 Tyler, TX 75710-1865	Public Charity	Support for the Museum and Visitors Center dedicated to the history of Camp Ford	$ 10,000
Center for the Arts, Religion, and Education	2400 Ridge Road Berkeley, CA 94709	Public Charity	Funding for a three part program: the Bull Hill Documentary, a documentary on Love Cemetery, and launching a forum for the discussion of issues pertaining to African American cemeteries in Texas	$ 20,000
Chisholm Trail Heritage Museum, Inc.	P.O. Box 866 Cuero, TX 77954	Public Charity	Support toward the design expense in planning for historical exhibits related to the Chisholm Trail	$ 20,000
Documentary Arts, Inc.	P. O. Box 140244 Dallas, TX 75214	Public Charity	Support for an exhibition of "Jasper, Texas" by photographer Alonzo Jordan and panel discussion in Jasper, Texas to be displayed concurrently with the International Center of Photography in New York City	$ 7,000
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.	$ 200,000
Friends of the Center for Big Bend Studies	Sul Ross State University Box C-71 Alpine, TX 79832	Public Charity	Funding for archaeological testing at the Lykes-Duncan site	$ 10,000
Friends of the Governor's Mansion	P.O. Box 2447 Austin, TX 78768	Public Charity	Support for educating the public about the mansion.	$ 1,000
Friends of the Texas Historical Commission	P. O. Box 13497 Austin, TX 78711	Public Charity	Support to reimburse expenses incurred by the archeological investigations of the James Coryell gravesite at Sarahville de Viesca	$ 5,220
Friends of the Texas Historical Commission	P. O. Box 13497 Austin, TX 78711	Public Charity	Support for surveying, testing, and analysis of the Bernardo Plantation, one of the earliest and largest plantations in Texas	$ 15,000
Friends of the Texas Historical Commission	P. O. Box 13497 Austin, TX 78711	Public Charity	Support for upcoming meeting of the Society for Historical Archaeology hosted by the Texas Historical Commission	$ 5,000
Greater Washington Educational Telecommunications Association, Inc.	3939 Campbell Avenue Arlington, VA 22206	Public Charity	Support is requested to produce a public television documentary on the history of Latinos in the U.S., 2800-2000	$ 20,000

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2011
Schedule 5 - Texas History Grants Paid During the Year

Recipient Name	Organization Address	Foundation Status of Recipient	Project Title	Amount Paid
International Center of Photography	1114 Avenue of the Americas at 43rd Street New York, NY 10036	Public Charity	Support for a major exhibition on the African American community photographer, Alonzo Jordan(1903-1984), whose works focus on family and community during the years of segregation and integration of the South	$ 10,000
Media Projects, Inc.	5215 Homer Street Dallas, TX 75206-6623	Public Charity	Support for the production of a documentary concerning the transformation of Henderson Avenue from homes and businesses in disrepair to a "thriving" neighborhood of frenetic activity	$ 10,000
National Trust for Historic Preservation	Villa Finale 122 Madison Street San Antonio, TX 78204	Public Charity	Support for the conservation of Julian Onderdonk oil paintings housed in Villa Finale on King William Historic District in San Antonio, Texas	$ 10,000
National Trust for Historic Preservation	Southwest Office 500 Main Street, Suite 1030 Fort Worth, TX 76102	Public Charity	Support for: the 2010 Preservation Conference in Austin, Texas ($20,000); and for intervention funds to respond to preservation emergencies throughout Texas ($20,000)	$ 20,000
Old Red Courthouse, Inc.	100 South Houston Street Dallas, TX 75202	Public Charity	Support of the Old Red Museum of Dallas County History & Culture.	$ 70,000
Partners for Sacred Places	1700 Sansom Street, 10th Floor Philadelphia, PA 19103	Public Charity	Support for online database and website connecting preservation to sacred places in Texas, which will develop a comprehensive inventory of sacred places in Texas	$ 10,000
Presidio La Bahia Foundation	P.O. Box 57 Goliad, TX 77963	Public Charity	Support for the conservation and preservation of artifacts housed at the Presidio La Bahia complex in Goliad	$ 10,000
San Jacinto Battleground Association	P.O. Box 940536 Houston, TX 77094-7536	Public Charity	Support for the 2011 Battle of San Jacinto Symposium	$ 7,500
San Jacinto Battleground Association	P.O. Box 940536 Houston, TX 77094-7536	Public Charity	Funds for the acquisition of 19.054 acres adjacent to the San Jacinto Battlefield, which has historic value to the interpretation of the San Jacinto Battlefield	$ 20,000
Southern Methodist University	P.O. Box 750281 Dallas, TX 75275-0281	Educational Institution	Funds for an archivist to digitize the Lawrence T. Jones III Photography Collection at the DeGolyer Library	$ 25,000
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.	$ 54,740
St. Joseph's Indian School	1301 South Main Street Chamberlain, SD 57326	Church	Support for the maintenance of the student dormitory	$ 15,000

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2011
Schedule 5 - Texas History Grants Paid During the Year

Recipient Name	Organization Address	Foundation Status of Recipient	Project Title	Amount Paid
Texas State Historical Association	1155 Union Circle #311580 Denton, TX 76203-5017	Public Charity	2011 Ron Tyler Award for best illustrated book on Texas history or culture awarded to Geoff Winningham for "Traveling the Shore of the Spanish Sea: The Gulf Coast of Texas and Mexico"	$ 2,500
Texas Supreme Court Historical Society	P.O. Box 12673 Austin, TX 78711-2673	Public Charity	Support toward a modern history of the Texas Supreme Court by James L. Haley	$ 10,000
Texas Tech Foundation Inc.	c/o Texas Tech University Press 2903 4th Street P.O. Box 41037 Lubbock, TX 79409-1037	Public Charity	Subvention for the publication of a major work on the courthouses and public buildings of James Riely Gordon	$ 6,000
University of North Texas	Department of History 1155 Union Circle #310650 Denton, TX 76203-5017	State Educational Institution	Funding to match the donation of the Philip R. Jonsson Foundation for the 2010 Teaching of History Conference	$ 5,100
University of North Texas Foundation Inc.	801 North Texas Blvd 1155 Union Circle #3311250 Denton, TX 76203-5017	Public Charity	Support to collate and digitize the known writings of Stephen F. Austin for use as interactive tools	$ 25,000
Total Texas History Grants Paid During the Year				$ 634,060

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2011
Schedule 6 - Grants Approved for Future Payment

Recipient Name	Organization Address	Foundation Status of Recipient	Project Title	Amount Owed
Animal Fund	Fort Mason Center Quarters 35 N San Francisco, CA 94123	Public Charity	Support for A Fall from Freedom, the first comprehensive documentary dealing with the history of the captive whale and dolphin public display industry	$ 10,000
Animals and Society Institute, Inc.	2512 Carpenter Road, Suite 201 Ann Arbor, MI 48108-1188	Public Charity	Support for the 2011 Animals and Society Institute-Wesleyan Animal Studies Human-Animal Studies Summer Fellowship Program	$ 20,000
Asociacion International para la Proteccion de los Animales, A. C.	Lomas del Campestre #512 Col. Lomas del Campestre San Pedro Garza Garcia, Nuevo Leon CP66278 Mexico	Public Charity	Support for the general operating expenses associated with AIPA's high volume, companion animal sterilization and veterinary training in Monterrey Mexico	$ 182,000
Chimpanzee Retirement Sanctuary Northwest	P.O. Box 952 Cle Elum, WA 98922	Public Charity	Support for general operating funds associated with chimpanzee lifetime care	$ 7,500
Global Federation of Animal Sanctuaries, Inc.	P.O. Box 32294 Washington, DC 20007	Public Charity	General operating support for the Global Federation of Animal Sanctuaries to advance its mission	$ 25,000
International Wilderness Leadership Foundation	717 Poplar Avenue Boulder, CO 80304-1066	Public Charity	Support for national campaign for wildlife corridor conservation---building a national corridor system which provides safe movement for wild animals on a national, state, and regional scale	$ 10,000
Save a Kitty Feral Cat Program	P.O. Box 1442 Parkersburg, WV 26102-8048	Public Charity	Support for feral cat sterilization	$ 5,000
Sky Island Alliance	P.O. Box 41165 300 E. University Blvd, Suite 270 Tucson, AZ 85717-1165	Public Charity	Support for Wild Cat Connectivity and Habitat Protection in the Sky Island Region	$ 15,000
SPCA of Texas	2400 Lone Star Drive Dallas, TX 75212	Public Charity	Matching support for a cat care room in the Adoption wing for the new animal shelter	$ 40,000
St. Joseph's Indian School	Chamberlain, SD 57326	Church	Support for the maintenance of the student dormitory	$ 30,000
University of North Texas	Department of History 1155 Union Circle #310650 Denton, TX 76203-5017	State Education Institution	Support for the 2011 Teaching of History Conference	$ 5,100
Total Grants Approved for Future Payment				$ 349,600

Form **8868** (Rev. January 2011)
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.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

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.

Type or print	Name of exempt organization	Employer identification number
File by the due date for filing your return. See instructions	THE SUMMERLEE FOUNDATION	75-2252355
	Number, street, and room or suite no. If a P.O. box, see instructions. 5556 CARUTH HAVEN LANE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. DALLAS, TX 75225	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ JOHN CRAIN 5556 CARUTH HAVEN LANE - DALLAS, TX 75225
  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 is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2012 , 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, 2010 , and ending JUN 30, 2011 .

2 If the tax year entered in line 1 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	$ 46,615.
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.	3b	$ 43,115.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 3,500.

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.