

Form **990-PF**Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2016Department of the Treasury
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2016 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) 5930 ROYAL LANE, STE E PMB#498	Room/suite	B Telephone number (see instructions) 214-206-3577
City or town, state or province, country, and ZIP or foreign postal code DALLAS TX 75230		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 19,610,357	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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	535,683			
	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	326,379	326,379		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 STMT 1	-894,928			
	b Gross sales price for all assets on line 6a 4,977,228				
	7 Capital gain net income (from Part IV, line 2)				
	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) (attach schedule)					
11 Other income (attach schedule) STMT 2	-169,483	-169,483			
12 Total. Add lines 1 through 11	-202,349	156,896	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	210,000			105,000
	14 Other employee salaries and wages	374,075			218,379
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) SEE STMT 3	14,322			7,161
	b Accounting fees (attach schedule) STMT 4	29,500			2,950
	c Other professional fees (attach schedule) STMT 5	35,000			35,000
	17 Interest	1,213	1,213		
	18 Taxes (attach schedule) (see instructions) STMT 6	50,658	8,526		
	19 Depreciation (attach schedule) and depletion STMT 7	4,463			
	20 Occupancy	16,411			
	21 Travel, conferences, and meetings	91,110			54,666
	22 Printing and publications				
	23 Other expenses (att sch) STMT 8 STMT 9	579,199	197,136		135,013
	24 Total operating and administrative expenses. Add lines 13 through 23	1,405,951	206,875	0	558,169
	25 Contributions, gifts, grants paid	2,244,672			2,244,672
26 Total expenses and disbursements. Add lines 24 and 25	3,650,623	206,875	0	2,802,841	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-3,852,972				
b Net investment income (if negative, enter -0-)		0			
c Adjusted net income (if negative, enter -0-)			0		

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 (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing	608,139	1,207,440	1,207,438
	2	Savings and temporary cash investments	535,411	206,693	206,693
	3	Accounts receivable ▶ 2,797			
		Less allowance for doubtful accounts ▶	355	2,797	2,797
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att. schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)			
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶			
Liabilities		Less accumulated depreciation (attach sch.) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) SEE STATEMENT 10	20,400,683	16,028,330	16,391,469
	14	Land, buildings, and equipment basis ▶ 85,242			
		Less accumulated depreciation (attach sch.) ▶ STMT 11 74,512	15,689	10,730	10,730
	15	Other assets (describe ▶ SEE STATEMENT 12)	1,577,392	1,791,230	1,791,230
	16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	23,137,669	19,247,220	19,610,357
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
Net Assets or Fund Balances	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ SEE STATEMENT 13)	6,096	8,154	
	23	Total liabilities (add lines 17 through 22)	6,096	8,154	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☒			
	24	Unrestricted	23,131,573	19,239,066	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	23,131,573	19,239,066	
	31	Total liabilities and net assets/fund balances (see instructions)	23,137,669	19,247,220	

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	23,131,573
2	Enter amount from Part I, line 27a	2	-3,852,972
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	19,278,601
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 14	5	39,535
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	19,239,066

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 SECURITY AND OTHER INVESTMENT SALES		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 4,970,815		5,871,237	-900,422
b			
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-900,422
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	-900,422
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) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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))
2015	4,390,775	20,830,094	0.210790
2014	4,011,072	24,129,699	0.166230
2013	4,793,237	22,840,003	0.209861
2012	4,940,994	26,693,968	0.185098
2011	6,304,983	27,443,903	0.229741

2 Total of line 1, column (d)	2	1.001720
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	0.200344
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	20,217,025
5 Multiply line 4 by line 3	5	4,050,360
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	4,050,360
8 Enter qualifying distributions from Part XII, line 4	8	3,008,319

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	0
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	15,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	15,000
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	15,000
11	Enter the amount of line 10 to be Credited to 2017 estimated tax 0 Refunded	11	15,000

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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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? <i>If "No," attach explanation</i>	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

N/A

	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? Website address ► WWW.EMBREYFDN.ORG	X	
14 The books are in care of ► LAUREN EMBREY 5930 ROYAL LN STE E PMB498 Located at ► DALLAS TX ZIP+4 ► 75230 Telephone no ► 214-206-3577		
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	
16 At any time during calendar year 2016, 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 ►		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	
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 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ► 20 , 20 , 20 , 20	☐ Yes ☒ No	
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
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 2016 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 2016.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2016?		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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☒

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15				

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). 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 5930 ROYAL LN STE E PNB 498, DALLAS TX 75230	GRANT REVIEW 40.00	141,000		
SALLIE A BECK 5930 ROYAL LN STE E PNB 498, DALLAS TX 75230	COMPL/INV AN 40.00	136,008		
JACKIE ROBERTSON 5930 ROYAL LN STE E PNB 498, DALLAS TX 75230	RETIRED	74,575		

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

3

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). 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 ▶**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 16	
2	83,028
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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 LOANS	
	189,380
2 PROGRAM RELATED INVESTMENT-INVESTMENTS MADE IN VARIOUS FIL	
	16,098
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	205,478

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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	19,189,357
b	Average of monthly cash balances	1b	1,335,541
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	20,524,898
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	20,524,898
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	307,873
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,217,025
6	Minimum investment return. Enter 5% of line 5	6	1,010,851

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	1,010,851
2a	Tax on investment income for 2016 from Part VI, line 5	2a	
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,010,851
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,010,851
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,010,851

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	1a	2,802,841
b	Program-related investments – total from Part IX-B	1b	205,478
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	3,008,319
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 (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,008,319

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,010,851
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016:				
a From 2011	4,957,017			
b From 2012	3,636,892			
c From 2013	3,659,707			
d From 2014	2,833,826			
e From 2015	2,327,570			
f Total of lines 3a through e	17,415,012			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 3,008,319				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2016 distributable amount				1,010,851
e Remaining amount distributed out of corpus	1,997,468			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	19,412,480			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				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)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	4,957,017			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	14,455,463			
10 Analysis of line 9:				
a Excess from 2012	3,636,892			
b Excess from 2013	3,659,707			
c Excess from 2014	2,833,826			
d Excess from 2015	2,327,570			
e Excess from 2016	1,997,468			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
SALLIE BECK 214-206-3577
5930 ROYAL LN STE E PMB498 DALLAS TX 75230

b The form in which applications should be submitted and information and materials they should include
SEE STATEMENT 17

c Any submission deadlines.
N/A

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

Part XV **Supplementary Information** *(continued)***3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year SEE STATEMENT 18				2,244,672
Total			▶ 3a	2,244,672
b Approved for future payment N/A				
Total			▶ 3b	

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

OMB No 1545-0047

2016

▶ 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.

Name of the organization

Employer identification number

EMBREY FAMILY FOUNDATION**20-0215399**

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, 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 $\frac{1}{3}$ % 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

EMBREY FAMILY FOUNDATION

Employer identification number

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 LINDSAY EMBREY 5930 ROYAL LANE STE E PMB498 DALLAS TX 75230	\$ 535,683	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

215399 Embrey Family Foundation
 20-0215399
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Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	PURCHASE				
COMPUTER EQUIPMENT		6/30/14	6/30/16	\$ 1,385	\$ 1,385	\$		\$ 969	\$ 969
COMPUTER EQUIP		6/30/12	6/30/16	5,028	PURCHASE	5,028		4,525	4,525
TOTAL				\$ 6,413	\$ 6,413	\$ 0	\$ 0	\$ 5,494	\$ 5,494

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
OTHER NET INV ITEMS FROM PASS	\$ -169,483	\$ -169,483	\$
TOTAL	\$ -169,483	\$ -169,483	\$ 0

Statement 3 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL	\$ 14,322	\$	\$	\$ 7,161
TOTAL	\$ 14,322	\$ 0	\$ 0	\$ 7,161

215399 Embrey Family Foundation
20-0215399
FYE: 12/31/2016

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING	\$ 29,500	\$	\$	\$ 2,950
TOTAL	\$ 29,500	\$ 0	\$ 0	\$ 2,950

Statement 5 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
COLLABORATION AND IMPACT	\$ 35,000	\$	\$	\$ 35,000
TOTAL	\$ 35,000	\$ 0	\$ 0	\$ 35,000

Statement 6 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PAYROLL TAXES	\$ 42,132	\$	\$	\$
FOREIGN TAX WITHHELD FROM DIVIDE	8,526	8,526		
TOTAL	\$ 50,658	\$ 8,526	\$ 0	\$ 0

Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation

Date Acquired	Description	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
12/20/04	FURNITURE	\$ 17,690	\$	200DB	7	\$	\$	\$
11/18/04	LEASEHOLD IMPROVEMENTS	1,370	397	S/L	39	35		
6/30/05	OFFICE EQUIPMENT	3,924	3,924	S/L	7			

215399 Embrey Family Foundation
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Federal Statements

Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description								
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income	
LEASEHOLD IMPROVEMENTS								
6/30/05	\$ 7,182	\$ 1,940	S/L	39	\$ 184	\$	\$	
OFFICE EQUIPMENT								
6/30/06	1,795	1,795	S/L	7				
COMPUTER EQUIPMENT								
6/30/11	7,410	7,410	S/L	5				
COMPUTER EQUIPMENT								
6/30/12	14,909	12,674	S/L	5	1,491			
COMPUTER EQUIPMENT								
6/30/14	1,385	900	S/L	5	69			
COMPUTER EQUIP								
6/30/12	5,028	4,274	S/L	5	251			
2 IPADS								
6/30/16	1,876		S/L	5	1,032			
LAPTOP								
6/30/16	1,623		S/L	5	893			
COLOR PRINTER, ROUTER								
6/30/16	924		S/L	5	508			
TOTAL	\$ 65,116	\$ 51,004		\$	4,463	\$	0 \$	

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20-0215399
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Federal Statements

Statement 8 - Form 990-PF, Part I, Line 23 - Amortization

Description		Date Acquired	Cost Basis	Prior Year Amortization	Life	Current Year Amortization	Net Investment Income	Adjusted Net Income	COGS
SOFTWARE		6/30/08	\$ 14,539	\$ 14,539	5	\$	\$		
SOFTWARE		6/30/14	12,000	6,000	3	4,000			
TOTAL			\$ 26,539	\$ 20,539		\$ 4,000	\$ 0	\$ 0	0

Federal Statements

Statement 9 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
AUTO EXPENSE	140			
BANK CHARGES	413			
COMPUTER SUPPORT AND EXP	8,647			
CONTRACT SERVICES	66,471			
EMPLOYEE WELLNESS	2,193			
FUNDRAISING EVENT ATTENDANCE	48,915			9,783
INSURANCE	86,255			
INVESTMENT ADVISORY FEES	75,872	75,872		
INVESTMENT EXPENSES THROUGH P	121,264	121,264		
MEALS AND ENTERTAINMENT	2,506			
MEMBERSHIPS	28,120			28,120
MISCELLANEOUS	741			
MOVING EXP	3,490			
OFFICE SUPPLIES AND EXP	8,373			
PAYROLL SERVICE FEES	2,919			
SPONSORED FORUMS AND EVENTS	92,960			92,960
STAFF PROFESSIONAL DEVELOPMEN	16,599			4,150
TARGETED EMPLOYMENT CREDIT	5,283			
TELEPHONE EXP	4,038			
TOTAL	\$ 575,199	\$ 197,136	\$ 0	\$ 135,013

Statement 10 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
VARIOUS MANAGED INVESTMENT ACCTS	\$ 10,034,410	\$ 7,570,259	COST	\$ 8,430,882
LIMITED PARTNERSHIP INTERESTS	7,134,525	5,244,982	COST	4,747,498
STOCK	702,748	684,089	COST	684,089
STOCK	2,529,000	2,529,000	COST	2,529,000
TOTAL	\$ 20,400,683	\$ 16,028,330		\$ 16,391,469

Federal Statements**Statement 11 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment**

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
FIXED ASSETS	\$ 15,689	\$ 85,242	\$ 74,512	\$ 10,730
TOTAL	\$ 15,689	\$ 85,242	\$ 74,512	\$ 10,730

Federal Statements**Statement 12 - Form 990-PF, Part II, Line 15 - Other Assets**

Description	Beginning of Year	End of Year	Fair Market Value
DEPOSIT	\$	\$ 8,360	\$ 8,360
OTHER ASSET	7,500	7,500	7,500
OTHER NOTES RECEIVABLE	839,016	839,016	839,016
PROGRAM RELATED INVESTMENT NOTE		100,000	100,000
PROGRAM RELATED INVESTMENT NOTE	250,000	250,000	250,000
PROGRAM RELATED INVESTMENT NOTE		50,000	50,000
PROGRAM RELATED INVESTMENT NOTE	50,000	89,380	89,380
PROGRAM RELATED INVESTMENT NOTE	250,000	250,000	250,000
PROGRAM RELATED INVESTMENT NOTE	50,000	50,000	50,000
PROGRAM RELATED INVESTMENTS FILM	130,876	146,974	146,974
TOTAL	\$ 1,577,392	\$ 1,791,230	\$ 1,791,230

Statement 13 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
NEGATIVE CAPITAL ACCTS, ROYALTY TRUS	\$ 6,096	\$ 8,154
TOTAL	\$ 6,096	\$ 8,154

Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
NONTAXABLE/NONDEDUCTIBLE	\$
TOTAL	\$ 0

Statement 14 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
INVESTMENT TAX	\$
NONDEDUCTIBLE EXP	39,535
TOTAL	\$ 39,535

215399 Embrey Family Foundation

20-0215399

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Federal Statements

Statement 15 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
LAUREN EMBREY 5930 ROYAL LN STE E PMB498 DALLAS TX 75230	PRESIDENT/DI	40.00	210,000	0	0
GAYLE EMBREY 5930 ROYAL LN STE E PMB 498 DALLAS TX 75230	V PRESIDENT/	10.00	0	0	0
LINDSAY HARWELL 5930 ROYAL LN STE E PMB498 DALLAS TX 75230	DIRECTOR	1.00	0	0	0
JEFFREY HARWELL 5930 ROYAL LN STE E PMB 498 DALLAS TX 75230	DIRECTOR	1.00	0	0	0
MICHAEL MAGERS 12001 N CENTRAL EXPY #600 DALLAS TX 75243	SECY/TREAS/D	5.00	0	0	0

Federal Statements

Statement 16 - Form 990-PF, Part IX-A, Line 1 - Summary of Direct Charitable Activities

Description

DALLAS FACES RACE IS A FORUM
ON RACE IN DALLAS THAT BRINGS 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 INCLUDE CONSULTING, CONTRACT LABOR, FILMING
COSTS, PUBLIC RELATIONS, RESEARCH, TRAVEL, LODGING,
MEALS, WEBSITE MAINTENANCE AND SOCIAL MEDIA PLATFORMS.

Statement 17 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

PLEASE CONTACT SALLIE BECK FOR FURTHER DETAILS, BUT
RELEVANT INFORMATION IS LOCATED ON FOUNDATION WEBSITE.

Statement 18-Form 990-PF

Line 3a -Grants and Contributions Paid During Year

Business Name	Business Name 2(ELF)	Address Line 1	Address Line 2 (ELF)
29 Pieces		423 West Jefferson Blvd	
Advocate Safehouse Projec		P.O. Box 2036	Second Floor
Alliance for Justice		Eleven DuPont Circle NW	
Amnesty International		600 Pennsylvania Ave SE	
Aspen Community Foundation		110 E Hallam St, Ste 126	
Aspen Sante Fe Ballet		0245 Sage Way	
Big Thought - Dallas Youth Poets		1409 S Lamar St, Ste 1015	
Brooklyn Museum		200 Eastern Pkwy	
Cara Mia Theater		3630 Harry Hines Blvd	
Center for American Progress		1333 H St NW, 10th Floor	
Center for Public Policy Priorities		7020 Easy Wind Dr #200	
Center for Reproductive Rights		199 Water Street	
Chicken and Egg Pictures Inc		45 Main Street, Ste 506	
Colorado Animal Rescue		2801 County Rd 114	
Computers for Kids Foundation	dba YouthEntity	P O Box 1989	
Collective Heritage Institute -	Bioneers	1607 Paseo de Paralta Ste	
Criterion Institute		81 Church Hill Rd	
Criterion Institute - Women Effect		81 Church Hill Rd	
Communities Foundation of Texas	EmcArts Community Innovation Lab	5500 Caruth Haven Lane	Ste 740
Dallas Film Society		3625 North Hall St,	
Dallas Foundation -	Bachman Lake Together	Reagan Place at Old Prkld	3963 Maple Ave Ste 390
Dallas Foundation -	Neighbor Up	Reagan Place at Old Prkld	3963 Maple Ave Ste 390
Dallas Theater Center		2400 Flora St	
Dallas Women's Foundation		Campbell Ctr II	8150 N Central Expy Ste 1
Dance Exchange		7117 Maple Avenue	
Dance Initiative		73 S 4th St	
Downtown Community Television -	Divided	435 Hudson St, 6th Fl	
Drug Policy Alliance		131 West 33rd St, 15th Fl	
Faith in Texas - Pico		9891 Webb Chapel Rd	

Statement 18-Form 990-PF

Line 3a -Grants and Contributions Paid During Year:

Business Name	Business Name 2(ELF)	Address Line 1	Address Line 2 (ELF)
Firelight Media		2090 Adam Clayton Powell	Jr Blvd Ste 202
Fractured Atlas - Move the Crowd		248 W 35th St, 10th Fl	
Fractured Atlas - Oral Fixation		248 W 35th St, 10th Fl	
Fund for Women's Equality		1875 K St NW, 4th Fl	
Gender Avenger		P O Box 894	
Global Press Institute		25 Taylor St, 2nd Fl	
George W Bush Foundation		P O Box 600610	
Ignite		510 16th St	
Indiana University		PH 116, Schl of Publ Hlth	1025 East 7th St
Leadership DISD		1350 Motor Circle	
Let It Ripple Inc		135 Montgomery St,	Ste 1510
Life Messages Inc		4501 Rowlett Rd Ste 200	
LIFT		1610 S Malcolm X Blvd	Ste 230
LIFT-UP		P O Box 1928	
Make Art With Purpose		3601 Turtle Ck Blvd Ste 3	
Ms Foundation for Women		12 MetroTech Center	26th Floor
National Public Radio		1111 N Capitol NE	
Nomi Network		460 Park Ave So 12th Fl	
North Texas Public Broadcasting -		3000 Harry Hines Blvd	
PeaceJam Fdn	KERA	11200 Ralston Rd	
Pen American Center	Nobel Womens Initiative	588 Broadway #303	
Race Forward		32 Broadway Ste 1801	
Religious Institute		21 Charles St Ste 140	
Rifle Animal Shelter		P O Box 135	
Rudolf Steiner Foundation Inc		1002 O'Reilly Avenue	Ste 1002
She Should Run		718 7th St NW, 2nd Fl	
Smith College		No street address	
SMU		P O Box 750281	
Social Venture Partners Dallas		12900 Preston Rd	Ste 1220

Statement 18-Form 990-PF

Line 3a -Grants and Contributions Paid During Year

Business Name	Business Name 2(ELF)	Address Line 1	Address Line 2 (ELF)
Sundance Institute		5900 Wilshire Blvd	Ste 800
Synergos		3 E 54th St, 14th Fl	
TACA		One Arts Plaza	1722 Routh St, Ste 115
TeCo		Bishop Arts Theater Ctr	215 S Tyler St
Texas Democracy Foundation	dba Texas Observer	307 W 7th St	
Texas Freedom Network	Education Fd	P O Box 1624	
Texas Organizing Project	Education Fd	700 S Zazmora Ste 212	
The Afiya Center		501 Wynnewood Village	Ste 25
The Art Base		99 Midland Ave	
The Nest Foundation		137 N Larchmont Blvd	Ste 427
The Public Theater		425 Lafayette St	
The Representation Project		P O Box 437	
Threshold Foundation		P O Box 29903	
Thunder River Theater		67 Promenade	
University of Texas Foundation		P O Box 250	
Utah Film Center		122-South Main St	
Valley Settlement Project		520 Third St Ste 9	
Vickery Meadow Youth Dev. Fdn		8361 Park Lane Ste 100	
Western Colorado Congress		P O Box 1931	
Wilderness Workshop		P O Box 1442	
Women Moving Millions		19 Fulton St Ste 301	
Women's Media Center		320 W 3717 St	Floor 12A, Ste 3C
Workers Defense Project		5604 Manor Rd	
World Pulse		1006 SE Grand Ave	Ste 200
YouthZone		803 School St	
From passthrough entities		Various	
Total			

Statement 18-Form 990-PF

Line 3a -Grants and Contributions Paid During Year

Business Name	City	St	Zip	Relationship	Status	Purpose
29 Pieces	Dallas	TX	75208	None	Public Chari	See attachment
Advocate Safehouse Projec	Glenwood Springs	CO	81602	None	Public Chari	See attachment
Alliance for Justice	Washington	DC	20036	None	Public Chari	See attachment
Amnesty International	Washington	DC	20003	None	Public Chari	See attachment
Aspen Community Foundation	Aspen	CO	81611	None	Public Chari	See attachment
Aspen Sante Fe Ballet	Aspen	CO	81611	None	Public Chari	See attachment
Big Thought - Dallas Youth Poets	Dallas	TX	75215	None	Public Chari	See attachment
Brooklyn Museum	Brooklyn	NY	11238	None	Public Chari	See attachment
Cara Mia Theater	Dallas	TX	75219	None	Public Chari	See attachment
Center for American Progress	Washington	DC	20005	None	Public Chari	See attachment
Center for Public Policy Priorities	Austin	TX	78752	None	Public Chari	See attachment
Center for Reproductive Rights	New York	NY	10038	None	Public Chari	See attachment
Chicken and Egg Pictures Inc	Brooklyn	NY	11201	None	Public Chari	See attachment
Colorado Animal Rescue	Glenwood Springs	CO	81601	None	Public Chari	See attachment
Comptuers for Kids Foundation	Carbondale	CO	81623	None	Public Chari	See attachment
Collective Heritage Institute -	Santa Fe	NM	87501	None	Public Chari	See attachment
Criterion Institute	Haddam	CT	06438	None	Public Chari	See attachment
Criterion Institute - Women Effect	Haddam	CT	06438	None	Public Chari	See attachment
Communities Foundation of Texas	Dallas	TX	75225	None	Public Chari	See attachment
Dallas Film Society	Dallas	TX	75219	None	Public Chari	See attachment
Dallas Foundation -	Dallas	TX	75219	None	Public Chari	See attachment
Dallas Foundation -	Dallas	TX	75219	None	Public Chari	See attachment
Dallas Theater Center	Dallas	TX	75201	None	Public Chari	See attachment
Dallas Women's Foundation	Dallas	TX	75206	None	Public Chari	See attachment
Dance Exchange	Tacoma Park	MD	20912	None	Public Chari	See attachment
Dance Initiative	Carbondale	CO	81623	None	Public Chari	See attachment
Downtown Community Television -	New York	NY	10014	None	Public Chari	See attachment
Drug Policy Alliance	New York	NY	10001	None	Public Chari	See attachment
Faith in Texas - Pico	Dallas	TX	75220	None	Public Chari	See attachment

Statement 18-Form 990-PF

Line 3a -Grants and Contributions Paid During Year

Business Name	City	St	Zip	Relationship	Status	Purpose
Firelight Media	New York	NY	10027	None	Public Chari	See attachment
Fractured Atlas - Move the Crowd	New York	NY	10001	None	Public Chari	See attachment
Fractured Atlas - Oral Fixation	New York	NY	10010	None	Public Chari	See attachment
Fund for Women's Equality	Washington	DC	20006	None	Public Chari	See attachment
Gender Avenger	Tiburon	CA	94920	None	Public Chari	See attachment
Global Press Institute	San Francisco	CA	94102	None	Public Chari	See attachment
George W Bush Foundation	Dallas	TX	75360	None	Public Chari	See attachment
Ignite	Oakland	CA	94612	None	Public Chari	See attachment
Indiana University	Bloomington	IN	47405	None	Public Chari	See attachment
Leadership DISD	Dallas	TX	75207	None	Public Chari	See attachment
Let It Ripple Inc	San Francisco	CA	94104	None	Public Chari	See attachment
Life Messages Inc	Dallas	TX	75088	None	Public Chari	See attachment
LIFT	Dallas	TX	75226	None	Public Chari	See attachment
LIFT-UP	Rifle	CO	81650	None	Public Chari	See attachment
Make Art With Purpose	Dallas	TX	75219	None	Public Chari	See attachment
Ms Foundation for Women	Brooklyn	NY	11201	None	Public Chari	See attachment
National Public Radio	Washington	DC	20002	None	Public Chari	See attachment
Nomi Network	New York	NY	10016	None	Public Chari	See attachment
North Texas Public Broadcasting -	Dallas	TX	75201	None	Public Chari	See attachment
PeaceJam Fdn	Arvada	CO	80040	None	Public Chari	See attachment
Pen American Center	New York	NY	10012	None	Public Chari	See attachment
Race Forward	New York	NY	10004	None	Public Chari	See attachment
Religious Institute	Westport	CT	06880	None	Public Chari	See attachment
Rifle Animal Shelter	Rifle	CO	81650	None	Public Chari	See attachment
Rudolf Steiner Foundation Inc	San Francisco	CA	94129	None	Public Chari	See attachment
She Should Run	Washington	DC	20001	None	Public Chari	See attachment
Smith College	Northampton	MA	01063	None	Public Chari	See attachment
SMU	Dallas	TX	75230	None	School	See attachment
Social Venture Partners Dallas	Dallas	TX	75230	None	Public Chari	See attachment

Statement 18-Form 990-PF.

Line 3a -Grants and Contributions Paid During Year

Business Name	City	St	Zip	Relationship	Status	Purpose
Sundance Institute	Los Angeles	CA	90036	None	Public Chari	See attachment
Synergos	New York	NY	10022	None	Public Chari	See attachment
TACA	Dallas	TX	75201	None	Public Chari	See attachment
TeCo	Dallas	TX	75208	None	Public Chari	See attachment
Texas Democracy Foundation	Austin	TX	78701	None	Public Chari	See attachment
Texas Freedom Network	Austin	TX	78767	None	Public Chari	See attachment
Texas Organizing Project	San Antonio	TX	78207	None	Public Chari	See attachment
The Afiya Center	Dallas	TX	75224	None	Public Chari	See attachment
The Art Base	Basalt	CO	81621	None	Public Chari	See attachment
The Nest Foundation	Los Angeles	CA	90004	None	Public Chari	See attachment
The Public Theater	New York	NY	10003	None	Public Chari	See attachment
The Representation Project	Ross	CA	94957	None	Public Chari	See attachment
Threshold Foundation	San Francisco	CA	94129	None	Public Chari	See attachment
Thunder River Theater	Carbondale	CO	81623	None	Public Chari	See attachment
University of Texas Foundation	Austin	TX	78767	None	Public Chari	See attachment
Utah Film Center	Salt Lake City	UT	84101	None	Public Chari	See attachment
Valley Settlement Project	Carbondale	CO	81623	None	Public Chari	See attachment
Vickery Meadow Youth Dev. Fdn	Dallas	TX	75231	None	Public Chari	See attachment
Western Colorado Congress	Grand Junction	CO	81502	None	Public Chari	See attachment
Wilderness Workshop	Carbondale	CO	81623	None	Public Chari	See attachment
Women Moving Millions	New York	NY	10038	None	Public Chari	See attachment
Women's Media Center	New York	NY	10018	None	Public Chari	See attachment
Workers Defense Project	Austin	TX	78723	None	Public Chari	See attachment
World Pulse	Portland	OR	97214	None	Public Chari	See attachment
YouthZone	Glenwood Springs	CO	81601	None	Public Chari	See attachment
From passthrough entities	Dallas	TX	75231	None	Public Chari	from passthrough ent
Total						

Statement 18-Form 990-PF

Line 3a -Grants and Contributions Paid During Year

Business Name	Amount
29 Pieces	20,000
Advocate Safehouse Projec	5,000
Alliance for Justice	25,000
Amnesty International	75,000
Aspen Community Foundation	50,000
Aspen Sante Fe Ballet	20,000
Big Thought - Dallas Youth Poets	500
Brooklyn Museum	30,000
Cara Mia Theater	10,950
Center for American Progress	25,000
Center for Public Policy Priorities	15,000
Center for Reproductive Rights	250
Chicken and Egg Pictures Inc	50,000
Colorado Animal Rescue	10,000
Comptuers for Kids Foundation	10,000
Collective Heritage Institute -	50,000
Criterion Institute	15,000
Criterion Institute - Women Effect	25,000
Communities Foundation of Texas	25,000
Dallas Film Society	25,000
Dallas Foundation -	750
Dallas Foundation -	25,000
Dallas Theater Center	25,750
Dallas Women's Foundation	15,000
Dance Exchange	5,000
Dance Initiative	10,000
Downtown Community Television -	25,000
Drug Policy Alliance	5,000
Faith in Texas - Pico	9,050

Statement 18-Form 990-PF		
Line 3a - Grants and Contributions Paid During Year		
Business Name	Amount	
Firelight Media	25,000	
Fractured Atlas - Move the Crowd	4,240	
Fractured Atlas - Oral Fixation	5,000	
Fund for Women's Equality	1,000	
Gender Avenger	7,500	
Global Press Institute	15,000	
George W Bush Foundation	22,500	
Ignite	15,000	
Indiana University	13,000	
Leadership DISD	750	
Let It Ripple Inc	12,000	
Life Messages Inc	250	
LIFT	750	
LIFT-UP	6,638	
Make Art With Purpose	8,250	
Ms Foundation for Women	50,000	
National Public Radio	75,000	
Nomi Network	15,150	
North Texas Public Broadcasting -	20,000	
PeaceJam Fdn	50,000	
Pen American Center	50,500	
Race Forward	7,500	
Religious Institute	10,000	
Rifle Animal Shelter	10,000	
Rudolf Steiner Foundation Inc	10,000	
She Should Run	15,000	
Smith College	100,000	
SMU	575,000	
Social Venture Partners Dallas	2,500	

Statement 18-Form 990-PF		
Line 3a -Grants and Contributions-Paid During Year		
Business Name	Amount	
Sundance Institute	37,500	
Synergos	24,500	
TACA	50,000	
TeCo	10,950	
Texas Democracy Foundation	15,000	
Texas Freedom Network	25,000	
Texas Organizing Project	20,150	
The Afiya Center	7,500	
The Art Base	5,000	
The Nest Foundation	2,500	
The Public Theater	15,000	
The Representation Project	25,000	
Threshold Foundation	9,600	
Thunder River Theater	12,000	
University of Texas Foundation	80,000	
Utah Film Center	5,000	
Valley Settlement Project	10,000	
Vickery Meadow Youth Dev. Fdn	12,750	
Western Colorado Congress	5,000	
Wilderness Workshop	5,000	
Women Moving Millions	7,500	
Women's Media Center	15,000	
Workers Defense Project	8,900	
World Pulse	20,000	
YouthZone	81,000	
From passthrough entities	44	
Total	2,244,672	

Embrey Family Foundation
Charitable purpose - Attachment to Form 990-PF
2016

Name	Charitable Purpose
29 Pieces	To support the Piece 24 / Dallas Respect Project
Advocate Safehouse Project	To support the Safehouse Program
Alliance for Justice	To support the Bolder Advocacy Initiative
Amnesty International	To support Ending Gender-Based Violence
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
Aspen Santa Fe Ballet	To support the expansion of the ASFB educational programs to Glenwood Springs
Big Thought - Dallas Youth Poets	To provide General Operating Support for Dallas Youth Poets
Brooklyn Museum	To support Agitprop!
Cara Mia Theater	To provide funding for a Curator of Community Action and funding to attend Facing Race 2016
Center for American Progress	To support the Working Families Project
Center for Public Policy Priorities	To support the Creative Project to Advance Racial Equity in Child Well-Being
Center for Reproductive Rights	To provide General Operating Support
Chicken & Egg Pictures, Inc	To provide General Operating Support
Collective Heritage Institute - Bioneers	To provide General Operating Support
Colorado Animal Rescue	To support Adopt Me Now Increasing Adoption Success through Creative Profiles and Positive Introductions
Communities Foundation of Texas - EmcArts Community Innovation Lab	As fiscal sponsor for EmcArts Community Innovation Lab
Computers for Kids Foundation dba YouthEntity	To provide General Operating Support
Criterion Institute	To provide General Operating Support
Criterion Institute - Women Effect	As fiscal sponsor for Women Effect
Dallas Film Society	To fund the 2016 Silver Heart Award
Dallas Foundation - Bachman Lake Together	As fiscal sponsor for Bachman Lake Together - to provide funding to attend Facing Race 2016
Dallas Foundation - Neighbor Up	As fiscal sponsor for Neighbor Up
Dallas Theater Center	To support Public Works Dallas and to provide funding to attend Facing Race 2016
Dallas Women's Foundation	To support Addressing Harmful Gender Norms through Gender Transformative Initiatives
Dance Exchange	To support the Dance USA presentation
Dance Initiative	To support programming
Downtown Community Television - Divided	As fiscal sponsor for Divided Films
Drug Policy Alliance	To provide funding to help stop the war on drugs
Faith in Texas - Pico	To provide General Operating Support and to provide funds to attend Facing Race 2016
Firelight Media	To support the Firelight Impact Lab
Fractured Atlas - Move the Crowd	As fiscal Sponsor for Move the Crowd - to provide funds to attend True Paid Good
Fractured Atlas - Oral Fixation	As fiscal sponsor for Oral Fixation - Swept Under the Rug
Fund for Women's Equality	To provide General Operating Support
Gender Avenger	To support Who's Talking
George W Bush Foundation	To support the First Ladies Initiative
Global Press Institute	To support the Tribal Nations Initiative
Ignite	To support the National Expansion Campaign
Indiana University	To support the Sex and the Media Initiative

Embrey Family Foundation
Charitable purpose - Attachment to Form 990-PF
2016

Name	Charitable Purpose
Leadership DUSD	To provide funds to attend Facing Race 2016
Let it Ripple, Inc.	To support the short film: 50/50:Women at the Table
Life Messages, Inc	To provide funds for the Food Pantry
LIFT	To provide funds to attend Facing Race 2016
LIFT-UP	To provide General Operating Support
Make Art With Purpose	To support Use Your Voices and to provide funds to attend Facing Race 2016
Ms Foundation for Women	To provide General Operating Support
National Public Radio	To support the Hidden Brain project
Nomi Network	To provide General Operating Support and for an ad in the Journey to Freedom Program
North Texas Public Broadcasting - KERA	To support Race in Schools: A Yearlong Project
PeaceJam Foundation - Nobel Women's Initiative	As fiscal sponsor for Nobel Women's Initiative - Advancing Women Leaders for Peace, Justice and Equality
Pen American Center	To support the Pen World Voices Festival and to provide General Operating Support
Race Forward	To support the Facing Race National Conference 2016
Religious Institute	To support the Texas Outreach Project
Rifle Animal Shelter	To support the Spay and Neuter Makes Them Cuter Program
Rudolf Steiner Foundation, Inc.	To support Shared Gifting: Arts and Advocacy Organizations in Dallas
She Should Run	To support Name It Change It
Smith College	To support the Gloria Steinem Initiative
SMU	To support the Embrey Human Rights Program and Ignite Arts Dallas
Social Venture Partners Dallas	To sponsor a Paul Quinn student to attend Big Bang 2016
Sundance Institute	To provide General Operating Support
Synergos	To provide General Operating Support
TACA	To support the Artist in Residence Program
TeCo Theatrical Productions, Inc.	To provide General Operating Support and to provide funding to attend Facing Race 2016
Texas Democracy Foundation dba The Texas Observer	To provide General Operating Support
Texas Freedom Network Education Fund	To support Texas Rising Leadership Pipeline
Texas Organizing Project Education Fund	To provide funding for the Schools Campaign, for the Executive Leadership Transition and to provide funds to attend Facing Race 2016
The Afiva Center	To support the Texas Black Women's Reproductive Justice Policy Summit
The Art Base	To provide funding for the educational programs
The Nest Foundation	To support the 2016 Student Forum at the George W. Bush Institute
The Public Theater	To support the production of Southern Comfort
The Representation Project	To support the film The Great American Dream
Threshold Foundation	To provide General Operating Support and the Grantmaking Pool
Thunder River Theater	To support Children's and Seniors' Programming and Upgrades
University of Texas Foundation	To support the Embrey Women's Human Rights Initiative at the Center for Women's and Gender Studies
Utah Film Center - Be Natural	To support the film Be Natural
Valley Settlement Project	To support the Parent Mentor Project
Vickery Meadow Youth Development Foundation	To support Translation Arts & Cultural Platform and to provide funds to attend Facing Race 2016
Western Colorado Congress	To support the Gasfield Justice and New Energy Economy programs
Wilderness Workshop	To support the Oil and Gas Defense Program

Embrey Family Foundation
Charitable purpose - Attachment to Form 990-PF
2016

Name	Charitable Purpose
Women Moving Millions	To support the Women Moving Millions Campaign Consulting Project
Women's Media Center	To support Name It Change It
Workers Defense Project	To support Outreach, Education and Organizing
World Pulse	To support Expanding Women's Global Empowerment through Digital Movement Building
YouthZone	To support the YouthZone / Bookcliff Art Project in Rifle, CO