



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation
Embrey Family Foundation

Number and street (or P O box number if mail is not delivered to street address) Room/suite
3625 N Hall St, Ste 720

City or town, state or province, country, and ZIP or foreign postal code
Dallas, TX 75219

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 25,412,283.** (Part I, column (d) must be on cash basis)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

A Employer identification number
20-0215399

B Telephone number
214-206-3577

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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)
1	Contributions, gifts, grants, etc., received	5,706,851.		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	724,975.	724,975.		Statement 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-930,860.			
b	Gross sales price for all assets on line 6a	15,307,777.			
7	Capital gain net income (from Part IV, line 2)		0.		
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	-122,400.	-82,306.		Statement 2
12	Total. Add lines 1 through 11a	5,378,566.	642,669.		
13	Compensation of officers, directors, trustees, etc.	168,674.	0.		84,337.
14	Other employee salaries and wages	300,781.	0.		195,206.
15	Pension plans, employee benefits				
16a	Legal fees Stmt 3	13,008.	0.		6,504.
b	Accounting fees Stmt 4	26,975.	0.		2,698.
c	Other professional fees Stmt 5	90,250.	0.		72,063.
17	Interest	14,360.	14,360.		0.
18	Taxes Stmt 6	40,404.	7,671.		0.
19	Depreciation and depletion	2,342.	0.		
20	Occupancy				
21	Travel, conferences, and meetings	85,127.	0.		51,076.
22	Printing and publications				
23	Other expenses Stmt 7	625,988.	197,096.		243,861.
24	Total operating and administrative expenses. Add lines 13 through 23	1,367,909.	219,127.		655,745.
25	Contributions, gifts, grants paid	3,501,802.			3,501,802.
26	Total expenses and disbursements. Add lines 24 and 25	4,869,711.	219,127.		4,157,547.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	508,855.			
b	Net investment income (if negative, enter -0-)		423,542.		
c	Adjusted net income (if negative, enter -0-)			N/A	

218

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	500.	576,450.	576,450.
	2 Savings and temporary cash investments	539,670.	1,009,085.	1,009,085.
	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 ▶			
Liabilities	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 8	16,084,596.	19,691,138.	21,251,011.
	14 Land, buildings, and equipment: basis ▶ 73,847.			
	Less: accumulated depreciation Stmt 9 ▶ 60,217.	17,425.	13,630.	13,630.
	15 Other assets (describe ▶ Statement 10)	6,647,913.	2,562,107.	2,562,107.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	23,290,104.	23,852,410.	25,412,283.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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.	
	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	23,290,104.	23,852,410.	
	30 Total net assets or fund balances	23,290,104.	23,852,410.	
	31 Total liabilities and net assets/fund balances	23,290,104.	23,852,410.	

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	23,290,104.
2 Enter amount from Part I, line 27a	2	508,855.
3 Other increases not included in line 2 (itemize) ▶ Nontaxable/nondeductible	3	72,022.
4 Add lines 1, 2, and 3	4	23,870,981.
5 Decreases not included in line 2 (itemize) ▶ Federal income tax	5	18,571.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	23,852,410.

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 Gains and losses		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 15,307,777.		16,238,637.	-930,860.	
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			-930,860.	
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	-930,860.	
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))
2012	4,940,994.	26,693,968.	.185098
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

2 Total of line 1, column (d)	2	.967974
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	.193595
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	22,840,003.
5 Multiply line 4 by line 3	5	4,421,710.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,235.
7 Add lines 5 and 6	7	4,425,945.
8 Enter qualifying distributions from Part XII, line 4 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.	8	4,797,472.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	4,235.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	4,235.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	4,235.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 10,000.	7	10,000.
b Exempt foreign organizations - tax withheld at source	6b	8	96.
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	5,669.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☒ 5,669. Refunded ☒			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.embreyfdn.org</u>	13	X	
14	The books are in care of ► <u>Lauren Embrey</u> Telephone no. ► <u>214-206-3577</u> Located at ► <u>3625 N Hall St, Ste 720, Dallas, TX</u> ZIP+4 ► <u>75219</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 2013 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 2013)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2013?		4b

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

6b

X

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		168,674.	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 - 3625 N Hall St, Ste 720, Dallas, TX 75219	Grant review 40.00	106,255.	0.	0.
Jackie Robertson - 3625 N Hall St, Ste 720, Dallas, TX 75219	Grant review/Accounting 40.00	96,923.	0.	0.
Sallie A Beck - 3625 N Hall St, Ste 720, Dallas, TX 75219	Compliance/investment analysis 30.00	80,980.	0.	0.

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

3

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	
See Statement 12	146,828.
2	
3	
4	

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

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

	Amount
1 Program related investment - social investment loan to UNICEF Bridge Fund	250,000.
2 Program related investment - RSF Social Investment Note	250,000.
All other program-related investments. See instructions.	
3	
See Statement 13	139,925.
Total. Add lines 1 through 3	639,925.

Form 990-PF (2013)

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	14,180,246.
b	Average of monthly cash balances	1b	1,962,136.
c	Fair market value of all other assets	1c	7,045,438.
d	Total (add lines 1a, b, and c)	1d	23,187,820.
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	23,187,820.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	347,817.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,840,003.
6	Minimum investment return. Enter 5% of line 5	6	1,142,000.

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	1,142,000.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,235.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,235.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,137,765.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,137,765.
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	1,137,765.

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	4,157,547.
b	Program-related investments - total from Part IX-B	1b	639,925.
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	4,797,472.
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	4,235.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,793,237.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,137,765.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	1,034,444.			
b From 2009	2,551,212.			
c From 2010	4,885,719.			
d From 2011	4,957,017.			
e From 2012	3,636,892.			
f Total of lines 3a through e	17,065,284.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 4,797,472.				
a Applied to 2012, 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 2013 distributable amount				1,137,765.
e Remaining amount distributed out of corpus	3,659,707.			
5 Excess distributions carryover applied to 2013 (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	20,724,991.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	1,034,444.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	19,690,547.			
10 Analysis of line 9:				
a Excess from 2009	2,551,212.			
b Excess from 2010	4,885,719.			
c Excess from 2011	4,957,017.			
d Excess from 2012	3,636,892.			
e Excess from 2013	3,659,707.			

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- 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(i)(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

[illegible]

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 address of the person to whom applications should be addressed:

See Statement 14

- 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				
29 Pieces P.O. Box 140962 Dallas, TX 75214	None	Public Charity	To support the Dallas Love Project	5,000.
African American Museum P.O. Box 150157 Dallas, TX 75315	None	Public Charity	To support the Living in Limbo exhibition and to sponsor two students to attend the African American	700.
Alarm 14140 Midway Rd., #208 Dallas, TX 75244	None	Public Charity	To provide funding for mediation conferences in Burundi, Africa	9,550.
Alpine Legal Services P.O. Box 1890 Glenwood Springs, CO 81601	None	Public Charity	General Operating Support to serve clients who are victims of crime, senior	5,000.
American Indian College Fund 8333 Greenwood Blvd. Denver, CO 80221	None	Public Charity	To support Embrey Women's Leadership Program	375,000.
Total	See continuation sheet(s)			3,501,802.
b Approved for future payment				
None				
Total				0.

▶ 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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) Exclu- sion 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	724,975.	
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	-122,400.	
8 Gain or (loss) from sales of assets other than inventory				18	-930,860.	
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.		-328,285.	0.
13 Total. Add line 12, columns (b), (d), and (e)					-328,285.	-328,285.

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

[illegible]

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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

Embrey Family Foundation

Employer identification number

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 foundationCheck 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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

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	\$ 5,706,851.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(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	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income	
Various dividends	267,548.	0.	267,548.	267,548.		
Various interest	457,427.	0.	457,427.	457,427.		
To Part I, line 4	724,975.	0.	724,975.	724,975.		

Form 990-PF	Other Income			Statement	2
Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income		
Other net inv items from passthrough	-122,400.	-122,400.			
Total to Form 990-PF, Part I, line 11	-122,400.	-122,400.			

Form 990-PF	Legal Fees			Statement	3
Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Legal	13,008.	0.		6,504.	
To Fm 990-PF, Pg 1, ln 16a	13,008.	0.		6,504.	

Form 990-PF	Accounting Fees			Statement	4
Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Accounting	26,975.	0.		2,698.	
To Form 990-PF, Pg 1, ln 16b	26,975.	0.		2,698.	

Form 990-PF	Other Professional Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Grant evaluation consulting fee	72,750.	0.		54,563.	
PRI consulting	17,500.	0.		17,500.	
To Form 990-PF, Pg 1, ln 16c	90,250.	0.		72,063.	

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Payroll taxes	32,733.	0.		0.	
Foreign tax withheld from dividends	7,671.	7,671.		0.	
To Form 990-PF, Pg 1, ln 18	40,404.	7,671.		0.	

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Auto expense	1,522.	0.		0.	
Bank charges	724.	0.		0.	
Computer support and exp	6,760.	0.		0.	
Contract labor	4,267.	0.		0.	
Fundraising event attendance	82,072.	0.		16,414.	
Grant administrative fee	800.	0.		800.	
Insurance	38,337.	0.		0.	
Investment advisory fees	100,459.	100,459.		0.	
Investment expenses through passthrough entities	96,637.	96,637.		0.	
Meals	4,842.	0.		0.	
Memberships	44,861.	0.		44,861.	
Office supplies and expense	18,670.	0.		0.	
Payroll service fees	2,545.	0.		0.	
Sponsored events	170,691.	0.		170,691.	
Staff professional development	44,383.	0.		11,095.	

Telephone exp	3,890.	0.	0.
Website maintenance	3,075.	0.	0.
Amortization	1,453.	0.	0.
To Form 990-PF, Pg 1, ln 23	625,988.	197,096.	243,861.

Form 990-PF	Other Investments	Statement	8
-------------	-------------------	-----------	---

Description	Valuation Method	Book Value	Fair Market Value
Various managed investment accts	COST	15,207,807.	16,767,680.
Limited partnership interests	COST	3,737,947.	3,737,947.
Stock	COST	745,384.	745,384.
Total to Form 990-PF, Part II, line 13		19,691,138.	21,251,011.

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.	327.	1,043.
Office equipment	3,924.	3,924.	0.
Leasehold improvements	7,182.	1,572.	5,610.
Office equipment	1,795.	1,795.	0.
Software	14,539.	14,539.	0.
Computer equipment	7,410.	7,410.	0.
Computer equipment	19,937.	12,960.	6,977.
Total To Fm 990-PF, Part II, ln 14	73,847.	60,217.	13,630.

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	77,002.	13,548.	13,548.
Note receivable	4,650,680.	0.	0.
Program related investments film	52,282.	92,207.	92,207.
Other notes receivable	867,949.	856,352.	856,352.
Program related investment note	0.	250,000.	250,000.
Program related investment note	0.	50,000.	50,000.

Program related investment note	0.	50,000.	50,000.
Program related investment note	0.	250,000.	250,000.
To Form 990-PF, Part II, line 15	6,647,913.	2,562,107.	2,562,107.

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

Name and Address	Title and Avrg Hrs/Wk	Compensation	Employee Ben Plan Expense Contrib 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	168,674.	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		168,674.	0.	0.

Form 990-PF	Summary of Direct Charitable Activities	Statement 12
-------------	---	--------------

Activity One

Dallas Faces Race is the beginning of a sustainable forum on race in Dallas. The forum will bring together organizations to actively build their capacity to address racial equity and make change. Dallas Faces Race will move beyond discussion groups on race, cultural awareness and diversity. Dallas Faces Race will engage those who are ready to define equity and collaborate to make change.

To Form 990-PF, Part IX-A, line 1

Expenses

146,828.

Form 990-PF	Other Program-Related Investments	Statement 13
-------------	-----------------------------------	--------------

<u>Description</u>	<u>Amount</u>
Program related investment - low interest loan to People Fund	50,000.

<u>Description</u>	<u>Amount</u>
Program related investment - low interest loan to Accion	50,000.

<u>Description</u>	<u>Amount</u>
Program related investment - Investments made in various film projects: The Island President, How to Survive a Plague, Detroit Hustles Harder, Who is Dayani Crystal?, Midway, Do I Sound Gay?, Remote Area Medical, American Promise, Pride, Our Nixon, A Matter of Life, Newburgh Four,	0.

<u>Description</u>	<u>Amount</u>
Censored Voices, Anita. The goal of each film is to help accomplish the charitable purpose of producing independent documentary cinema that addresses pressing social issues. Net increase in asset account is amount shown.	39,925.

Total to Form 990-PF, Part IX-B, line 3	139,925.
---	----------

Form 990-PF

Grant Application Submission Information
Part XV, Lines 2a through 2d

Statement 14

Name and Address of Person to Whom Applications Should be Submitted

Kim South
3625 N Hall, Ste 720
Dallas, TX 75219

Telephone Number

214-206-3577

Form and Content of Applications

Please contact Kim South for further details, but relevant information is located on foundation website.

Any Submission Deadlines

Restrictions and Limitations on Awards

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

▶ See separate instructions.

▶ Attach to your tax return.

Embrey Family Foundation

Form 990-PF Page 1

20-0215399

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

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 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 2014. 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	
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 2013	17	2,342.
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 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	/		27.5 yrs	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year	/		40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr	22	2,342.
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	

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
Amnesty Intl 5 Penn Plaza New York, NY 10001	None	Public Charity	To support the AIUSA Nat'l Strategy on Women's Rights	300,000.
Applied Research Ctr 32 Broadway, Ste 1801 New York, NY 10004	None	Public Charity	To provide funding for equity trainings targeted to leaders in Dallas and the South and funding for the	75,000.
Aspen Film Society 110 E. Hallam Street, Suite 102 Aspen, CO 81611	None	Public Charity	To support the True Stories Documentary Program	7,500.
Aspen Historical Society 620 W. Bleeker Street Aspen, CO 81611	None	Public Charity	To fund the purchase of a tipi for a museum site in downtown Aspen	5,000.
Aspen Santa Fe Ballet 245 Sage Way Aspen, CO 81611	None	Public Charity	To provide funding for a collaborative workshop between the AFSB Ballet Folklorico and Batoto Yetu, an	15,000.
Basenji Rescue and Transport 7255 Jermyn Cove Germantown, TN 38138	None	Public Charity	To provide General Operating Support	5,000.
Center for American Women and Politics/Rutgers University Foundation 191 Ryders Lane New Brunswick, NJ 08901	None	Public Charity	To support "Teach a Girl to Lead"	25,000.
Children at Risk 3625 N. Hall Street, Suite 760 Dallas, TX 75219	None	Public Charity	To fund the updating and maintenance of the Texas Human Trafficking Resource Database and to	45,325.
Collective Heritage Institute dba Bioneers 1607 Paseo de Peralta, Ste 3 Santa Fe, NM 87501	None	Public Charity	To support the Interactive and Experiential Sessions at the 2013 National Bioneers Conference	15,000.
Colorado Legal Services 1905 Sherman Street, Suite 40 Denver, CO 80203	None	Public Charity	To provide outreach materials for the Colorado Network to End Human Trafficking	7,500.
Total from continuation sheets				3,106,552.

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
Culture Project 49 Bleeker Street, Suite 602 New York, NY 10012	None	Public Charity	To support the Women Center Stage 2013 Festival Director's Weekend	20,000.
Dallas Black Dance Theater P O Box 131290 Dallas, TX 75313-1290	None	Public Charity	To support the 8th Annual Dance Africa Program	15,000.
Dallas Children's Advocacy Center 5351 Samuell Blvd. Dallas, TX 75228	None	Public Charity	To support the Therapy Program for child abuse victims and non offending family members	25,000.
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 Life Foundation 1100 Cadiz Street Dallas, TX 75215	None	Public Charity	To support the Children's Program	25,000.
Dallas Theater Center 2400 Flora Street Dallas, TX 75201	None	Public Charity	To support the Neighborhood Initiative and to support Centerstage 2013 Reflection	38,333.
Dallas Women's Foundation Campbell Ctr II, 8150 N Cntrl Expy #1 Dallas, TX 75206	None	Public Charity	To support the Gender in Media Initiative, the Sustainability Fund for Texas Muslim Women's Foundation and	102,130.
Dance Exchange 7117 Maple Avenue Takoma Park, MD 20912	None	Public Charity	To provide funding for pre-development work on the Dallas Faces Race programming	2,395.
Dedman College (SMU) P O Box 750235 Dallas, TX 75275	None	Public Charity	To support programs of the Dedman College Interdisciplinary Institute	48,000.
Echoing Green 462 Seventh Avenue, 13th Floor New York, NY 10018	None	Public Charity	To provide General Operating Support	5,000.
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
Fractured Atlas/Move the Crowd 248 West 35th Street, 10th Floor New York, NY 10001	None	Public Charity	To provide funding for pre-development work on the Dallas Faces Race programming	4,481.
Friends of the Dallas Fire Rescue Department 10731 Rockwall Road Dallas, TX 75238	None	Public Charity	To support the Annual Awards Banquet and the Emergency Fund for assistance to families of injured and fallen	15,000.
Friends of the Dallas Public Library/The Big Read Dallas 1515 Young Street, 7th Floor Dallas, TX 75201	None	Public Charity	To support the Big Read program for Dallas	1,000.
Fund for the City of New York/SWAN 121 Avenue of the Americas New York, NY 10013	None	Public Charity	To support Truth and Justice: 2013 Summit on Military Sexual Violence	15,000.
Global Arts Corp 790 Riverside Drive, #6P New York, NY 10032	None	Public Charity	To provide funding to bring the Irish Production to completion and to continue building the	250,000.
Groundswell 540 President Street, Suite 1A Brooklyn, NY 11215	None	Public Charity	To support the Anti Trafficking Banner Project in partnership with Artworks for Freedom	5,000.
Hardy Girls Healthy Women / SPARK P O Box 821 Waterville, ME 04903	None	Public Charity	To provide funding to support and sustain the SPARK Team	25,000.
Harvard University 124 Mount Auburn St Cambridge, MA 75215	None	Public Charity	To support the Women and Public Policy Program at Harvard Kennedy School	10,000.
Ignite 5201 N. O'Connor Blvd., Suite 200 Irving, TX 75039	None	Public Charity	To support Ignite's partnership with NEW Leadership Texas	20,000.
Jewish Family Services Edna Zale Bldg, 5402 Arapaho Road Dallas, TX 75248	None	Public Charity	To support the Children's Mental Health Services program	25,000.
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
KERA 3000 Harry Hines Blvd. Dallas, TX 75209	None	Public Charity	To support the Women and Girls Lead Initiative and to provide General Operating Support	26,750.
Klein Frank Foundation 1909 26th Street, Suite One C Boulder, CO 80302	None	Public Charity	To provide training for judges and attorneys involved in the criminal or civil prosecution of human	5,000.
Laboratory to Combat Human Trafficking 1031 33rd Street, Suite 237 Denver, CO 80205	None	Public Charity	To support the Colorado Project to Comprehensively Combat Human Trafficking	150,000.
Make Art with Purpose 3601 Turtle Creek Blvd., #3 Dallas, TX 75219	None	Public Charity	To provide funds for the "Living Condition" installation and animated documentary	8,300.
Miss Representation P.O. Box 437 Ross, CA 94957	None	Public Charity	To provide funds for the production of the film "The Mask We Live In"	15,000.
MS Foundation 12 MetroTech Center, 26th Fl Brooklyn, NY 11201	None	Public Charity	To support the 25th annual Gloria Awards: A Salute to Women of Vision	100,000.
New Friends New Life P.O. Box 192378 Dallas, TX 75219	None	Public Charity	To support the Juvenile Detention Sexual Abuse Recovery and Trafficking Prevention Program and	25,000.
Pachamama Alliance P.O. Box 29191 Presido Bldg 1009 San Francisco, CA 94219	None	Public Charity	To provide funds for the launch and implementation of The Engagement Pathway	250,000.
Praxus 240 South Broadway, #220 Denver, CO 80209	None	Public Charity	General Operating Support to serve homeless teenagers and young people in the Denver metroplex	10,000.
River Bridge Center 520 21st Street Glenwood Springs, CO 81601	None	Public Charity	To expand community based education on child abuse	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Second Thought Theater 3523 McKinney, #452 Dallas, TX 75138	None	Public Charity	To support the production of "My Name is Rachel Corrie"	5,000.
Senior Source 3910 Harry Hines Blvd. Dallas, TX 75219	None	Public Charity	To provide funding for the Elder Support Program	25,000.
She Should Run 1900 L St NW, Ste 500 Washington, DC 20036	None	Public Charity	To support continued Name It Change It research	60,000.
Southern Methodist University P O Box 750281 Dallas, TX 75275	None	Public Charity	To support the Embrey Human Rights Program	503,789.
Straydog, Inc P.O. Box 1465 Gun Barrel City, TX 75147	None	Public Charity	To provide General Operating Support	500.
TACA One Arts Plaza, 1722 Routh St Suite 115 Dallas, TX 75201	None	Public Charity	To co-sponsor TACA Perforum	20,000.
Take the Lead 322 West 57th Street, 45M New York, NY 10019	None	Public Charity	To support Take The Lead Connects	25,000.
TEDExSMU P.O. Box 750339 Dallas, TX 75275	None	Public Charity	To provide funding for two students to attend TedxSMU	2,500.
Texas Freedom Network Education Fund P O Box 1624 Austin, TX 78767	None	Public Charity	To support the Youth Organizing and Strategic Communications	50,000.
Texas Organizing Project Education Fund / Rally - Piryx 700 S. Zarzmore, Suite 212 San Antonio, TX 78702	None	Public Charity	To provide General Operating Support	1,000.
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
The Family Place P.O. Box 7999 Dallas, TX 75209	None	Public Charity	To support public awareness capacity building in partnership with the "Dallas Men Against	30,000.
The Michael Fleischer Endowment Fund Edna Zale Bldg, 5402 Arapaho Road Dallas, TX 75248	None	Public Charity	To help establish the fund at the Jewish Family Service Foundation	200.
The Opportunity Agenda/Creative Change Retreat 568 Broadway, Suite 302 New York, NY 10012	None	Public Charity	To sponsor the Creative Change Retreat	10,000.
Theater Communications Group 520 Eighth Avenue, 24th Floor New York, NY 10018	None	Public Charity	To fund scholarships for local theatre professionals to attend the National Conference	15,000.
Threshold Foundation P.O. Box 29903 San Francisco, CA 94129	None	Public Charity	To support the Justice and Democracy Committee, the Funding Circles for Election Integrity and Thriving	15,000.
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.
TITAS 2100 Ross Avenue, Suite 650 Dallas, TX 75201	None	Public Charity	To support the production of "A Gathering"	5,000.
University of Texas Foundation P O Box 250 Austin, TX 78767	None	Public Charity	To support the Embrey Women's Human Rights Initiative and the New Leadership Texas Program	150,303.
UNT Foundation/Contemporary Arab & Muslim Cultural Studies Institute 1155 Union Circle, # 305100 Denton, TX 76203	None	Public Charity	To support the first annual Arab Film Festival	5,000.
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
Utah Film Center 122 South Main Street Salt Lake City, UT 84101	None	Public Charity	To support the production of the film "The Dreamcatchers"	10,000.
Various small donations Various Various, TX Various	None	Public Charity	Charitable contributions credited through passthrough entities	1,973.
Women and Girls Foundation of SW Pennsylvania 100 W. Station Square Drive, Suite 315 Pittsburg, PA 15219	None	Public Charity	To provide funding for Post Production Editing / Graphics / Sound for the film "Madame Presidenta /	10,000.
Women Donors Network 565 Commercial Street, Suite 300 San Francisco, CA 94111	None	Public Charity	To provide support for UltraViolet	25,000.
Women Make Movies 462 Broadway, Suite 500WS New York, NY 10013	None	Public Charity	To support the film "Who is Dayani Crystal"	1,000.
Women Moving Millions 79 Fifth Avenue, Floor 4 New York, NY 10003	None	Public Charity	To provide funding for the research and launch of the report tentatively titled "Women's Philanthropy:	50,000.
Women's Enews 6 Barclay Street, 6th Floor New York, NY 10007	None	Public Charity	To support the "Collateral Damage Syria: Women and Girls Fleeing Violence" project and to support	15,000.
Women's Founation of Colorado 1901 East Asbury Avenue Denver, CO 80208	None	Public Charity	To support the Colorado Girls and Drop-Out Prevention Project and to fund the Embrey Family	125,000.
Women's Media Center 320 W 37th St, Floor 12A, Ste C New York, NY 10018	None	Public Charity	To support continued Name It Change It research and the Women and Girls White House event	71,573.
World Affairs Counsel 325 North S. Paul Street, Suite 4200 Dallas, TX 75201	None	Public Charity	To support the International Education Program	25,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

323631
05-01-13

Part XV Supplementary Information

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

Name of Recipient - African American Museum

To support the Living in Limbo exhibition and to sponsor two students to attend the African American Museum Anniversary Luncheon

Name of Recipient - Alpine Legal Services

General Operating Support to serve clients who are victims of crime, senior citizens, at-risk youth and low income individuals and families

Name of Recipient - Applied Research Ctr

To provide funding for equity trainings targeted to leaders in Dallas and the South and funding for the planning of the Facing Race Conference in Dallas

Name of Recipient - Aspen Santa Fe Ballet

To provide funding for a collaborative workshop between the AFSB Ballet Folklórico and Batoto Yetu, an African dance company for children in Harlem

Name of Recipient - Children at Risk

To fund the updating and maintenance of the Texas Human Trafficking Resource Database and to provide funding to attend the Conference on Crimes Against Women

Name of Recipient - Dallas Women's Foundation

To support the Gender in Media Initiative, the Sustainability Fund for Texas Muslim Women's Foundation and to close the gap on the Annual Luncheon fundraising goal

Part XV Supplementary Information

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

Name of Recipient - Friends of the Dallas Fire Rescue Department

To support the Annual Awards Banquet and the Emergency Fund for assistance to families of injured and fallen fire fighters

Name of Recipient - Global Arts Corp

To provide funding to bring the Irish Production to completion and to continue building the capacity of Global Arts Corp

Name of Recipient - Klein Frank Foundation

To provide training for judges and attorneys involved in the criminal or civil prosecution of human trafficking

Name of Recipient - New Friends New Life

To support the Juvenile Detention Sexual Abuse Recovery and Trafficking Prevention Program and the Children and Youth Program (for children of women in the adult programs)

Name of Recipient - The Family Place

To support public awareness capacity building in partnership with the "Dallas Men Against Abuse" campaign launched by the Dallas mayor

Name of Recipient - Threshold Foundation

To support the Justice and Democracy Committee, the Funding Circles for Election Integrity and Thriving Resilient Communities and the Grantmaking Pool

Name of Recipient - Women and Girls Foundation of SW Pennsylvania

To provide funding for Post Production Editing / Graphics / Sound for

Part XV Supplementary Information

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

the film "Madame Presidenta / Vamos Meninas"

Name of Recipient - Women Moving Millions

To provide funding for the research and launch of the report tentatively titled "Women's Philanthropy: An Untold Story"

Name of Recipient - Women's Enews

To support the "Collateral Damage Syria: Women and Girls Fleeing Violence" project and to support the 21 Leaders for the 21st Century luncheon

Name of Recipient - Women's Foundation of Colorado

To support the Colorado Girls and Drop-Out Prevention Project and to fund the Embrey Family Foundation Donor Advised Fund

Addendum to Form 990-PF
Expenditure Responsibility Reporting
Year 2013

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. During the year 2013, amounts totaling \$24,000 were expended to help fund the Demand Abolition Regional Workshop, which was held in May, 2013 at Southern Methodist University in Dallas, Texas. As of 12/31/13, \$52,000 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, \$9,345 was returned from two of the 2011 independent film projects. As of 12/31/12, \$52,282 was outstanding on eight independent film projects. During 2013, an additional \$9,080 was expended toward four of the eight film projects and \$58,339 was expended toward seven additional independent film projects. Also in 2013, \$10,695 was returned from three of the fifteen films and partnership losses in the amount of \$16,799 were allocated to the projects. As of 12/31/13, thirteen films had outstanding unrecouped balances totaling \$92,207. Embrey Family Foundation believes that the entire amounts expended toward the fifteen 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 12/31/13. 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.

Embrey Family Foundation
2013 Capital Gains Summary

Source	Proceeds	Basis	Gain(Loss)
ML4121	741,326	726,407	14,919
ML4129	24,589	24,997	-408
ML23772	2,680,481	2,374,515	305,966
ML 23769	3,482,700	2,581,474	901,226
JPM8006	200,941	194,880	6,061
BOA5631	1,369,394	1,289,100	80,294
ML74000	2,271,592	2,282,619	-11,027
Totals, Managed Accts	10,771,023	9,473,992	1,297,031
Passthrough entities	100,203		100,203
Sale of S Corp stock	1,254,488	1,434,645	-180,157
Sale of Partnership int	3,182,063	5,330,000	-2,147,937
Totals	15,307,777	16,238,637	-930,860

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

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

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions	Enter filer's identifying number
File by the due date for filing your return. See instructions	Embrey Family Foundation	Employer identification number (EIN) or 20-0215399
	Number, street, and room or suite no. If a P.O. box, see instructions. 3625 N Hall St, Ste 720	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Dallas, TX 75219	

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

04

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

Lauren Embrey

- The books are in the care of ► **3625 N Hall St, Ste 720 - Dallas, TX 75219**

Telephone No. ► **214-206-3577**

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **August 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year **2013** or
- ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.