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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

2015

Open to Public Inspection

For calendar year 2015 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) 1919 McKinney	Room/suite	B Telephone number 214-206-3577						
City or town, state or province, country, and ZIP or foreign postal code Dallas, TX 75201		C If exemption application is pending, check here ☐						
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ 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 ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		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) \$ 23,262,067.	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		4,552,967.		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		685,266.	685,266.		Statement 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,210,028.			
b Gross sales price for all assets on line 6a 11,206,845.					
7 Capital gain net income (from Part IV, line 2)			1,210,028.		
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 (loss)					
11 Other income		-281,985.	-281,985.		Statement 2
12 Total. Add lines 1 through 11		6,166,276.	1,613,309.		
13 Compensation of officers, directors, trustees, etc.		210,000.	0.		105,000.
14 Other employee salaries and wages		378,129.	0.		228,806.
15 Pension plans, employee benefits					
16a Legal fees Stmt 3		2,377.	0.		1,189.
b Accounting fees Stmt 4		30,225.	0.		3,023.
c Other professional fees					
17 Interest					
18 Taxes Stmt 5		43,726.	6,426.		0.
19 Depreciation and depletion		2,351.	0.		
20 Occupancy					
21 Travel, conferences, and meetings		113,916.	0.		68,350.
22 Printing and publications					
23 Other expenses Stmt 6		851,470.	191,861.		373,383.
24 Total operating and administrative expenses. Add lines 13 through 23		1,632,194.	198,287.		779,751.
25 Contributions, gifts, grants paid		3,606,505.			3,606,505.
26 Total expenses and disbursements. Add lines 24 and 25		5,238,699.	198,287.		4,386,256.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		927,577.			
b Net investment income (if negative, enter -0-)			1,415,022.		
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	606,719.	608,139.	608,139.
	2 Savings and temporary cash investments	86,160.	535,411.	535,411.
	3 Accounts receivable ▶ 355.			
	Less: allowance for doubtful accounts ▶		355.	355.
	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 7	18,860,562.	20,400,683.	20,525,081.	
14 Land, buildings, and equipment basis ▶ 87,232.				
Less accumulated depreciation Stmt 8 ▶ 71,543.	22,040.	15,689.	15,689.	
15 Other assets (describe ▶ Statement 9)	2,629,255.	1,577,392.	1,577,392.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	22,204,736.	23,137,669.	23,262,067.	
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 ▶ Statement 10)	2,793.	6,096.	
23 Total liabilities (add lines 17 through 22)	2,793.	6,096.		
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	22,201,943.	23,131,573.	
30 Total net assets or fund balances	22,201,943.	23,131,573.		
31 Total liabilities and net assets/fund balances	22,204,736.	23,137,669.		

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	22,201,943.
2 Enter amount from Part I, line 27a	2	927,577.
3 Other increases not included in line 2 (itemize) ▶ Nontaxable/nondeductible	3	39,165.
4 Add lines 1, 2, and 3	4	23,168,685.
5 Decreases not included in line 2 (itemize) ▶ Investment tax	5	37,112.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	23,131,573.

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 Capital gains/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 11,206,845.		9,996,817.	1,210,028.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			1,210,028.	
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 1,210,028.
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))
2014	4,011,072.	24,129,699.	.166230
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

2 Total of line 1, column (d)	2	1.017134
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	.203427
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	20,830,094.
5 Multiply line 4 by line 3	5	4,237,404.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,150.
7 Add lines 5 and 6	7	4,251,554.
8 Enter qualifying distributions from Part XII, line 4	8	4,404,925.

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2015 estimated tax payments and 2014 overpayment credited to 2015

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2016 estimated tax

Refunded

Part VII-A Statements Regarding Activities

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?

b 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

c Did the foundation file Form 1120-POL for this year?

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

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

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?

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

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

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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	

Website address ► www.embreyfdn.org

14 The books are in care of ► Lauren Embrey Telephone no. ► 214-206-3577
 Located at ► 1919 McKinney, Dallas, TX ZIP+4 ► 75201

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
 and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

16 At any time during calendar year 2015, 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. If "Yes," enter the name of the foreign country ►

	Yes	No
16		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)?	N/A	1b
Organizations relying on a current notice regarding disaster assistance check here ► ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	☐ 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 2015 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 2015)	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 2015?		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

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?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

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		210,000.	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	Grant review			
1919 McKinney, Dallas, TX 75201	40.00	141,000.	0.	0.
Sallie A Beck	Compliance/investment analysis			
1919 McKinney, Dallas, TX 75201	37.75	128,112.	0.	0.
Jackie Robertson	Retired			
1919 McKinney, Dallas, TX 75201	0.00	57,792.	0.	0.

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

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1	
See Statement 12	280,856.
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	
2	
All other program-related investments See instructions.	
3	
See Statement 13	18,669.
Total. Add lines 1 through 3	18,669.

Form 990-PF (2015)

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	12,422,922.
b	Average of monthly cash balances	1b	920,178.
c	Fair market value of all other assets	1c	7,804,204.
d	Total (add lines 1a, b, and c)	1d	21,147,304.
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	21,147,304.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	317,210.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,830,094.
6	Minimum investment return Enter 5% of line 5	6	1,041,505.

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	1,041,505.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	14,150.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	14,150.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,027,355.
4	Recoveries of amounts treated as qualifying distributions	4	1,050,000.
5	Add lines 3 and 4	5	2,077,355.
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	2,077,355.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4,386,256.
b	Program-related investments - total from Part IX-B	1b	18,669.
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	4,404,925.
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	14,150.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	4,390,775.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				2,077,355.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	4,885,719.			
b From 2011	4,957,017.			
c From 2012	3,636,892.			
d From 2013	3,659,707.			
e From 2014	2,833,826.			
f Total of lines 3a through e	19,973,161.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$	4,404,925.			
a Applied to 2014, 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 2015 distributable amount				2,077,355.
e Remaining amount distributed out of corpus	2,327,570.			
5 Excess distributions carryover applied to 2015 (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:	22,300,731.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7	4,885,719.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	17,415,012.			
10 Analysis of line 9:				
a Excess from 2011	4,957,017.			
b Excess from 2012	3,636,892.			
c Excess from 2013	3,659,707.			
d Excess from 2014	2,833,826.			
e Excess from 2015	2,327,570.			

N/A

- ▶

☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income

[illegible]

Form 990-PF (2015)

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 - Melody Memory Project 423 West Jefferson Blvd Dallas, TX 75208	None	Public Charity	As Fiscal Sponsor for Melody Memory Project	3,000.
29 Pieces 423 West Jefferson Blvd Dallas, TX 75208	None	Public Charity	To support the Piece 24 Project	20,000.
Advocate Safehouse Project P.O. Box 2036 Glenwood Springs, CO 81602	None	Public Charity	To support the Safehouse Project	5,000.
African American Repertory Theater P O Box 608 DeSoto, TX 75123	None	Public Charity	To support the Facing Our Truth Readings	400.
Alliance for Justice Eleven DuPont Ciercle NW, Second Fl Washington, DC 20036	None	Public Charity	To support the launch of the Dallas Alliance for Justice office	25,000.
Total			See continuation sheet(s) ▶ 3a	3,606,505.
b Approved for future payment				
None				
Total			▶ 3b	0.

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 409 D Street, NE Washington, DC 20002	None	Public Charity	To support Golden Doors to Freedom	5,000.
Aspen Community Foundation 110 E Hallam St, #126 Aspen, CO 81611	None	Public Charity	To support the Aspen to Parachute Cradle to Career Fund's Post High School Success Project, the Preschool	58,000.
Aspen Film Society 110 E. Hallam Street, #102 Aspen, CO 81611	None	Public Charity	To support capacity building	25,000.
Aspen Santa Fe Ballet 245 Sage Way Aspen, CO 81611	None	Public Charity	To support the expansion of the ASFB educational programs to Glenwood Springs	20,000.
Cara Mia Theater 3630 Harry Hines Blvd Dallas, TX 75219	None	Public Charity	To support the Facing Our Truth Readings	500.
Carbondale Council on the Arts & Humanities P O Box 175 Carbondale, CO 81623	None	Public Charity	To support the after-school drop-in "Third Space"	10,000.
Center for American Progress 1333 H Street NW, 10th Floor Washington, DC 20005	None	Public Charity	To support the Working Families Project	244,500.
Collective Heritage Institute dba Bioneers 1607 Paseo de Peralta, Ste 3 Santa Fe, NM 87501	None	Public Charity	To provide General Operating Support	50,000.
Colorado Animal Rescue 2801 County Rd 114 Glenwood Springs, CO 81601	None	Public Charity	To fund the purchase of a shelter transport vehicle	10,000.
Computers for Kids Foundation dba Youth Entity P O Box 1989 Carbondale, CO 81623	None	Public Charity	To provide General Operating Support	10,000.
Total from continuation sheets				3,553,105.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Culture Project 49 Bleeker Street, Suite 602 New York, NY 10012	None	Public Charity	To support the production of the US premiere of the play "Nirbhaya" and to provide tickets	16,070.
Dallas Film Society - Silver Heart Award 3625 North Hall St #740 Dallas, TX 75219	None	Public Charity	To fund the 2015 Silver Heart Award	25,000.
Dallas Holocaust Museum 211 N Record St #100 Dallas, TX 75202	None	Public Charity	To cover Audio / Video and Security Costs for the showing of "Birth of a Nation"	350.
Dallas Institute of Humanities and Culture 2719 Routh St Dallas, TX 75201	None	Public Charity	To sponsor the 10th Annual Martin Luther King, Jr. Symposium	10,000.
Dallas Life Foundation 1100 Cadiz Street Dallas, TX 75215	None	Public Charity	To support the Kids' LIFE Program	25,000.
Dallas Theater Center 2400 Flora Street Dallas, TX 75201	None	Public Charity	To fund Year 3 of the Neighborhood Initiative and to support the Facing Our Truth Readings	34,234.
Dallas Women's Foundation Campbell Ctr II, 8150 N Cntrl Expy #1 Dallas, TX 75206	None	Public Charity	To support the Gender in Media Initiative	75,000.
Dance Exchange 7117 Maple Avenue Takoma Park, MD 20912	None	Public Charity	To support the production of the "Bricks and Bones" choreographed piece	75,000.
Dance Initiative 4480 County Rd 100 Carbondale, CO 81623	None	Public Charity	To support programming	15,000.
Earthworks 1620 K St NW #806 Washington, DC 20006	None	Public Charity	To support the Citizens Empowerment Program	25,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
English in Action P O Box 4856 Basalt, CO 81621	None	Public Charity	To provide General Operating Support	5,000.
Firelight Media 2090 Adam Clayton Powell Jr Blvd #202 New York, NY 10027	None	Public Charity	To support the Firelight Impact Lab	25,000.
Former PRI - Loan forgiveness grant to City Square 1610 S Malcolm X Blvd Dallas, TX 75226	None	Public Charity	To provide General Operating Support	1,000,000.
Fractured Atlas/Move the Crowd 248 West 35th Street, 10th Floor New York, NY 10001	None	Public Charity	As fiscal Sponsor for Move the Crowd's Dallas Faces Race Initiative	24,892.
Friends of the Dallas Fire and Rescue 10731 Rockwell Road Dallas, TX 75238	None	Public Charity	To fund the Annual Awards Banquet and the Fund for the Families of Fallen or Injured Dallas Fire Fighters	25,000.
From the Heart Productions 1247 Potrero Avenue San Francisco, CA 94110	None	Public Charity	To support the production of "American Visionary: The Story of Barbara Max Hubbard"	5,000.
George W Bush Foundation P O Box 600610 Dallas, TX 75360	None	Public Charity	To support the First Ladies Initiative	22,500.
Global Arts Corps 790 Riverside Drive #6 New York, NY 10032	None	Public Charity	To provide General Operating Support	50,000.
Groundswell 540 President Street, Suite 1A Brooklyn, NY 11215	None	Public Charity	To support Voices Her'd	5,000.
Intersection for the Arts - Walls of Hope 3014 College Avenue #4 Berkeley, CA 94705	None	Public Charity	As fiscal sponsor for Walls of Hope's Labyrinths of History at the Border Project	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
Jewish Family Services Edna Zale Bldg, 5402 Arapaho Road Dallas, TX 75248	None	Public Charity	To support the Family Safety and Justice Center Program	20,000.
KERA 3000 Harry Hines Blvd. Dallas, TX 75209	None	Public Charity	To provide General Operating Support	100.
Kitchen Dog Theater 3120 McKinney Avenue Dallas, TX 75204	None	Public Charity	To support the Facing Our Truth Readings	500.
Let it Ripple, Inc 217 Sycamore Avenue Mill Valley, CA 94941	None	Public Charity	To support Character Day 2015 Educational Outreach	25,000.
Lift Up P O Box 1928 Rifle, CO 81650	None	Public Charity	To provide General Operating Support	6,261.
Make Art with Purpose - Michelada Think Tank 3601 Turtle Creek Blvd., #3 Dallas, TX 75219	None	Public Charity	For Fiscal Sponsor for Michelada Think Tank to support the Lift Your Voice Advocacy Fund work	7,000.
Make Art with Purpose 3601 Turtle Creek Blvd., #3 Dallas, TX 75219	None	Public Charity	To support the Lift Your Voice Advocacy Fund work	5,000.
Mosaic Family Services 12225 Greenville Avenue #800 Dallas, TX 75243	None	Public Charity	To provide General Operating Support	500.
MS Foundation for Women 12 MetroTech Center, 26th Fl Brooklyn, NY 11201	None	Public Charity	To support the 27th Annual Gloria Awards: A Salute to Women of Vision	75,000.
National Domestic Workers Alliance, Inc 395 Hudson St, 4th Floor New York, NY 10014	None	Public Charity	To support the Women's Economic, Social and Political Action Network (WESPAN) National Convening	20,000.
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
National Public Radio 1111 North Capitol NE Washington, DC 20002	None	Public Charity	To support the Hidden Brain project	75,000.
Pachamama Alliance P.O. Box 29191 Presido Bldg 1009 San Francisco, CA 94219	None	Public Charity	To provide continued support for the Up to Us Pathway	50,000.
PeaceJam Foundation - Nobel Womens Initiative 11200 Ralston Rd Arvada, CO 80004	None	Public Charity	As fiscal sponsor for the Nobel Women's Initiative Advancing Women for Peace, Justice and Equality	50,389.
Pen American Center 588 Broadway, Ste 303 New York, NY 10012	None	Public Charity	To support the 11th Pen World Voices Festival and to support the 2015 Fall Authors' Evenings	51,000.
Religious Institute 21 Charles St #140 Westport, CT 06880	None	Public Charity	To further the work of Religious Institute in Dallas	5,000.
Response 450 Castle Creek Aspen, CO 81612	None	Public Charity	To support the Women's Financial Empowerment Series	5,000.
Rifle Animal Shelter P O Box 1375 Rifle, CO 81650	None	Public Charity	To support the Spay and Neuter Makes Them Cuter Program	10,000.
Smith College Northampton, MA 01063	None	Educational Institution	To support the Gloria Steinem Initiative	100,000.
Southern Methodist University - EHRP Human Rights Program P O Box 750281 Dallas, TX 75275	None	Educational Institution	To support the Embrey Human Rights Program, the Arts & Urbanism Purposeful Performance Program and the Facing	576,150.
St Phillips School 1600 Pennsylvania Avenue Dallas, TX 75215	None	Public Charity	To support the 15th Annual Destiny Award Luncheon	1,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Suicide and Crisis Center 2808 Swiss Avenue Dallas, TX 75204	None	Public Charity	To provide General Operating Support	100.
Sundance Institute 5900 Wilshire Blvd #800 Los Angeles, CA 90036	None	Public Charity	To provide General Operating Support	37,500.
TACA One Arts Plaza, 1722 Routh St Suite 115 Dallas, TX 75201	None	Public Charity	To support the Artist in Residence Program	50,000.
Teatro Dallas 1331 Record Crossing Road Dallas, TX 75235	None	Public Charity	To support the Facing Our Truth Readings	900.
TeCo Theatrical Productions, Inc Bishop Arts Theater Ctr, 215 S, Tyler St Dallas, TX 75208	None	Public Charity	To provide General Operating Support and to provide support to attend the MTC Mastermind	5,500.
Texas Freedom Network Education Fund P O Box 1624 Austin, TX 78767	None	Public Charity	To support the 20th Anniversary Reception in Dallas	5,000.
The Public Theater - Southern Comfort 425 Lafayette St New York, NY 10003	None	Public Charity	To support the production of Southern Comfort	25,000.
Threshold Foundation P.O. Box 29903 San Francisco, CA 94129	None	Public Charity	To support the Justice and Democracy Committee and the Grantmaking Pool	13,250.
Thunder River Theater 670 Promenade Carbondale, CO 81623	None	Public Charity	To support the Arts Learning Center	12,000.
Tides Center - Chicken & Egg Pictures The Presidio, P O Box 29907 San Francisco, CA 94129	None	Public Charity	As fiscal sponsor for Chicken & Egg Pictures to provide General Operating Support	50,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Tides Center - Spaces 1536 U Street NW Washington, DC 20009	None	Public Charity	To support the "Within Our Lifetime Leadership Gathering" in Dallas	5,000.
Tides Foundation - Hollyhock Fund P O Box 29198 San Francisco, CA 94129	None	Public Charity	To support "Story Money Impact"	2,500.
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	206,900.
Utah Film Center - Changing of the Gods 122 South Main Street Salt Lake City, UT 84101	None	Public Charity	As fiscal sponsor for the film "Changing of the Gods"	25,000.
Valley Settlement Project 520 South 3rd St #26 Carbondale, CO 81623	None	Public Charity	To support the Parent Mentor Project	10,000.
Various small donations Various Various, TX Various	None	Public Charity	Charitable contributions credited through passthrough entities	714.
Video Association of Dallas 1405 Woodlawn Dallas, TX 75208	None	Public Charity	To support the screening of "The Black Panthers; Vanguard of the Revolution"	250.
Vote Run Lead 242 West 30th St, Ste 806 New York, NY 10026	None	Public Charity	To provide General Operating Support	200.
Western Colorado Congress P O Box 1931 Grand Junction, CO 81502	None	Public Charity	To support the Gasfield Justice Campaign	5,000.
Wilderness Workshop P O Box 1442 Carbondale, CO 81623	None	Public Charity	To support the Forest Watchdog Program	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
Women Moving Millions 19 Fulton Street, Ste 301 New York, NY 10038	None	Public Charity	To support "All in for Her Phase II"	25,000.
Women's Media Center 1825 K Street NW, Ste 400 Washington, DC 20006	None	Public Charity	To provide Visible and Powerful bracelets for the WMC Board	4,345.
Women's Media Center 1825 West 3717 St, Floor 12A, Ste 3C New York, NY 10018	None	Public Charity	To support the Rape Culture Media Project	50,000.
YouthZone 803 School Street Glenwood Springs, CO 81601	None	Public Charity	To support the Pals Plus Mentoring Program	30,000.
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 - Aspen Community Foundation

To support the Aspen to Parachute Cradle to Career Fund's Post High
School Success Project, the Preschool on Wheels Program and the CCCAP
Policy Project

Name of Recipient - PeaceJam Foundation - Nobel Womens Initiative

As fiscal sponsor for the Nobel Women's Initiative Advancing Women for
Peace, Justice and Equality and for General Operating Support

Name of Recipient - Southern Methodist University - EHRP Human Rights
Program

To support the Embrey Human Rights Program, the Arts & Urbanism
Purposeful Performance Program and the Facing Our Truth Readings

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

2015

Name of the organization

Employer identification number

Embrey Family Foundation20-0215399

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, 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) (2015)

Name of organization

Employer identification number

Embrey Family Foundation20-0215399**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
<u>1</u>	<u>Estate of James L Embrey, Jr.</u> <u>10,000 North Central Expy, Suite 1400</u> <u>Dallas, TX 75231</u>	\$ <u>4,517,092.</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
<u>2</u>	<u>Garrett Boone</u> <u>5949 Sherry Lane #1010</u> <u>Dallas, TX 75225</u>	\$ <u>35,870.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

20-0215399

Part II

[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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

Form 990-PF	Dividends and Interest from Securities	Statement	1
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Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Various dividends	414,326.	0.	414,326.	414,326.	
Various interest	270,940.	0.	270,940.	270,940.	
To Part I, line 4	685,266.	0.	685,266.	685,266.	

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	-281,985.	-281,985.	
Total to Form 990-PF, Part I, line 11	-281,985.	-281,985.	

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	2,377.	0.		1,189.
To Fm 990-PF, Pg 1, ln 16a	2,377.	0.		1,189.

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	30,225.	0.		3,023.
To Form 990-PF, Pg 1, ln 16b	30,225.	0.		3,023.

Form 990-PF

Taxes

Statement

5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Payroll taxes	37,300.	0.		0.
Foreign tax withheld from dividends	6,426.	6,426.		0.
To Form 990-PF, Pg 1, ln 18	43,726.	6,426.		0.

Form 990-PF

Other Expenses

Statement

6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Auto expense	291.	0.		0.
Bank charges	596.	0.		0.
Computer support and exp	18,194.	0.		0.
Contract labor	89,182.	0.		0.
Employee wellness	2,582.	0.		0.
Fundraising event attendance	59,605.	0.		11,921.
Insurance	75,811.	0.		0.
Investment advisory fees	70,461.	70,461.		0.
Investment expenses through passthrough entities	121,400.	121,400.		0.
Meals and entertainment	12,105.	0.		0.
Memberships	70,320.	0.		70,320.
Office supplies and expense	11,399.	0.		0.
Payroll service fees	2,829.	0.		0.
Sponsored forums and events	285,444.	0.		285,444.
Staff professional development	22,793.	0.		5,698.
Telephone exp	4,458.	0.		0.
Amortization	4,000.	0.		0.
To Form 990-PF, Pg 1, ln 23	851,470.	191,861.		373,383.

Form 990-PF	Other Investments	Statement	7
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Description	Valuation Method	Book Value	Fair Market Value
Various managed investment accts	COST	10,034,410.	10,406,452.
Limited partnership interests	COST	7,134,525.	6,886,881.
Stock	COST	702,748.	702,748.
Stock	COST	2,529,000.	2,529,000.
Total to Form 990-PF, Part II, line 13		20,400,683.	20,525,081.

Form 990-PF	Depreciation of Assets Not Held for Investment	Statement	8
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Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Furniture	17,690.	17,690.	0.
Leasehold improvements	1,370.	397.	973.
Office equipment	3,924.	3,924.	0.
Leasehold improvements	7,182.	1,940.	5,242.
Office equipment	1,795.	1,795.	0.
Software	14,539.	14,539.	0.
Computer equipment	7,410.	7,410.	0.
Computer equipment	19,937.	16,948.	2,989.
software	12,000.	6,000.	6,000.
computer equipment	1,385.	900.	485.
Total To Fm 990-PF, Part II, ln 14		87,232.	15,689.

Form 990-PF	Other Assets	Statement	9
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Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Program related investment note	1,000,000.	0.	0.
Program related investment note	6.	0.	0.
Program related investments film	112,207.	130,876.	130,876.
Other notes receivable	859,542.	839,016.	839,016.
Program related investment note	250,000.	250,000.	250,000.
Program related investment note	50,000.	0.	0.
Program related investment note	50,000.	50,000.	50,000.
Program related investment note	250,000.	250,000.	250,000.
Program related investment note	50,000.	50,000.	50,000.
Other asset	7,500.	7,500.	7,500.
To Form 990-PF, Part II, line 15		2,629,255.	1,577,392.

Form 990-PF	Other Liabilities	Statement	10
Description	BOY Amount	EOY Amount	
Negative capital accts, royalty trusts	2,793.	6,096.	
Total to Form 990-PF, Part II, line 22	2,793.	6,096.	

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 1919 McKinney Dallas, TX 75201	V President/Dir 15.00	0.	0.	0.
Lauren Embrey 1919 McKinney Dallas, TX 75201	President/Dir 40.00	210,000.	0.	0.
Michael Magers 10000 N Central Expy #1400 Dallas, TX 75231	Secy/Treas/Dir 0.00	0.	0.	0.
Lindsay Harwell 1919 McKinney Dallas, TX 75201	Director 0.00	0.	0.	0.
Jeffrey Harwell 1919 McKinney Dallas, TX 75201	Director 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		210,000.	0.	0.

Form 990-PF

Summary of Direct Charitable Activities

Statement 12

Activity One

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

280,856.

Form 990-PF

Other Program-Related Investments

Statement 13

DescriptionAmount

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,

18,669.

DescriptionAmount

Anita, A Matter of Life, The Overnighters, The E-Team, Anita, Alive Inside, Brick, Freedom Fighters, How to Change the World, Death by Design, Hunting Ground, Bending the Arc, Song of Lahore, Night School, The Reagan Years and Bleed

0.

DescriptionAmount

charitable purpose of producing independent documentary cinema that addresses pressing social issues. Net increase is shown.

0.

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

18,669.

Form 990-PF

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

Statement 14

Name and Address of Person to Whom Applications Should be Submitted

Sallie Beck
1919 McKinney
Dallas, TX 75201

Telephone Number

214-206-3577

Form and Content of Applications

Please contact Sallie Beck for further details, but relevant information is located on foundation website.

Any Submission Deadlines

Restrictions and Limitations on Awards