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 JUL 1, 2012 , and ending JUN 30, 2013

Name of foundation: THE SUMMERLEE FOUNDATION

A Employer identification number: 75-2252355

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

Room/suite:

B Telephone number: (214) 363-9000

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

C If exemption application is pending, check here ▶ ☐

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) ▶$ 67,026,636.

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).)

	Line	(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	427.			
	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	1,238,811.	1,238,811.		STATEMENT 1
	5a Gross rents	18,023.	18,023.		STATEMENT 2
	b Net rental income or (loss) 18,023.				
	6a Net gain or (loss) from sale of assets not on line 10	232,376.			STATEMENT 3
	b Gross sales price for all assets on line 6a 20,822,422.				
	7 Capital gain net income (from Part IV, line 2)		222,295.		
	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	798,878.	751,839.	31,308.	STATEMENT 4
	12 **Total.** Add lines 1 through 11	2,288,515.	2,230,968.	31,308.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	328,770.	11,853.	0.	316,917.
	14 Other employee salaries and wages	92,015.	7,591.	0.	84,424.
	15 Pension plans, employee benefits	<91,685.>	<28,626.>	0.	199,000.
	16a Legal fees				
	b Accounting fees STMT 5	50,410.	12,604.	0.	37,806.
	c Other professional fees STMT 6	189,059.	188,968.	0.	0.
	17 Interest				
	18 Taxes STMT 7	130,582.	54,577.	0.	0.
	19 Depreciation and depletion	57,247.	8,709.	0.	
	20 Occupancy	77,833.	4,107.	0.	73,726.
	21 Travel, conferences, and meetings	37,384.	1,276.	0.	36,108.
	22 Printing and publications				
	23 Other expenses STMT 8	353,831.	11,031.	16,739.	330,854.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,225,446.	272,090.	16,739.	1,078,835.
	25 Contributions, gifts, grants paid	1,417,119.			1,823,580.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,642,565.	272,090.	16,739.	2,902,415.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<354,050.>			
	b **Net investment income** (if negative, enter -0-)		1,958,878.		
	c **Adjusted net income** (if negative, enter -0-)			14,569.	

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12-05-12 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	37.	37.	37.
	2 Savings and temporary cash investments	287,664.	326,464.	326,464.
	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	26,622.	37,140.	37,140.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	37,228,806.	35,984,136.	35,984,136.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ 972,520.			
	Less accumulated depreciation STMT 10 ▶ 63,816.	917,413.	908,704.	908,704.
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	13,724,702.	17,105,939.	17,105,939.
	14 Land, buildings, and equipment: basis ▶ 636,282.			
	Less accumulated depreciation STMT 12 ▶ 328,705.	299,027.	307,577.	307,577.
	15 Other assets (describe ▶ STATEMENT 13)	2,071,635.	1,573,499.	12,356,639.
	16 **Total assets** (to be completed by all filers)	54,555,906.	56,243,496.	67,026,636.
Liabilities	17 Accounts payable and accrued expenses	52,734.	48,470.	
	18 Grants payable	2,630,012.	2,225,833.	
	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 14)	1,359,905.	989,284.	
	23 **Total liabilities** (add lines 17 through 22)	4,044,151.	3,265,087.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	50,511,755.	52,978,409.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	50,511,755.	52,978,409.	
	31 **Total liabilities and net assets/fund balances**	54,555,906.	56,243,496.	

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	50,511,755.
2 Enter amount from Part I, line 27a	2	<354,050.>
3 Other increases not included in line 2 (itemize) ▶ NET UNREALIZED GAIN ON INVESTMENTS	3	2,820,704.
4 Add lines 1, 2, and 3	4	52,978,409.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	52,978,409.

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	20,812,341.		20,590,046.	222,295.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				222,295.
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	222,295.
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	222,295.

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	2,425,453.	53,344,667.	.045468
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

2	**Total** of line 1, column (d)	2	.224243
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	.044849
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	53,608,559.
5	Multiply line 4 by line 3	5	2,404,290.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	19,589.
7	Add lines 5 and 6	7	2,423,879.
8	Enter qualifying distributions from Part XII, line 4	8	2,964,007.

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 ▶ [X] and enter 1% of Part I, line 27b			1	19,589.
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	19,589.
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	19,589.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	38,514.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	26,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	64,514.
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	44,925.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 44,925. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	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?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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.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

			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

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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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** No: 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 15		328,770.	224,265.	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	92,015.	40,631.	0.

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
COMERICA BANK PO BOX 75000, DETROIT, MI 48275	INVESTMENT MANAGEMENT	85,555.
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.	244,262.
2	
3 SEE SCHEDULE 1	276,088.
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	37,239,863.
b	Average of monthly cash balances	1b	300,782.
c	Fair market value of all other assets	1c	16,884,288.
d	**Total** (add lines 1a, b, and c)	1d	54,424,933.
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	54,424,933.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	816,374.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	53,608,559.
6	**Minimum investment return.** Enter 5% of line 5	6	2,680,428.

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	2,680,428.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 19,589.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	19,589.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,660,839.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,660,839.
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	2,660,839.

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	2,902,415.
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	61,592.
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	2,964,007.
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	19,589.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,944,418.

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				2,660,839.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			876,691.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 2,964,007.				
a Applied to 2011, but not more than line 2a			876,691.	
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				2,087,316.
e Remaining amount distributed out of corpus	0.			
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	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 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				573,523.
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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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:

SUMMERLEE FOUNDATION - PROGRAM DIRECTOR, (214) 363-9000
5556 CARUTH HAVEN LANE, DALLAS, TX 75225

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

c Any submission deadlines:

JUNE; SEPTEMBER; JANUARY; MAY SEE WWW.SUMMERLEE.ORG FOR MORE INFORMATION

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

SEE SCHEDULE 3

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ANIMAL PROTECTION GRANTS (SEE SCHEDULE 4)				948,930.
TEXAS HISTORY GRANTS (SEE SCHEDULE 5)				874,650.
Total			▶ 3a	1,823,580.
b Approved for future payment				
SEE SCHEDULE 6				487,500.
Total			▶ 3b	487,500.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	1,238,811.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	18,023.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	222,295.	10,081.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEE STATEMENT 16		15,731.		751,839.	31,308.
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		15,731.		2,230,968.	41,389.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,288,088.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
11A	VARIOUS EXEMPT PURPOSE REVENUE, SUCH AS BOOK SALES AND RENTAL INCOME
	FROM SGR FOUNDATION AND GOVERNMENT SUBSIDIES FOR LAND CONSERVATION
	AT MEDICINE MOUND RANCH.

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date 12/4/2014 | Title President

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
CURTIS MAXFIELD	Curtis Maxfield	1/30/2014		P00445178
Firm's name ▶ WHITLEY PENN LLP			Firm's EIN ▶ 75-2393478	
Firm's address ▶ 8343 DOUGLAS AVENUE, STE. 400 DALLAS, TX 75225			Phone no. (214)393-9300	

223622
12-05-12

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
COMERICA INVESTMENTS	1,238,811.	0.	1,238,811.
TOTAL TO FM 990-PF, PART I, LN 4	1,238,811.	0.	1,238,811.

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
LEASE INCOME - SARAHVILLE	1	18,023.
TOTAL TO FORM 990-PF, PART I, LINE 5A		18,023.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 3

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20,812,341.	20,590,046.	0.	0.	222,295.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,081.	0.	0.	0.	10,081.

NET GAIN OR LOSS FROM SALE OF ASSETS	232,376.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	232,376.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OIL AND GAS ROYALTIES	611,293.	611,293.	0.
OTHER EXEMPT REVENUE	14,569.	0.	14,569.
PASSTHROUGH FROM PARTNERSHIPS	15,731.	0.	0.
PASSTHROUGH FROM PARTNERSHIPS ALLOCATED TO NET INVESTMENT INCOME (NON-UBI)	140,460.	140,460.	0.
MEDICINE MOUND RANCH	16,739.	0.	16,739.
SECURITIES LITIGATION INCOME	86.	86.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	798,878.	751,839.	31,308.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING/AUDITING FEES	50,410.	12,604.	0.	37,806.
TO FORM 990-PF, PG 1, LN 16B	50,410.	12,604.	0.	37,806.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	165,469.	165,378.	0.	0.
OIL AND GAS CONSULTING FEES	23,590.	23,590.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	189,059.	188,968.	0.	0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	76,005.	0.	0.	0.
OIL AND GAS SEVERANCE TAXES	26,192.	26,192.	0.	0.
PROPERTY TAXES	28,385.	28,385.	0.	0.
TO FORM 990-PF, PG 1, LN 18	130,582.	54,577.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	30,547.	0.	0.	30,547.
MEMBERSHIP DUES	15,194.	0.	0.	15,194.
MEDICINE MOUND RANCH	216,609.	0.	16,739.	199,090.
GENERAL AND ADMINISTRATIVE	81,744.	1,294.	0.	86,023.
SARAHVILLE/FT. MILAM	9,737.	9,737.	0.	0.
TO FORM 990-PF, PG 1, LN 23	353,831.	11,031.	16,739.	330,854.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WENTWORTH INTERNATIONAL GROWTH ACCOUNT	2,858,081.	2,858,081.
EVERIS ACCOUNT	9,657,730.	9,657,730.
COMERICA CASH	23,468,325.	23,468,325.
TOTAL TO FORM 990-PF, PART II, LINE 10B	35,984,136.	35,984,136.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
HOUSE AND GARAGE - SARAHVILLE	100,000.	16,773.	83,227.
BARN AND WELL HOUSES - SARAHVILLE	20,500.	8,140.	12,360.
LAND - SARAHVILLE	772,149.	0.	772,149.
FURNITURE AND EQUIPMENT - SARAHVILLE	4,700.	4,490.	210.
LHI - SARAHVILLE	75,171.	34,413.	40,758.
TOTAL TO FM 990-PF, PART II, LN 11	972,520.	63,816.	908,704.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OIL AND GAS ROYALTY INTERESTS	FMV	3,234,639.	3,234,639.
RCH ENERGY PARTNERSHIP	FMV	295,237.	295,237.
GT OFFSHORE PARTNERSHIP	FMV	6,654,999.	6,654,999.
GT REAL PROPERTY PARTNERSHIP	FMV	1,242,138.	1,242,138.
COMMONFUND PARTNERSHIP	FMV	988,218.	988,218.
RCH ENERGY SSI PARTNERSHIP	FMV	13,093.	13,093.
ELLIOTT INTERNATIONAL PARTNERSHIP	FMV	1,752,054.	1,752,054.
THACKERAY PARTNERS REALTY FUND PARTNERSHIP	FMV	587,648.	587,648.
WCP REAL ESTATE FUND PARTNERSHIP	FMV	1,385,016.	1,385,016.
AMBERBROOK VI	FMV	952,897.	952,897.
TOTAL TO FORM 990-PF, PART II, LINE 13		17,105,939.	17,105,939.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
AUTOMOBILES	120,406.	72,315.	48,091.
FURNITURE AND EQUIPMENT - ADMIN	19,789.	17,590.	2,199.
FURNITURE AND EQUIPMENT - ADMIN	50,563.	34,905.	15,658.
FURNITURE AND EQUIPMENT - ANIMALS	4,763.	4,763.	0.
FURNITURE AND EQUIPMENT - ANIMALS	12,904.	11,060.	1,844.
FURNITURE AND EQUIPMENT - ANIMALS	36,008.	36,010.	<2.>
FURNITURE AND EQUIPMENT - HISTORY	3,137.	3,137.	0.
FURNITURE AND EQUIPMENT - HISTORY	11,199.	9,669.	1,530.
FURNITURE AND EQUIPMENT - HISTORY	28,842.	28,572.	270.
FURNITURE AND EQUIPMENT - MMR	9,112.	9,112.	0.
FURNITURE AND EQUIPMENT - MMR	177,633.	83,181.	94,452.
FURNITURE AND EQUIPMENT - MMR	21,580.	7,005.	14,575.
FURNITURE AND EQUIPMENT - MMR	16,684.	1,979.	14,705.
FURNITURE AND EQUIPMENT - MMR	560.	98.	462.
LEASEHOLD IMPROVEMENTS	123,103.	9,309.	113,794.
TOTAL TO FM 990-PF, PART II, LN 14	636,283.	328,705.	307,578.

FORM 990-PF OTHER ASSETS STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MEDICINE MOUND RANCH	1,050,743.	1,049,743.	11,000,418.
ART COLLECTION	199,610.	199,610.	1,031,075.
ARCHIVES	229,384.	228,360.	228,360.
SECURITY DEPOSITS	<1,000.>	<1,000.>	0.
ACCRUED INVESTMENT INCOME	77,226.	77,862.	77,862.
OTHER RECEIVABLE	1,588.	0.	0.
DUE FROM BROKERS	514,084.	0.	0.
FEDERAL EXCISE TAX RECEIVABLE	0.	18,924.	18,924.
TO FORM 990-PF, PART II, LINE 15	2,071,635.	1,573,499.	12,356,639.

FORM 990-PF OTHER LIABILITIES STATEMENT 14

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFINED BENEFIT PENSION OBLIGATION	1,161,173.	850,122.
POSTEMPLOYMENT BENEFIT OBLIGATION	112,999.	0.
DEFERRED FEDERAL EXCISE TAXES	82,746.	139,162.
FEDERAL EXCISE TAX PAYABLE	2,987.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,359,905.	989,284.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 15

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	197,556.	172,566.	1,200.
MELANIE ANDERSON 5556 CARUTH HAVEN LANE DALLAS, TX 75225	DIRECTOR/VICE PRESIDENT 40.00	131,214.	51,699.	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		328,770.	224,265.	2,400.

FORM 990-PF OTHER REVENUE STATEMENT 16

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
OIL AND GAS ROYALTIES			15	611,293.	
OTHER EXEMPT REVENUE					14,569.
PASSTHROUGH FROM PARTNERSHIPS	523000	15,731.	14		0.
PASSTHROUGH FROM PARTNERSHIPS ALLOCATED TO NET INVESTMENT INCOME			14	140,460.	0.
MEDICINE MOUND RANCH					16,739.
SECURITIES LITIGATION INCOME				86.	0.
TOTAL TO FORM 990-PF, PG 12, LN 11		15,731.		751,839.	31,308.

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	LAND, BUILDINGS, AND EQUIPMENT TRANSPORTATION EQUIPMENT											
1	AUTOMOBILES	VARIES	SL	5.00	16	120,406.			120,406.	59,334.		12,981.
	* 990-PF PG 1 TOTAL TRANSPORTATION EQU					120,406.		0.	120,406.	59,334.	0.	12,981.
	OTHER											
2	FURNITURE AND EQUIPMENT - ADMIN	VARIES	SL	5.00	16	19,789.			19,789.	16,876.		714.
3	FURNITURE AND EQUIPMENT - ADMIN	VARIES	SL	7.00	16	50,563.			50,563.	27,863.		7,042.
5	FURNITURE AND EQUIPMENT - ANIMALS	VARIES	SL	3.00	16	4,763.			4,763.	4,763.		0.
6	FURNITURE AND EQUIPMENT - ANIMALS	VARIES	SL	5.00	16	12,904.			12,904.	10,676.		384.
7	FURNITURE AND EQUIPMENT - ANIMALS	VARIES	SL	7.00	16	36,008.			36,008.	35,995.		15.
8	FURNITURE AND EQUIPMENT - HISTORY	VARIES	SL	3.00	16	3,137.			3,137.	3,137.		0.
9	FURNITURE AND EQUIPMENT - HISTORY	VARIES	SL	5.00	16	11,199.			11,199.	9,155.		514.
10	FURNITURE AND EQUIPMENT - HISTORY	VARIES	SL	7.00	16	28,842.			28,842.	28,464.		108.
11	FURNITURE AND EQUIPMENT - MMR	VARIES	SL	3.00	16	9,112.			9,112.	9,112.		0.
12	FURNITURE AND EQUIPMENT - MMR	VARIES	SL	7.00	16	177,633.			177,633.	62,459.		20,722.
13	FURNITURE AND EQUIPMENT - MMR	VARIES	SL	15.00	16	21,580.			21,580.	5,569.		1,436.
14	FURNITURE AND EQUIPMENT - MMR	VARIES	SL	39.00	16	16,684.			16,684.	1,551.		428.
15	FURNITURE AND EQUIPMENT - MMR	VARIES	SL	20.00	16	560.			560.	61.		37.

(D) - Asset disposed

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

2012 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
17	LIVESTOCK	VARIES	SL	5.00	16	21,160.			21,160.	16,660.		1,000.
23	LEASEHOLD IMPROVEMENTS	062810	SL	39.00	16	123,103.			123,103.	6,152.		3,157.
	* 990-PF PG 1 TOTAL OTHER					537,037.		0.	537,037.	238,493.	0.	35,557.
	* 990-PF PG 1 TOTAL - LAND, BUILDINGS, SARAHVILLE LAND, BUILDINGS AND EQUIP					657,443.		0.	657,443.	297,827.	0.	48,538.
	OTHER											
18	HOUSE AND GARAGE - SARAHVILLE	122006	SL	39.00	16	100,000.			100,000.	14,209.		2,564.
19	BARN AND WELL HOUSES - SARAHVILLE	122006	SL	20.00	16	20,500.			20,500.	7,138.		1,002.
20	LAND - SARAHVILLE	122006	L			772,149.			772,149.			0.
21	FURNITURE AND EQUIPMENT - SARAHVI	122006	SL	7.00	16	4,700.			4,700.	4,070.		420.
22	LHI - SARAHVILLE	VARIES	SL	15.00	16	75,171.			75,171.	29,690.		4,723.
	* 990-PF PG 1 TOTAL OTHER					972,520.		0.	972,520.	55,107.	0.	8,709.
	* 990-PF PG 1 TOTAL - SARAHVILLE LAND,					972,520.		0.	972,520.	55,107.	0.	8,709.
	* GRAND TOTAL 990-PF PG 1 DEPR					1629963.		0.	1629963.	352,934.	0.	57,247.

(D) - Asset disposed

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

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
List of Schedules - Form 990-PF
For the Year Ended June 30, 2013

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2013

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 chaired the Animal Grantmakers Membership Committee, advised and assisted with the annual meeting, and moderated a panel presentation at the annual conference. The Program Director continues to assist the AG with its Texas non-profit status, filings and record keeping, and serves as the liaison/coordinator for the Foundation Center Philanthropy In/Sight: Animals Edition database.

The Texas History Program

The Texas History program of the Summerlee Foundation offers outreach support to the Texas History community through participation in a wide variety of professional activities ranging from archaeology to maps to publications. By serving as an appointed Commissioner of the Texas Historical Commission, the Foundation's Program Officer is on the front line in tackling major issues confronting the State of Texas in both preservation and history. The Program Officer serves the State of Texas as the chair of the Antiquities Advisory Board and has responsibility to designate State Archeological Landmarks.

The Program Officer has served as an officer and president of a number of historical and civic organizations and encourages prospective grant seekers to share their aspirations with the Foundation.

In addition to overseeing an extensive research library that is available for public use, the Program Officer is charged with providing technical assistance to organizations through telephonic and email conversations as well as onsite visits. The Foundation also offers periodic workshops and seminars in governance and management to boards and staffs of historical organizations.

The largest grant in the history of the Foundation was approved in 2012. The grantee, the Texas State Historical Association, will receive 1.5 million dollars in endowment support for educational programs and five hundred thousand dollars in support of general operations and digital initiatives.

Another significant grant was received by the Dallas County Heritage Society for a review and evaluation of current governance, funding, and sustainability issues facing Texas history museums, historical societies, and house museums. In our view, this study will have profound impact throughout the nation's public history community.

The final featured grant was awarded to the George W. Bush Foundation for interpretive guides to the new George W. Bush Presidential Center. These guides will be available in two formats: a mobile application and a handheld device. This guide will be an important asset to visitors in understanding more fully the scope and impact of the Bush presidency.

In FY 2012-13, the Foundation created a property committee as a standing committee to address issues and opportunities at the Medicine Mound Ranch and at Sarahville de Viesca. This effort will result in a long range plan for both historic properties.

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2013
Schedule 2 - Schedule of Investments

	Book Value	Fair Market Value
CORPORATE STOCK		
Summarized by Investment Manager:		
Wentworth International Growth Account	$ 2,858,081	$ 2,858,081
Evens Account	9,657,730	9,657,730
Comerica Account	23,468,325	23,468,325
Total Investments in Corporate Stock - Part II, Line 10b	$ 35,984,136	$ 35,984,136

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, 2013

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 focues on cats only in the United States and dogs in developing countries. Sterilization is an essential part of support as well as community animals and Trap, Vaccinate, Neuter, and Return programs. 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, 2013
Schedule 4 - Animals Grants Paid During the Year

Approved Date	Organization Name	Organization Address	Status	Project Title	Paid Amount
1/15/2013	Animal Fund	30 Sir Francis Drake Bl	Public Charity	Support for Forgotten Felines, a one hour documentary presenting the feral cat dilemma in a way which unravels the myths and misunderstanding surrounding homeless unsocialized domestic cats	$15,000
9/11/2012	Animal Watch	2525 Arapahoe #E4-705 Boulder CO 80302	Public Charity	support for Animal Help Now, a web-based tool and iphone and android application that provides specific information about the best way to assist animals in need and in emergency situations whether they are companion animals, farmed animals, or wildlife	$15,000
6/21/2012	Asociacion Internacional para la Proteccion de los Animales, A C	Lomas del Campestre #	Public Charity	Bridge grant for additional support as AIPA moves towards self-sustainability	$50 000
3/24/2013	Bat World Sanctuary	217 North Oak Avenue	Public Charity	Support for feed and caring of rescued bats in 2013	$10,000
9/11/2012	Beartooth Humane Alliance	Po Box 2333 Red Lodge, MT 59068	Public Charity	support for spay neuter clinic for feral and barn cats in large rural Carbon County, Montana	$4,500
3/24/2013	Belize Vivarium Ltd	PO Box 251, Belmopan, Cayo District, Belize	Public Charity	two year support for expenses associated with the housing and humane care of ten rescued crocodiles, two different species, both endangered in Belize	$14,000
3/24/2013	Belize Wildlife and Referral Clinic	Belize Wildlife and Referral Clinic C/O Isabelle Paquet-Durand Central Farm, Belize Central America	Public Charity	support for medical care costs associated with rescued wildlife in the country of Belize	$15,000
1/15/2013	Canadian Federation of Humane Societies	102-30 Concourse Gate, Ottawa, Ontario, Canada K2E 7V7	Public Charity	Funds to help offset the costs associated with Phase 2 of the CFHS Cat Taskforce	$10,000
9/11/2012	Canadian Federation of Humane Societies	102-30 Concourse Gate, Ottawa, Ontario, Canada K2E 7V7	Public Charity	Funding to offset expenses associated with the Canadian Federation of Humane Societies cat overpopulation task force	$10,000
1/15/2013	CANDI-Cats and Dogs International Inc	350 Motor Parkway Ste 404 Hauppauge NY 11788	Public Charity	Funding for animal sterilization clinics in Cancun, Mexico, to control stray overpopulation and help the community	$5,000
3/24/2013	Castroville Nip & Tuck	307 Madrid Castroville, TX 78009	Public Charity	Support for low cost spay/neuter program for low and fixed income population of Medina County, Texas	$5,000
1/15/2013	Chimpanzee Retirement Sanctuary Northwest	P O Box 952 Cle Elum, WA 98922	Public Charity	General operating support for the care of the Cle Elum Seven, chimpanzees rescued from biomedical research	$10,000
1/15/2013	Climate Conservation	PO Box 1587 Bozeman, MT 59771	Public Charity	Two year funding to develop new policies and plans and to implement projects that protect wildlife corridors and ecological connectivity Focus is on endangered and threatened species within the Northern Rockies	$10,000
5/21/2013	Colorado Parks and Wildlife	1313 Sherman Street Room 618 Denver, CO 80203	Public Charity	Funding for study that will test noninvasive methods to detect and obtain a genetic sample from mountain lions in 2 study areas in Colorado one on the Front Range and one on the Uncompagre Plateau	$21,700

1/15/2013	Colorado Parks and Wildlife	1313 Sherman Street Room 618 Denver, CO 80203	Public Charity	support for research project addressing Black Bear-Human conflict Finding Management Solutions and assessing consequences for Bear Populations	$19,800
1/15/2013	Cougar Fund Inc	P O Box 122 Jackson, WY 83001	Public Charity	support for building a sustainable, ethical cougar management plan and holding state game and fish agencies accountable for their actions	$10,000
6/21/2012	Dallas Foundation	3963 Maple Avenue Regan Place at Old Parkland Suite 390	Public Charity	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
1/15/2013	Earth Island Institute	P O Box 5007 Larkspur CA 94977	Public Charity	Support for Coyote Research & Science Collaboration project that promotes collaboration between researchers, academic institutions, wildlife agencies, and carnivore advocates	$20,000
9/11/2012	Garfield County Animal Welfare Foundation, Inc	PO Box 1375 Rifle, CO 81650	Public Charity	support for a feral and free-roaming cat spay neuter project/initiative for the city of Rifle, CO	$5,000
1/15/2013	Geauga County Humane Society	15463 Chillicothe Rd Russell Township, OH 44072	Public Charity	Support for Catsmart/TNR Program	$5,000
9/11/2012	Global Federation of Animal Sanctuaries Inc	P O Box 32294 Washir	Public Charity	Support of an ongoing rescue fund with most animals coming from failed pseudo-sanctuaries	$20,000
9/11/2012	Homeless Animals Relief Project	P O Box 371 Senatobia, MS 38668	Public Charity	support for upgrade to existing mobile spay/neuter facility	$3,000
9/11/2012	Humane Research Council	P O Box 6476 Olympia, WA 98507- 6476	Public Charity	Funds to assume responsibility for the animal grants database Responsibilities will include conducting an initial review, possible transfer of the data to a new system as well as ongoing communication with database	$25,000
1/15/2013	Humane Research Council	P O Box 6476 Olympia, WA 98507- 6476	Public Charity	support for Animal Tracker annual public opinion survey, 2013	$1,000
9/11/2012	Humane Society of the United States	2100 L Street, NW Was	Public Charity	support for the Annie Lee Roberts Emergency Animal Rescue Service Fund	$50,000
9/11/2012	InSync Exotics Inc	PO Box 968, Wylie, TX 75098	Public Charity	Support to recover expenses in the July 2011 rescue of 9 cougars and 11 other big cats	$7,500
3/24/2013	Integral Ecology Research Center	431 First Ave , P O Box 52 Blue Lake, CA 95525	Public Charity	Funding to investigate the relationship between bobcats and mountain lions, and how this relationship affects a smaller, rare carnivore, the fisher	$8,000
1/15/2013	International Exotic Animal Sanctuary	P O Box 637 Boyd, TX 76023	Public Charity	general operating support in the form of food costs for the 64 resident animals for year 2013	$10,000
3/24/2013	Kerulos Center	PO Box 1446 Jacksonville, OR 97530	Public Charity	support for the Aves Sagrado Project, a three part project to protect Costa Rican parrots and support Costa Rican wildlife sanctuaries	$4,000
9/11/2012	Kerulos Center	PO Box 1446 Jacksonville, OR 97530	Public Charity	Caring for the Caregivers Create educational, training, and self care resources to address needs of animal caregivers and their organizations in order to manage stress and increase organizational resilience	$10,000
9/11/2012	Lewis & Clark Humane Society	2112 E Custer Avenue P O Box 4455 Helena, Montana 59604	Public Charity	support for a Spay Montana Project a two day cats only spay/neuter clinic in Jefferson City, Montana	$5,000
1/15/2013	Lifesavers, Inc	23809 East Avenue J Lancaster, California 93535	Public Charity	Funds for the expansion of the horse training program	$10 000
3/24/2013	Lions, Tigers & Bears	24402 Martin Way Alpi	Public Charity	Funding for the construction of the concrete portion of the new bear habitat, which will house 4 captive bears	$10,000
3/24/2013	Marine Mammal Stranding Center	3625 Brigantine Blvd Brigantine, NJ 08203	Public Charity	support for the Marine Mammal Rescue and Rehabilitation Assistance Program	$10,000

1/15/2013	Mountain Lion Foundation	P O Box 1896 Sacramento, California 95812	Public Charity	support to initiate public outreach efforts and to develop critically needed lion protection constituencies in South Dakota and neighboring midwestern states	$15,000
1/15/2013	Operation Catnip Stillwater Inc	1710 S Main St Stillwater OK 74074	Public Charity	Funds for non-disposable equipment and supplies needed to conduct a large scale trap neuter-return program for feral cats in the Stillwater, OK area	$35,000
3/24/2013	Orion Society	Orion, 187 Main Street, Great Barrington, MA 01230	Public Charity	support for the publication of a major story on OR 7, the first wolf to appear in California since 1924	$2,500
9/11/2012	Panthera Corporation	8 West 40th Street 18th Floor New York, NY 10018	Public Charity	support for the Teton Cougar Project in its 13th and 14th years in order to complete and intensify work on cougar demographics, predation, and interactions with other carnivores as well as testing non-invasive monitoring techniques	$50,000
3/24/2013	Pet Project	2676 E 2575th Rd, Marseilles, IL 61341	Public Charity	Support for ' A Voice for the Feral," a project to trap, neuter, vaccinate, and release 200 feral cats over a 10-month period in 2013 to reduce overall feral feline suffering	$5 000
1/15/2013	S N I P S Spay Neuter Initiative	1520 Salisbury Hwy Statesville, N C 28677	Public Charity	support for the spay neuter of 100 cats in Jasper, Texas	$5,250
9/11/2012	Save A Kitty Feral Cat Program	P O Box 1442 Parkersb	Public Charity	support for targeted TNR of feral cats in low income areas of West Virginia	$5,000
3/24/2013	Second Chance Animal, Inc	111 Young Road, P O Box 136 East Brookfield, MA 01515	Public Charity	Funding for a spay/neuter/vaccination program for approximately 100 cats owned by low income families in rural northern Idaho	$5,000
9/11/2012	Sky Island Alliance	PO Box 41165 Tucson, AZ 85717	Public Charity	three year support for Protecting Undervalued Carnivores in the Sky Island Region	$20,000
1/15/2013	South Dakota West River Spay Neuter Coalition	P O Box 286 Deadwood, SD 57732	Public Charity	support to increase TNR efforts in the Black Hills of South Dakota	$5,000
8/31/2010	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	$25,000
9/11/2012	Speak Up for Horses Inc	P O Box 434 Falmouth, KY 41040	Public Charity	support for 14 rescued horses awaiting adoption	$5,000
5/15/2012	St Joseph's Indian School	Chamberlain, SD 57326	Church	Support for maintenance of student dormitory	$15,000
6/21/2012	Sul Ross State University	Borderlands Research Institute for Natural Resource Management Box C-16 Alpine, TX 79832	University	Support to gather information obtained from a landscape study to help develop a science-based conservation/management plan for the mountain lion in Texas	$100 000
1/17/2012	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
6/21/2012	Tufts University	Cummings School of Veterinary Medicine 200 Westboro Road North Grafton, MA 01536	University	Support for a study which will explore the adoption of BLM wild horses and their transition to companion horses and will serve as a model for future research that would provide a better understanding of challenges faced by adopters in other regions	$9,680

1/17/2012	Turtle Island Restoration Network	c/o Sea Turtle Restoration Project Gulf Office P O Box 681231 Houston, TX 77268	Public Charity	Support for conservation and protection of Kemp's ridley sea turtles on the Upper Texas Coast	$25,000
9/11/2012	University of Arizona Foundation	1111 N Cherry Avenue P O Box 210109 Tucson, AZ 85721 0109	University	Support for study using genetic methods to estimate social structure and reproductive success of a puma population and implications on affects of sport hunting	$30,000
6/21/2012	Wigtownshire Animal Welfare Association	Bellindonna Ervie Stranraer Dumfries and Galloway DG9 0RA Scotland	Public Charity	Two year support for winding down the sanctuary, placing the animals and altering the organization's mission	$12,000
1/15/2013	WildAid Inc	744 Montgomery Street Suite 300 San Francisco, CA 94111	Public Charity	support for campaign to reduce demand for Elephant ivory in China	$20,000
1/15/2013	Wildcare Foundation	7601 84th St Noble, OK 73068	Public Charity	Funds to purchase additional medical equipment allowing for accurate assessment and timely implementation of the correct treatment plan	$7,500
9/11/2012	WildEarth Guardians	516 Alto Street Santa Fe, NM 87501	Public Charity	support for three carnivore protection campaigns Cougar Protection, Ending the War on Wildlife and TrapFree New Mexico	$25,000
3/24/2013	Wildlife Rescue & Rehabilitation Sanctuary	P O Box 369 331 Old Blanco Road Kendalia, TX 78027	Public Charity	support for rescue costs associated with the necessary rescue of captive coyotes from Indiana Coyote Rescue	$25,000
					$948,930

THE SUMMERLEE FOUNDATION
EIN. 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2013
Schedule 5 - History Grants Paid During the Year

Approved Date	Organization Name	Organization Address	Status	Project Title	Paid Amount
9/11/2012	Armstrong County Museum, Inc	120 N Trice Claude, Texas 79019	Public Charity	Support for the purchase of period furniture for the Goodnight historical home Many of the original Goodnight furniture are in museums or private collections For this reason, it will be necessary to purchase similar pieces of furniture	$10,000
5/21/2013	Dallas County Heritage Society	1515 South Harwood Dallas, TX 75215	Public Charity	Support for joint project between the Summerlee Foundation and the Dallas County Heritage Society to review and evaluate current governance, funding, and sustainability issues facing Texas history museums, historical societies, and house museums	$60,000
1/15/2013	Documentary Arts, Inc	P O Box 140244 Dallas, TX 75214	Public Charity	Matching support for the research and publication of ' The Blues Come to Texas " This study is a joint effort with Paul Oliver a blues historian at Oxford University The book will counter existing theories on the origin of blues music	$7,500
1/15/2013	Forest History Society	701 William Vickers Avenue Durham, NC 27701-3162	Public Charity	Support for a book on the Lost Pines of Texas by Dr Claire Williams	$5,000
5/21/2013	Friends of the Texas Historical Commission	P O Box 13497 Austin, TX 78711	Public Charity	Funding for the TCH to conduct a two year, oral history training workshop series entitled ' When the Lone Star State Met the Iron Curtain Recollections of Texas in the Cold War "	$8,500
9/11/2012	German-Texan Heritage Society	GTHS PO Box 684171 Austin,TX 78768-4171	Public Charity	Support for two 30-minute public radio documentaries on German POW s in America Episode One focuses on locations such as Camp Hearne, where prisoners had their own art classes and worked on local farms	$7,500
5/21/2013	Holocaust Museum Houston	5401 Caroline St Houston, TX 77004-6804	Public Charity	Funding to digitize and preserve the 282 oral testimonies from Houston-area Holocaust survivors, political prisoners, liberators and witnesses	$7,500
1/15/2013	Houston History Association	P O Box 25086 Houston, TX 77265-5086	Public Charity	Support for June 2013 History Conference	$5,000
5/21/2013	Houston International Film Festival	PO Box 56566 Houston, TX USA 77256	Public Charity	Support for an oral history and video project to document the story of the Caruth family of Dallas The goal is to interview each of the descendants of W W Caruth, Jr about the history of the Caruth Homeplace and the Caruth families	$10,000
5/21/2013	Northwestern State University of Louisiana	444 Caspari St, Natchitoches, LA 71457	State Educational Instit	Support for the "Charles Goodnight Papers Project" to chronicle the original source materials, photographs, letters, and documents pertaining to Charles Goodnight(1836-1929), the Father of the Texas Panhandle	$50,000
6/21/2012	Sophienburg Memorial Association	401 West Coll Street New Braunfels, TX 78130	Public Charity	Donation of manuscript ledger of Oswald's Battalion, 3rd Texas Infantry, Confederate, 1862-1864, to applicant institution	$5 900
10/18/2011	Southern Methodist University-Clements Center for Southwest Studies	P O Box 750176 Dallas, TX 75275	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
5/21/2013	Southwestern University	P O Box 770 Georgetown, TX 78627-0770	State Educational Institution	Support for three year research project on La Mujeres de La Raza Unida, a group founded in the early 1970's to give voice to Mexican-American women	$15,000
5/15/2012	St Joseph's Indian School	Chamberlain, SD 57326	Church	Support for the maintenance of the student dormitory	$15,000
9/11/2012	Star of the Republic Museum	P O Box 317 23200 Park Road 12 Washington, TX 77880	Public Charity	Support to acquire, arrange and preserve over 1500 documents and records pertaining to Asa Hoxey, a founder of Washington on-the-Brazos These papers span the period from 1833 to 1900 They include correspondence, legal papers, and maps	$7,500
9/11/2012	Texas Heritage League	P O Box 131412 The Woodlands, TX 77393	Public Charity	Support to make the Sam Houston documentary suitable for showing on KLRN in San Antonio It will be necessary to edit the 167 minute film into three one hour segments In addition, the music will need to be re synced	$5,000

5/21/2013	Texas Parks & Wildlife	4200 Smith School Road Austin, TX 78744	Public Charity	Support for research on WPA and CCC projects in Texas focused on vernacular dams, culverts, roads, schools, golf courses, and amphitheaters designed and built by the WPA	$7,500
5/15/2012	Texas State Historical Association	1155 Union Circle, #311580 Denton, TX 76203	Public Charity	Major support to endow its education programs, expand its digital projects, and enhance its membership as well as increasing its operating support	$500,000
	Texas State Historical Association	1156 Union Circle, #311580 Denton, TX 76203	Public Charity	2013 Ron Tyler Award for best illustrated book on Texas History or culutre published in 2012 awatded to Margie Crisp for her book "River of Contrasts The Texas Colorado "	$2,500
9/11/2012	Texas State University	601 University Drive, San Marcos, Texas 78666-4684	State Educational Institution	Partial funding of a new field service initiative of the Center for Texas Public History This project supports the efforts of graduate students to assist with county historical commissions and small nonprofit museums	$50,000
6/30/2013	Texas State University	602 University Drive, San Marcos, Texas 78666-4684	State Educational Institution	For liberal arts advisory events	$750
5/21/2013	Texas State University - San Marcos	601 University Drive, San Marcos, Texas 78666-4684	State Educational Institution	Support for a one day symposium on the topic of "Lone Star Unionism and Dissent The Other Civil War in Texas" to be held in April, 2014 The papers presented at the Symposium will be utilized to create a publication at a university press	$8,500
9/11/2012	Trinity University	One Trinity Place, San Antonio, TX 78212-7200	State Educational Institution	Support for the acquisition and cataloguing of the papers of Reverend Claude Black, Jr (1916 2009) and his wife, ZerNona Black This collection focused on the civil rights movement spans the period 1890 to 2009	$7,500
1/15/2013	University of North Texas	University Libraries P O Box 305190 Denton, TX 76203	State Educational Institution	Support to create a sustainable business plan for the Co-Op and to prepare for successful implementation of the Digital Scholarship Co-Operative	$5,000
1/15/2013	University of North Texas	Department of History 1155 Union Circle #310650 Denton, TX 76203	State Educational Institution	Support to match the Philip R Jonsson Foundation grant for the Teaching of History Conference in 2012 Last year, over 225 teachers participated in this event Faculty members from the History Department at UNT organize the conference	$6,000
1/15/2013	Victoria College	2200 E Red River St, Victoria, TX 77901	State Educational Institution	Support to display and interpret artifacts recovered from Fort St Louis This effort is planned to correspond to the opening of the La Belle exhibition at the Bullock Museum in 2013	$7,500
					$874,650

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2013
Schedule 6 - Grants Approved for Future Payment

Meeting Date	Organization Name	Organization Address	Foundation Status of Recipient	Project Title	Amount Owed
5/21/2013	Dallas County Heritage Society	1515 South Harwood Dallas, TX 75215	Public Charity	Support for joint project between the Summerlee Foundation and the Dallas County Heritage Society to review and evaluate current governance, funding, and sustainability issues facing Texas history museums, historical societies, and house museums	$60,000
1/15/2013	George W Bush Foundation		Public Charity	Support to offer an interactive guide to the new George W Bush Presidential Center The guide will be offered at no charge to visitors It will be available in two formats a mobile application and a handheld device	$100,000
9/11/2012	Humane Society of the United States	2100 L Street, NW Washington, DC 20037	Public Charity	support for the Annie Lee Roberts Emergency Animal Rescue Service Fund	$75,000
9/11/2012	Panthera Corporation	8 West 40th Street 18th Floor New York, NY 10018	Public Charity	support for the Teton Cougar Project in its 13th and 14th years in order to complete and intensify work on cougar demographics, predation, and interactions with other carnivores as well as testing non-invasive monitoring techniques	$50,000
9/11/2012	Sky Island Alliance	PO Box 41165 Tucson, AZ 85717	Public Charity	three year support for Protecting Undervalued Carnivores in the Sky Island Region	$70,000
1/15/2013	Society of Architectural Historians		Public Charity	Support for research, photography, mapping, and programs for "Buildings of Texas" print Volume II, web-based publication of Volumes I and II	$7,500
	St Joseph Indian School - Animals	Chamberlain, SD 573	Church	Support for the maintenance of the student dormitory	$15,000
	St Joseph Indian School - History	Chamberlain, SD 573	Church	Support for the maintenance of the student dormitory	$15,000
9/11/2012	University of Arizona Foundation	1111 N Cherry Avenue P O Box 210109 Tucson, AZ 85721-0109	University	Support for study using genetic methods to estimate social structure and reproductive success of a puma population and implications on affects of sport hunting	$30,000
9/11/2012	WildEarth Guardians NM	516 Alto Street Santa Fe, NM 87501	Public Charity	Support for three carnivore protection campaigns Cougar Protection, Ending the War on Wildlife and TrapFree New Mexico	$65,000
					$487,500