Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ 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.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning JUL 1, 2013 , and ending JUN 30, 2014

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 or province, country, and ZIP or foreign postal 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: [X] 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) ▶$ 72,067,912.

J Accounting method: [ ] Cash [X] 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	266.			
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	417,757.	417,757.		STATEMENT 1
	5a	Gross rents	7,304.	7,304.		STATEMENT 2
	b	Net rental income or (loss) 7,304.				
	6a	Net gain or (loss) from sale of assets not on line 10	2,349,800.			
	b	Gross sales price for all assets on line 6a 29,729,252.				
	7	Capital gain net income (from Part IV, line 2)		2,349,800.		
	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	736,916.	688,933.	33,415.	STATEMENT 3
	12	Total. Add lines 1 through 11	3,512,043.	3,463,794.	33,415.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	336,979.	12,473.	0.	324,506.
	14	Other employee salaries and wages	90,929.	7,502.	0.	83,427.
	15	Pension plans, employee benefits	<60,062.>	6,057.	0.	140,000.
	16a	Legal fees				
	b	Accounting fees STMT 4	51,907.	13,628.	0.	38,279.
	c	Other professional fees STMT 5	211,949.	211,949.	0.	0.
	17	Interest				
	18	Taxes STMT 6	187,602.	59,891.	0.	0.
	19	Depreciation and depletion	61,971.	8,380.	0.	
	20	Occupancy	78,952.	4,193.	0.	74,759.
	21	Travel, conferences, and meetings	41,704.	756.	0.	40,948.
	22	Printing and publications				
	23	Other expenses STMT 7	353,979.	9,679.	17,870.	305,257.
	24	Total operating and administrative expenses. Add lines 13 through 23	1,355,910.	334,508.	17,870.	1,007,176.
	25	Contributions, gifts, grants paid	730,341.			1,689,400.
	26	Total expenses and disbursements. Add lines 24 and 25	2,086,251.	334,508.	17,870.	2,696,576.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	1,425,792.			
	b	Net investment income (if negative, enter -0-)		3,129,286.		
	c	Adjusted net income (if negative, enter -0-)			15,545.	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	37.	3,289.	3,289.
	2 Savings and temporary cash investments	326,464.	185,654.	185,654.
	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	37,140.	34,443.	34,443.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	35,984,136.	24,330,017.	24,330,017.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ 973,622.			
	Less accumulated depreciation STMT 9 ▶ 72,196.	908,704.	901,426.	901,426.
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	17,105,939.	33,541,154.	33,541,154.
	14 Land, buildings, and equipment: basis ▶ 649,319.			
	Less accumulated depreciation STMT 11 ▶ 381,296.	307,577.	268,023.	268,023.
	15 Other assets (describe ▶ STATEMENT 12)	1,573,499.	2,039,138.	12,803,906.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	56,243,496.	61,303,144.	72,067,912.
Liabilities	17 Accounts payable and accrued expenses	48,470.	66,913.	
	18 Grants payable	2,225,833.	1,266,741.	
	19 Deferred revenue	1,500.		
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 13)	989,284.	749,021.	
	23 Total liabilities (add lines 17 through 22)	3,265,087.	2,082,675.	
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	52,978,409.	59,220,469.	
	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	52,978,409.	59,220,469.	
	31 Total liabilities and net assets/fund balances	56,243,496.	61,303,144.	

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	52,978,409.
2	Enter amount from Part I, line 27a	2	1,425,792.
3	Other increases not included in line 2 (itemize) ▶ NET UNREALIZED GAIN ON INVESTMENTS	3	4,816,268.
4	Add lines 1, 2, and 3	4	59,220,469.
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	59,220,469.

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	29,729,252.		27,379,452.	2,349,800.
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				2,349,800.
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** 2,349,800.

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** 2,349,800.

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	2,944,418.	53,608,559.	.054924
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

2	Total of line 1, column (d)	2	.237157
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	.047431
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	53,454,004.
5	Multiply line 4 by line 3	5	2,535,377.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	31,293.
7	Add lines 5 and 6	7	2,566,670.
8	Enter qualifying distributions from Part XII, line 4	8	2,713,438.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	31,293.
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	31,293.
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	31,293.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	33,925.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,500.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	39,425.
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	8,132.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	8,132.	**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 the 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			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 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?	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 2013?	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 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		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 2013?	4b		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

		Yes	No
5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		336,979.	241,144.	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	90,929.	35,410.	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	73,747.
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.	250,343.
2	
3 SEE SCHEDULE 1	287,761.
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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	27,465,858.
b	Average of monthly cash balances		1b	264,276.
c	Fair market value of all other assets		1c	26,537,890.
d	**Total** (add lines 1a, b, and c)		1d	54,268,024.
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	54,268,024.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	814,020.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	53,454,004.
6	**Minimum investment return.** Enter 5% of line 5		6	2,672,700.

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	2,672,700.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 31,293.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	31,293.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	2,641,407.
4	Recoveries of amounts treated as qualifying distributions		4	1,065.
5	Add lines 3 and 4		5	2,642,472.
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	2,642,472.

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	2,696,576.
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	16,862.
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	2,713,438.
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	31,293.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,682,145.

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				2,642,472.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			573,523.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶$ 2,713,438.				
a Applied to 2012, but not more than line 2a			573,523.	
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				2,139,915.
e Remaining amount distributed out of corpus	0.			
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	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 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				502,557.
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	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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 address 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)				828,250.
TEXAS HISTORY GRANTS (SEE SCHEDULE 5)				861,150.
Total			▶ 3a	1,689,400.
b *Approved for future payment*				
SEE SCHEDULE 6				77,500.
Total			▶ 3b	77,500.

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

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	417,757.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	7,304.	
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	2,349,800.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEE STATEMENT 15		14,568.		688,933.	33,415.
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		14,568.		3,463,794.	33,415.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 3,511,777.

(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 AND RECOVERIES OF PREVIOUS GRANTS.

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: [signature] Date: 1-6-2015 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	12/23/14		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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
COMERICA INVESTMENTS	417,757.	0.	417,757.	417,757.	0.
TO PART I, LINE 4	417,757.	0.	417,757.	417,757.	0.

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
LEASE INCOME - SARAHVILLE	1	7,304.
TOTAL TO FORM 990-PF, PART I, LINE 5A		7,304.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL AND GAS ROYALTIES	679,253.	679,253.	0.
OTHER EXEMPT REVENUE	15,545.	0.	15,545.
PASSTHROUGH FROM PARTNERSHIPS	14,568.	0.	0.
PASSTHROUGH FROM PARTNERSHIPS ALLOCATED TO NET INVESTMENT INCOME (NON-UBI)	9,499.	9,499.	0.
MEDICINE MOUND RANCH	17,870.	0.	17,870.
SECURITIES LITIGATION INCOME	181.	181.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	736,916.	688,933.	33,415.

THE SUMMERLEE FOUNDATION 75-2252355

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING/AUDITING FEES	51,907.	13,628.	0.	38,279.
TO FORM 990-PF, PG 1, LN 16B	51,907.	13,628.	0.	38,279.

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
INVESTMENT MANAGEMENT FEES	188,359.	188,359.	0.	0.
OIL AND GAS CONSULTING FEES	23,590.	23,590.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	211,949.	211,949.	0.	0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	127,711.	0.	0.	0.
OIL AND GAS SEVERANCE TAXES	33,364.	33,364.	0.	0.
PROPERTY TAXES	26,527.	26,527.	0.	0.
TO FORM 990-PF, PG 1, LN 18	187,602.	59,891.	0.	0.

THE SUMMERLEE FOUNDATION 75-2252355

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	45,524.	0.	0.	45,524.
MEMBERSHIP DUES	14,407.	0.	0.	14,407.
MEDICINE MOUND RANCH	220,951.	0.	17,870.	186,355.
GENERAL AND ADMINISTRATIVE	64,494.	1,076.	0.	58,971.
SARAHVILE/FT. MILAM	8,603.	8,603.	0.	0.
TO FORM 990-PF, PG 1, LN 23	353,979.	9,679.	17,870.	305,257.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WENTWORTH INTERNATIONAL GROWTH ACCOUNT	1,104,726.	1,104,726.
EVERIS ACCOUNT	8,314,213.	8,314,213.
COMERICA CASH	14,911,078.	14,911,078.
TOTAL TO FORM 990-PF, PART II, LINE 10B	24,330,017.	24,330,017.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
HOUSE AND GARAGE - SARAHVILLE	100,000.	19,337.	80,663.
BARN AND WELL HOUSES - SARAHVILLE	20,500.	9,067.	11,433.
LAND - SARAHVILLE	772,149.	0.	772,149.
FURNITURE AND EQUIPMENT - SARAHVILLE	5,802.	4,779.	1,023.
LHI - SARAHVILLE	75,171.	39,013.	36,158.
TOTAL TO FM 990-PF, PART II, LN 11	973,622.	72,196.	901,426.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OIL AND GAS ROYALTY INTERESTS	FMV	3,234,639.	3,234,639.
RCH ENERGY PARTNERSHIP	FMV	343,099.	343,099.
GT OFFSHORE PARTNERSHIP	FMV	3,291,428.	3,291,428.
GT REAL PROPERTY PARTNERSHIP	FMV	1,282,407.	1,282,407.
COMMONFUND PARTNERSHIP	FMV	1,165,955.	1,165,955.
RCH ENERGY SSI PARTNERSHIP	FMV	6,599.	6,599.
ELLIOTT INTERNATIONAL PARTNERSHIP	FMV	2,791,509.	2,791,509.
THACKERAY PARTNERS REALTY FUND PARTNERSHIP	FMV	1,292,992.	1,292,992.
WCP REAL ESTATE FUND PARTNERSHIP	FMV	1,624,402.	1,624,402.
AMBERBROOK VI	FMV	2,220,000.	2,220,000.
VONTOBEL	FMV	2,634,082.	2,634,082.
COLCHESTER	FMV	4,799,242.	4,799,242.
FIR TREE	FMV	3,144,606.	3,144,606.
SOMERSET	FMV	2,592,434.	2,592,434.
DAVIDSON KEMPNER	FMV	3,117,760.	3,117,760.
TOTAL TO FORM 990-PF, PART II, LINE 13		33,541,154.	33,541,154.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
AUTOMOBILES	128,978.	93,842.	35,136.
FURNITURE AND EQUIPMENT - ADMIN	19,789.	18,418.	1,371.
FURNITURE AND EQUIPMENT - ADMIN	51,237.	39,345.	11,892.
FURNITURE AND EQUIPMENT - ANIMALS	4,763.	4,763.	0.
FURNITURE AND EQUIPMENT - ANIMALS	12,904.	11,396.	1,508.
FURNITURE AND EQUIPMENT - ANIMALS	36,008.	36,008.	0.
FURNITURE AND EQUIPMENT - HISTORY	3,137.	3,137.	0.
FURNITURE AND EQUIPMENT - HISTORY	11,199.	9,904.	1,295.
FURNITURE AND EQUIPMENT - HISTORY	28,842.	28,649.	193.
FURNITURE AND EQUIPMENT - MMR	9,112.	9,112.	0.
FURNITURE AND EQUIPMENT - MMR	181,423.	103,382.	78,041.
FURNITURE AND EQUIPMENT - MMR	21,580.	8,334.	13,246.

FURNITURE AND EQUIPMENT - MMR	16,684.	2,407.	14,277.
FURNITURE AND EQUIPMENT - MMR	560.	133.	427.
LEASEHOLD IMPROVEMENTS	123,103.	12,466.	110,637.
TOTAL TO FM 990-PF, PART II, LN 14	649,319.	381,296.	268,023.

FORM 990-PF — OTHER ASSETS — STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MEDICINE MOUND RANCH	1,049,743.	1,048,743.	10,981,046.
ART COLLECTION	199,610.	199,610.	1,031,075.
ARCHIVES	228,360.	232,452.	232,452.
SECURITY DEPOSITS	<1,000.>	<1,000.>	0.
ACCRUED INVESTMENT INCOME	77,862.	73,807.	73,807.
FEDERAL EXCISE TAX RECEIVABLE	18,924.	2,631.	2,631.
DISTRIBUTION RECEIVABLE	0.	482,895.	482,895.
TO FORM 990-PF, PART II, LINE 15	1,573,499.	2,039,138.	12,803,906.

FORM 990-PF — OTHER LIABILITIES — STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFINED BENEFIT PENSION OBLIGATION	850,122.	513,441.
DEFERRED FEDERAL EXCISE TAXES	139,162.	235,580.
TOTAL TO FORM 990-PF, PART II, LINE 22	989,284.	749,021.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

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	207,883.	181,869.	1,200.
MELANIE ANDERSON 5556 CARUTH HAVEN LANE DALLAS, TX 75225	DIRECTOR/VICE PRESIDENT 40.00	129,096.	59,275.	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		336,979.	241,144.	2,400.

FORM 990-PF OTHER REVENUE STATEMENT 15

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
OIL AND GAS ROYALTIES			15	679,253.	
OTHER EXEMPT REVENUE					15,545.
PASSTHROUGH FROM PARTNERSHIPS	523000	14,568.	14		0.
PASSTHROUGH FROM PARTNERSHIPS ALLOCATED TO NET INVESTMENT INCOME			14	9,499.	0.
MEDICINE MOUND RANCH					17,870.
SECURITIES LITIGATION INCOME				181.	0.
TOTAL TO FORM 990-PF, PG 12, LN 11		14,568.		688,933.	33,415.

2013 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
	LAND, BUILDINGS, AND EQUIPMENT TRANSPORTATION EQUIPMENT											
1	AUTOMOBILES	VARIES	SL	5.00	16	128,978.			128,978.	72,315.		21,527.
	* 990-PF PG 1 TOTAL TRANSPORTATION EQU					128,978.		0.	128,978.	72,315.	0.	21,527.
	OTHER											
2	FURNITURE AND EQUIPMENT - ADMIN	VARIES	SL	5.00	16	19,789.			19,789.	17,590.		828.
3	FURNITURE AND EQUIPMENT - ADMIN	VARIES	SL	7.00	16	51,237.			51,237.	34,905.		4,440.
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.	11,062.		334.
7	FURNITURE AND EQUIPMENT - ANIMALS	VARIES	SL	7.00	16	36,008.			36,008.	36,008.		0.
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.	9,669.		235.
10	FURNITURE AND EQUIPMENT - HISTORY	VARIES	SL	7.00	16	28,842.			28,842.	28,572.		77.
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	181,423.			181,423.	83,181.		20,201.
13	FURNITURE AND EQUIPMENT - MMR	VARIES	SL	15.00	16	21,580.			21,580.	7,005.		1,329.
14	FURNITURE AND EQUIPMENT - MMR	VARIES	SL	39.00	16	16,684.			16,684.	1,979.		428.
15	FURNITURE AND EQUIPMENT - MMR	VARIES	SL	20.00	16	560.			560.	98.		35.

(D) - Asset disposed

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

2013 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.	17,660.		1,000.
23	LEASEHOLD IMPROVEMENTS	062810	SL	39.00	16	123,103.			123,103.	9,309.		3,157.
	* 990-PF PG 1 TOTAL OTHER					541,501.		0.	541,501.	274,050.	0.	32,064.
	* 990-PF PG 1 TOTAL - LAND, BUILDINGS,					670,479.		0.	670,479.	346,365.	0.	53,591.
	SARAHVILLE LAND, BUILDINGS AND EQUIP											
	OTHER											
18	HOUSE AND GARAGE - SARAHVILLE	122006	SL	39.00	16	100,000.			100,000.	16,773.		2,564.
19	BARN AND WELL HOUSES - SARAHVILLE	122006	SL	20.00	16	20,500.			20,500.	8,140.		927.
20	LAND - SARAHVILLE	122006	L			772,149.			772,149.			0.
21	FURNITURE AND EQUIPMENT - SARAHVI	122006	SL	7.00	16	5,802.			5,802.	4,490.		289.
22	LHI - SARAHVILLE	VARIES	SL	15.00	16	75,171.			75,171.	34,413.		4,600.
	* 990-PF PG 1 TOTAL OTHER					973,622.		0.	973,622.	63,816.	0.	8,380.
	* 990-PF PG 1 TOTAL - SARAHVILLE LAND,					973,622.		0.	973,622.	63,816.	0.	8,380.
	* GRAND TOTAL 990-PF PG 1 DEPR					1644101.		0.	1644101.	410,181.	0.	61,971.

(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, 2014

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2014

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 work with other animal grantmaking individuals and institutions with advice, sharing of knowledge and collaboration strategies.

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 a wide variety of professional activities ranging from archaeology to preservation to publications.

By serving as a gubernatorial appointee to the Texas Historical Commission, the Foundation's program officer is on the frontline in tackling major issues confronting the State of Texas in both preservation and history. In his capacity as a Commissioner of the THC, the program officer of the Foundation chairs the prestigious Antiquities Advisory Board and leads efforts to designate State archaeological and architectural landmarks.

In addition to overseeing an extensive research library focusing on Texas and Southern history, the program officer is charged with providing technical assistance to a broad group of preservation and history organizations through telephonic and email conversations as well as onsite investigations. The Foundation also sponsors periodic workshops and seminars to boards and staffs of historical organizations, as well as other interested funders.

This past year, the Foundation, in conjunction with Dallas Heritage Village, launched the Summerlee Commission II. The purpose of this second Commission is to investigate governance and sustainability of historical organizations. The desired outcomes will be the creation of new templates for success that may include models for mergers, collaborations, and consolidations.

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2014
Schedule 2 - Schedule of Investments

	Book Value	Fair Market Value
CORPORATE STOCK		
Summarized by Investment Manager:		
Wentworth International Growth Account	$ 1,104,726	$ 1,104,726
Everis Account	8,314,213	8,314,213
Comerica Account	14,911,078	14,911,078
Total Investments in Corporate Stock - Part II, Line 10b	$ 24,330,017	$ 24,330,017

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, 2014

<u>Schedule 3 Part XV, Line 2d</u>

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, 2014
Schedule 4 - Animals Grants Paid During the Year

Organization Name	Organization Address	Status	Project Title	Paid Amount
Animal Fund	2401 10th St Berkeley CA 94710	Public Charity	Support for publicizing and promoting Ten Lives, a one hour documentary film on feral cats	$5,000
Brownsville Spay & Neuter, Inc	P O Box 1149 Olmito, TX 78575	Public Charity	Support for a TNR program in Brownsville Texas	$5,000
Canadian Federation of Humane Societies	30 Concourse Gate Suite 102 Ottawa ON K2E 7V Canada	Canadian Charity	Support for implementation of Capacity to Care Proof of Concept Project for two Canadian shelters	$15,400
Chimpanzee Retirement Sanctuary Northwest	P O Box 952 Cle Elum, WA 98922	Public Charity	Support for general operating funds to support and care for seven chimpanzee formerly used as hepatitis vaccine res	$10,000
Climate Conservation	P O 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 ec	$10,000
Community Foundation Serving Southwest Colorado	P O Box 1673 Durango, CO 81302	Public Charity	Support for the Neighborhood Connection Program, teaching bears and humans tolerance of each other and reducin	$8,000
Conference of Southwest Foundations	624 North Good-Latimer Expressway Suite 100 Dallas, TX 75204	Public Charity	Support for annual 2013 conference educational event, "Honoring the Telos Orcas and Dolphins and the Ongoing De	$11,000
Conservation Volunteers (BTCV) Beech House	159 Ravenhill Road Belfast BT6 0BP Ireland	Registered Charity no 2	General operating support associated with care and rehabilitation of native birds and some small mammals in northe	$6,000
Dallas Foundation	3963 Maple Avenue Regan Place at Old Parkland,Suite 390 Dallas, TX 75219	Public Charity	Support for the Big Fix for Big D Initiative (Year 2) to (1) pay the feral cat coordinator's annual salary and (2) to provid	$60,000
Divine Feline Inc	2600 West 2nd Avenue Unit 10 Denver, CO 80219	Public Charity	Support for a feral/stray cat TNR program to be conducted in and around seven mobile home parks in Commerce Cit	$10,000
Earth Island Institute - David Brower Center	2150 Allston Way, Suite 460 Berkeley, CA 94704-1375	Public Charity	Support for a series of public opinion research to establish specific key messaging, tactics and educational backgroun	$107,900
Earth Island Institute/ WildFutures	353 Wallace Way NESuite 12 Bainbridge Island, WA 98110	Public Charity	Support for a Wildlife Reform Initiative and an Activist Resilience Assessment	$36,000
Fiona Animal Rescue	208 Rainbow Drive #10808 Livingston, TX 77399	Public Charity	Support for the sterilization of 200 female dogs in Hidalgo, Nuevo Leon, Mexico	$7,000
First Coast No More Homeless Pets, Inc	6817 Norwood Avenue Jacksonville, FL 32208	Public Charity	Support for Feral Freedom program in Nassau County, Florida	$5,000
Garfield County Animal Welfare Foundation, Inc	P O Box 1375 Rifle, CO 81650	Public Charity	Support for TNR in Garfield County, Colorado	$5,000
Hello Bully	4885-A McKnight Road, #197 Pittsburgh, PA 15237	Public Charity	Funding for the Hello Bully Halfway House, a transitional home for abused and neglected pit bulls, providing individu	$5,000
Hot Springs Village Animal Welfare League	195 Cloaca Lane Hot Springs Village, AR 71909	Public Charity	Support for the Community Cats Program for 2014 to rescue sterilize and adopt strays	$5,000
Humane Society of the United States	2100 L Street, NW Washington, DC 20037	Public Charity	Support for the Annie Lee Roberts Emergency Animal Rescue Service Fund	$75,000
Humane Society of Tuolumne County, Inc	P O Box 830 Jamestown, CA 95327	Public Charity	Support for spaying and neutering 100 cats of the elderly on fixed income in the local community	$3,000

Humane Society Veterinary Medical Association Rural Area Veterinary Services	2260 Ortega Ranch Road Santa Barbara, CA 93108	Public Charity	Support for teaching clinics in Mexico to provide Mexican veterinary students and graduate veterinarians opportunit	$10,000
Indian Wells Valley Humane Society	P O Box 1414 Ridgecrest, CA 93556	Public Charity	Support for the Trailer Park Cats project	$2,000
Jackson County - MS Spay & Neuter	P O Box 1222 Escatawpa, MS 39552	Public Charity	Funding to reduce the spay and neuter costs for cats in low income communities along the Gulf Coast	$1,500
Linn County Animal Rescue	P O Box 2669 Lebanon, OR 97355	Public Charity	Funding to assist in supporting the veterinarian and animal expenses of the Marine Mammal Rescue and Rehabilitati	$5,000
Marine Mammal Stranding Center	3625 Brigantine Boulevard Brigantine, NJ 08203	Public Charity	Funding to assist in supporting the veterinarian and animal expenses of the Marine Mammal Rescue and Rehabilitati	$12,000
Meigs County Humane Society	P O Box 682 Pomeroy, OH 45769	Public Charity	Support for TNR for four local colonies	$5,000
Meow Mission Limited	P O Box 192 Mishawaka, IN 46544	Public Charity	Support for two "Fix a Feral" spay/neuter events which will provide vouchers to feral caretakers for surgery costs for	$2,250
Mystic Farm Wildlife Rescue Inc	471 Wagon Bridge Lane Sagle, ID 83860	Public Charity	Support for general operating expenses associated with the rescue, rehabilitation, and release of wild ungulates, spe	$6,000
Neighborhood Cats, Inc	2576 Broadway, #555 New York, NY 10025	Public Charity	Support for the underwriting in training in advanced high-volume spay/neuter for veterinarians from three commun	$7,500
Orion Society	187 Main Street Great Barrington, MA 01230	Public Charity	Support for an essay on the departure of Martha, the last passenger pigeon, and a provocative reflection on human	$4,000
Orion Society	187 Main Street Great Barrington, MA 01230	Public Charity	Support for a matching grant to publish an affordable book on the human-animal connection in print, digital, and Kin	$5,000
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 de	$50,000
Primero Conservation	P O Box 16106 1244 West Creek Road Portal, AZ 85632-1106	Public Charity	Support for Research Project Effects of restoration and concentration of natural prey as a mitigation of cattle preda	$15,000
Protection and Education re Animals Culture and the Environment Inc	505 North Tomahawk Is Dr Portland, OR 97217	Public Charity	Support for PeaceAnimals Free mobile spay/neuter clinic in and around Puerto Vallarta, Mexico	$6,000
Scottish Wildcat Association c/o Shepherd and Wedderburn LLP	1 Exchange Crescent Conference Square Edinburgh EH3 8UL Scotland	Expenditure Responsibility	Support for the 2014 field season for the continued research and protection of the Scottish Wildcat	$15,000
Sky Island Alliance	P O Box 41165 300 East University Blvd , Suite 270 Tucson, AZ 85717 1165	Public Charity	Three year support for Protecting Undervalued Carnivores in the Sky Island Region	$30,000
Soi Dog Foundation	2010 15th Street San Francisco, CA 94114	Public Charity	Funding to assist building a shelter in Thailand for 400 to 500 dogs rescued from the illegal and cruel dog meat trade.	$10,000
South Plains Wildlife Rehabilitation Center	3308 95th Street Lubbock, TX 79423	Public Charity	Support for basic needs, including food, care and shelter, for the wildlife served within a 200 mile radius of Lubbock,	$7,500
South Shore Felines, Inc	P O Box 5772 Sun City Ctr, FL 33571-5772	Public Charity	Support for TNR and vaccination services to 156 cats/kittens in a rural and underserved South Shore Area of Hillsbor	$2,700
Southern Plains Land Trust Incorporated	6439E Maplewood Avenue Centennial, CO 80111	Public Charity	Support for continuation of Camera Trap Project on the Shortgrass Prairie of the Southern Great Plains	$7,500
St Joseph's Indian School	Chamberlain, SD 57326	Church	Support for the maintenance of the student dormitory	$15,000
Sul Ross State University Borderlands Research Institute for Natural Resource Mar	Box C-16 Alpine, TX 79832	State Educational Institution	Support to gather information obtained from a landscape study to help develop a science based conservation/mana	$100,000
Trumpeter Swan Society	12615 County Road 9 Suite 100 Plymouth, MN 55441	Public Charity	Support for a capacity building grant to reassess organization's strengths, mission, strategies, and goals going forwar	$10,000

University of Arizona Foundation Office of Sponsor Projects	P O Box 3308 Tucson, AZ 85722-3308	Public Charity	Support for study using genetic methods to estimate social structure and reproductive success of a puma population	$30,000
Wild Felid Research & Management Association	PO Box 3335 Montrose, CO 81402	Public Charity	Support for the promotion and dissemination of the best scientific information to provide for sound management an	$10,000
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	$35,000
Wildlife Rescue & Rehabilitation Sanctuary	P O Box 369 331 Old Blanco Road Kendalia, TX 78027	Public Charity	Support for general operating expenses associated with wildlife rehabilitation and care of native wild animals and sa	$25,000
Woods Humane Society	875 Oklahoma Avenue San Luis Obispo, CA 93405	Public Charity	Support for Project MEOW (moving to end overpopulation network), a series of monthly low-cost spay and neuter cl	$5,000
Yavapai Humane Society	1625 Sundog Ranch Road Prescott, AZ 86301	Public Charity	Support for TNR for 80 feral cats in Prescott Valley, AZ	$5,000
				$828,250

THE SUMMERLEE FOUNDATION
EIN 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2014
Schedule 5 - History Grants Paid During the Year

Organization Name	Organization Address	Status	Project Title	Paid Amount
Austin Parks Foundation Pease Park Conservancy	P O Box 50065 Austin, TX 78763	Public Charity	Funds for a master plan of historic Pease Park in Austin, Texas, donated by Governor E M Pease in 1875 The park consists of 44 acres and runs from Enfield to 24th Street	$7,500 00
City of El Paso	300 North Campbell Street El Paso, TX 79901	Governmental Entity	Support to prepare a National Register nomination for the historic Magoffin district originally designated by the City of El Paso in 1985	$5,000 00
Conservation History Association of Texas	1304 Mariposa Drive, Suite 211 Austin, TX 78704 4404	Public Charity	Support for completing the research, writing, mapping, and publishing an environmental history atlas for Texas	$5,000 00
Dallas Black Dance Theatre	P O Box 131290 Dallas, TX 75313-1290	Public Charity	Support to preserve and document the 36 year history of the organization The project has begun with video oral histories of original users, long-time donors, key Dallas leaders, and current and former dancers	$5,000 00
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 00
Dallas County Medical Society	5500 Swiss Avenue Dallas, TX 75214	Public Charity	Support to preserve the historic Aldredge House on Swiss Avenue Built in 1917, the house was designed by noted architect Hal Thompson and is recognized as the most important example of early 20th century architecture in Dallas	$17,500 00
El Camino Real de los Tejas	P O Box 41286 Austin, TX 78704	Public Charity	Support for videoconference programs aimed at 4th grade Texas History students in San Antonio, Rockdale, and Victoria The focus of this educational instruction is the El Camino Real de los Tejas National Historic Trail	$7,500 00
Friends of Fulton Mansion	317 Fulton Beach Road Rockport, TX 78382	Public Charity	Support for the restoration of the historic 1877 Fulton Mansion The restoration will include roof, gutter, dormer, and lighting protection, wood window and door restoration, repairs to wood siding, replacement of iron beams and floors	$7,500 00
George W Bush Foundation	P O Box 600610 Dallas, TX 75360	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	$50,000 00
Motley County Historical Museum	828 Dundee Street Matador, TX 79244	Public Charity	Support for a video project to document the heritage of Motley County, Texas This effort will focus on documenting the descendants of County pioneer families, many on the same land for five and six generations	$5,000 00
Museum of Fine Arts, Houston	P O Box 6826 Houston, TX 77265-6826	Public Charity	Support for biennial David B Warren Symposium presented in October, 2013 The symposium aims to advance scholarship on the pre 1900 material culture of Texas The keynote address will be given by Dr Ron Tyler	$5,000 00
Preservation Texas, Inc	P O Box 12832 Austin, TX 78711	Public Charity	Support for "Most Endangered Places" project to highlight historic buildings and sites that are in jeopardy of being destroyed Since inception, the program has listed 101 nominations (55 counties) and only 3 have been demolished	$10,000 00
Rutherford B H Yates Museum, Inc	P O Box 130726 Houston, TX 77219-0726	Public Charity	Major support to complete the restorations of two National Register Historic Houses located in Houston's Freedmen's Town Community The structures will be used for a Barber/Beauty Shop Museum and an archaeological field school lab	$5,000 00
San Jacinto Battleground Conservancy	P O Box 940536 Houston, TX 77094-7536	Public Charity	Support toward 2014 annual Battle of San Jacinto Symposium Moderators for the symposium will be Dr Frank de la Teja and Dr James Crisp The theme of the symposium is ' misguided collective memories of the Revolution "	$3,500 00
Society of Architectural Historians	1365 North Astor Street Chicago, IL 60610-2144	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 00
Southern Methodist University	P O Box 750176 Dallas, TX 75275-0176	Public Charity	Support in underwriting the costs of producing a volume titled "That Day," which feature text and images of Texas by the noted Dallas photographer Laura Wilson The publication will coincide with an exhibition of Wilson's work at the Amon Carter Museum	$7,500 00
Southern Methodist University Clements Center for Southwest Studies	P O Box 750176 Dallas, TX 75275 0176	Public Charity	Continuing support for the Summerlee Fellowship in Texas History for the academic years of 2012-2013 through 2014-15 The fellowship includes a stipend and benefits, an office, a research travel fund and a workshop with 2 top scholars	$60,000 00
St Joseph's Indian School	Chamberlain, SD 57326	Church	Support for the maintenance of the student dormitory	$15,000 00
Stephen F Austin University East Texas Research Center Ralph W Steen Library	P O Box 13055, SFA Station Nacogdoches, TX 75965-3940	State University	Support to research slavery in Texas through the lens of newspaper advertisements and articles and notices for runaway slaves Students assistants will search approximately 6500 newspaper issues that have been digitized	$10,000 00
Texas Institute of Letters Austin Community College Pinnacle Campus	7748 Highway 290 W Austin, TX 78736-3202	Public Charity	Support for an award for the Most Significant Scholarly Texas Book published in the year	$10,000 00
Texas Military Forces Historical Foundation	P O Box 5218 Austin, TX 78763-5218	Public Charity	Support for the creation of an interactive exhibit for museum visitors to experience and highlight the First and Second Texas Navy by walking onto a deck of a warship circa 1841 The institution attracts more than 30,000 visitors with free admission	$5,000 00
Texas Southern University Department of History	3100 Cleburne Street Houston, TX 77004	State University	Support for two-day 2014 Summer Workshop on African American Texas History for 20 local k-16 teachers hosted by the TSU History and Geography departments to be held June 5-6 2014 The emphasis will be from arrival in Texas to 1960's	$3,900 00
Texas State Historical Association	1155 Union Circle, #311580 Denton, TX 76203-5017	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 00

Texas State Historical Association	1155 Union Circle, #311580 Denton, TX 76203 5017	Public Charity	2014 Ron Tyler Award for best illustrated book on Texas history or culture published in 2013 awarded to David Bush and Jim Parsons for their book "Fair Park Deco Art and Architecture of the Texas Centennial Exposition "	$2 500 00
Texas State University	601 University Drive, San Marcos, TX 78666-4684	State University	For liberal arts advisory events	$750 00
Tom Lea Institute	P O Box 103 El Paso, TX 79941	Public Charity	Funds to republish "The Notebook of Nancy Lea" originally published by Tom Lea and Carl Hertzog in 1937 Only 25 copies of this work were printed This work provides a rare glimpse into the development of one of our great Texas artists	$10,000 00
Trinity University c/o Trinity University Press	One Trinity Place San Antonio, TX 78212-7200	Educational Institution	Production costs for Mary Margaret McAllen Amberson's new book, "Maximilian and Carlota Europe's Last Empire in Mexico, forthcoming in 2014	$5,000 00
University of Houston University Advancement	5000 Gulf Freeway Building 1, Room 300 Houston, TX 77204-2013	State University	Support to elevate "Houston History Magazine" to a new level of excellence By retaining additional graduate students to research, write, and edit the magazine, the publication will help build a far stronger historical consciousness	$5,000 00
University of North Texas Department of History	1155 Union Circle, #310650 Denton, TX 76203-5017	State University	Support for the annual Teaching of History Conference to be held at the University of North Texas in September 2013 It is anticipated that the conference will receive continued support from the Philip R Jonsson Foundation	$8,000 00
University of Texas - Pan American Foundation	1201 West University Drive ITT 1 210 Edinburg, TX 78539 2999	State University	Support to develop a new interpretive tour entitled "The Civil War and the Rio Grande Valley " The objective is to design a virtual tour of sites associated with the Civil War with a map/guide/brochure with web pages and pod casts	$7,500 00
University of Texas at Austin Harry Ransom Center	P O Drawer 7219 Austin, TX 78713-7219	State University	Support for an exhibition on Texas artist, Frank Reaugh The exhibit will open in September 2015 and have a companion book published by UT Press The applicant is hopeful that the exhibition can travel to other venues across Texas	$5,000 00
Worldfest - Houston International Film Festival	P O Box 56566 9898 Bissonnet, Suite 650 Houston, TX 77256	Public Charity	Initial support of the Caruth Family documentary covering preliminary research, development and planning(Phase I)	$5,000 00
				$861,150

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2014
Schedule 6 - Grants Approved for Future Payment

Organization Name	Organization Address	Foundation Status of Recipient	Project Title	Amount Owed
Southern Plains Land Trust Incorporated	6439E Maplewood Avenue Centennial CO 80111	Public Charity	Support for continuation of Camera Trap Project on the Shortgrass Prairie of the Southern Great Plains	$20,000
St Joseph s Indian School	Chamberlain SD 57326	Church	Support for the maintenance of the student dormitory	$15,000
St Joseph s Indian School	Chamberlain SD 57327	Church	Support for the maintenance of the student dormitory	$15,000
Trumpeter Swan Society	12615 County Road 9 Suite 100 Plymouth, MN 55441	Public Charity	Support for a capacity building grant to reassess organization's strengths mission strategies and goals going forward as the only organization in North America that is dedicated to the conservation and restoration of Trumpeter Swans	$20,000
University of Texas at Arlington University Libraries Special Collections Division	Box 19497 Arlington, TX 76019-0497	State Educational Institution	Gift of a daguerreotype in case of General Augustus Jones of Texas Captain in the Mexican War taken at Potosi Missouri on September 1847	$7,500
				$77,500

Form 8868
(Rev. January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at www irs gov/form8868 .

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- 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 ▶ [X]

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.

Enter filer's identifying number

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return See instructions	THE SUMMERLEE FOUNDATION	75-2252355
	Number, street, and room or suite no. If a P.O. box, see instructions. 5556 CARUTH HAVEN LANE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. DALLAS, TX 75225	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ JOHN CRAIN 5556 CARUTH HAVEN LANE - DALLAS, TX 75225
  Telephone No. ▶ (214) 363-9000 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2015 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [ ] calendar year ______ or
▶ [X] tax year beginning JUL 1, 2013 , and ending JUN 30, 2014 .

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	$ 39,425.
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	$ 33,925.
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	$ 5,500.

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.