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AMENDED RETURN

Form **990-PF**

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

OMB No 1545-0052

2011

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 2011 or tax year beginning

, and ending

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		B Telephone number 214-521-9683
City or town, state, and ZIP code Dallas, TX 75219		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☒ Amended return ☐ Address change ☐ Name change		D 1 Foreign organizations, check here ☐ Foreign organizations meeting the 85% test, 2. check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 25,914,759. (Part I, column (d) must be on cash basis)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	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	5,061,250.		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	801,244.	801,244.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	447,225.			
	b Gross sales price for all assets on line 6a 11,442,876.				
	7 Capital gain net income (from Part IV, line 2)		447,225.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	97,886.	97,886.		Statement 2
	12 Total Add lines 1 through 11	6,407,605.	1,346,355.		
	13 Compensation of officers, directors, trustees, etc	145,750.	0.		72,875.
	14 Other employee salaries and wages	274,451.	0.		176,827.
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 3	4,287.	0.		2,143.
	b Accounting fees Stmt 4	27,000.	0.		2,700.
	c Other professional fees Stmt 5	91,970.	0.		78,353.
	17 Interest	6,029.	6,029.		0.
	18 Taxes Stmt 6	35,857.	6,005.		0.
	19 Depreciation and depletion	9,122.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings	58,211.	0.		34,927.
22 Printing and publications					
23 Other expenses Stmt 7	289,962.	122,851.		86,218.	
24 Total operating and administrative expenses Add lines 13 through 23	942,639.	134,885.		454,043.	
25 Contributions, gifts, grants paid	5,990,969.			5,990,969.	
26 Total expenses and disbursements Add lines 24 and 25	6,933,608.	134,885.		6,445,012.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-526,003.				
b Net investment income (if negative, enter -0-)		1,211,470.			
c Adjusted net income (if negative, enter -0-)			N/A		

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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	500.	500.	500.
	2 Savings and temporary cash investments	69,385.	208,503.	208,503.
	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			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 9	22,873,199.	18,230,366.	19,372,919.	
14 Land, buildings, and equipment: basis ▶ 53,910.				
Less: accumulated depreciation Stmt 10 ▶ 41,795.	16,765.	12,115.	12,115.	
15 Other assets (describe ▶ Statement 11)	6,134,254.	6,320,722.	6,320,722.	
16 Total assets (to be completed by all filers)	29,094,103.	24,772,206.	25,914,759.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
22 Other liabilities (describe ▶ Statement 12)	3,761,150.	0.		
23 Total liabilities (add lines 17 through 22)	3,761,150.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	25,332,953.	24,772,206.		
30 Total net assets or fund balances	25,332,953.	24,772,206.		
31 Total liabilities and net assets/fund balances	29,094,103.	24,772,206.		

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 25,332,953.
2 Enter amount from Part I, line 27a	2 -526,003.
3 Other increases not included in line 2 (itemize) ▶	3 0.
4 Add lines 1, 2, and 3	4 24,806,950.
5 Decreases not included in line 2 (itemize) ▶ See Statement 8	5 34,744.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 24,772,206.

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 Various security sales, see attachment	P	Various	Various
b Capital gains from passthroughs	P	Various	Various
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 11,440,883.		10,995,651.	445,232.
b 1,993.			1,993.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			445,232.
b			1,993.
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	447,225.
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))
2010	6,232,189.	27,551,183.	.226204
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

2 Total of line 1, column (d)	2	1.212052
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	.242410
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	27,443,903.
5 Multiply line 4 by line 3	5	6,652,677.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,115.
7 Add lines 5 and 6	7	6,664,792.
8 Enter qualifying distributions from Part XII, line 4	8	6,769,026.

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	12,115.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	12,115.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	12,115.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	24,818.	
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	24,818.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	294.	
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	12,409.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒ 12,409. 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?		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) ☒ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.embreyfdn.org</u>	13	X	
14	The books are in care of ► <u>Lauren Embrey</u> Telephone no. ► <u>217-521-9683</u> Located at ► <u>3625 N Hall St, Ste 720, Dallas, TX</u> ZIP+4 ► <u>75219</u>			
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 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No 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 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 2011 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 2011.) 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 2011?	4b	X

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 13		145,750.	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
Marilyn D Hosey	Grant review			
11125 Fernald Ave, Dallas, TX 75218	40.00	96,813.	0.	0.
Jackie Robertson - 513 Baltrusol Circle, Garland, TX 75044	Grant review/Accounting			
	40.00	91,770.	0.	0.
Sallie A Beck	Compliance/investment analysis			
6707 Glendora, Dallas, TX 75230	30.00	68,258.	0.	0.

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 Program related investment - low interest loan made to City Square Project to allow it to close on property used for its charitable purpose	300,000.
2	
See Statement 14	24,014.
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	324,014.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	19,655,361.
b Average of monthly cash balances	1b	235,574.
c Fair market value of all other assets	1c	7,970,895.
d Total (add lines 1a, b, and c)	1d	27,861,830.
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	27,861,830.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	417,927.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,443,903.
6 Minimum investment return. Enter 5% of line 5	6	1,372,195.

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	1,372,195.
2a Tax on investment income for 2011 from Part VI, line 5	2a	12,115.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	12,115.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,360,080.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,360,080.
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	1,360,080.

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	6,445,012.
b Program-related investments - total from Part IX-B	1b	324,014.
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	6,769,026.
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	12,115.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,756,911.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,360,080.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	860,656.			
b From 2007	662,676.			
c From 2008	1,034,444.			
d From 2009	2,551,212.			
e From 2010	4,885,719.			
f Total of lines 3a through e	9,994,707.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	6,769,026.			
a Applied to 2010, 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 2011 distributable amount				1,360,080.
e Remaining amount distributed out of corpus	5,408,946.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	15,403,653.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	860,656.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	14,542,997.			
10 Analysis of line 9:				
a Excess from 2007	662,676.			
b Excess from 2008	1,034,444.			
c Excess from 2009	2,551,212.			
d Excess from 2010	4,885,719.			
e Excess from 2011	5,408,946.			

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 2011, 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				
Accion 11411 Park Central Plaza Dallas, TX 75201	None	Public Charity	General Operating Support for the Dallas Office	25,000.
American Indian College Fund 8333 Greenwood Blvd. Denver, CO 80221	None	Public Charity	To support the Embrey Women's Leadership Program	250,000.
Amnesty Intl 5 Penn Plaza New York, NY 10001	None	Public Charity	To support the AIUSA National Strategy on Women's Rights	300,000.
Arts Magnet Building Campaign P O Box 192648 Dallas, TX 75219	None	Public Charity	To support the Capital Campaign	98,000.
Austin St Shelter 2929 Hickory Street Dallas, TX 75226	None	Public Charity	Operating Support for Utility Bills	20,000.
Total See continuation sheet(s) ▶ 3a				5,990,969.
b Approved for future payment				
None				
Total ▶ 3b				0.

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.		

[illegible]

- 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) is based on all information of which preparer has any knowledge.

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name

Preparer's signature

Date	
------	--

Check ☐ if
self-employed

PTIN

**Paid
Preparer
Use Only**

Michael Magers

Richard H. Green

SEP 23 2013

P00552895

Firm's name ▶ **Ablon and Co., P.L.L.C., CPAs**

Firm's EIN ► 75-2689864

Firm's address ▶ 10000 N. Central Expy #1400
Dallas, TX 75231

Phone no. 214-361-1400

Form 990-PF (2011)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2011

Name of the organization

Employer identification number

Embrey Family Foundation20-0215399

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, total 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 total 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 Part I, 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) (2011)

Name of organization

Employer identification number

Embrey Family Foundation**20-0215399****Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>Estate of James L Embrey, Jr.</u> <u>10,000 North Central Expy, Suite 1400</u> <u>Dallas, TX 75231</u>	\$ <u>5,061,250.</u>	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.)

7.4

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 that total 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) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(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

(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

(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

Embrey Family Foundation

20-0215399

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Bea's Kids 12000 Ford Rd #240 Dallas, TX 75234	None	Public Charity	General Operating Support	5,000.
Big Thought 2501 Oak Lawn Ave #550 Dallas, TX 75219	None	Public Charity	To support the Thriving Minds Summer Learning Program	250,000.
Carbondale Council on Arts/Humanities P O Box 175 Carbondale, CO 81623	None	Public Charity	To support the SWAN Project (Support Women Arts Now)	25,000.
Childrens Chorus of Greater Dallas 400 North St. Paul Street #510 Dallas, TX 75201	None	Public Charity	General Operating Support	5,000.
Club Soccer 5526 Stonegate Rd Dallas, TX 75209	None	Public Charity	To support the Capital Campaign	41,667.
Colonnades Theater Lab P O Box 1030 Wilson, WY 83014	None	Public Charity	General Operating Support for the Global Arts Corp	513,035.
Conference on Crimes Against Women c/o Genesis Womens Shltr 4411 Lemmon Ave Dallas, TX 75219	None	Public Charity	To support the Human Trafficking track of workshops	20,000.
Dallas After School Network 2902 Swiss Ave Dallas, TX 75204	None	Public Charity	To support the AfterSchool Program Quality Initiative	10,000.
Dallas Childrens Theater 5938 Skillman Street Dallas, TX 75231	None	Public Charity	To support the Teen Scene Festival	15,000.
Dallas Film Society 3625 North Hall St #740 Dallas, TX 75219	None	Public Charity	To support the Dallas International Film Festival Silver Heart Award	25,000.
Total from continuation sheets				5,297,969.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Dallas Foundation Zero to Five Fundors Collaborative 3963 Maple Avenue #390 Dallas, TX 75219	None	Public Charity	To support the Zero to Five Funders' Collaborative	20,000.
Dallas Life Foundation 1100 Cadiz Street Dallas, TX 75215	None	Public Charity	To support the Children's Programs	50,250.
Dallas Theater Center 2400 Flora Street Dallas, TX 75201	None	Public Charity	To support the Horton Foote Festival	70,000.
Dallas Urban Debate League PO Box 670564 Dallas, TX 75267	None	Public Charity	To support the Dallas Urban Debate Alliance Program in the Dallas ISD	10,000.
Dallas Women's Foundation 4300 MacArthur, Suite 255 Dallas, TX 75209	None	Public Charity	To support the 25th Anniversary Celebration Challenge and to fund the Embrey Family Foundation	450,000.
Education is Freedom 2711 N. Haskell Ave #2070 Dallas, TX 75214	None	Public Charity	To support the Dallas Model Program for Igniting Opportunity for Children of Dallas	300,000.
Equip the Saints 4800 Northway Dr 21A Dallas, TX 75206	None	Public Charity	To compile the North Texas Human Trafficking Database	20,000.
Family Gateway 711 Saint Louis Street Dallas, TX 75201	None	Public Charity	To support the Family Solutions and Youth Services Project	25,000.
Friends of Wednesday's Child 2801 Swiss Avenue, Suite 130 Dallas, TX 75201	None	Public Charity	To support the Leadership Camp	25,000.
From flow through entity Unknown Unknown, TX Unknown	None	Public Charity	Charitable	11.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Harvard University 124 Mount Auburn St Cambridge, MA 02138	None	Public Charity	To support Kennedy School of Government for Women's Initiatives	10,000.
Jewish Family Services 5402 Arapaho Rd Dallas, TX 75248	None	Public Charity	To support the Family Safety and Justice Center	30,000.
Jr Achievement 1113 Eton Drive Richardson, TX 75083	None	Public Charity	To support the JA Finance Park Program	10,000.
Jubilee Park 907 Bank St Dallas, TX 75233	None	Public Charity	To support the After-School and Summer Youth Programs	15,000.
KIPP: DFW Ste 230A, 3200 South Lancaster Road Dallas, TX 75216	None	Public Charity	To support Extended School Hours and Services	20,000.
Laboratory to Combat Human Trafficking 3455 Ringsby Ct #101 Denver, CO 80216	None	Public Charity	To support the Colorado Project to Comprehensively Combat Human Trafficking	329,542.
Letot Girls' Residential Facility 1673 Terre Colony Dallas, TX 75212	None	Public Charity	To support the Letot Girls' Residential Treatment Center Capital Campaign	250,000.
Lift Up P O Box 1213 Glenwood Springs, CO 81602	None	Public Charity	General Operating Support	10,000.
Metro Dallas Homeless Alliance 2816 Swiss Avenue, Dallas, TX 75204	None	Public Charity	General Operating Support for The Bridge	60,000.
MS Foundation 12 MetroTech Center, 26th Fl Brooklyn, NY 11201	None	Public Charity	To support the Leading the Way Fund, SPARK, and the Women of Vision Awards	255,750.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Pachamama Alliance P O Box 29191 Presido Bldg 1009 San Francisco, CA 94219	None	Public Charity	To support the Awakening the Dreamer and Generation Waking Up Workshops and the Possible Futures Film	250,000.
Planned Parenthood Federation of America 434 West 33rd Street New York, NY 10001	None	Public Charity	To support the Itext Planned Parenthood Program	250,200.
Planned Parenthood of N Texas 9100 North Central Expy Dallas, TX 75231	None	Public Charity	To support the North Texas Patient Call Center	250,000.
Praxus 304 Elati St Denver, CO 80223	None	Public Charity	To support Street Outreach and Case Management	20,000.
Project X Theater 161 Riveredge Dallas, TX 75201	None	Public Charity	To support the production of Diamond Dick: The Tulsa Race Riots of 1921	15,000.
Promise House 224 W Page Avenue Dallas, TX 75208	None	Public Charity	To support the Emergency Youth Shelter Bed Nights Expansion	20,000.
Real School Gardens 1700 University Dr Ste 260 Ft Worth, TX 76107	None	Public Charity	To support the Growing in Dallas: Improving Children's Lives and Learning through Gardens Project	10,000.
Sammons Center 3630 Harry Hines Boulevard Dallas, TX 75219	None	Public Charity	To support the Sammons Center Legacy Campaign	25,000.
San Francisco Film Institute 39 Mesa St #100 The Presido San Francisco, CA 94129	None	Public Charity	To support the Social Action Project for the film Connected	37,500.
Soup Mobile 3017 Commerce Street Dallas, TX 75226	None	Public Charity	General Operating Support for the SoupMobile Village	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Southern Methodist University P O Box 750281 Dallas, TX 75275	None	Public Charity	To support the Embrey Human Rights Program	332,000.
Southwest Conference of Foundations 624 N. Good-Latimer Expressway Ste 100 Dallas, TX 75204	None	Public Charity	General Operating Support	670.
SPCA of Texas 2400 Lone Star Dr Dallas, TX 75212	None	Public Charity	To support the Capital Campaign	50,000.
Stewpot Mission 408 Park Avenue Dallas, TX 75201	None	Public Charity	To support Case Management Services	20,000.
Suicide and Crisis Ctr 2808 Swiss Avenue Dallas, TX 75204	None	Public Charity	To support the Teens Can Survive Project	15,000.
TACA One Arts Plaza Suite 115 Dallas, TX 75201	None	Public Charity	To support TACA State of the Arts: Conversations about the Performing Arts in Dallas	20,000.
Teach for America 350 North St. Paul Street #2800 Dallas, TX 75201	None	Public Charity	General Operating Support	50,000.
TEDExSMU 6425 Boaz Lane Dallas, TX 75205	None	Public Charity	To support Student Attendance	1,250.
Texas Freedom Network P O Box 1624 Austin, TX 78767	None	Public Charity	To support the Sex Education Advocacy Campaign	50,000.
Thunder River Theater 67 Promenade Carbondale, CO 81623	None	Public Charity	To support the Education Center	12,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Tides Center/Chicken and Egg Pictures P.O. Box 29903 San Francisco, CA 94129	None	Public Charity	To support the Mother Wit Fund	50,000.
Titas 2403 Flora Street Dallas, TX 75201	None	Public Charity	To support A Gathering: The Dallas Arts Community Reflects on 30 Years of AIDS	5,000.
United Cerebral Palsy 8802 Harry Hines Boulevard Dallas, TX 75235	None	Public Charity	General Operating Support	2,000.
University of Texas Foundation P O Box 250 Austin, TX 78767	None	Public Charity	To support the Embrey Women's Human Rights Initiative and the New Leadership Texas Program	153,350.
Uplift Education 1750 Viceroy Drive Dallas, TX 75235	None	Public Charity	To support the Shine Through Teaching Excellence Program	20,000.
WCF Foundation 1900 L Street NW, Suite 500 Washington, DC 20036	None	Public Charity	To support the Name It Change it Campaign	125,000.
White House Project 434 West 33rd Street 8th Floor New York, NY 10001	None	Public Charity	To support the expansion of the Vote Run Lead Programming in Texas	65,000.
Wilma Mankiller Fdn 7030 South Yale Avenue, Suite 600 Tulsa, OK 74136	None	Public Charity	To support Educational Outreach for the film Cherokee Word for Water	20,000.
WNET 825 Eighth Avenue New York, NY 10019	None	Public Charity	To support the Women, War & Peace Outreach and Audience Engagement	50,000.
Women's Media Center 1825 K St NW, Ste 400 Washington, DC 20006	None	Public Charity	To support the Name It Change It Campaign	125,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)Total from continuation sheets

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

Name of Recipient - Dallas Women's Foundation

To support the 25th Anniversary Celebration Challenge and to fund the
Embrey Family Foundation Donor Advised Fund

Name of Recipient - Pachamama Alliance

To support the Awakening the Dreamer and Generation Waking Up Workshops
and the Possible Futures Film Contest

Name of Recipient - Womens Foundation of Colorado

To support the Colorado Girls and Drop-Out Prevention Project and
to support Colorado non-profits addressing barriers to economic
self-sufficiency for women & girls

Form 990-PF		Dividends and Interest from Securities	Statement	1
Source	Gross Amount	Capital Gains Dividends	Column (A) Amount	
Various dividends	307,495.	0.	307,495.	
Various interest	493,749.	0.	493,749.	
Total to Fm 990-PF, Part I, ln 4	801,244.	0.	801,244.	

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	103,996.	103,996.		
Other net inv items from passthrough	-6,110.	-6,110.		
Total to Form 990-PF, Part I, line 11	97,886.	97,886.		

Form 990-PF		Legal Fees	Statement	3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal	4,287.	0.		2,143.
To Fm 990-PF, Pg 1, ln 16a	4,287.	0.		2,143.

Form 990-PF		Accounting Fees	Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	27,000.	0.		2,700.
To Form 990-PF, Pg 1, ln 16b	27,000.	0.		2,700.

Form 990-PF	Other Professional Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Grant evaluation consulting fee	54,470.	0.		40,853.	
PRI consulting fee	37,500.	0.		37,500.	
To Form 990-PF, Pg 1, ln 16c	91,970.	0.		78,353.	

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Payroll taxes	29,852.	0.		0.	
Foreign tax withheld from dividends	6,005.	6,005.		0.	
To Form 990-PF, Pg 1, ln 18	35,857.	6,005.		0.	

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Auto expense	1,359.	0.		0.	
Bank charges	603.	0.		0.	
Computer support and exp	8,552.	0.		0.	
Conference fees	13,320.	0.		13,320.	
Contract labor	250.	0.		0.	
Fundraising and other event attendance	38,604.	0.		38,604.	
Grant administrative fee	5,000.	0.		5,000.	
Insurance	43,745.	0.		0.	
Investment advisory fees	85,533.	85,533.		0.	
Investment expenses through passthrough entities	37,318.	37,318.		0.	
Meals	3,339.	0.		0.	
Memberships	7,490.	0.		7,490.	
Miscellaneous	331.	0.		0.	
Office supplies and exp	8,102.	0.		0.	

Payroll service fees	2,235.	0.	0.
Sponsored events	5,872.	0.	5,872.
Telephone exp	4,651.	0.	0.
Website maintenance/upgrades	4,818.	0.	0.
Media			
training-staff/grantees	15,932.	0.	15,932.
Amortization	2,908.	0.	0.
To Form 990-PF, Pg 1, ln 23	289,962.	122,851.	86,218.

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement	8
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Description	Amount
Federal income tax	31,127.
Nontaxable/nondeductible	3,617.
Total to Form 990-PF, Part III, line 5	34,744.

Form 990-PF	Other Investments	Statement	9
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Description	Valuation Method	Book Value	Fair Market Value
Various managed investment accts	COST	15,776,705.	16,919,258.
Stock	COST	1,338,058.	1,338,058.
Limited partnership interests	COST	1,115,603.	1,115,603.
Total to Form 990-PF, Part II, line 13		18,230,366.	19,372,919.

Form 990-PF	Depreciation of Assets Not Held for Investment	Statement	10
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Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Furniture	17,690.	17,690.	0.
Leasehold improvements	1,400.	256.	1,144.
Office equipment	3,924.	3,646.	278.
Leasehold improvements	7,182.	1,204.	5,978.
Office equipment	1,795.	1,410.	385.
Software	14,539.	10,178.	4,361.
computer equipment	7,410.	7,410.	0.
Total To Fm 990-PF, Part II, ln 14	53,940.	41,794.	12,146.

Form 990-PF	Other Assets		Statement 11
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Program related investment note	1,000,000.	1,000,000.	1,000,000.
Program related investment note	200,000.	200,000.	200,000.
Note receivable	4,934,254.	4,796,708.	4,796,708.
Program related investment note	0.	300,000.	300,000.
Program related investments film	0.	24,014.	24,014.
To Form 990-PF, Part II, line 15	6,134,254.	6,320,722.	6,320,722.

Form 990-PF	Other Liabilities		Statement 12
Description	BOY Amount	EOY Amount	
Estimated deferred gain on note	3,761,150.	0.	
Total to Form 990-PF, Part II, line 22	3,761,150.	0.	

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 13

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	0.	0.	0.
Lauren Embrey 3625 N Hall St, Ste 720 Dallas, TX 75219	President/Dir 40.00	145,750.	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		145,750.	0.	0.

Form 990-PF	Summary of Program-Related Investments	Statement 14
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Description

Program related investment - Investments made in three film projects: The Island President LLC, How to Survive a Plague LLC, Detroit Hustles Harder LLC. The goal of each film is designed to help accomplish the charitable purpose of producing independent documentary cinema that addresses pressing social issues.

Amount

To Form 990-PF, Part IX-B, line 2

24,014.

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

▶ See separate instructions.

▶ Attach to your tax return.

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 2010 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 2012. 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	7,410.
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 2011	17	1,712.
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 2011 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	
	/		27 5 yrs	MM	S/L	
i Nonresidential real property	/		39 yrs	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

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	9,122.
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	