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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.

FEB 05 2013

OGDEN, UT

OMB No 1545-0052

2011For calendar year 2011 or tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**

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		B Telephone number (214) 363-9000
City or town, state, and ZIP code DALLAS, TX 75225		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 ☐ 2. Foreign organizations meeting the 85% test, 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) \$ 63,640,755.	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	15,826.			
	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	1,052,082.	1,052,082.	0.	STATEMENT 1
	5a Gross rents	9,795.	9,795.	0.	STATEMENT 2
	b Net rental income or (loss)	9,795.			
	6a Net gain or (loss) from sale of assets not on line 10	1,286,928.			STATEMENT 3
	b Gross sales price for all assets on line 6a	27,661,936.			
	7 Capital gain net income (from Part IV, line 2)		1,286,728.		
	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	724,967.	677,755.	31,393.	STATEMENT 4	
12 Total. Add lines 1 through 11	3,089,598.	3,026,360.	31,393.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	315,790.	11,257.	0.	304,533.
	14 Other employee salaries and wages	89,792.	7,408.	0.	82,384.
	15 Pension plans, employee benefits	600,920.	13,678.	0.	172,800.
	16a Legal fees STMT 5	5,154.	2,927.	0.	2,227.
	b Accounting fees STMT 6	47,880.	12,740.	0.	35,140.
	c Other professional fees STMT 7	238,169.	237,608.	0.	561.
	17 Interest				
	18 Taxes STMT 8	4,900.	54,317.	0.	0.
	19 Depreciation and depletion	55,802.	9,120.	0.	
	20 Occupancy	81,116.	4,009.	0.	77,107.
	21 Travel, conferences, and meetings	40,974.	1,285.	0.	39,689.
	22 Printing and publications				
	23 Other expenses STMT 9	297,330.	11,412.	16,526.	279,956.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,777,827.	365,761.	16,526.	994,397.
	25 Contributions, gifts, grants paid	3,622,101.			1,388,440.
26 Total expenses and disbursements. Add lines 24 and 25	5,399,928.	365,761.	16,526.	2,382,837.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<2,310,330.>				
b Net investment income (if negative, enter -0-)		2,660,599.			
c Adjusted net income (if negative, enter -0-)			14,867.		

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LHA For Paperwork Reduction Act Notice, see instructions.

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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.	37.	37.
	2 Savings and temporary cash investments			145,748.	287,664.	287,664.
	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			25,336.	26,622.	26,622.
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 11			45,232,495.	37,228,806.	37,228,806.
	c Investments - corporate bonds					
Liabilities	11 Investments - land, buildings, and equipment basis ▶ 972,520.					
	Less: accumulated depreciation STMT 10 ▶ 55,107.			926,533.	917,413.	917,413.
	12 Investments - mortgage loans					
	13 Investments - other STMT 12			11,390,654.	13,724,702.	13,724,702.
	14 Land, buildings, and equipment, basis ▶ 615,774.					
	Less: accumulated depreciation STMT 13 ▶ 316,747.			306,054.	299,027.	299,027.
	15 Other assets (describe ▶ STATEMENT 14)			1,568,904.	2,071,635.	11,156,484.
	16 Total assets (to be completed by all filers)			59,595,894.	54,555,906.	63,640,755.
	17 Accounts payable and accrued expenses			70,358.	52,734.	
	18 Grants payable			399,340.	2,630,012.	
Net Assets or Fund Balances	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 15)			1,170,843.	1,359,905.	
	23 Total liabilities (add lines 17 through 22)			1,642,041.	4,044,151.	
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			57,953,853.	50,511,755.	
	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			57,953,853.	50,511,755.	
Net Assets or Fund Balances	30 Total net assets or fund balances			57,953,853.	50,511,755.	
	31 Total liabilities and net assets/fund balances			59,595,894.	54,555,906.	

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	57,953,853.
2 Enter amount from Part I, line 27a	2	<2,310,330.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	55,643,523.
5 Decreases not included in line 2 (itemize) ▶ NET UNREALIZED LOSS ON INVESTMENTS	5	5,131,768.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	50,511,755.

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 27,661,736.		26,375,008.	1,286,728.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,286,728.
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	1,286,728.
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	1,286,728.

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	2,334,646.	64,046,156.	.036453
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

2 Total of line 1, column (d)	2	.230621
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	.046124
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	53,344,667.
5 Multiply line 4 by line 3	5	2,460,469.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	26,606.
7 Add lines 5 and 6	7	2,487,075.
8 Enter qualifying distributions from Part XII, line 4	8	2,425,453.

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	53,212.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 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	53,212.
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	53,212.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	50,226.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	15,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	65,726.	
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	12,514.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ 12,514. 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?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

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)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	

Website address ► **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 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		X
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?		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? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		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

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

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

N/A

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

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 16		315,790.	200,886.	2,400.

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	89,792.	37,716.	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
COMERICA BANK PO BOX 75000, DETROIT, MI 48275	INVESTMENT MANAGEMENT	131,450.
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.	203,073.
2	
3 SEE SCHEDULE 1	259,935.
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.

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	39,895,405.
b	Average of monthly cash balances	1b	248,083.
c	Fair market value of all other assets	1c	14,013,534.
d	Total (add lines 1a, b, and c)	1d	54,157,022.
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	54,157,022.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	812,355.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	53,344,667.
6	Minimum investment return. Enter 5% of line 5	6	2,667,233.

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

1	Minimum investment return from Part X, line 6	1	2,667,233.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	53,212.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	53,212.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,614,021.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,614,021.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,614,021.

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	2,382,837.
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	42,616.
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	2,425,453.
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	2,425,453.

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				2,614,021.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			688,123.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 2,425,453.				
a Applied to 2010, but not more than line 2a			688,123.	
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				1,737,330.
e Remaining amount distributed out of corpus	0.			
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:	0.			
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 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				876,691.
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	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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)				728,700.
TEXAS HISTORY GRANTS (SEE SCHEDULE 5)				659,740.
Total			▶ 3a	1,388,440.
b Approved for future payment				
SEE SCHEDULE 6				2,632,080.
Total			▶ 3b	2,632,080.

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	LAND, BUILDINGS, AND EQUIPMENT TRANSPORTATION EQUIPMENT											
1	AUTOMOBILES	VARI	ESSL	5.00	16	106,423.			106,423.	83,827.		11,087.
	* 990-PF PG 1 TOTAL					106,423.		0.	106,423.	83,827.	0.	11,087.
	TRANSPORTATION EQU											
	OTHER											
	FURNITURE AND											
2	EQUIPMENT - ADMIN	VARI	ESSL	5.00	16	19,789.			19,789.	12,918.		3,958.
3	FURNITURE AND	VARI	ESSL	7.00	16	50,563.			50,563.	20,466.		7,397.
	EQUIPMENT - ADMIN											
	FURNITURE AND											
5	EQUIPMENT - ANIMALS	VARI	ESSL	3.00	16	4,763.			4,763.	4,763.		0.
	FURNITURE AND											
6	EQUIPMENT - ANIMALS	VARI	ESSL	5.00	16	12,226.			12,226.	10,245.		431.
	FURNITURE AND											
7	EQUIPMENT - ANIMALS	VARI	ESSL	7.00	16	36,008.			36,008.	35,846.		149.
	FURNITURE AND											
8	EQUIPMENT - HISTORY	VARI	ESSL	3.00	16	3,137.			3,137.	3,137.		0.
	FURNITURE AND											
9	EQUIPMENT - HISTORY	VARI	ESSL	5.00	16	11,199.			11,199.	8,401.		754.
	FURNITURE AND											
10	EQUIPMENT - HISTORY	VARI	ESSL	7.00	16	28,842.			28,842.	28,313.		151.
	FURNITURE AND											
11	EQUIPMENT - MMR	VARI	ESSL	3.00	16	9,112.			9,112.	7,063.		0.
	FURNITURE AND											
12	EQUIPMENT - MMR	VARI	ESSL	7.00	16	171,785.			171,785.	47,160.		17,348.
	FURNITURE AND											
13	EQUIPMENT - MMR	VARI	ESSL	15.00	16	21,580.			21,580.	4,197.		1,372.
	FURNITURE AND											
14	EQUIPMENT - MMR	VARI	ESSL	39.00	16	16,684.			16,684.	1,123.		428.
	FURNITURE AND											
15	EQUIPMENT - MMR	VARI	ESSL	20.00	16	560.			560.	21.		40.

128102
05-01-11

(D) - Asset disposed

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

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
17	LIVESTOCK LEASEHOLD	VARI	ESSL	5.00	16	21,160.			21,160.	16,160.		500.
23	IMPROVEMENTS	062810	SL	39.00	16	123,103.			123,103.	3,085.		3,067.
	* 990-PF PG 1 TOTAL											
	OTHER					530,511.		0.	530,511.	202,898.	0.	35,595.
	* 990-PF PG 1 TOTAL							0.				
	- LAND, BUILDINGS, SARAHVILLE LAND, BUILDINGS AND EQUIP					636,934.		0.	636,934.	286,725.	0.	46,682.
	OTHER											
	HOUSE AND GARAGE -											
18	SARAHVILLE	122006	SL	39.00	16	100,000.			100,000.	11,645.		2,564.
	BARN AND WELL											
19	HOUSES - SARAHVILLE	122006	SL	20.00	16	20,500.			20,500.	6,055.		1,083.
	LAND - SARAHVILLE	122006	L			772,149.			772,149.			0.
	FURNITURE AND											
21	EQUIPMENT - SARAHVILLE	122006	SL	7.00	16	4,700.			4,700.	3,651.		419.
	LHI - SARAHVILLE	VARI	ESSL	15.00	16	75,171.			75,171.	24,636.		5,054.
	* 990-PF PG 1 TOTAL							0.	972,520.	45,987.	0.	9,120.
	OTHER					972,520.						
	* 990-PF PG 1 TOTAL							0.	972,520.	45,987.	0.	9,120.
	- SARAHVILLE LAND,											
	* GRAND TOTAL					1609454.		0.	1609454.	332,712.	0.	55,802.
	990-PF PG 1 DEPR											

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
COMERICA INVESTMENTS	1,052,082.	0.	1,052,082.
TOTAL TO FM 990-PF, PART I, LN 4	1,052,082.	0.	1,052,082.

FORM 990-PF	RENTAL INCOME	STATEMENT	2
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
LEASE INCOME - SARAHVILLE	1	9,795.
TOTAL TO FORM 990-PF, PART I, LINE 5A		9,795.

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	3
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(A) DESCRIPTION OF PROPERTY	MANNER		DATE	
	ACQUIRED	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
27,661,736.	26,375,008.	0.	0.	1,286,728.

(A) DESCRIPTION OF PROPERTY	MANNER		DATE	
	ACQUIRED	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
200.	839.	0.	839.	200.

NET GAIN OR LOSS FROM SALE OF ASSETS	1,286,928.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	1,286,928.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL AND GAS ROYALTIES	687,600.	687,600.	0.
OTHER EXEMPT REVENUE	14,867.	0.	14,867.
PASSTHROUGH FROM PARTNERSHIPS	15,819.	0.	0.
PASSTHROUGH FROM PARTNERSHIPS ALLOCATED TO NET INVESTMENT INCOME	<9,845.>	<9,845.>	0.
MEDICINE MOUND RANCH	16,526.	0.	16,526.
TOTAL TO FORM 990-PF, PART I, LINE 11	724,967.	677,755.	31,393.

FORM 990-PF

LEGAL FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5,154.	2,927.	0.	2,227.
TO FM 990-PF, PG 1, LN 16A	5,154.	2,927.	0.	2,227.

FORM 990-PF

ACCOUNTING FEES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING/AUDITING FEES	47,880.	12,740.	0.	35,140.
TO FORM 990-PF, PG 1, LN 16B	47,880.	12,740.	0.	35,140.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	214,018.	214,018.	0.	0.
OIL AND GAS CONSULTING FEES	23,590.	23,590.	0.	0.
OTHER CONSULTING FEES	561.	0.	0.	561.
TO FORM 990-PF, PG 1, LN 16C	238,169.	237,608.	0.	561.

FORM 990-PF	TAXES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAXES	<49,417.>	0.	0.	0.	
OIL AND GAS SEVERANCE TAXES	24,800.	24,800.	0.	0.	
PROPERTY TAXES	30,308.	30,308.	0.	0.	
FOREIGN TAXES	<791.>	<791.>	0.	0.	
TO FORM 990-PF, PG 1, LN 18	4,900.	54,317.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INSURANCE	17,945.	0.	0.	17,945.	
MEMBERSHIP DUES	14,111.	0.	0.	14,111.	
MEDICINE MOUND RANCH	176,519.	0.	16,526.	171,743.	
GENERAL AND ADMINISTRATIVE	78,468.	1,125.	0.	76,157.	
SARAHVILLE/FT. MILAM	10,287.	10,287.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	297,330.	11,412.	16,526.	279,956.	

FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT			STATEMENT	10
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE	
HOUSE AND GARAGE - SARAHVILLE	100,000.	14,209.	85,791.	85,791.	
BARN AND WELL HOUSES - SARAHVILLE	20,500.	7,138.	13,362.	13,362.	
LAND - SARAHVILLE	772,149.	0.	772,149.	772,149.	
FURNITURE AND EQUIPMENT - SARAHVILLE	4,700.	4,070.	630.	630.	
LHI - SARAHVILLE	75,171.	29,690.	45,481.	45,481.	
TO 990-PF, PART II, LN 11	972,520.	55,107.	917,413.	917,413.	

FORM 990-PF	CORPORATE STOCK	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
KEMPNER VALUE ACCOUNT	0.	0.
LATEEF ACCOUNT	0.	0.
COPELAND/RORER ACCOUNT	0.	0.
WENTWORTH INTERNATIONAL GROWTH ACCOUNT	2,539,611.	2,539,611.
EVERIS ACCOUNT	8,353,252.	8,353,252.
COMERICA CASH	26,335,943.	26,335,943.
VANGUARD SMALL CAP	0.	0.
VANGUARD EMERGING MARKETS	0.	0.
HARBOR INTERNATIONAL	0.	0.
PIMCO	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	37,228,806.	37,228,806.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OIL AND GAS ROYALTY INTERESTS	FMV	3,234,639.	3,234,639.
RCH ENERGY PARTNERSHIP	FMV	332,007.	332,007.
GT OFFSHORE PARTNERSHIP	FMV	6,138,175.	6,138,175.
GT REAL PROPERTY PARTNERSHIP	FMV	997,537.	997,537.
COMMONFUND PARTNERSHIP	FMV	660,246.	660,246.
RCH ENERGY SSI PARTNERSHIP	FMV	108,117.	108,117.
ELLIOTT INTERNATIONAL PARTNERSHIP	FMV	1,529,707.	1,529,707.
THACKERAY PARTNERS REALTY FUND PARTNERSHIP	FMV	181,032.	181,032.
WCP REAL ESTATE FUND PARTNERSHIP	FMV	543,242.	543,242.
TOTAL TO FORM 990-PF, PART II, LINE 13		13,724,702.	13,724,702.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 13
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
AUTOMOBILES	106,423.	94,914.	11,509.
FURNITURE AND EQUIPMENT - ADMIN	19,789.	16,876.	2,913.
FURNITURE AND EQUIPMENT - ADMIN	50,563.	27,863.	22,700.

FURNITURE AND EQUIPMENT - ANIMALS	4,763.	4,763.	0.
FURNITURE AND EQUIPMENT - ANIMALS	12,226.	10,676.	1,550.
FURNITURE AND EQUIPMENT - ANIMALS	36,008.	35,995.	13.
FURNITURE AND EQUIPMENT - HISTORY	3,137.	3,137.	0.
FURNITURE AND EQUIPMENT - HISTORY	11,199.	9,155.	2,044.
FURNITURE AND EQUIPMENT - HISTORY	28,842.	28,464.	378.
FURNITURE AND EQUIPMENT - MMR	9,112.	7,063.	2,049.
FURNITURE AND EQUIPMENT - MMR	171,785.	64,508.	107,277.
FURNITURE AND EQUIPMENT - MMR	21,580.	5,569.	16,011.
FURNITURE AND EQUIPMENT - MMR	16,684.	1,551.	15,133.
FURNITURE AND EQUIPMENT - MMR	560.	61.	499.
LEASEHOLD IMPROVEMENTS	123,103.	6,152.	116,951.
TOTAL TO FM 990-PF, PART II, LN 14	615,774.	316,747.	299,027.

FORM 990-PF	OTHER ASSETS	STATEMENT 14
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MEDICINE MOUND RANCH	1,046,243.	1,050,743.	9,303,127.
ART COLLECTION	199,610.	199,610.	1,031,075.
ARCHIVES	210,098.	229,384.	229,384.
SECURITY DEPOSITS	<130.>	<1,000.>	0.
ACCRUED INVESTMENT INCOME	81,597.	77,226.	77,226.
FEDERAL EXCISE TAX RECEIVABLE	725.	0.	0.
OTHER RECEIVABLE	3,561.	1,588.	1,588.
DUE FROM BROKERS	27,200.	514,084.	514,084.
TO FORM 990-PF, PART II, LINE 15	1,568,904.	2,071,635.	11,156,484.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 15
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFINED BENEFIT PENSION OBLIGATION	815,413.	1,161,173.
POSTEMPLOYMENT BENEFIT OBLIGATION	170,055.	112,999.
DEFERRED FEDERAL EXCISE TAXES	185,375.	82,746.
FEDERAL EXCISE TAX PAYABLE	0.	2,987.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,170,843.	1,359,905.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 16

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	187,610.	151,519.	1,200.
MELANIE ANDERSON 5556 CARUTH HAVEN LANE DALLAS, TX 75225	DIRECTOR/VICE PRESIDENT 40.00	128,180.	49,367.	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		315,790.	200,886.	2,400.

FORM 990-PF

OTHER REVENUE

STATEMENT 17

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
OIL AND GAS ROYALTIES			15	687,600.	0.
OTHER EXEMPT REVENUE					14,867.
PASSTHROUGH FROM PARTNERSHIPS	523000	15,819.	14		
PASSTHROUGH FROM PARTNERSHIPS ALLOCATED TO NET INVESTMENT INCOME			14	<9,845.>	16,526.
MEDICINE MOUND RANCH					
TOTAL TO FORM 990-PF, PG 12, LN 11		15,819.		677,755.	31,393.

THE SUMMERLEE FOUNDATION

EIN: 75-2252355

**List of Schedules - Form 990-PF
For the Year Ended June 30, 2012**

SCHEDULE

- | | |
|---|--|
| 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, 2012

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 continued to collaborate with several other animal grantmaking Foundations in the Companion Animal Funders Coalition on a spay neuter initiative for Dallas, Texas called the Big Fix for Big D.

The Program Director participated in a workshop hosted by the Colorado C3 forum and spoke to grantseekers and colleagues regarding animal grantmaking and animal philanthropy in general.

The Program Director 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.

The Program Director 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.

The Program Director served on a Task Force Committee of the Animal Grantmakers with the tasks of evaluating and assessing the current status for Animal Grantmakers, its successes, strengths and weaknesses and to make recommendations for its improving the organization to be more effective in meeting its mission and to develop goals and recommendations for taking Animal Grantmakers to a new level by 2015. In addition, the Program Director continues to assist the AG with its Texas 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, and information and resources to their boards and staffs. The Texas History Program also supports Texas history organizations by serving as a Commissioner of the Texas Historical Commission and as an Advisory Director to the Texas State History Museum Foundation. The Texas History Program of the Summerlee Foundation also serves as an advisory director to numerous Texas history organizations, by maintaining an extensive Texas and Southern history reference library, and by providing technical assistance to those aspiring to research, document, disseminate, and promote Texas history.

Examples of direct support this past year relate to providing technical assistance to the Texas State Historical Association in planning a strategy for the current ten million dollars capital campaign, assisting the leadership of the Texas Historical Commission with programmatic visions for the future, working with the Friends of the Governor's Mansion to address major collection issues pertaining to the reopening of the Mansion, and serving as member of the selection committee for nominating a new State Historian. Direct support was also provided to the State History Museum in their quest for major capital support for the installation of the La Belle hull as the centerpiece of the museum.

Another example of direct support was the effort to rebuild the Friends of the Library Board in Dallas.

In addition, direct support was provided for research projects relating to Champ de Asile as well as numerous topics on Texas and Dallas history.

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2012
Schedule 2 - Schedule of Investments

	<u>Book Value</u>	<u>Fair Market Value</u>
CORPORATE STOCK		
<u>Summarized by Investment Manager:</u>		
Wentworth International Growth Account	2,539,611	2,539,611
Everis Account	8,353,252	8,353,252
Comerica Account	26,335,943	26,335,943
 Total Investments in Corporate Stock - Part II, Line 10b	 <u><u>\$ 37,228,806</u></u>	 <u><u>\$ 37,228,806</u></u>

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, 2012

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 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, 2012

Schedule 4 - Animal Protection Grants Paid During the Year

Recipient Name	Organization Address	Foundation Status of Recipient		Project Title	Amount Paid
		Public Charity	Recipient		
Alley Cat Rescue	P O Box 585 Mt Ramier, MD 20712	Public Charity		Support for TNR of stray and feral cats in the surrounding areas of Kruger National Park, South Africa for the dual purpose of humane care for domestic cats as well as preserving the gene pool of the African Wildcat	\$ 5,000
Animal Defense League of Arizona	P O. Box 33093 Phoenix, AZ 85067	Public Charity		Support for a capacity building grant to implement an updated fund-raising program	\$ 7,500
Animal Fund	30 Sir Francis Drake Boulevard P O Box 437 Ross, CA 94957	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
Animal Protection of New Mexico, Inc.	P O. Box 11395 Albuquerque, NM 87192-0395	Public Charity		Support for Cougar Smart New Mexico Program. helping people understand how to live and recreate safely in cougar territory and habitat	\$ 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 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 the general operating expenses associated with AIPA's high volume, companion animal sterilization and veterinary training in Monterrey Mexico	\$ 182,000
Bat World Sanctuary	217 North Oak Avenue Mineral Wells, TX 76067	Public Charity		Support for food costs due to a major increase in the sanctuary's bat population, rescued bats from closed zoos as well as all of last year's orphans who were held back from release once White Nose Syndrome was confirmed in Oklahoma	\$ 8,000
Born Free USA	1122 S Street Sacramento, CA 95811	Public Charity		Support for emergency rescue of 113 primates from the now defunct Wild Animal Orphanage in San Antonio, Texas	\$ 10,000
BTCV	Beech House 159 Ravenhill Road Belfast BT6 0BP Ireland	Registered English Charity #261009		General support for rescued birds in the form of food, housing and medical supplies	\$ 5,000
Castroville Nip & Tuck	307 Madrid Castroville, TX 78009	Public Charity		Support for sterilization of cats in Medina County, Texas	\$ 2,500
Cat Care Network of Colorado and New Mexico	803 East Main Street Trinidad, CO 81082	Public Charity		Support for TNR in rural communities in southeast 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, 2012
Schedule 4 - Animal Protection Grants Paid During the Year

Recipient Name	Organization Address	Foundation Status of Recipient	Project Title		Amount Paid
Center for Orangutan & Chimpanzee Conservation	P O Box 488 Wauchula, FL 33873	Public Charity	Support for the rescue of two chimpanzees in desperate situations		\$ 10,000
Central Coast Humane Society	P O Box 71 Newport, OR 97365	Public Charity	Support for a targeted TNR project		\$ 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
Cochise County Humane Society, Inc	P O Box 1516 Sierra Vista, AZ 85636	Public Charity	Support for sterilization of free-roaming cats in 10 colonies in the Warren area of Bisbee, Cochise County, Arizona		\$ 4,960
Colorado Horse Rescue	10386 North 65th Street Longmont, CO 80503	Public Charity	Support for farrier care for rescued horses		\$ 5,000
Colorado Parks and Wildlife	1313 Sherman Street, Room 618 Denver, CO 80203	Public Charity	Support for the investigation of non-invasive methods to evaluate detection probabilities and the usefulness of these methods for potential non-invasive mark-recapture designs to estimate population densities of pumas		\$ 10,000
Colorado Parks and Wildlife	415 Turner Drive Durango, CO 81301	Government Agency	Support for testing the effectiveness of wide-scale urban bear-proofing for reducing bear-human conflicts and bear-use of urban habitat		\$ 10,000
Dallas Foundation	3963 Maple Avenue, Suite 390 Regan Place at Old Parkland Dallas, TX 75219	Public Charity	Support for The Big Fix for Big D, through the Companion Animals Funders' Coalition Fund		\$ 20,000
Dallas Foundation	3963 Maple Avenue, Suite 390 Regan Place at Old Parkland Dallas, TX 75219	Public Charity	Continued support for Lake Research partners and expenses associated with the Dallas Companion Animal Survey		\$ 600
Divine Feline Inc	3067 South Dexter Way Denver, CO 80222	Public Charity	Support for sterilization of cats in rural Colorado communities		\$ 5,000
Dream Catcher Therapy Center, Inc	5814 Highway 348 Olathe, CO 81425	Public Charity	Support for TNR of feral cats and additional support for a horse trailer		\$ 10,000
Earth Island Institute	P O Box 5007 Larkspur, CA 94977	Public Charity	Continued support for the Campaign to End Coyote and Fox Penning/Live Bait Dog Training		\$ 5,000
Earth Island Institute Inc /Big Wildlife	P O Box 344 Williams, OR 97544	Public Charity	Support for Carnivore Advocacy Program		\$ 5,000
Earth Island Institute/ WildFutures	353 Wallace Way NE, Suite 12 Bainbridge Island, WA 98110	Public Charity	Support for Cougar Outreach Program in northeastern Washington and northwestern Idaho		\$ 10,000

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2012
Schedule 4 - Animal Protection Grants Paid During the Year

Recipient Name	Organization Address	Foundation Status of Recipient	Project Title		Amount Paid
Four Paws Pet Center of Colorado	448 Cook Street Denver, CO 80206	Private Operating Foundation	Support for mobile spay neuter veterinary services for cats in Kit Carson County, Colorado	\$ 2,500	
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	
Global Federation of Animal Sanctuaries, Inc	P O Box 32294 Washington, DC 20007	Public Charity	Funding for the Little River Zoo rescue	\$ 6,000	
Global Federation of Animal Sanctuaries, Inc.	P O Box 32294 Washington, DC 20007	Public Charity	Support for the American Crocodile Education Sanctuary to acquire its tax-exempt, non-profit status in Belize	\$ 600	
Gold Country Wildlife Rescue, Inc	P O Box 4162 Auburn, CA 95603	Public Charity	Support for direct care of injured and/or orphaned wild birds and in animals during baby season	\$ 2,540	
Homeless Animals Relief Project	P O Box 371 Senatobia, MS 38668	Public Charity	Support for new autoclave for mobile clinic and support for spay neuter for feral cats and the cats of the chronically poor	\$ 5,000	
Humane Society of Lawton/Comanche County	P O Box 3134 Lawton, OK 73502-3134	Public Charity	Support for spay neuter of cats in low-income families in Comanche County, Oklahoma	\$ 2,500	
Humane Society of the United States	2100 L Street, NW Washington, DC 20037	Public Charity	Emergency Funding for captive crocodiles in Belize	\$ 16,000	
Humane Society of the United States	2100 L Street, NW Washington, DC 20037	Public Charity	Support for the Annie Lee Roberts Emergency Animal Rescue Fund	\$ 25,000	
International Exotic Animal Sanctuary	P O Box 637 Boyd, TX 76023	Public Charity	General operating support associated with the care and rescue of 66 captive wild animals.	\$ 10,000	
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	
Kohala Animal Relocation and Education Service	P O Box 44670 Kamuela, HI 96743	Public Charity	Support for TNR of 168 feral cats and sterilization of 40 homed cats from low income families on Hawaii Island	\$ 5,000	
Linn County Animal Rescue	P O Box 2669 Lebanon, OR 97355	Public Charity	General operating support associated with the care of rescuing and rehabilitating horses in need	\$ 5,000	
Lions, Tigers & Bears	24402 Martin Way Alpine, CA 91901	Public Charity	Support for expenses associated with the rescue of two black bears from the Little River Zoo in Norman, Oklahoma	\$ 10,000	

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2012
Schedule 4 - Animal Protection Grants Paid During the Year

Recipient Name	Organization Address	Foundation Status of Recipient		Project Title	Amount Paid
		Public Charity	Public Charity		
Little Orphan's Animal Rescue, Inc	P O Box 154 Montello, WI 53949	Public Charity	Public Charity	Spay neuter support for 50 cats in Marquette County, Wisconsin	\$ 2,640
Louisiana SPCA	1700 Mardi Gras Boulevard New Orleans, LA 70114	Public Charity	Public Charity	Spay/neuter for 143 low income area cats	\$ 2,860
Mystic Farm Wildlife Rescue Inc	471 Wagon Bridge Lane Sagle, ID 83860	Public Charity	Public Charity	Support for continuing education, Summer Teen Volunteer Camp and community education/outreach	\$ 2,500
Nature and Raptor Center of Pueblo, Inc	P O Box 8295 Pueblo, CO 81008	Public Charity	Public Charity	Support for wildlife rehabilitation housing	\$ 5,000
Pacific Orca Society	P O Box 510 Alert Bay, B C VON IAO Canada	Registered Canadian Charity #14041 5811 RR0001	Registered Canadian Charity #14041 5811 RR0001	General operating support for research and education regarding orca conservation and protection	\$ 5,000
Panthera Corporation	8 West 40th Street, 18th Floor New York, NY 10018	Public Charity	Public Charity	Support for a comprehensive assessment of several non-invasive survey techniques that will be evaluated with data from a unique marked cougar population in the Southern Greater Yellowstone Ecosystem	\$ 20,000
Pet Savers	P O Box 11555 Spokane Valley, WA 99211	Public Charity	Public Charity	Support for TNR of feral cats in Spokane County	\$ 5,000
Primero Conservation	P O Box 16106 1244 West Creek Road Portal, AZ 85632-1106	Public Charity	Public Charity	Support for research project: Canine distemper virus transmission effects on a predator-prey relationship in a habitat with a feral dog presence and specific actions to decrease its negative effects	\$ 15,000
Rocky Mountain Wild	1536 Wynkoop Street, Suite 303 Denver, CO 80202	Public Charity	Public Charity	Support for Lynx Protection and Restoration Campaign	\$ 5,000
Santa Fe Animal Shelter, Inc.	100 Caja del Rio Road Santa Fe, NM 87507	Public Charity	Public Charity	Support for the Gatos de Santa Fe Program to humanely address the feral and free-roaming cats of Santa Fe	\$ 5,000
Santa Monica Mountains Fund	401 W Hillcrest Drive Thousand Oaks, CA 91360	Public Charity	Public Charity	Renewed support for understanding anticoagulant exposure and disease susceptibility in Bobcats in Southern California.	\$ 10,000
Save A Kitty Feral Cat Program	P O Box 1442 Parkersburg, WV 26102-8048	Public Charity	Public Charity	support for feral cat sterilization	\$ 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, 2012
Schedule 4 - Animal Protection Grants Paid During the Year

Recipient Name	Organization Address	Foundation Status of Recipient	Project Title	Amount Paid
Scottish Wildcat Association	c/o Shepherd and Wedderburn LLP 1 Exchange Crescent Conference Square Edinburgh EH3 8UL Scotland	Scottish Charity Registered #SC040397	Support for the development of a set of genetic markers that will, without ambiguity, identify "pure" Scottish wildcats from hybrids in order to facilitate the successful management of free-roaming wildcat populations	\$ 10,000
Siberian Husky Assist	106 Bristol View Drive Bristol, VA 24201	Public Charity	Support for sterilization of cats in Dickenson County, Virginia	\$ 2,500
Sky Island Alliance	P.O. Box 41165 300 East University Boulevard Suite 270 Tucson, AZ 85717-1165	Public Charity	Support for Wild Cat Connectivity and Habitat Protection in the Sky Island Region	\$ 15,000
Southern Plains Land Trust Incorporated	6439 E Maplewood Avenue Centennial, CO 80111	Public Charity	Support for Shortgrass Prairie Camera Trap Project	\$ 10,000
Spay Neuter Clinic	1172 Flannigan Creek Road Viola, ID 83872	Public Charity	Support for high quality, affordable sterilization of feral and barn cats in Whitman County, Washington and Latah County, Idaho	\$ 3,000
Spay-Neuter Assistance Program	P.O. Box 70286 Houston, TX 77270	Public Charity	Support for a targeted spay-neuter community cat project in a particular zip code in San Antonio, Texas	\$ 5,000
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	\$ 15,000
Springfield Animal Advocacy Foundation	1600 North Washington Avenue Springfield, MO 65803	Public Charity	Support for 100 feral cat spays/neuters	\$ 1,000
St. Joseph's Indian School	1301 South Main Street Chamberlain, SD 57326	Church	Support for the maintenance of the dormitory	\$ 15,000
Tree House Humane Society	1212 West Carmen Avenue Chicago, IL 60640-2999	Public Charity	Support for sterilization of feral cats and cats of low-income families	\$ 5,000
Trumpeter Swan Society	12615 County Road 9, Suite 100 Plymouth, MN 55441	Public Charity	Two year support for the Greater Yellowstone Trumpeter Swan Initiative.	\$ 10,000
Tucson Wildlife Center Inc	P.O. Box 18320 Tucson, AZ 85731	Public Charity	Support for expanding and enhancing bobcat rehabilitation enclosures to increase chances of successful releases	\$ 5,000
Turtle Island Restoration Network	P.O. Box 681231 Houston, TX 77268-1231	Public Charity	Support for conservation and protection of Kemp's ridley sea turtles on the Upper Texas Coast	\$ 10,000

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2012
Schedule 4 - Animal Protection Grants Paid During the Year

Recipient Name	Organization Address	Foundation Status of Recipient		Project Title	Amount Paid
Wigtownshire Animal Welfare Association	Bellindonna Ervie Stranraer Dumfries and Galloway DG9 0RA Scotland	Scottish Charity Registered #SC029109		Support to assist with the Rescue's ongoing veterinary expenses associated with rescue, foster and adoption of unwanted companion animals in rural southwest Scotland	\$ 5,000
Wild Animal Rehabilitation of Idaho, Inc	20280 Homestead Loop Lewiston, ID 83501	Public Charity		Support for repairing and enhancing captive mountain lion enclosure	\$ 2,000
Wild Felid Research & Management Association	P O Box 3335 Montrose, CO 81402	Public Charity		Support for the Wild Felid Legacy Scholarships for 2012 and 2013.	\$ 4,000
WildEarth Guardians	516 Alto Street Santa Fe, NM 87501	Public Charity		Support for general operating for Carnivore Protection Programs	\$ 10,000
Wildlife Rescue & Rehabilitation Sanctuary	P O Box 369 331 Old Blanco Road Kendalia, TX 78027	Public Charity		General operating support for expenses associated with the care of rescuing and rehabilitating native wild animals as well as the rescue and lifetime care of exotic wildlife	\$ 20,000
Total Animal Protection Grants Paid During the Year					\$ 728,700

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2012
Schedule 5 - Texas History Grants Paid During the Year

Recipient Name	Organization Address	Foundation Status of Recipient		Project Title	Amount Paid
		University	Public Charity		
Angelo State University Foundation	ASU Station #11023 San Angelo, TX 76909	University		Support for the 2012 Excellence in West Texas Fellowship Program which sponsors 2 fellowships intended to assist in the	\$ 15,000
Associated Chemistry Teachers of Texas	Department of Chemistry 1155 Union Circle #305070 Denton, TX 76203-5017	Public Charity		Support for the development of a chemistry curriculum, including a website and a publication for supplementary classroom use, for required chemistry courses which would incorporate the teaching	\$ 10,000
Austin College	900 North Grand Avenue Sherman, TX 75090-4440	Public Charity		Grant requested for research to complete publication of book on "Women and the advancement of visual arts in Texas between 1900-1940" In addition, applicant seeks software and hardware to organize visual materials	\$ 10,000
Austin Community Foundation	P O Box 5159 Austin, TX 78763	Public Charity		Grant requested to complete a documentary about the 30th Infantry Division, known as "Heroes of Old Hickory", composed of a large	\$ 10,000
Baylor University	One Bear Place #97142 Waco, TX 76798-7142	Educational Institution		Support to enhance and update the Guy B. Harrison, Jr. Reading Room	\$ 20,000
Conservation History Association of Texas	1304 Mariposa Drive Suite 211 Austin, TX 78704-4404	Public Charity		Support for a hard copy and e-book atlas as well as a companion website to focus on environmental history of Texas history such as	\$ 5,000
Dallas County Heritage Society	1515 South Harwood Dallas, TX 75215	Public Charity		Support for the development of the Browder Springs Opera House into an educational center consisting of a performance area for lectures, workshops, and board meetings	\$ 20,000
Dallas County Historical Foundation	c/o The Sixth Floor Museum at Dealey Plaza 411 Elm Street Suite 120 Dallas, TX 75202-3301	Public Charity		Support to fund 2 year cataloging project comprised of a fully functional database, high-quality images and accurate information detailing the interrelation of collection materials	\$ 50,000
Dallas Foundation	3963 Maple Avenue, Suite 390 Regan Place at Old Parkland Dallas, TX 75219	Public Charity		To match the city of Dallas support to restore Dealey Plaza before the 50th anniversary of the assassination of President John F. Kennedy on November 22, 2013	\$ 50,000
Dallas Historical Society	P O Box 150038 Dallas, TX 75315	Public Charity		Support for a major travelling exhibition "Texas" which will open during the State Fair of Texas, September 30 through December 4,	\$ 15,000
Descendants of Hiram James & Wallace Wilson Historical Foundation	8811 Timber Cross San Antonio, TX 78250	Public Charity		Support to mount exhibitions in a new museum facility to educate the public about the three Wilson pottery operations in the nearby community of Capote.	\$ 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, 2012

Schedule 5 - Texas History Grants Paid During the Year

Recipient Name	Foundation Status of Recipient		Project Title	Amount Paid
	Organization Address	Church		
Diocese of El Paso	Catholic Pastoral Center 499 St Matthews Street El Paso, TX 79907	Church	Emergency support in restoring El Paso's historic Spanish missions San Elizario, Socorro and Ysleta	\$ 25,000
Documentary Alliance Inc	5310 Bissonnet Bellaire, TX 77401-3912	Public Charity	Support for the production and outreach project for a documentary about the history of Interstate Theatres and it's life-long president Karl Hoblitzelle.	\$ 7,500
East Texas Historical Association	Stephen F. Austin State University Box 6223 SFA Station Nacogdoches, TX 75962	Public Charity	Support to publish book dedicated to the life and work of Dr Ben Procter, long-time professor of Texas history at Texas Christian University The work will consist of essays from five of Procter's students based on their doctoral dissertations	\$ 3,500
East Texas Historical Association	Stephen F. Austin State University Box 6223 SFA Station Nacogdoches, TX 75962	Public Charity	Support for the Dr Archie P McDonald Scholarship in History.	\$ 2,000
Faison Preservation Society, Inc	P O Box 681 La Grange, TX 78945	Public Charity	Funding to restore the interior of five rooms in the historic Faison House	\$ 10,000
Fractured Atlas Productions Inc	248 W 35 Street, 10th Fl New York, NY 10001	Public Charity	Support for a documentary on the artist Frank Reaugh's contributions to Dallas and Texas culture through art, writings, photography	\$ 7,500
Friends of the Llano Red Top Jail	700 E Green Street Llano, TX 78643	Public Charity	Support to preserve the historic Llano County jail, built in 1895, for use as a museum Funds will be used to address interior foundation needs	\$ 10,000
Friends of the Texas Historical Commission	P. O Box 13497 Austin, TX 78711	Public Charity	Funds to help offset expenses for the Texas Historical Commission meeting to be held in Dallas in April 2012	\$ 1,500
Greater Houston Preservation Alliance, Inc	712 Main Street Suite 110 Houston, TX 77002-3207	Public Charity	Support to underwrite a book by Jim Parsons and David Bush on the Art and Architecture of the Texas Centennial Exposition, a companion book to "Houston Deco "	\$ 5,000
Humanities Texas	1410 Rio Grande Street Austin, TX 78701	Public Charity	Support for a free one-day teacher workshop covering twentieth-century Texas history. Teachers will be given resources to implement in classrooms including digital documents, handouts, and books	\$ 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, 2012
Schedule 5 - Texas History Grants Paid During the Year

Foundation Status of Recipient			Project Title		Amount Paid
Recipient Name	Organization Address	Recipient			
Rosenberg Library Association	2310 Sealy Galveston, TX 77550-2220	Public Charity	Partial funding for improved environmental controls of temperature and humidity Collection includes priceless archival collections of prominent Texans together with maps, drawings, and photographs		\$ 10,000
Rutherford B H. Yates Museum, Inc.	P O Box 130726 Houston, TX 77219-0726	Public Charity	Support for the restoration of two National Register properties 1) Barber Shop Museum, 2) Archaeological Field School Lab		\$ 10,000
San Jacinto Battleground Association	P O Box 940536 Houston, TX 77094-7536	Public Charity	Funds for the 12th consecutive symposium dealing with the history of the Battle of San Jacinto The theme of this year's program is preserving and restoring the battlefield		\$ 7,500
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
Southern Methodist University-Clements Center for Southwest Studies	P O Box 750176 Dallas, TX 75275-0176	Public Charity	Continuing support for the Summerlee Fellowship in Texas History for the academic years of 2012-2013 through 2014-15 The fellowship includes a stipend and benefits, an office, a research-travel fund, and a workshop with 2 top scholars.		\$ 60,000
St Joseph's Indian School	1301 South Main Street Chamberlain, SD 57326	Church	Support for the maintenance of the student dormitory		\$ 15,000
Tejano Statue-Capitol, Inc	501 Mockingbird Lane McAllen, TX 78501	Public Charity	Support for interpretive plaques at the base of the beautiful Tejano Memorial on the grounds of the State Capitol in Austin		\$ 7,500
Texas Christian University Foundation	Foundation Relations TCU Box 297044 Fort Worth, TX 76129	University	Funding for the production of four volumes of a Texas Biography Series featuring known and less known figures in Texas history To date, biographies of Emily Austin, John S "Rip" Ford, and Edmund J Davis have been published		\$ 15,000
Texas General Land Office	Stephen F Austin Building 1700 North Congress Avenue Austin, TX 78701-1495	Government Agency	Support to help preserve untreated historical documents in archives and fund educational outreach programs such as a Texas History symposium and regional workshops		\$ 10,000
Texas Heritage Museum/Hill College	112 Lamar Drive Hillsboro, TX 76645	University	Support to publish a second volume of "Texas Burial Sites of Civil War Notables. A Biographical and Pictorial Field Guide "		\$ 10,000

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2012
Schedule 5 - Texas History Grants Paid During the Year

Foundation Status of Recipient		Project Title		Amount Paid
Recipient Name	Organization Address	Recipient	Project Title	Amount Paid
Texas Public Broadcasting Association	3005 S Lamar Blvd D-109, Suite 349 Austin, TX 78704	Public Charity	Funding for "Texas Our Texas", a new initiative of 12 PBS stations in Texas. The program will be led by an advisory committee of public historians gathering material to celebrate Texas history	\$ 7,500
Texas State Historical Association	1155 Union Circle #311580 Denton, TX 76203-5017	Public Charity	2012 Ron Tyler Award for best illustrated book on Texas history or culture awarded to Stephen Bogener and William Tydeman for "Llano Estacado An Island in the Sky"	\$ 2,500
Texas State Historical Association	1155 Union Circle #311580 Denton, TX 76203-5017	Public Charity	Adopt-a-county fees for Falls and Hardeman counties for the Texas Almanac	\$ 400
Texas State History Museum Foundation	P.O. Box 12456 Austin, TX 78711	Public Charity	Support for launching an international exhibition of La Salle's ship, La Belle, as well as installing the La Belle and its artifacts into its new home in the Bob Bullock Texas State History Museum	\$ 100,000
University of North Texas	Department of History 1155 Union Circle #310650 Denton, TX 76203-5017	State Educational Institution	Support for the 2011 Teaching of History Conference	\$ 5,100
University of Texas at Arlington	Center for Greater Southwestern Studies Box 19497 Arlington, TX 76019	State Educational Institution	Support to expand the website "A Continent Divided The U S. Mexico War."	\$ 30,000
University of Texas at San Antonio	University Advancement One UTSA Circle San Antonio, TX 78249	State University	Support for a new exhibit focusing on cultures originating in Spain, Mexico, the Canary Islands and their colonies and territories that impacted development of San Antonio and Texas	\$ 7,500
Witte Museum	3801 Broadway San Antonio, TX 78209-6396	Public Charity	Support for research by Dr. Patrick H. Butler on historic preservation in Texas beginning in the 1880s. Research will include lists of preservation projects and evolving standards and definitions of historic preservation	\$ 10,000
Total Texas History Grants Paid During the Year				\$ 659,740

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2012
Schedule 6 - Grants Approved for Future Payment

Foundation Status of Recipient		Organization Address	Project Title	Amount Owed
Asociacion Internacional para la Proteccion de los Animales, A. C.	Public Charity	Lomas del Campestre #512 Col Lomas del Campestre San Pedro Garza Garcia Nuevo Leon, CP66278 Mexico	Bridge grant for additional support as AIPA moves towards self-sustainability	\$ 50,000
Dallas Foundation	Public Charity	3963 Maple Avenue, Suite 390 Regan Place at Old Parkland Dallas, TX 75219	Support for Big Fix for Big D Initiative to hire a feral cat coordinator and for low cost cat spay/neuter surgeries in underserved areas	\$ 63,500
Sophienburg Memorial Association	Public Charity	401 West Coll Street New Braunfels, TX 78130	Donation of manuscript ledger of Oswald's Battalion, 3rd Texas Infantry, Confederate, 1862-1864, to applicant institution	\$ 5,900
St Joseph's Indian School	Church	1301 South Main Street Chamberlain, SD 57326	Support for the maintenance of the student dormitory	\$ 30,000
Southern Methodist University	University	P O. Box 750176 Dallas, TX 75275	Continuing support for the Summerlee Fellowship in Texas History for the academic years of 2012-2013 through 2014-15. The fellowship includes a stipend and benefits, an office, a research-travel fund, and a workshop with 2 top scholars	\$ 120,000
Sul Ross State University	University	Borderlands Research Institute for Natural Resource Management Box C-16 Alpine, TX 79832	Support to gather information obtained from a landscape study to help develop a science-based conservation/management plan for the mountain lion in Texas	\$ 300,000
Texas State Historical Association	Public Charity	1155 Union Circle #311580 Denton, TX 76203-5017	Major support to endow its education programs, expand its digital projects, and enhance its membership as well as increasing its operating support.	\$ 2,000,000
Trumpeter Swan Society	Public Charity	12615 County Road 9, Suite 100 Plymouth, MN 55441	Two year support for the Greater Yellowstone Trumpeter Swan Initiative	\$ 10,000
Tufts University	University	Cummings School of Veterinary Medicine 200 Westboro Road North Grafton, MA 01536	Support for TNR of stray and feral cats in the surrounding areas of Kruger National Park, South Africa for the dual purpose of humane care for domestic cats as well as preserving the gene pool of the African Wildcat	\$ 9,680

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2012
Schedule 6 - Grants Approved for Future Payment

Recipient Name	Organization Address	Foundation Status of Recipient		Project Title	Amount Owed
Turtle Island Restoration Network	c/o Sea Turtle Restoration Project Gulf Office P O Box 681231 Houston, TX 77268-1231	Public Charity		Support for conservation and protection of Kemp's ridley sea turtles on the Upper Texas Coast	\$ 25,000
University of North Texas	Department of History 1155 Union Circle #310650 Denton, TX 76203-5017	University		Support to match the Philip R. Jonsson Foundation grant for the Teaching of History Conference in 2012	\$ 6,000
Wigtownshire Animal Welfare Association	Bellindonna Ervie Stranraer Dumfries and Galloway DG9 0RA Scotland	Scottish Charity Registered #SC029109		Two year support for winding down the sanctuary, placing the animals and altering the organization's mission	\$ 12,000
Total Grants Approved for Future Payment					\$ 2,632,080

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

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

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868 **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 File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. THE SUMMERLEE FOUNDATION	Employer identification number (EIN) or ☒ 75-2252355
	Number, street, and room or suite no. If a P.O. box, see instructions. 5556 CARUTH HAVEN LANE	Social security number (SSN) ☐
	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)

04

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	01	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

JOHN CRAIN

- The books are in the care of ► **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, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☐ calendar year or
► ☒ tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**.

- 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	\$	65,726.
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	\$	50,226.
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	\$	15,500.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)