Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 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

Room/suite:

B Telephone number: 214-206-3577

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 ▶ ☐

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)* ▶$ 24,216,297.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	2,318,294.		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	860,763.	860,763.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	610,483.			
	b Gross sales price for all assets on line 6a 13,267,298.				
	7 Capital gain net income (from Part IV, line 2)		610,483.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	196,327.	196,327.		Statement 2
	12 Total Add lines 1 through 11	3,985,867.	1,667,573.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	154,780.	0.		77,390.
	14 Other employee salaries and wages	285,798.	0.		187,918.
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 3	3,411.	0.		1,706.
	b Accounting fees Stmt 4	29,200.	0.		2,920.
	c Other professional fees Stmt 5	78,397.	0.		65,048.
	17 Interest	5,873.	5,873.		0.
	18 Taxes Stmt 6	41,061.	6,099.		0.
	19 Depreciation and depletion	11,719.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings	98,240.	0.		58,944.
	22 Printing and publications				
	23 Other expenses Stmt 7	470,769.	125,807.		233,662.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,179,248.	137,779.		627,588.
	25 Contributions, gifts, grants paid	4,300,436.			4,300,436.
	26 **Total expenses and disbursements.** Add lines 24 and 25	5,479,684.	137,779.		4,928,024.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-1,493,817.			
	b **Net investment income** (if negative, enter -0-)		1,529,794.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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	500.	500.	500.
2	Savings and temporary cash investments	208,503.	539,670.	539,670.
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 8	18,230,366.	16,084,596.	17,010,789.
14	Land, buildings, and equipment: basis ▶ 73,847.			
	Less accumulated depreciation Stmt 9 ▶ 56,422.	12,115.	17,425.	17,425.
15	Other assets (describe ▶ Statement 10)	6,320,722.	6,647,913.	6,647,913.
16	**Total assets** (to be completed by all filers)	24,772,206.	23,290,104.	24,216,297.
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 ▶)			
23	**Total liabilities** (add lines 17 through 22)	0.	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	24,772,206.	23,290,104.	
30	**Total net assets or fund balances**	24,772,206.	23,290,104.	
31	**Total liabilities and net assets/fund balances**	24,772,206.	23,290,104.	

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	24,772,206.
2	Enter amount from Part I, line 27a	2	-1,493,817.
3	Other increases not included in line 2 (itemize) ▶ Nontaxable/nondeductible	3	36,533.
4	Add lines 1, 2, and 3	4	23,314,922.
5	Decreases not included in line 2 (itemize) ▶ Federal income tax	5	24,818.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	23,290,104.

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 capital gains, primarily securities	P		
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	13,267,298.		12,656,815.	610,483.
b				
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				610,483.
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	610,483.
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 the 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))
2011	6,304,983.	27,443,903.	.229741
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

2	**Total** of line 1, column (d)	2	.875442
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	.175088
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	26,693,968.
5	Multiply line 4 by line 3	5	4,673,793.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	15,298.
7	Add lines 5 and 6	7	4,689,091.
8	Enter qualifying distributions from Part XII, line 4	8	4,956,292.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	15,298.
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	15,298.
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	15,298.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	12,409.		
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	12,409.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	36.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	2,925.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶		**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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?	13	X	

Website address ▶ www.embreyfdn.org

14 The books are in care of ▶ Lauren Embrey Telephone no. ▶ 214-206-3577

Located at ▶ 3625 N Hall St, Ste 720, Dallas, TX ZIP+4 ▶ 75219

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 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 2012.)* 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 2012?	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 11		154,780.	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 11125 Fernald Ave, Dallas, TX 75218	Grant review 40.00	102,335.	0.	0.
Jackie Robertson - 513 Baltrusol Circle, Garland, TX 75044	Grant review/Accounting 40.00	94,391.	0.	0.
Sallie A Beck 6707 Glendora, Dallas, TX 75230	Compliance/investment analysis 30.00	76,774.	0.	0.

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
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 See Statement 12	28,268.
2	0.
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	28,268.

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	14,515,717.
b	Average of monthly cash balances	1b	736,926.
c	Fair market value of all other assets	1c	11,847,832.
d	**Total** (add lines 1a, b, and c)	1d	27,100,475.
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	27,100,475.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	406,507.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	26,693,968.
6	**Minimum investment return.** Enter 5% of line 5	6	1,334,698.

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	1,334,698.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 15,298.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	15,298.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,319,400.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,319,400.
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	1,319,400.

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	4,928,024.
b	Program-related investments - total from Part IX-B	1b	28,268.
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	4,956,292.
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	15,298.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,940,994.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					1,319,400.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007	662,676.				
b From 2008	1,034,444.				
c From 2009	2,551,212.				
d From 2010	4,885,719.				
e From 2011	4,957,017.				
f **Total** of lines 3a through e		14,091,068.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $	4,956,292.				
a Applied to 2011, 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 2012 distributable amount					1,319,400.
e Remaining amount distributed out of corpus		3,636,892.			
5 Excess distributions carryover applied to 2012 (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		17,727,960.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					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 2007 not applied on line 5 or line 7		662,676.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		17,065,284.			
10 Analysis of line 9:					
a Excess from 2008	1,034,444.				
b Excess from 2009	2,551,212.				
c Excess from 2010	4,885,719.				
d Excess from 2011	4,957,017.				
e Excess from 2012	3,636,892.				

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 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

None

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

None

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

See Statement 13

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

c Any submission deadlines:

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

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*				
American Indian College Fund 8333 Greenwood Blvd. Denver, CO 80221	None	Public Charity	To support Embrey Women's Leadership Program	250,000.
Amnesty Intl 5 Penn Plaza New York, NY 10001	None	Public Charity	To support the AIUSA Natl Strategy on Women's Rights	300,000.
Applied Research Ctr 32 Broadway, Ste 1801 New York, NY 10004	None	Public Charity	General operating support	1,000.
Children at Risk 2900 Wesleyan, Ste 400 Houston, TX 77027	None	Public Charity	To expand the Human Trafficking Resource Database	30,000.
Clinton Global Initiatives 610 President Clinton Ave Little Rock, AR 72201	None	Public Charity	To support Clinton Foundation initiatives for health, education, economic enhancement and the environment	5,000.
Total See continuation sheet(s)			▶ 3a	4,300,436.
b *Approved for future payment* None				
Total			▶ 3b	0.

** See Purpose of Grant continuations

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
Collective Heritage Institute/Bioneers 1607 Paseo de Peralta, Ste 3 Santa Fe, NM 87501	None	Public Charity	To support Leadership Council and Experiential Sessions	13,000.
Colonnades Theater Lab 790 Riverside Dr, Ste 6P New York, NY 10032	None	Public Charity	General operating support for the Global Arts Corp	283,465.
Criterion Institute 81 Church Hill Rd Haddam, CT 06438	None	Public Charity	To support the Women Effect Investment Initiative	25,000.
Dallas Black Dance Theater P O Box 131290 Dallas, TX 75313	None	Public Charity	To support the journey to the 2012 London Olympiad	10,000.
Dallas Film Society 3625 North Hall St #740 Dallas, TX 75219	None	Public Charity	To support the Dallas International Film Festival Silver Heart Award	30,000.
Dallas Women's Foundation Campbell Ctr II, 8150 N Cntrl Expy Dallas, TX 75206	None	Public Charity	To fund the Embrey Family Foundation Donor Advised Fund	287,000.
Dedman College (SMU) P O Box 750235 Dallas, TX 75275	None	Public Charity	To support the interdisciplinary Institute Impact Symposiums	48,000.
Force Films Foundation / Half the Sky 430 E 10th St New York, NY 10009	None	Public Charity	To support the marketing campaign for "Half the Sky"	25,000.
Hardy Girls Healthy Women / SPARK P O Box 821 Waterville, ME 04903	None	Public Charity	General operating support	25,000.
Harvard University 124 Mount Auburn St Cambridge, MA 75215	None	Public Charity	To support Kennedy School of Government for Women's Initiatives	10,000.
Total from continuation sheets				3,714,436.

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
Hunt Alternatives Fund 625 Mt. Auburn St Cambridge, MA 02138	None	Private Operating Foundation	To sponsor 3 individuals to attend Arresting Demand: A National Colloquium	10,000.
Ignite 5215 N OConnor Blvd, Ste 200 Irving, TX 75039	None	Public Charity	General operating support	15,000.
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	380,423.
Letot Girls' Residential Facility 8124 Westchester Dr Ste 850 Dallas, TX 75225	None	Public Charity	To support the Letot Girls' Residential Treatment Ctr Capital Campaign	250,000.
MS Foundation 12 MetroTech Center, 26th Fl Brooklyn, NY 11201	None	Public Charity	To support the 24th Annual Gloria Awards: A Salute to Women of Vision and to support the Strategic	225,000.
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, Social Justice in Education	250,000.
PeaceJam / Nobel Women's Initiative 11200 Ralston Rd Arvada, CO 80004	None	Public Charity	To support the International Campaign to Stop Rape and to sponsor a delegate for the Guatemala, Mexico	54,508.
Peacemakers 4015 Normandy Avenue Dallas, TX 75205	None	Public Charity	To support the Castleberry Legacy Fund	5,000.
Planned Parenthood Federation of America 434 W 33rd St New York, NY 10001	None	Public Charity	To support the itext Planned Parenthood Program	250,000.
Polaris Project P O Box 53315 Washington, DC 20009	None	Public Charity	To support the National Human Trafficking Resource Center Hotline	50,000.
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
San Francisco Film Institute 39 Mesa St #110 The Presido San Francisco, CA 94129	None	Public Charity	To help fund the Director of Outreach for the film Connected	37,500.
She Should Run 1900 L St NW, Ste 500 Washington, DC 20036	None	Public Charity	To support the Name It Change It Campaign and general operating support	65,000.
Southern Methodist University P O Box 750281 Dallas, TX 75275	None	Public Charity	To support the Embrey Human Rights Program	500,000.
TACA One Arts Plaza, 1722 Routh St Suite 115 Dallas, TX 75201	None	Public Charity	To support TACA Perforum: A Conversation to Advance the Performing Arts	20,000.
TEDExSMU 1230 W Davis St Dallas, TX 75208	None	Public Charity	To support student attendance	2,500.
Texas Freedom Network Education Fund P O Box 1624 Austin, TX 78767	None	Public Charity	To support the Sex Education Advocacy Fund	50,000.
The Culture Project 49 Bleeker St Ste 6 New York, NY 10012	None	Public Charity	To support the Directors' Weekend at the Impact 2012 Festival	24,980.
The Dallas Foundation 3963 Maple Ave #390 Dallas, TX 75219	None	Public Charity	To support the Film Matters Symposium	500.
Thunder River Theater 670 Promenade Carbondale, CO 81623	None	Public Charity	To support the Education Center	12,000.
Tides Center / Chicken & Egg Pictures 39 Mesa St #309 San Francisco, CA 94129	None	Public Charity	To support the Mother Wit Fund	50,000.
Total from continuation sheets				

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
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	217,009.
Various small donations Various Various, TX Various	None	Public Charity	Charitable contributions through passthrough entities	1,051.
White House Project 12 MetroTech Center, 26th Fl Brooklyn, NY 11201	None	Public Charity	To support the first annual Summit in Texas	65,000.
Women's Media Center 320 W 37th St, Floor 12A, Ste C New York, NY 10018	None	Public Charity	To support the Name It Change It Campaign	62,500.
Womens Foundation of Colorado 1901 E Asbury Ave Denver, CO 80208	None	Public Charity	To support the Colorado Girls and Drop-Out Prevention Project, to support Colorado non-profits	350,000.
Working Films, Inc 602 S Fifth Ave Wilmington, NC 28401	None	Public Charity	To support the Audience and Community Engagement Campaign for the film Hell and Back Again	10,000.
Total from continuation sheets				

Embrey Family Foundation 20-0215399

Part XV **Supplementary Information**

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

Name of Recipient - MS Foundation

To support the 24th Annual Gloria Awards: A Salute to Women of Vision and to support the Strategic Communications Initiative

Name of Recipient - Pachamama Alliance

To support the Awakening the Dreamer and Generation Waking Up Workshops, Social Justice in Education and ongoing work in Equador

Name of Recipient - PeaceJam / Nobel Women's Initiative

To support the International Campaign to Stop Rape and to sponsor a delegate for the Guatemala, Mexico and Honduras Delegation

Name of Recipient - Womens Foundation of Colorado

To support the Colorado Girls and Drop-Out Prevention Project, to support Colorado non-profits addressing barriers to economic self-sufficiency for women and girls and to fund the Embrey Donor Advised Fund

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	860,763.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	196,327.	
8 Gain or (loss) from sales of assets other than inventory			18	610,483.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,667,573.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 1,667,573.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Michael Magers | 11-27-13 | ▶ Ch. Fin. Committee

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
Michael Magers	Michael Magers CPA	NOV 27 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

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

2012

Name of the organization	Employer identification number
Embrey Family Foundation	20-0215399

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, 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)

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
1	Estate of James L Embrey, Jr. 10,000 North Central Expy, Suite 1400 Dallas, TX 75231	$ 2,318,294.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
Embrey Family Foundation	20-0215399

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

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

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

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

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

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

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

Name of organization	Employer identification number
Embrey Family Foundation	20-0215399

Part III *Exclusively* religious, charitable, etc , individual contributions to section 501(c)(7), (8), or (10) organizations 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

Form 990-PF . Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Various dividends	272,927.	0.	272,927.
Various interest	587,836.	0.	587,836.
Total to Fm 990-PF, Part I, ln 4	860,763.	0.	860,763.

Form 990-PF Other Income Statement 2

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
K-1 income from S Corp	91,309.	91,309.	
Other net inv items from passthrough	44,348.	44,348.	
K-1 income from S Corp	60,670.	60,670.	
Total to Form 990-PF, Part I, line 11	196,327.	196,327.	

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal	3,411.	0.		1,706.
To Fm 990-PF, Pg 1, ln 16a	3,411.	0.		1,706.

Form 990-PF . Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	29,200.	0.		2,920.
To Form 990-PF, Pg 1, ln 16b	29,200.	0.		2,920.

Form 990-PF Other Professional Fees Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Grant evaluation consulting fee	53,397.	0.		40,048.
PRI consulting	25,000.	0.		25,000.
To Form 990-PF, Pg 1, ln 16c	78,397.	0.		65,048.

Form 990-PF Taxes Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Payroll taxes	34,962.	0.		0.
Foreign tax withheld from dividends	6,099.	6,099.		0.
To Form 990-PF, Pg 1, ln 18	41,061.	6,099.		0.

Form 990-PF Other Expenses Statement 7

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Auto expense	1,479.	0.		0.
Bank charges	526.	0.		0.
Computer support and exp	7,010.	0.		0.
Contract labor	1,875.	0.		0.
Fundraising event attendance	40,022.	0.		40,022.
Grant administrative fee	3,500.	0.		3,500.
Insurance	43,655.	0.		0.
Investment advisory fees	78,213.	78,213.		0.
Investment expenses through passthrough entities	47,594.	47,594.		0.
Meals	3,125.	0.		0.
Memberships	31,750.	0.		31,750.
Miscellaneous	72.	0.		0.
Office supplies and expense	10,746.	0.		0.
Payroll service fees	2,333.	0.		0.
Sponsored events	147,025.	0.		147,025.
Staff professional development	42,060.	0.		11,365.
Telephone exp	5,607.	0.		0.
Website maintenance	1,269.	0.		0.
Amortization	2,908.	0.		0.
To Form 990-PF, Pg 1, ln 23	470,769.	125,807.		233,662.

Form 990-PF Other Investments Statement 8

Description	Valuation Method	Book Value	Fair Market Value
Various managed investment accts	COST	10,884,677.	11,810,870.
Stock	COST	1,467,924.	1,467,924.
Limited partnership interests	COST	2,941,312.	2,941,312.
Stock	COST	790,683.	790,683.
Total to Form 990-PF, Part II, line 13		16,084,596.	17,010,789.

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

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Furniture	17,690.	17,690.	0.
Leasehold improvements	1,370.	292.	1,078.
Office equipment	3,924.	3,924.	0.
Leasehold improvements	7,182.	1,388.	5,794.
Office equipment	1,795.	1,666.	129.
Software	14,539.	13,086.	1,453.
Computer equipment	7,410.	7,410.	0.
Computer equipment	19,937.	10,966.	8,971.
Total To Fm 990-PF, Part II, ln 14	73,847.	56,422.	17,425.

Form 990-PF Other Assets Statement 10

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Program related investment note	1,000,000.	1,000,000.	1,000,000.
Program related investment note	200,000.	77,002.	77,002.
Note receivable	4,796,708.	4,650,680.	4,650,680.
Program related investment note	300,000.	0.	0.
Program related investments film	24,014.	52,282.	52,282.
Other notes receivable	0.	867,949.	867,949.
To Form 990-PF, Part II, line 15	6,320,722.	6,647,913.	6,647,913.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 11

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	154,780.	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		154,780.	0.	0.

Form 990-PF Summary of Program-Related Investments Statement 12

Description	Amount
Program related investment - Investments made in various film projects: The Island President, How to Survive a Plague, Detropia, Who is Dayani Crystal?, Midway, Do I Sound Gay?, Remote Area Medical, American Promise. The goal of each film is designed to help accomplish the charitable purpose of producing independent documentary cinema that addresses pressing social issues.	
To Form 990-PF, Part IX-B, line 1	28,268.

Form 990-PF Grant Application Submission Information Statement 13
Part XV, Lines 2a through 2d

Name and Address of Person to Whom Applications Should be Submitted

Jackie Robertson
3625 N Hall, Ste 720
Dallas, TX 75219

Telephone Number

214-206-3577

Form and Content of Applications

Please contact Jackie Robertson for further details, but relevant information is located on foundation website.

ny Submission Deadlines

estrictions and Limitations on Awards

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

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

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2012

Attachment Sequence No 179

Name(s) shown on return	Business or activity to which this form relates	Identifying number
Embrey Family Foundation	Form 990-PF Page 1	20-0215399

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

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 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 2013. 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	9,969.
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 2012	17	753.
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 2012 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		9,968.	5 Yrs.	HY	SL	997.
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 2012 Tax Year Using the Alternative Depreciation System

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

Part IV **Summary** (See instructions.)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	11,719.
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	

216251
12-28-12 LHA **For Paperwork Reduction Act Notice, see separate instructions.**

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.*)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

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

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

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

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

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

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

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

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year.					
43 Amortization of costs that began before your 2012 tax year				43	2,908.
44 **Total.** Add amounts in column (f) See the instructions for where to report				44	2,908.

Addendum to Form 990-PF
Expenditure Responsibility Reporting
Year 2012

During the year 2010, $198,000 was paid to Hunt Alternatives Fund to help fund the costs of developing the National Action Plan for the Demand Abolition Campaign to advance the charitable purpose of combating human trafficking. During the year 2011, amounts of $100,000 and $22,000 were paid to Criterion Ventures and Karen McLaughlin, respectively, for consulting fees in connection with the project, leaving $76,000 remaining unexpended as of 12/31/11. As of 12/31/12, the $76,000 remained unexpended. Embrey Family Foundation believes that the entire amount will be utilized for the intended purpose and will continue to monitor the project on a regular and systematic basis until it has been completely utilized.

During the year 2011, $24,014 was expended toward the cost of three independent film projects to help accomplish the charitable purpose of producing independent documentary cinema that addresses pressing social issues. During 2012, an additional $1,136 was expended toward one of these film projects and $36,477 was expended toward five additional independent film projects. Also in 2012, $9,346 was returned from two of the 2011 independent film projects. As of 12/31/12, $52,282 was outstanding on eight independent film projects. Embrey Family Foundation believes that the entire amounts expended toward the eight independent film projects have been utilized for the intended purpose. Further, the investments are reported herein as Program Related Investments.

During the year 2012, $10,000 was paid to Hunt Alternatives Fund to sponsor three individuals to attend Arresting Demand: A National Colloquium, which was held in May 2012. During 2012, $8,089 was utilized by Hunt Alternatives Fund for this purpose, leaving $1,911 remaining unexpended as of 12/31/12. Embrey Family Foundation has authorized Hunt Alternatives Fund to utilize this unexpended $1,911 in the future for the ongoing Demand Abolition Campaign. Embrey Family Foundation believes that the entire amount outstanding will be utilized for the intended purpose and will continue to monitor the project on a regular and systematic basis until it has been completely utilized.

EFF Capital Gains Summary
Year 2012

Brokerage accts	**Proceeds**	**Basis**	**Wash Sale and Other**	**Gain (Loss)**
BOA 5631	734,989	734,989		0
ML 4121	173,053	191,384		(18,331)
ML 2581	934	614		320
ML 23769	1,237,904	1,321,221		(83,317)
ML 23772	1,950,968	1,990,242		(39,274)
ML 74000	1,947,344	1,837,921		109,423
JPM 8006	2,235,087	2,212,800		22,287
JPM 8007	4,877,215	4,367,645		509,570
Total Capital Gains	12,422,505	11,921,827	0	500,678
Passthrough entities	109,805		0	109,805
Balance as reported	12,532,310	11,921,827	0	610,483