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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No. 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation Embrey Family Foundation		A Employer identification number 20-0215399
Number and street (or P.O. box number if mail is not delivered to street address) 3625 N Hall St, Ste 720	Room/suite	B Telephone number 214-206-3577
City or town, state or province, country, and ZIP or foreign postal code Dallas, TX 75219		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 65% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 23,411,710.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		177,640.		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		851,328.	851,328.		Statement 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,545,037.			
b Gross sales price for all assets on line 6a		14,224,894.			
7 Capital gain net income (from Part IV, line 2)			1,545,037.		
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		-6,499.	-6,499.		Statement 2
12 Total Add lines 1 through 11		2,567,506.	2,389,866.		
13 Compensation of officers, directors, trustees, etc		175,357.	0.		87,679.
14 Other employee salaries and wages		322,223.	0.		211,671.
15 Pension plans, employee benefits					
16a Legal fees Stmt 3		10,402.	0.		5,201.
b Accounting fees Stmt 4		18,450.	0.		1,845.
c Other professional fees Stmt 5		69,298.	0.		59,474.
17 Interest		13,848.	13,848.		0.
18 Taxes Stmt 6		42,334.	7,719.		0.
19 Depreciation and depletion		2,975.	0.		
20 Occupancy					
21 Travel, conferences, and meetings		135,694.	0.		81,416.
22 Printing and publications					
23 Other expenses Stmt 7		882,880.	229,270.		402,327.
24 Total operating and administrative expenses Add lines 13 through 23		1,673,461.	250,837.		849,613.
25 Contributions, gifts, grants paid		3,091,459.			3,091,459.
26 Total expenses and disbursements Add lines 24 and 25		4,764,920.	250,837.		3,941,072.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		-2,197,414.			
b Net investment income (if negative, enter -0-)			2,139,029.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	576,450.	606,719.	606,719.
	2 Savings and temporary cash investments	1,009,085.	86,160.	86,160.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 8	19,691,138.	18,857,769.	20,067,536.	
14 Land, buildings, and equipment: basis ▶ 87,232.				
Less: accumulated depreciation Stmt 9 ▶ 65,192.	13,630.	22,040.	22,040.	
15 Other assets (describe ▶ Statement 10)	2,562,107.	2,629,255.	2,629,255.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	23,852,410.	22,201,943.	23,411,710.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	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	23,852,410.	22,201,943.	
	30 Total net assets or fund balances	23,852,410.	22,201,943.	
31 Total liabilities and net assets/fund balances	23,852,410.	22,201,943.		

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	23,852,410.
2 Enter amount from Part I, line 27a	2	-2,197,414.
3 Other increases not included in line 2 (itemize) ▶ <u>Nontaxable/nondeductible</u>	3	546,947.
4 Add lines 1, 2, and 3	4	22,201,943.
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	22,201,943.

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 14,224,894.		12,679,857.	1,545,037.
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			1,545,037.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,545,037.
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))
2013	4,793,237.	22,840,003.	.209861
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

2 Total of line 1, column (d)	2	1.067559
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	.213512
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	24,129,699.
5 Multiply line 4 by line 3	5	5,151,980.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	21,390.
7 Add lines 5 and 6	7	5,173,370.
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	4,011,072.

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	42,781.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	42,781.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	42,781.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	5,669.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	5,669.	
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	37,112.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (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 ► <u>15</u> N/A			
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly 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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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 2014 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 2014.) 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 2014?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ 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

6b

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

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7b

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

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		175,357.	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	111,268.	0.	0.
Jackie Robertson - 3625 N Hall St, Ste 720, Dallas, TX 75219	Grant review/Accounting	101,269.	0.	0.
Sallie A Beck - 3625 N Hall St, Ste 720, Dallas, TX 75219	Compliance/investment analysis	89,869.	0.	0.

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

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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	284,941.
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 Real Estate Council Community Fund	50,000.
2	
All other program-related investments See instructions.	
3	
See Statement 13	20,000.
Total. Add lines 1 through 3	70,000.

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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	15,761,250.
b	Average of monthly cash balances	1b	904,181.
c	Fair market value of all other assets	1c	7,831,725.
d	Total (add lines 1a, b, and c)	1d	24,497,156.
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	24,497,156.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	367,457.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	24,129,699.
6	Minimum investment return. Enter 5% of line 5	6	1,206,485.

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	1,206,485.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	42,781.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	42,781.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,163,704.
4	Recoveries of amounts treated as qualifying distributions	4	13,542.
5	Add lines 3 and 4	5	1,177,246.
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	1,177,246.

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	3,941,072.
b	Program-related investments - total from Part IX-B	1b	70,000.
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	4,011,072.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,011,072.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,177,246.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014				
a From 2009	2,551,212.			
b From 2010	4,885,719.			
c From 2011	4,957,017.			
d From 2012	3,636,892.			
e From 2013	3,659,707.			
f Total of lines 3a through e	19,690,547.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$	4,011,072.			
a Applied to 2013, 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 2014 distributable amount				1,177,246.
e Remaining amount distributed out of corpus	2,833,826.			
5 Excess distributions carryover applied to 2014 (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	22,524,373.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	2,551,212.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	19,973,161.			
10 Analysis of line 9:				
a Excess from 2010	4,885,719.			
b Excess from 2011	4,957,017.			
c Excess from 2012	3,636,892.			
d Excess from 2013	3,659,707.			
e Excess from 2014	2,833,826.			

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	960.
African American Museum P.O. Box 150157 Dallas, TX 75315	None	Public Charity	To support the Living in Limbo. Lesbian Families in the Deep South exhibition	5,000.
All Stars Project 501 Wynnewood Dr #100, #328 Dallas, TX 75224	None	Public Charity	To support Dallas Dreams and Develops: Young People Building Bridges Across Dallas	15,000.
American Film Institute 2021 North Western Avenue Los Angeles, CA 90027	None	Public Charity	To support AFI DOCS 2014	10,000.
Amnesty Intl 5 Penn Plaza New York, NY 10001	None	Public Charity	To provide funds to end violence against women in the US and globally, to advance Afghan women's human	300,000.
Total	See continuation sheet(s)			▶ 3a 3,091,459.
b Approved for future payment				
None				
Total			▶ 3b	0.

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		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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.		

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

Date 11-16-15

► Director
Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date	
------	--

Check ☐ if
self-employed

PTIN

Michael Magers

Michael Neer CPA

NOV 16 2015

P00552895

Firm's name ▶ Ablon and Co., P.L.L.C., CPAs

Firm's EIN ► 75-2689864

Firm's address ▶ 10000 N. Central Expy #1400
Dallas, TX 75231

Phone no. 214-361-1400

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2014

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 foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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) (2014)

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	\$ 42,940.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	Barbara and Eric Dobkin 51 Locust Avenue #201 New Canaan, CT 06840	\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	Mr and Mrs Jim Schwartz c/o Main St CPA, LLC, P O Box 748 Forked River, NJ 08731	\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	Garrett Boone 5949 Sherry Lane #1010 Dallas, TX 75225	\$ 34,700.	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)

Employer identification number

20-0215399

[illegible]

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

Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info. 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
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Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Various dividends	630,095.	0.	630,095.	630,095.	
Various interest	221,233.	0.	221,233.	221,233.	
To Part I, line 4	851,328.	0.	851,328.	851,328.	

Form 990-PF	Other Income	Statement	2
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Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other net inv items from passthrough	-6,499.	-6,499.	
Total to Form 990-PF, Part I, line 11	-6,499.	-6,499.	

Form 990-PF	Legal Fees	Statement	3
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Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal	10,402.	0.		5,201.
To Fm 990-PF, Pg 1, ln 16a	10,402.	0.		5,201.

Form 990-PF	Accounting Fees	Statement	4
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Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	18,450.	0.		1,845.
To Form 990-PF, Pg 1, ln 16b	18,450.	0.		1,845.

Form 990-PF	Other Professional Fees	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Grant evaluation and strategic planning consulting fees	39,298.	0.		29,474.
PRI consulting	30,000.	0.		30,000.
To Form 990-PF, Pg 1, ln 16c	69,298.	0.		59,474.

Form 990-PF	Taxes	Statement	6
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Payroll taxes	34,615.	0.		0.
Foreign tax withheld from dividends	7,719.	7,719.		0.
To Form 990-PF, Pg 1, ln 18	42,334.	7,719.		0.

Form 990-PF	Other Expenses	Statement	7
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Auto expense	1,704.	0.		0.
Bank charges	856.	0.		0.
Computer support and exp	8,241.	0.		0.
Contract labor	27,469.	0.		0.
Employee wellness	2,381.	0.		0.
Fundraising event attendance	86,845.	0.		17,369.
Insurance	40,406.	0.		0.
Investment advisory fees	116,323.	116,323.		0.
Investment expenses through passthrough entities	112,947.	112,947.		0.
Meals and entertainment	10,338.	0.		0.
Memberships	71,133.	0.		71,133.
Office supplies and expense	13,053.	0.		0.
Payroll service fees	2,663.	0.		0.
Sponsored forums and events	291,357.	0.		291,357.

Staff professional development	89,872.	0.	22,468.
Telephone exp	5,292.	0.	0.
Amortization	2,000.	0.	0.
To Form 990-PF, Pg 1, ln 23	882,880.	229,270.	402,327.

Form 990-PF	Other Investments	Statement	8
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Description	Valuation Method	Book Value	Fair Market Value
Various managed investment accts	COST	13,125,023.	14,222,877.
Limited partnership interests	COST	4,982,780.	5,094,693.
Stock	COST	752,759.	752,759.
Royalty trusts	COST	-2,793.	-2,793.
Total to Form 990-PF, Part II, line 13		18,857,769.	20,067,536.

Form 990-PF	Depreciation of Assets Not Held for Investment	Statement	9
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Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Furniture	17,690.	17,690.	0.
Leasehold improvements	1,370.	362.	1,008.
Office equipment	3,924.	3,924.	0.
Leasehold improvements	7,182.	1,756.	5,426.
Office equipment	1,795.	1,795.	0.
Software	14,539.	14,539.	0.
Computer equipment	7,410.	7,410.	0.
Computer equipment	19,937.	14,954.	4,983.
software	12,000.	2,000.	10,000.
computer equipment	1,385.	762.	623.
Total To Fm 990-PF, Part II, ln 14	87,232.	65,192.	22,040.

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	13,548.	6.	6.
Program related investments film	92,207.	112,207.	112,207.
Other notes receivable	856,352.	859,542.	859,542.
Program related investment note	250,000.	250,000.	250,000.
Program related investment note	50,000.	50,000.	50,000.
Program related investment note	50,000.	50,000.	50,000.
Program related investment note	250,000.	250,000.	250,000.
Program related investment note	0.	50,000.	50,000.
Other asset	0.	7,500.	7,500.
To Form 990-PF, Part II, line 15	2,562,107.	2,629,255.	2,629,255.

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement	11
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Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Gayle Embrey 3625 N Hall St, Ste 720 Dallas, TX 75219	V President/Dir 15.00	0.	0.	0.
Lauren Embrey 3625 N Hall St, Ste 720 Dallas, TX 75219	President/Dir 40.00	175,357.	0.	0.
Michael Magers 10000 N Central Expy #1400 Dallas, TX 75231	Secy/Treas/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		175,357.	0.	0.

Form 990-PF	Summary of Direct Charitable Activities	Statement	12
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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. Expenses consist of consulting, contract labor, filming, public relations, research and polling, travel, lodging, meals and entertainment and website maintenance.

Expenses

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

284,941.

Form 990-PF	Other Program-Related Investments	Statement	13
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Description	Amount
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Program related investment-Investments made in various film projects: The Island President, How to Survive a Plague, Detropia, Who is Dayani Cristal?, Midway, Do I Sound Gay?, Remote Area Medical, American Promise, Pride, Our Nixon, A Matter of Life, The Newburgh Sting, Censored Voices,	0.
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Description	Amount
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Anita, A Matter of Life, The Overnighthers, The E-Team, Alive Inside, Brick, Freedom Fighters and How to Change the World. The goal of each film is to help accomplish the charitable purpose of producing independent documentary cinema that addresses pressing social issues. Net increase is shown.	20,000.
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Total to Form 990-PF, Part IX-B, line 3	20,000.
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Form 990-PF	Grant Application Submission Information Part XV, Lines 2a through 2d	Statement 14
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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

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
1	Furniture	122004	200DB	7.00	17	17,690.		8,845.	8,845.	8,845.		0.
2	Leasehold improvements	111804	SL	39.00	17	1,370.			1,370.	327.		35.
3	Office equipment	063005	SL	7.00	17	3,924.			3,924.	3,924.		0.
4	Leasehold improvements	063005	SL	39.00	17	7,182.			7,182.	1,572.		184.
5	Office equipment	063006	SL	7.00	17	1,795.			1,795.	1,795.		0.
6	Software	063008		60M	43	14,539.			14,539.	14,539.		0.
7	Computer equipment	063011	SL	5.00	17	7,410.		7,410.				0.
8	Computer equipment	063012	SL	5.00	17	19,937.		9,969.	9,968.	2,991.		1,994.
9	software	063014		36M	42	12,000.			12,000.			2,000.
10	computer equipment	063014	SL	5.00	19B	1,385.		693.	692.			762.
* Total 990-PF Pg 1												
Depr & Amort												
						87,232.		26,917.	60,315.	33,993.	0.	4,975.

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
Artworks for Freedom 3855 N 30th St Arlington, VA 22207	None	Public Charity	To provide funding for the 12-panel mural series "What You See Is Not Who I Am"	5,000.
Aspen Community Foundation 110 E Hallam St, #126 Aspen, CO 81611	None	Public Charity	To support the Enrichment Wednesdays program to engage the community in student wellbeing and to	58,000.
Aspen Film Society 110 E. Hallam Street, Suite 102 Aspen, CO 81611	None	Public Charity	To help underwrite the direct costs of True Stories, a documentary showcase	10,000.
Aspen Santa Fe Ballet 245 Sage Way Aspen, CO 81611	None	Public Charity	To support the summer exchange program between Batoto Yetu dancers and musicians from Harlem and	15,000.
Batonga Foundation 2000 Massachusetts Ave NW Washington, DC 20036	None	Public Charity	To support the Transforming Africa One Girl at a Time project	1,000.
Big Thought 1409 S Lamar #1015 Dallas, TX 75215	None	Public Charity	To support the Big Thought Partnership Institute which helps build the administrative and	75,000.
Carbondale Council on the Arts & Humanities P O Box 175 Carbondale, CO 81623	None	Public Charity	To provide funds to get the Gift Shop up and running	10,000.
Center for Independent Documentary, Inc 680 South Main St Sharon, MA 02067	None	Public Charity	To help fund the multi-media initiative, Awakening, to amplify the voices of women on the	25,000.
Children at Risk 2900 Wesleyan #400 Houston, TX 77027	None	Public Charity	To help fund the Texas Human Trafficking Resource Database and to provide online leadership training to	45,550.
Clinton Foundation 610 President Clinton Ave Little Rock, AR 72201	None	Public Charity	To support the Foundation's efforts to convene businesses, governments, NGOs, and individuals to improve	5,000.
Total from continuation sheets				2,760,499.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Collective Heritage Institute dba Bioneers 1607 Paseo de Peralta, Ste 3 Santa Fe, NM 87501	None	Public Charity	To provide general operating support	25,000.
Colorado Animal Rescue 2801 County Rd 114 Glenwood Springs, CO 81601	None	Public Charity	To assist with the purchase of a "KEEP Cabin" to assist dogs with behavioral issues in acclimating to a	10,000.
Culture Project 49 Bleeker Street, Suite 602 New York, NY 10012	None	Public Charity	To provide support for the 2014 - 2015 Season	11,300.
Dallas Childrens Theater Center 5938 Skillman St Dallas, TX 75231	None	Public Charity	To support the production of Teen Brain: The Musical	10,000.
Dallas court Appointed Special Advocates 2815 Gaston Avenue Dallas, TX 75228	None	Public Charity	To support the capital campaign for the Voices for Children Wing	20,000.
Dallas Film Society 3625 North Hall St #740 Dallas, TX 75219	None	Public Charity	To fund the 2014 Silver Heart Award	40,000.
Dallas Holocaust Museum 211 N Record St #100 Dallas, TX 75202	None	Public Charity	To support the presentation of Philip Gourevitch in the 2014 Upstander Speaker Series	2,500.
Dallas Institute of Humanities and Culture 2719 Routh St Dallas, TX 75201	None	Public Charity	To provide general operating support	2,500.
Dallas Theater Center 2400 Flora Street Dallas, TX 75201	None	Public Charity	To fund Year 2 of the Neighborhood Initiative	33,333.
Dallas Women's Foundation Campbell Ctr II, 8150 N Cntrl Expy #1 Dallas, TX 75206	None	Public Charity	To help fund the cost of producing the Gender in Media Forum and to support the Sustainability Fund	90,000.
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
Dance Exchange 7117 Maple Avenue Takoma Park, MD 20912	None	Public Charity	To fund the creation of a space in which a diversity of individuals across Dallas' neighborhoods,	150,100.
Dance Initiative 4480 County Rd 100 Carbondale, CO 81623	None	Public Charity	To provide funds for bringing more teachers of diverse dance techniques and innovative dance	10,000.
Drug Policy Alliance 131 West 33rd St, 15th Floor New York, NY 10001	None	Public Charity	To provide funds for bringing Ethan Nadelmann to speak at the Dallas Institute of Humanities	2,500.
Earthworks 1620 K St NW #806 Washington, DC 20006	None	Public Charity	To provide funds for the purchase of 3 pieces of equipment to assist citizens groups in analyzing the air	25,000.
English in Action P O Box 4856 Basalt, CO 81621	None	Public Charity	To provide funds to allow for continued, gradual growth of the English language tutoring program	10,000.
Film Forum 143 N Commonwealth Ave #3 Los Angeles, CA 90004	None	Public Charity	To fund the educational campaign for the documentary, Brave Miss World, for high schools, colleges	15,000.
Force Film Foundation 430 E 10th St Apt 3A New York, NY 10009	None	Public Charity	To help fund the Half the Sky Movement which raises awareness of the oppression of women and girls	25,000.
Fractured Atlas/Move the Crowd 248 West 35th Street, 10th Floor New York, NY 10001	None	Public Charity	To fund the delivery of a Two Day Training Intensive that would foster more diverse, in depth, cross	55,482.
Friends of Barack Obama Male Leadership Academy 4730 S Lancaster Rd Dallas, TX 75216	None	Public Charity	To fund student, professional and program enrichment at Barack Obama Male Leadership Academy	6,500.
George W Bush Foundation P O Box 600610 Dallas, TX 75360	None	Public Charity	To fund the Bush Institute's First Ladies Initiative which helps First Ladies effectively use	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
Global Fund for Women 222 Sutter St #500 San Francisco, CA 94108	None	Public Charity	To fund two Global Fund grantees in Peru (Union de Femenubas) and in Mexico (Instituto de	11,521.
Groundswell 540 President Street, Suite 1A Brooklyn, NY 11215	None	Public Charity	To support the Voices Her'd Visionaries leadership development program for young women	6,000.
Harvard University 124 Mount Auburn St Cambridge, MA 75215	None	Public Charity	To support the Women and Public Policy Program	10,000.
Have Art Will Travel 100 Reade St New York, NY 10013	None	Public Charity	To support visual and tactile programs that foster social change and gender equality through exhibits.	15,000.
Hendrix College 1600 Washington Ave Conway, AR 72032	None	Public Charity	To fund the cost of bringing a group of 7 students, 2 faculty and 1 staff to the Facing Race Conference	10,768.
Ignite 5201 N. O'Connor Blvd., Suite 200 Irving, TX 75039	None	Public Charity	To support continued work in the college arena toward increasing the number of women in civic and	20,000.
Iowa Womens Foundation 2301 E Grandview Dr #200 Coralville, IA 55241	None	Public Charity	To help fund a tribute to Stephanie Clohesy	500.
Jewish Family Services Edna Zale Bldg, 5402 Arapaho Road Dallas, TX 75248	None	Public Charity	To provide general operating support in memory of Ben Ablon	5,000.
KERA 3000 Harry Hines Blvd. Dallas, TX 75209	None	Public Charity	To fund a major media public media campaign designed to put faces on challenges facing women today as equal	27,000.
Klein Frank Foundation 1909 26th Street, Suite One C Boulder, CO 80302	None	Public Charity	Return of the funds granted in 2013	-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
Laboratory to Combat Human Trafficking 1031 33rd Street, Suite 237 Denver, CO 80205	None	Public Charity	To support the vision of creating an informed social change movement to end human trafficking	27,000.
Letot Capital Foundation 10505 Denton Drive Dallas, TX 75220	None	Public Charity	To purchase a van for the Girls Residential Treatment Center and to support the Enrichment Fund	36,774.
Make Art with Purpose 3601 Turtle Creek Blvd., #3 Dallas, TX 75219	None	Public Charity	To support the Better Together program that helps create racial equity and equality in the community	21,649.
MS Foundation 12 MetroTech Center, 26th Fl Brooklyn, NY 11201	None	Public Charity	To support the 26th annual Gloria Awards. A Salute to Women of Vision and to integrate	350,000.
New York Womens Foundation 39 Broadway, 23rd Fl New York, NY 10006	None	Public Charity	To provide general operating support	1,000.
Pachamama Alliance P.O. Box 29191 Presido Bldg 1009 San Francisco, CA 94219	None	Public Charity	To finalize the pilot activities of Up to Us throughout the remainder of 2014 and launch a more robust	50,000.
Peace Day Dallas 2801 Pine View Dr Grapevine, TX 76051	None	Public Charity	To support the Peace Day Dallas Awareness Adventure benefiting CISV DFW and The Dallas Holocaust	1,500.
PeaceJam Foundation - Nobel Womens Initiative 11200 Ralston Rd Arvada, CO 80004	None	Public Charity	To support the Survivors United for Action program	4,000.
Performance Zone dba the Field 75 Maiden Lane #906 New York, NY 10038	None	Public Charity	To fund the creation and performance by Hewman Collective of a series of dance videos addressing implicit	3,235.
Public Domain Foundation - Music2Life P O Box 409 Wilder, VT 05088	None	Public Charity	To support the Music2Life virtual social justice concert at Poor David's Pub	1,500.
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
Race Forward 32 Broadway #1801 New York, NY 10004	None	Public Charity	To fund the two-year Race, Gender and Employment Project to transform the jobs debate and to sponsor	122,750.
Religious Institute 21 Charles St #140 Westport, CT 06880	None	Public Charity	To provide support for work on engaging religious leaders in reproductive justice	5,000.
Resource Center P O Box 190869 Dallas, TX 75219	None	Public Charity	To provide funding to the Capital Campaign for the new community center	50,000.
Restaurant Opportunities Center United 350 7th Avenue #1504 New York, NY 10001	None	Public Charity	To provide support for Restaurant Opportunities Center of Houston	15,000.
Southern Methodist University P O Box 750281 Dallas, TX 75275	None	Public Charity	To support the Embrey Human Rights Program	500,003.
Steps International Vester Volgade 83, 1,DK-1552, Copenhagen, Denmark	None	Org. not otherwise classified	To provide support for the Storyville Global project	175,000.
Suicide and Crisis Center 2808 Swiss Avenue Dallas, TX 75204	None	Public Charity	To provide support for the Survivors of Suicide program	20,000.
Sundance Institute 5900 Wilshire Blvd #800 Los Angeles, CA 90036	None	Public Charity	To provide general operating support	25,000.
TACA - Perforum One Arts Plaza, 1722 Routh St Suite 115 Dallas, TX 75201	None	Public Charity	To provide funding for the sixth annual Perforum	25,000.
TEDxSMU P.O. Box 750339 Dallas, TX 75275	None	Public Charity	To support the 2014 / 2015 TedxSMU season	2,500.
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
Texas Appleseed 1609 Shoal Creek Blvd #201 Austin, TX 78701	None	Public Charity	To fund general operating support to the organization, which is working in the Dallas area on	15,000.
Texas Freedom Network Education Fund P O Box 1624 Austin, TX 78767	None	Public Charity	To support youth organizing and communications	50,000.
Texas Organizing Project Education Fund 700 S. Zarzmore, Suite 212 San Antonio, TX 78702	None	Public Charity	To fund general operating support to the organization for its work in Dallas on addressing barriers to	25,000.
The Manus Fund/Valley Settlement Project 520 S Third St #26 Carbondale, CO 81623	None	Public Charity	To support the Parent Mentor Program serving poor, primarily immigrant families in Western Colorado	5,000.
The Standby Program 670 Devo Street Brooklyn, NY 11211	None	Public Charity	To support the Dawn of the Anthropocene sculpture and event	5,000.
Threshold Foundation P.O. Box 29903 San Francisco, CA 94129	None	Public Charity	To support the High Impact Documentary Films Funding Circle	2,000.
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 provide general operating support for the Mother Wit Human Rights Film Fund	10,000.
TITAS 2100 Ross Avenue, Suite 650 Dallas, TX 75201	None	Public Charity	To support the La Fete du Ballet	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 at the Center for Women's and Gender Studies	215,028.
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
UNT Foundation/Contemporary Arab & Muslim Cultural Studies Institute 1155 Union Circle, # 305100 Denton, TX 76203	None	Public Charity	To support the second annual Arab Film Festival	5,000.
Uplift Education 1825 Market Center Blvd #500 Dallas, TX 75207	None	Public Charity	To provide Road to College Counseling support for one Uplift scholar from 6th through 12th grade	1,000.
Utah Film Center 122 South Main Street Salt Lake City, UT 84101	None	Public Charity	To support the production of the film Changing of the Gods	25,000.
Various small donations Various Various, TX Various	None	Public Charity	Charitable contributions credited through passthrough entities	682.
Wilderness Workshop P O Box 1442 Carbondale, CO 81623	None	Public Charity	To support the Forest Watchdog Program to preserve the ecological integrity of the greater White	10,000.
Women Action & the Media 7 Temple Street Cambridge, MA 02139	None	Public Charity	To help fund a "farewell fund" to honor Jaclyn Friedman and the Campaign for WAM's future	5,000.
Womens Donor Network 565 Commercial Street, Suite 300 San Francisco, CA 94111	None	Public Charity	To sponsor the attendance of two WDN staff members at the Facing Race Conference in Dallas	3,324.
Worker Defense Project 5604 Manor Rd Austin, TX 78723	None	Public Charity	To provide general operating support to the organization for its work in Dallas to promote organizing.	15,000.
Youth Entity P O Box 1989 Carbondale, CO 81623	None	Public Charity	To provide general operating support to prepare youth for future success by developing financial	10,000.
Total from continuation sheets				

Part XV Supplementary Information

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

Name of Recipient - Amnesty Intl

To provide funds to end violence against women in the US and globally,
to advance Afghan women's human rights and to defend women's human
rights defenders

Name of Recipient - Aspen Community Foundation

To support the Enrichment Wednesdays program to engage the community in
student wellbeing and to support the Provider Network Symposium

Name of Recipient - Aspen Santa Fe Ballet

To support the summer exchange program between Batoto Yetu dancers and
musicians from Harlem and Folklorico students from the Roaring Fork
Valley

Name of Recipient - Big Thought

To support the Big Thought Partnership Institute which helps build the
administrative and programmatic capacities of small arts partner
organizations

Name of Recipient - Center for Independent Documentary, Inc

To help fund the multi-media initiative, Awakening, to amplify the
voices of women on the frontlines of the uprisings and ongoing struggle
for the rights of all in the Middle East and North Africa

Name of Recipient - Children at Risk

To help fund the Texas Human Trafficking Resource Database and to
provide online leadership training to the Managing Director of the
Dallas office

Part XV Supplementary Information

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

Name of Recipient - Clinton Foundation

To support the Foundation's efforts to convene businesses, governments, NGOs, and individuals to improve global health and wellness, increase opportunity for girls and women, reduce childhood obesity, create economic opportunity and growth, and help communities address the effects of climate change.

Name of Recipient - Colorado Animal Rescue

To assist with the purchase of a "KEEP Cabin" to assist dogs with behavioral issues in acclimating to a home environment

Name of Recipient - Dallas Women's Foundation

To help fund the cost of producing the Gender in Media Forum and to support the Sustainability Fund for Texas Muslim Women's Foundation

Name of Recipient - Dance Exchange

To fund the creation of a space in which a diversity of individuals across Dallas' neighborhoods, class and racial boundaries can gather to process and create the community needed to deliberately address complex questions in a unified and safe space

Name of Recipient - Dance Initiative

To provide funds for bringing more teachers of diverse dance techniques and innovative dance companies to the community

Name of Recipient - Earthworks

To provide funds for the purchase of 3 pieces of equipment to assist

Part XV | **Supplementary Information**

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

citizens groups in analyzing the air quality where energy extraction is taking place

Name of Recipient - Film Forum

To fund the educational campaign for the documentary, Brave Miss World, for high schools, colleges and community centers dedicated to protecting women against sexual violence

Name of Recipient - Force Film Foundation

To help fund the Half the Sky Movement which raises awareness of the oppression of women and girls worldwide and converting awareness into meaningful engagement and tangible actions

Name of Recipient - Fractured Atlas/Move the Crowd

To fund the delivery of a Two Day Training Intensive that would foster more diverse, in depth, cross cultural and cross community relationship building and strengthen the capacity of existing and new leaders to successfully drive social justice

Name of Recipient - George W Bush Foundation

To fund the Bush Institute's First Ladies Initiative which helps First Ladies effectively use their unique platforms to promote issues and programs that improve the lives of women and children in their countries, with an initial focus on Africa

Name of Recipient - Global Fund for Women

To fund two Global Fund grantees in Peru (Union de Femenubas) and in Mexico (Instituto de Liderazgo)

Part XV | **Supplementary Information**

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

Name of Recipient - Have Art Will Travel

To support visual and tactile programs that foster social change and gender equality through exhibits, seminars, lectures and educational programs

Name of Recipient - Hendrix College

To fund the cost of bringing a group of 7 students, 2 faculty and 1 staff to the Facing Race Conference in Dallas in November 2014

Name of Recipient - Ignite

To support continued work in the college arena toward increasing the number of women in civic and political leadership

Name of Recipient - KERA

To fund a major media public media campaign designed to put faces on challenges facing women today as equal opportunities still elude many, by engaging audiences through high-quality productions showcasing extraordinary women and girls who are changing the world

Name of Recipient - MS Foundation

To support the 26th annual Gloria Awards: A Salute to Women of Vision and to integrate field-building support with cross-issue, cross-sector, collaborative work and demonstrate women's collective power to make progressive change

Name of Recipient - Pachamama Alliance

To finalize the pilot activities of Up to Us throughout the remainder

Part XV Supplementary Information

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

of 2014 and launch a more robust version of them in 2015

Name of Recipient - Peace Day Dallas

To support the Peace Day Dallas Awareness Adventure benefiting CISV DFW and The Dallas Holocaust Museum

Name of Recipient - Performance Zone dba the Field

To fund the creation and performance by Hewman Collective of a series of dance videos addressing implicit bias

Name of Recipient - Race Forward

To fund the two-year Race, Gender and Employment Project to transform the jobs debate and to sponsor the Facing Race Conference in Dallas, to provide scholarships to attend the Conference and to fund strategic planning support for Dallas Faces Race

Name of Recipient - Texas Appleseed

To fund general operating support to the organization, which is working in the Dallas area on eliminating the school-to-prison pipeline and reforming the payday and auto-title lending industry

Name of Recipient - Texas Organizing Project Education Fund

To fund general operating support to the organization for its work in Dallas on addressing barriers to educational attainment set by school policies that disproportionately impact students of color and increasing access to quality, affordable healthcare

Name of Recipient - Wilderness Workshop

Part XV | **Supplementary Information**

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

To support the Forest Watchdog Program to preserve the ecological integrity of the greater White River National Forest region

Name of Recipient - Worker Defense Project

To provide general operating support to the organization for its work in Dallas to promote organizing, self-advocacy and worker leadership through its Research and Policy Program, its Employment and Legal Services Program and its Adult Education and Training Program

Name of Recipient - Youth Entity

To provide general operating support to prepare youth for future success by developing financial knowledge, cultivating business experience and building technological skills