



Return of Private Foundation

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

OMB No 1545-0052

2017

Open to Public Inspection

▶ Do not enter social security numbers on this form as it may be made public
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2017 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 ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ▶ ☐ 2 Foreign organizations meeting the 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) ▶ \$ 17,923,665	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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
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	349,324	349,324		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,082,706			
b	Gross sales price for all assets on line 6a	7,361,096			
7	Capital gain net income (from Part IV, line 2)		1,082,706		
8	Net short-term capital gain			0	
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 1	-233,374	-233,374		
12	Total. Add lines 1 through 11	1,198,656	1,198,656	0	
13	Compensation of officers, directors, trustees, etc	210,000			105,000
14	Other employee salaries and wages	369,625			222,375
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) SEE STMT 2	20,575			10,288
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) STMT 3	35,000			35,000
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 4	47,686	8,461		
19	Depreciation (attach schedule) and depletion STMT 5	15,434			
20	Occupancy	18,722			
21	Travel, conferences, and meetings	78,829			47,297
22	Printing and publications				
23	Other expenses (att sch) STMT 6 STMT 7	659,995	279,990		124,834
24	Total operating and administrative expenses Add lines 13 through 23	1,455,866	288,451	0	544,794
25	Contributions, gifts, grants paid	2,081,103			2,081,103
26	Total expenses and disbursements. Add lines 24 and 25	3,536,969	288,451	0	2,625,897
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-2,338,313			
b	Net investment income (if negative, enter -0-)		910,205		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions

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Form 990-PF (2017)

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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	1,207,440	1,207,438	1,207,438
	2	Savings and temporary cash investments	206,693	111,655	111,655
	3	Accounts receivable ▶ 20,947			
		Less: allowance for doubtful accounts ▶	2,797	20,947	20,947
	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 (attach 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 ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments – mortgage loans				
13	Investments – other (attach schedule) SEE STATEMENT 8	16,028,330	13,602,534	14,358,329	
14	Land, buildings, and equipment basis ▶ 108,624				
	Less: accumulated depreciation (attach schedule) ▶ STMT 9 91,947	10,730	16,677	16,677	
15	Other assets (describe ▶ SEE STATEMENT 10)	1,791,230	2,208,619	2,208,619	
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	19,247,220	17,167,870	17,923,665	
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 (attach schedule)			
	22	Other liabilities (describe ▶ SEE STATEMENT 11)	8,154	2,798	
	23	Total liabilities (add lines 17 through 22)	8,154	2,798	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☒			
	24	Unrestricted	19,239,066	17,165,072	
	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)	19,239,066	17,165,072	
	31	Total liabilities and net assets/fund balances (see instructions)	19,247,220	17,167,870	

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	19,239,066
2	Enter amount from Part I, line 27a	2	-2,338,313
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	291,414
4	Add lines 1, 2, and 3	4	17,192,167
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	27,095
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	17,165,072

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 SALES, OTHER CAPITAL GAINS/		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 7,361,096		6,278,390	1,082,706	
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			1,082,706	
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	1,082,706
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	1,082,706

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))
2016	3,008,319	20,217,025	0.148801
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
2 Total of line 1, column (d)			2 0.920780
3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 0.184156
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 18,601,891
5 Multiply line 4 by line 3			5 3,425,650
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 9,102
7 Add lines 5 and 6			7 3,434,752
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 3,051,646

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	18,204
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	18,204
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	18,204
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	12,000
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	12,000
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	140
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	6,344
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the Instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017? See instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

	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		
16 At any time during calendar year 2017, 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

	Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies		
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 2017?	N/A	
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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? 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 2017 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 2017)		X
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 2017?		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
Organizations relying on a current notice regarding disaster assistance, check here **N/A** ☐ **5b**

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **X**
If "Yes" to 6b, file Form 8870

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

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, and 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 14				

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
SALLIE A BECK 5930 ROYAL LN STE E PNB 498	COMPL/INV AN 40.00	148,500		
MARILYN D HOSEY 5930 ROYAL LN STE E PNB 498	GRAND REVIEW 40.00	148,125		
JACKIE ROBERTON 5930 ROYAL LN STE E PNB 498	RETIRED	73,000		

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 15	
	39,159
2	
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 INVESTMENTS, FILMS	
	231,320
2 PROGRAM RELATED INVESTMENT LOANS	
	133,420
All other program-related investments. See instructions.	
3	
PROGRAM RELATED INVESTMENT, OTHER	61,009
Total. Add lines 1 through 3	425,749

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	17,463,726
b	Average of monthly cash balances	1b	1,421,443
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	18,885,169
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	18,885,169
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	283,278
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,601,891
6	Minimum investment return. Enter 5% of line 5	6	930,095

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	930,095
2a	Tax on investment income for 2017 from Part VI, line 5	2a	18,204
b	Income tax for 2017 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	18,204
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	911,891
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	911,891
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	911,891

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	2,625,897
b	Program-related investments – total from Part IX-B	1b	425,749
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	3,051,646
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	3,051,646

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				911,891
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012	3,636,892			
b From 2013	3,659,707			
c From 2014	2,833,826			
d From 2015	2,327,570			
e From 2016	1,997,468			
f Total of lines 3a through e	14,455,463			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 3,051,646				
a Applied to 2016, 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 2017 distributable amount				911,891
e Remaining amount distributed out of corpus	2,139,755			
5 Excess distributions carryover applied to 2017 (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	16,595,218			
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 2016 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7 (see instructions)	3,636,892			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	12,958,326			
10 Analysis of line 9				
a Excess from 2013	3,659,707			
b Excess from 2014	2,833,826			
c Excess from 2015	2,327,570			
d Excess from 2016	1,997,468			
e Excess from 2017	2,139,755			

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 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	
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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a The name, address, and telephone number or email 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 16

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 17				2,081,103
Total			▶ 3a	2,081,103
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	349,324		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income			14	-233,374		
8 Gain or (loss) from sales of assets other than inventory			18	1,082,706		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0		1,198,656		0
13 Total. Add line 12, columns (b), (d), and (e)				13		1,198,656

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- a** Transfers from the reporting foundation to a noncharitable exempt organization of
- (1) Cash
 - (2) Other assets
- b** Other transactions
- (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- d** If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

- b** If "Yes," complete the following schedule

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

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

May the IRS discuss this return with the preparer shown below?
See instructions ☐ Yes

**Sign
Here**

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name

Preparer's signature _____

Date _____

Check ☐ if self-employed

Paid
Preparer
Use Only

MICHAEL MAGERS

Firm's name ▶	ABLON AND COMPANY PLLC
Firm's address ▶	12001 N CENTRAL EXPY STE 600 DALLAS, TX 75243

PTIN P00552895

Firm's EIN ▶ **75-2689864**

Phone no **214-361-1400**

Form **990-PF** (2017)

Federal Statements

Statement 1 - 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	\$ -233,374	\$ -233,374	\$
TOTAL	\$ -233,374	\$ -233,374	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL	\$ 20,575	\$	\$	\$ 10,288
TOTAL	\$ 20,575	\$ 0	\$ 0	\$ 10,288

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING	\$	\$	\$	\$
TOTAL	\$ 0	\$ 0	\$ 0	\$ 0

Statement 3 - 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

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX WITHHELD FROM DIVIDE	\$ 8,461	\$ 8,461	\$	\$
PAYROLL TAXES	39,225			
TOTAL	\$ 47,686	\$ 8,461	\$ 0	\$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation

Description							Current Year Depreciation	Net Investment Income	Adjusted Net Income
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life					
FURNITURE									
12/20/04 \$	17,690 \$	17,690	200DB	7	\$	\$			\$
LEASEHOLD IMPROVEMENTS									
11/18/04	1,370	432	S/L	39			35		
OFFICE EQUIPMENT									
6/30/05	3,924	3,924	S/L	7					
LEASEHOLD IMPROVEMENTS									
6/30/05	7,182	2,124	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	14,165	S/L	5			744		
2 IPADS									
6/30/16	1,876	1,032	S/L	5			187		
LAPTOP									
6/30/16	1,623	893	S/L	5			162		
COLOR PRINTER, ROUTER									
6/30/16	924	508	S/L	5			93		
OFFICE FURN AND EQUIP									
6/30/17	23,382		200DB	5			14,029		
TOTAL	\$ 82,085	\$ 49,973			\$	\$	15,434	0	0

Federal Statements

Statement 6 - 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	10,000	3	2,000			
TOTAL		\$ 26,539	\$ 24,539		\$ 2,000	\$ 0	\$ 0	

Statement 7 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	
AUTO EXPENSE	71			
BANK CHARGES	438			
COMPUTER SUPPORT AND EXP	17,200			
CONTRACT SERVICES	52,650			
FUNDRAISING EVENT ATTENDANCE	54,825			10,965
INSURANCE	74,561			
INVESTMENT ADVISORY FEES	71,537	71,537		
INVESTMENT EXPENSES THROUGH P	208,453	208,453		
MEALS AND ENTERTAINMENT	9,298			
MEMBERSHIPS	63,965			63,965
MISCELLANEOUS	2,126			
MOVING EXP	2,848			
OFFICE SUPPLIES AND EXP	11,976			
PAYROLL SERVICE FEES	3,021			
SPONSORED FORUMS AND EVENTS	39,366			39,366
STAFF PROFESSIONAL DEVELOPMEN	42,152			10,538
TELEPHONE EXP	3,508			
TOTAL	\$ 657,995	\$ 279,990	\$ 0	\$ 124,834

Federal Statements**Statement 8 - 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	\$ 7,570,259	\$ 4,775,366	COST	\$ 6,082,430
LIMITED PARTNERSHIP INTERESTS	5,244,982	5,626,416	COST	5,075,147
STOCK	684,089	671,752	COST	671,752
STOCK	2,529,000	2,529,000	COST	2,529,000
TOTAL	\$ 16,028,330	\$ 13,602,534		\$ 14,358,329

Statement 9 - 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	\$ 10,730	\$ 108,624	\$ 91,947	\$ 16,677
TOTAL	\$ 10,730	\$ 108,624	\$ 91,947	\$ 16,677

Federal Statements

FYE: 12/31/2017

Statement 10 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
DEPOSIT	\$ 8,360	\$ 7,500	\$ 7,500
OTHER ASSET	7,500		
OTHER NOTES RECEIVABLE	839,016	839,016	839,016
PROGRAM RELATED INVESTMENT NOTE	100,000	100,000	100,000
PROGRAM RELATED INVESTMENT NOTE	250,000	250,000	250,000
PROGRAM RELATED INVESTMENT NOTE	50,000	50,000	50,000
PROGRAM RELATED INVESTMENT NOTE	89,380	122,800	122,800
PROGRAM RELATED INVESTMENT NOTE	250,000	250,000	250,000
PROGRAM RELATED INVESTMENT NOTE	50,000	50,000	50,000
PROGRAM RELATED INVESTMENT NOTE		100,000	100,000
PROGRAM RELATED INVESTMENT LLC		61,009	61,009
PROGRAM RELATED INVESTMENTS FILM	146,974	378,294	378,294
TOTAL	\$ 1,791,230	\$ 2,208,619	\$ 2,208,619

Statement 11 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
NEGATIVE CAPITAL ACCTS, ROYALTY TRUS	\$ 8,154	\$ 2,798
TOTAL	\$ 8,154	\$ 2,798

Statement 12 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
NONTAXABLE/NONDEDUCTIBLE	\$ 291,414
TOTAL	\$ 291,414

Statement 13 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
INVESTMENT TAX	\$ 27,095
TOTAL	\$ 27,095

215399 Embrey Family Foundation

20-0215399

FYE: 12/31/2017

Federal Statements**Statement 14 - 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	0.00	0	0	0
JEFFREY HARWELL 5930 ROYAL LN STE E PMB 498 DALLAS TX 75230	DIRECTOR	0.00	0	0	0
MICHAEL MAGERS 12001 N CENTRAL EXPY #600 DALLAS TX 75243	SECY/TREAS/D	10.00	0	0	0

Federal Statements

Statement 15 - 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, PUBLIC RELATIONS, MEALS, WEBSITE MAINTENANCE AND SOCIAL MEDIA PLATFORMS.

Statement 16 - 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 17-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		P.O. Box 140963	
29 Pieces		P.O. Box 140963	
Advocate Safehouse Project		P.O. Box 2036	
Alliance for Justice		Eleven DuPont Circle NW	Second Floor
American Film Institute		2021 North Western Ave	
Aspen Community Foundation		110 E Hallam St, Ste 126	
Aspen Sante Fe Ballet		0245 Sage Way	
Big Thought		1409 S Lamar St, Ste 1015	
Cara Mia Theater		3630 Harry Hines Blvd	
Carbondale Council on Arts and Huma		76 S 4th St	P.O. Box 175
Center for Public Policy Priorities		7020 Easy Wind Dr #200	
Chicken and Egg Pictures Inc		45 Main Street, Ste 506	
Colorado Animal Rescue		2801 County Rd 114	
Communities Foundation of Texas	EmcArts Community Innovation Lab	5500 Caruth Haven Lane	
Comptuers for Kids Foundation	dba YouthEntity	P O Box 1989	
Dallas Area Interfaith		1104 Lupo Dr	
Dallas Center for Performing Arts		700 N Pearl St Ste N 1800	
Dallas Foundation		Reagan Place at Old Prkld	3963 Maple Ave Ste 390
Dallas Holocaust Museum		211 N Record St Ste 100	
Dallas Institute for Humanities and	Culture	2719 Routh St	
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	
Earthworks		1612 K Street NW Ste 808	
First Unitarian Church		4015 Normandy Ave	
Fractured Atlas - Oral Fixation		248 W 35th St, 10th Fl	
Friends of the South Dallas Cultrl	Center	3400 S Fitzhugh	

Statement 17-Form 990-PF

Line 3a-Grants and Contributions Paid During Year

Business Name	Business Name 2(ELF)	Address Line 1	Address Line 2 (ELF)
Fund for Women's Equality		1875 K St NW, 4th Fl	
George W Bush Foundation		P O Box 600610	
Global Press Institute		25 Taylor St, 2nd Fl	
Heyday-MaestraPeace Muralists		P.O. Box 9145	
Himilayan International		952 Bethany Turnpike	
Human Rights Institute		2801 Swiss Ave	
Ignite		510 16th St	
Inclusive Communities		3301 Elm St	
Intersection for the Arts	Walls of Hope	901 Mission St Ste 306	
Just Vision		1616 P-St-NW #340	
Kitchen Dog Theater		2600 N Stemmons Frwy	Ste 180
League of Oil and Gas Impacted	Coloradans	2746 Hedgerow Circle	
LIFT-UP		P O Box 1928	
Make Art With Purpose		3601 Turtle Ck Blvd Ste 3	
Mothers Against Police Brutality		1851 Fuller	
National Day Laborer Organizing	Network	674 S Lafayette Pk Place	
New Venture Fd	Deeds Not Words	1201 Connecticut Ave NW	Ste 300
Our Backyards Inc	La Lucha Continua	540 President St 3rd Fl	
Pen American Center		588 Broadway Ste 303	
Planned Parenthood		434 W 33rd St	
Race Forward		32 Broadway Ste 1801	
Religious Institute		21 Charles St Ste 140	
Rifle Animal Shelter		P O Box 135	
RSF Social Finance		1002 O'Reilly Avenue	Ste 1002
Second Thought Theater		3523 McKinney Ave #452	
SMU		P O Box 750281	
Synergos		3 E 54th St, 14th Fl	
TACA		One Arts Plaza	1722 Routh St, Ste 115

Statement 17-Form 990-PF

Line 3a-Grants and Contributions Paid During Year

Business Name	Business Name 2(ELF)	Address Line 1	Address Line 2 (ELF)
Texas Civil Rights Project		1405 Montopolos Dr	
Texas Freedom Network	Education Fd	P O Box 1624	
Texas Organizing Project	Education Fd	700 S Zarzmore Ste 212	
The Afia Center		501 Wynnewood Village	Ste 25
The Art Base		99 Midland Ave	
The Family Place		P.O. Box 7999	
The Nest Foundation		137 N Larchmont Blvd	Ste 427
The Texas Tribune		919 Congress Ave, 6th Fl	
Thunder River Theater		67 Promenade	
Tides-Foundation	New Media Ventures	The Presidio	P.O. Box 29903
University of Texas Foundation		P O Box 250	
Utah:Film:Center		122 South Main St	
Valley Settlement Project		520 Third St Ste 9	
Western Colorado Congress		P O Box 1931	
Wilderness Workshop		P O Box 1442	
Women Make Movies		115 W 29th St Ste 1200	
Women Moving Millions		19 Fulton St Ste 301	
YouthZone		803 School St	
From passthrough entities		Various	
Total			

Statement 17-Form 990-PF

Line 3a-Grants and Contributions Paid During Year

Business Name	City	St	Zip	Relationship	Status
29 Pieces	Dallas	TX	75214	None	Public Char
29 Pieces	Dallas	TX	75214	None	Public Char
Advocate Safehouse Project	Glenwood Springs	CO	81602	None	Public Char
Alliance for Justice	Washington	DC	20036	None	Public Char
American Film Institute	Los Angeles	CA	90027	None	Public Char
Aspen Community Foundation	Aspen	CO	81611	None	Public Char
Aspen Sante Fe Ballet	Aspen	CO	81611	None	Public Char
Big Thought	Dallas	TX	75215	None	Public Char
Cara Mia Theater	Dallas	TX	75219	None	Public Char
Carbondale-Council on Arts and Human	Carbondale	CO	81623	None	Public Char
Center for Public Policy Priorities	Austin	TX	78752	None	Public Char
Chicken and Egg Pictures, Inc.	Brooklyn	NY	11201	None	Public Char
Colorado Animal Rescue	Glenwood Springs	CO	81601	None	Public Char
Communities Foundation of Texas	Dallas	TX	75225	None	Public Char
Computers for Kids Foundation	Carbondale	CO	81623	None	Public Char
Dallas Area Interfaith	Dallas	TX	75207	None	Public Char
Dallas Center for Performing Arts	Dallas	TX	75201	None	Public Char
Dallas Foundation	Dallas	TX	75219	None	Public Char
Dallas Holocaust Museum	Dallas	TX	75202	None	Public Char
Dallas Institute for Humanities and	Dallas	TX	75201	None	Public Char
Dallas Theater Center	Dallas	TX	75201	None	Public Char
Dallas Women's Foundation	Dallas	TX	75206	None	Public Char
Dance Exchange	Tacoma Park	MD	20912	None	Public Char
Dance Initiative	Carbondale	CO	81623	None	Public Char
Earthworks	Washington	DC	20006	None	Public Char
First Unitarian Church	Dallas	TX	75205	None	Public Char
Fractured Atlas - Oral Fixation	New York	NY	10010	None	Public Char
Friends of the South Dallas Cultr	Dallas	TX	75210	None	Public Char

Statement 17-Form 990-PF

Line 3a-Grants and Contributions Paid During Year

Business Name	City	St	Zip	Relationship	Status
Fund for Women's Equality	Washington	DC	20006	None	Public Char
George W Bush Foundation	Dallas	TX	75360	None	Public Char
Global Press Institute	San Francisco	CA	94102	None	Public Char
Heyday-MaestraPeace Muralists	Berkeley	CA	94709	None	Public Char
Himalayan International	Honesdale	PA	18341	None	Public Char
Human Rights Institute	Dallas	TX	75204	None	Public Char
Ignite	Oakland	CA	94612	None	Public Char
Inclusive Communities	Dallas	TX	75228	None	Public Char
Intersection for the Arts	San Francisco	CA	94103	None	Public Char
Just Vision	Washington	DC	20036	None	Public Char
Kitchen Dog Theater	Dallas	TX	75207	None	Public Char
League of Oil and Gas Impacted	Lafayette	CO	80026	None	Public Char
LIFT-UP	Rifle	CO	81650	None	Public Char
Make Art With Purpose	Dallas	TX	75219	None	Public Char
Mothers Against Police Brutality	Dallas	TX	75228	None	Public Char
National Day Laborer Organizing	Los Angeles	CA	90057	None	Public Char
New Venture Fd	Washington	DC	20036	None	Public Char
Our Backyards Inc	Brooklyn	NY	11215	None	Public Char
Pen American Center	New York	NY	10012	None	Public Char
Planned Parenthood	New York	NY	10001	None	Public Char
Race Forward	New York	NY	10004	None	Public Char
Religious Institute	Westport	CT	06880	None	Public Char
Rifle Animal Shelter	Rifle	CO	81650	None	Public Char
RSF Social Finance	San Francisco	CA	94129	None	Public Char
Second Thought Theater	Dallas	TX	75204	None	Public Char
SMU	Dallas	TX	75230	None	School
Synergos	New York	NY	10022	None	Public Char
TACA	Dallas	TX	75201	None	Public Char

Statement 17-Form 990-PF

Line 3a-Grants and Contributions Paid During Ye

Business Name	City	St	Zip	Relationship	Status
Texas Civil Rights Project	Austin	TX	78741	None	Public Chari
Texas Freedom Network	Austin	TX	78767	None	Public Chari
Texas Organizing Project	San Antonio	TX	78207	None	Public Chari
The Afiya Center	Dallas	TX	75224	None	Public Chari
The Art Base	Basalt	CO	81621	None	Public Chari
The Family Place	Dallas	TX	75209	None	Public Chari
The Nest Foundation	Los Angeles	CA	90004	None	Public Chari
The Texas Tribune	Austin	TX	78701	None	Public Chari
Thunder River Theater	Carbondale	CO	81623	None	Public Chari
Tides Foundation	San Francisco	CA	94129	None	Public Chari
University of Texas Foundation	Austin	TX	78767	None	Public Chari
Utah Film Center	Salt Lake City	UT	84101	None	Public Chari
Valley Settlement Project	Carbondale	CO	81623	None	Public Chari
Western Colorado Congress	Grand Junction	CO	81502	None	Public Chari
Wilderness Workshop	Carbondale	CO	81623	None	Public Chari
Women Make Movies	New York	NY	10038	None	Public Chari
Women Moving Millions	New York	NY	10038	None	Public Chari
YouthZone	Glenwood Springs	CO	81601	None	Public Chari
From passthrough entities	Dallas	TX	75231	None	Public Chari
Total					

Statement 17-Form 990-PF

Line 3a-Grants and Contributions Paid During Year

Business Name	Purpose	Amount
29 Pieces	See attachment	25,000
29 Pieces	See attachment	7,000
Advocate Safehouse Project	See attachment	5,000
Alliance for Justice	See attachment	25,000
American Film Institute	See attachment	15,000
Aspen Community Foundation	See attachment	50,000
Aspen Sante Fe Ballet	See attachment	20,000
Big Thought	See attachment	50,000
Cara Mia Theater	See attachment	15,000
Carbondale Council on Arts and Humanities	See attachment	5,000
Center for Public Policy Priorities	See attachment	25,000
Chicken and Egg Pictures Inc	See attachment	50,000
Colorado Animal Rescue	See attachment	5,000
Communities Foundation of Texas	See attachment	33,200
Computers for Kids Foundation	See attachment	5,000
Dallas Area Interfaith	See attachment	10,000
Dallas Center for Performing Arts	See attachment	50,000
Dallas Foundation	See attachment	5,000
Dallas Holocaust Museum	See attachment	50,000
Dallas Institute for Humanities and	See attachment	5,000
Dallas Theater Center	See attachment	50,000
Dallas Women's Foundation	See attachment	75,180
Dance Exchange	See attachment	50,000
Dance Initiative	See attachment	5,000
Earthworks	See attachment	5,000
First Unitarian Church	See attachment	2,500
Fractured Atlas - Oral Fixation	See attachment	10,700
Friends of the South Dallas Cultr	See attachment	200

Statement 17-Form 990-PF

Line 3a-Grants and Contributions Paid During Year

Business Name	Purpose	Amount
Fund for Women's Equality	See attachment	500
George W. Bush Foundation	See attachment	22,500
Global Press Institute	See attachment	20,000
Heyday: Maestra Peace Muralists	See attachment	1,000
Himilayan International	See attachment	2,500
Human Rights Institute	See attachment	11,500
Ignite	See attachment	11,500
Inclusive Communities	See attachment	11,334
Intersection for the Arts -	See attachment	5,000
Just Vision	See attachment	2,500
Kitchen Dog Theater	See attachment	7,500
League of Oil and Gas Impacted	See attachment	5,000
LIFT-UP	See attachment	5,000
Make Art With Purpose	See attachment	11,418
Mothers Against Police Brutality	See attachment	1,251
National Day Laborer Organizing	See attachment	11,500
New Venture Fd	See attachment	25,000
Our Backyards Inc	See attachment	2,500
Pen American Center	See attachment	80,000
Planned Parenthood	See attachment	100,000
Race Forward	See attachment	1,000
Religious Institute	See attachment	20,000
Rifle Animal Shelter	See attachment	5,000
RSF Social Finance	See attachment	7,438
Second Thought Theater	See attachment	5,000
SMU	See attachment	575,000
Synergos	See attachment	24,500
TACA	See attachment	25,000

Statement 17-Form 990-PF

Line 3a-Grants and Contributions Paid During Year

Business Name	Purpose	Amount
Texas Civil Rights Project	See attachment	25,000
Texas Freedom Network	See attachment	36,000
Texas Organizing Project	See attachment	25,000
The Afiya Center	See attachment	11,499
The Art Base	See attachment	5,000
The Family Place	See attachment	50,000
The Nest Foundation	See attachment	2,500
The Texas Tribune	See attachment	15,000
Thunder River Theater	See attachment	5,000
Tides Foundation	See attachment	25,000
University of Texas Foundation	See attachment	90,000
Utah Film Center	See attachment	25,000
Valley Settlement Project	See attachment	5,000
Western Colorado Congress	See attachment	5,000
Wilderness Workshop	See attachment	5,000
Women Make Movies	See attachment	5,000
Women Moving Millions	See attachment	26,000
YouthZone	See attachment	65,750
From passthrough entities	from passthrough ent	133
Total		2,081,103

Addendum to Form 990-PF
Expenditure Responsibility Reporting
2017

Independent Film Projects:

During the year 2011, \$24,014 was expended toward the cost of three independent film projects to help accomplish the charitable purpose of producing independent documentary cinema that addresses pressing social issues.

During 2012, an additional \$1,136 was expended toward one of these film projects and \$36,477 was expended toward five additional independent film projects. Also in 2012, \$9,345 was returned from two of the 2011 independent film projects. As of 12/31/12, \$52,282 was outstanding on eight independent film projects.

During 2013, an additional \$23,663 was expended toward four of the eight film projects and \$43,756 was expended toward six additional independent film projects. Also, in 2013, \$10,695 was returned from three of the fourteen films and partnership losses in the amount of \$16,799 were allocated to the projects. As of 12/31/13, eleven films had outstanding un-recouped balances totaling \$92,557.

During 2014, an additional \$30,810 was expended toward five of the fourteen film projects and \$39,184 was expended toward six additional independent film projects. Also, in 2014, \$39,256 was returned from eight of the twenty films and partnership losses in the amount of \$10,738 were allocated to the projects. As of 12/31/14, sixteen films had outstanding un-recouped balances totaling \$112,207.

During 2015, an additional \$3,125 was expended toward one of the twenty film projects and \$54,264 was expended toward seven additional independent film projects. Also, in 2015, \$44,822 was returned from ten of the twenty seven films and partnership gains in the amount of \$6,103 were allocated to the projects. As of 12/31/15, eighteen films had outstanding un-recouped balances totaling \$133,514.

During 2016, an additional \$5,060 was expended toward two of the twenty seven film projects and \$70,561 was expended toward six additional independent film projects. Also, in 2016, \$65,904 was returned from ten of the thirty three films and partnership income in the amount of \$6,381 was allocated to the projects. As of 12/31/16, twenty films had outstanding un-recouped balances totaling \$156,315.

Addendum to Form 990-PF
Expenditure Responsibility Reporting
2017

During 2017, an additional \$682 was expended toward one of the thirty three film projects and \$254,115 was expended toward eleven additional independent film projects. Also, in 2017, \$14,053 was returned from seven of the forty four films and partnership income (loss) in the amount of \$(9,424) was allocated to the projects. As of 12/31/17, 31 films had unrecouped balances totaling \$378,924.

Embrey Family Foundation believes that the entire amounts expended toward the forty four films have been utilized for the intended purposes. Further, the investments are reported herein as Program Related Investments.

Other Program Related Investments:

During the year 2017, \$125,000 was expended to Vatican Challenge 2017, LLC as a program related investment to help accomplish the charitable purposes of raising awareness about the challenges of climate change and migration and providing support to entrepreneurs building profitable, purpose-driven companies addressing such challenges. To the best of Embrey Family Foundation's knowledge at the time of the filing of this return, and based on information provided by Vatican Challenge 2017, LLC, Vatican Challenge 2017, LLC has not diverted any funds from the purpose of the program related investment and has used all of the amounts received from Embrey Family Foundation only for the purposes of the investment.

Embrey Family Foundation

Charitable Purpose - Attachment to Form 990-PF

2017

Donee Name Charitable Purpose

29 Pieces	To support Education Artist Making a Kinder World
29 Pieces - Decolonize Dallas Project	As Fiscal Sponsor for the Decolonize Dallas Project
Advocate Safehouse Project	To support the Safehouse Program
Alliance for Justice	To support Bolder Advocacy, Texas
American Film Institute	To support the AFI DOCS Impact Lab 2017
Aspen Community Foundation	To support the Aspen to Parachute Cradle to Career Fund's Post High School Success Project, the Preschool on Wheels
Aspen Santa Fe Ballet	To support the expansion of the ASFB educational programs to Glenwood Springs
Big Thought	To support the Dallas Youth Voice Initiative
Cara Mia Theater	To support the Community Action Programs, the Curator for Community Action and Organization Growth
Carbondale Council on Arts & Humanities	To support Rosybelles The Maker Bus Artist in Residence Program
Center for Public Policy Priorities	To support Advancing Racial and Ethnic Equity Through Public Policy
Chicken & Egg Pictures, Inc	To provide General Operating Support
Colorado Animal Rescue	To provide General Operating Support
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
Dallas Area Interfaith	To provide General Operating Support
Dallas Center for the Performing Arts	To support the Vision Capital Campaign
Dallas Foundation	To support the Council on Foundations Conference in Dallas
Dallas Holocaust Museum	To support the Building a Foundation of Hope Campaign to Create the New Dallas Holocaust and Human Rights Museum
Dallas Institute of Humanities & Culture	To support the 2017 MLK Symposium
Dallas Theater Center	To support Public Works Dallas and Momentum Funding
Dallas Women's Foundation	To support the Young Women's Initiative - Dallas
Dance Exchange	To support Organizing Artists for Change Texas
Dance Initiative	To provide General Operating Support
Earthworks	To support Texas Community Empowerment
First Unitarian Church	To support the production of Veils
Fractured Atlas - Oral Fixation	As Fiscal Sponsor for Oral Fixation - An Obsession with True Life Tales
Friends of the South Dallas Cultural Center	To support Student Travel to Senegal West Africa
Fund for Women's Equality	To provide General Operating Support
George W Bush Foundation	To support the First Ladies Initiative
Global Press Institute	To support Training and Employing Women from Tribal Nations to be Investigative, Feature Journalists

Embrey Family Foundation

Charitable Purpose - Attachment to Form 990-PF

2017

Donee Name Charitable Purpose

Heyday - MaestraPeace Muralists	As Fiscal Sponsor for the MaestraPeace Muralists
Himalayan International	To support Humanitarian Programs
Human Rights Institute	To support the Advocacy Director
Ignite	To provide General Operating Support
Inclusive Communities	To support the Neighborhood Equity & Options Program
Intersection for the Arts - Walls of Hope	As Fiscal Sponsor for Walls of Hope
Just Vision	To support the film on Women Leaders of the First Intifada
Kitchen Dog Theater	To support the production of Br'ier Cotton
League of Oil and Gas Impacted Coloradans	To support the production of a Live Stream Video documenting life near a large-scale Oil and Gas Development
LIFT-UP	To provide General Operating Support
Make Art With Purpose	To provide General Operating Support
Mothers Against Police Brutality	To provide General Operating Support
National Day Laborer Organizing Network	To support the Art and Change Program
New Venture Fund - Deeds Not Words	As Fiscal Sponsor for Deeds Not Words
Our Backyards, Inc - La Lucha Continua	As Fiscal Sponsor for La Lucha Continua The struggle Continues 1985 & 2017
Pen American Center	To support the Pen World Voices Festival and the Sr Free Expression Director, NYC
Planned Parenthood	To support Engaging Supporters and Young People in Defense of Women's Reproductive Health Care
Race Forward	To support the Race Forward Merger Project
Religious Institute	To support the Texas Religious Resistance Toolkit and Seminary Trainings on Organizing Congregations
Rifle Animal Shelter	To provide Vaccinations for Shelter Animals
RSF Social Finance	To support Shared Gifting Dallas
Second Thought Theater	To support the production of Grounded
SMU	To support the Embrey Human Rights Program and Ignite Arts Dallas
Synergos	To provide General Operating Support
TACA	To support the Performer Amplifier Workshops Equity, Diversity and Inclusion in the Workplace Mini-Series
Texas Civil Rights Project	To support Challenging Systemic Injustices in and out of the Courts
Texas Freedom Network Education Fund	To support Texas Rising Leadership Pipeline and the Annual Reception in Dallas
Texas Organizing Project Education Fund	To support the Fight Back Campaign
The Afiya Center	To support Living Out Loud for Purpose
The Art Base	To provide General Operating Support
The Family Place	To provide funds for the Cuddle Room at the Anne Moody Place

Embrey Family Foundation

Charitable Purpose - Attachment to Form 990-PF

2017

Donee Name Charitable Purpose

The Nest Foundation	To support the Student Forum at SMU
The Texas Tribune	To provide General Operating Support
Thunder River Theater	To support the Theatre for Young Audiences production
Tides Foundation - New Media Ventures	As Fiscal Sponsor for New Media Ventures
University of Texas Foundation	To support the Embrey Women's Human Rights Initiative at the Center for Women's and Gender Studies and the Dallas Domestic Violence Task Force
Utah Film Center - The Rape of Recy Taylor	As Fiscal Sponsor for The Rape of Recy Taylor
Valley Settlement Project	To support the Parent Mentor Project
Western Colorado Congress	To support the Gasfield Justice Campaign
Wilderness Workshop	To support the Oil and Gas Defense Program
Women Make Movies	To support the film 62 Days
Women Moving Millions	To support the All In For Her Campaign
YouthZone	To support the Bookcliff Art Project II 2017