2949108201524 9

EXTENDED TO MAY 15, 2019

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

1806

For calendar year 2017 or tax year beginning JUL 1, 2017 , and ending JUN 30, 2018

Name of foundation: THE SUMMERLEE FOUNDATION

A Employer identification number: 75-2252355

Number and street (or P O box number if mail is not delivered to street address): 5556 CARUTH HAVEN LANE | Room/suite

B Telephone number: (214) 363-9000

City or town, state or province, country, and ZIP or foreign postal code: DALLAS, TX 75225

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

04

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) ▶$ 68,581,597.

J Accounting method: [ ] Cash [X] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

3/4

SCANNED APR 15 2019

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received	150.			
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	716,580.	716,580.		STATEMENT 1
5a Gross rents	32,324.	32,324.		STATEMENT 2
b Net rental income or (loss) 32,324.				
6a Net gain or (loss) from sale of assets not on line 10	53,121.			
b Gross sales price for all assets on line 6a 8,165,227.				
7 Capital gain net income (from Part IV, line 2)		53,121.		
8 Net short-term capital gain			N/A	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	1,721,771.	1,606,003.	0.	STATEMENT 3
12 **Total.** Add lines 1 through 11	2,523,946.	2,408,028.	0.	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	477,373.	55,985.	0.	421,388.
14 Other employee salaries and wages	101,850.	68,749.	0.	33,101.
15 Pension plans, employee benefits	772,230.	29,876.	0.	150,000.
16a Legal fees STMT 4	5,583.	5,583.	0.	0.
b Accounting fees STMT 5	51,985.	6,625.	0.	45,360.
c Other professional fees STMT 6	164,873.	181,365.	0.	0.
17 Interest				
18 Taxes STMT 7	121,747.	40,321.	0.	0.
19 Depreciation and depletion	63,199.	9,985.	0.	
20 Occupancy	77,275.	37,370.	0.	39,905.
21 Travel, conferences, and meetings	52,619.	8,521.	0.	44,098.
22 Printing and publications				
23 Other expenses STMT 8	197,780.	46,844.	0.	152,950.
24 **Total operating and administrative expenses.** Add lines 13 through 23	2,086,514.	491,224.	0.	886,802.
25 Contributions, gifts, grants paid	951,358.			1,162,143.
26 **Total expenses and disbursements.** Add lines 24 and 25	3,037,872.	491,224.	0.	2,048,945.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<513,926.>			
b **Net investment income** (if negative, enter -0-)		1,916,804.		
c **Adjusted net income** (if negative, enter -0-)			0.	

RECEIVED
MAR 1 [illegible] 2019
B613 IRS-OSC
OGDEN, UT

933

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	37.	37.	37.
	2 Savings and temporary cash investments	246,561.	113,147.	113,147.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	35,427.	69,809.	69,809.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	30,218,308.	32,909,328.	32,909,328.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ 973,622.			
	Less accumulated depreciation ▶ 104,408.	877,242.	869,214.	869,214.
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	33,928,739.	33,197,707.	33,197,707.
	14 Land, buildings, and equipment: basis ▶ 625,576.			
	Less accumulated depreciation STMT 11▶ 417,853.	241,765.	207,723.	207,723.
	15 Other assets (describe ▶ STATEMENT 12)	1,315,916.	1,214,632.	1,214,632.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	66,863,995.	68,581,597.	68,581,597.
Liabilities	17 Accounts payable and accrued expenses	48,873.	86,277.	
	18 Grants payable	755,714.	534,494.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 13)	864,723.	1,334,928.	
	23 Total liabilities (add lines 17 through 22)	1,669,310.	1,955,699.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted	65,194,685.	66,625,898.	
	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	65,194,685.	66,625,898.	
	31 Total liabilities and net assets/fund balances	66,863,995.	68,581,597.	

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	65,194,685.
2	Enter amount from Part I, line 27a	2	<513,926.>
3	Other increases not included in line 2 (itemize) ▶ NET UNREALIZED GAIN ON INVESTMENTS	3	1,945,139.
4	Add lines 1, 2, and 3	4	66,625,898.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	66,625,898.

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	PUBLICLY TRADED SECURITIES	P		
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a	8,165,227.		8,112,106.	53,121.
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				53,121.
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	53,121.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	53,121.

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 doesn't 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	2,123,151.	62,446,293.	.034000
2015	6,161,131.	61,872,402.	.099578
2014	2,840,788.	60,671,366.	.046823
2013	2,682,145.	53,454,004.	.050177
2012	2,944,418.	53,608,559.	.054924

2 Total of line 1, column (d)	2	.285502
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	.057100
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	65,657,146.
5 Multiply line 4 by line 3	5	3,749,023.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,168.
7 Add lines 5 and 6	7	3,768,191.
8 Enter qualifying distributions from Part XII, line 4	8	2,057,061.

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	38,336.
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	38,336.
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	38,336.
6	Credits/Payments:			
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a 10,115.		
b	Exempt foreign organizations - tax withheld at source	6b 0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c 50,000.		
d	Backup withholding erroneously withheld	6d 0.		
7	Total credits and payments. Add lines 6a through 6d		7	60,115.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	473.
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	21,306.
11	Enter the amount of line 10 to be: **Credited to 2018 estimated tax** ▶	21,306. Refunded ▶	11	0.

Part VII-A | Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.SUMMERLEE.ORG

14 The books are in care of ▶ GARY SMITH Telephone no. ▶ (214) 363-9000
Located at ▶ 5556 CARUTH HAVEN LANE, DALLAS, TX ZIP+4 ▶ 75225

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

			Yes	No
16	At any time during calendar year 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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year, did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions		1b		X
	Organizations relying on a current notice regarding disaster assistance, check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		4b		X

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

			Yes	No
5a During the year, did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		477,373.	324,713.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LYNNE STARNES - 5556 CARUTH HAVEN LANE, DALLAS, TX 75225	DIRECTOR OF ADMINISTRATION 40.00	101,850.	92,081.	0.

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 EXPENSES ASSOCIATED WITH OPERATING COTTLE RANCH, A 316 ACRE RANCH THAT HOUSES THE FOUNDATION'S EQUINE POPULATION IN COTTLE COUNTY, TEXAS.	159,156.
2 SEE SCHEDULE 1	390,915.
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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	31,965,896.
b	Average of monthly cash balances		1b	210,796.
c	Fair market value of all other assets		1c	34,480,309.
d	**Total** (add lines 1a, b, and c)		1d	66,657,001.
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	66,657,001.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	999,855.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	65,657,146.
6	**Minimum investment return.** Enter 5% of line 5		6	3,282,857.

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	3,282,857.
2a	Tax on investment income for 2017 from Part VI, line 5	2a 38,336.		
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b 3,913.		
c	Add lines 2a and 2b		2c	42,249.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	3,240,608.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	3,240,608.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	3,240,608.

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	2,048,945.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	8,116.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	2,057,061.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,057,061.

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				3,240,608.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015 1,470,942.				
e From 2016				
f **Total** of lines 3a through e	1,470,942.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ $ 2,057,061.				
a Applied to 2016, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				2,057,061.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,183,547.			1,183,547.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	287,395.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
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)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	287,395.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015 287,395.				
d Excess from 2016				
e Excess from 2017				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

SUMMERLEE FOUNDATION - PROGRAM DIRECTOR, (214) 363-9000
5556 CARUTH HAVEN LANE, DALLAS, TX 75225

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

JUNE; SEPTEMBER; JANUARY; MAY SEE WWW.SUMMERLEE.ORG FOR MORE INFORMATION

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

SEE SCHEDULE 3

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ANIMAL PROTECTION GRANTS (SEE SCHEDULE 4)				585,955.
TEXAS HISTORY GRANTS (SEE SCHEDULE 5)				576,188.
Total			▶ **3a**	1,162,143.
b *Approved for future payment*				
SEE SCHEDULE 6				537,280.
Total			▶ **3b**	537,280.

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

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	716,580.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	25,724.	
6 Net rental income or (loss) from personal property			17	6,600.	
7 Other investment income					15,743.
8 Gain or (loss) from sales of assets other than inventory			18	53,121.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEE STATEMENT 15		115,768.		1,590,260.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		115,768.		2,392,285.	15,743.

13 **Total.** Add line 12, columns (b), (d), and (e) ..... 13 2,523,796.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
11A	VARIOUS EXEMPT PURPOSE REVENUE, SUCH AS BOOK SALES AND RECOVERIES
	OF PREVIOUS GRANTS.

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ x [signature] | x 3/6/2019 | ▶ x President

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below? See instr ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CURTIS MAXFIELD	[signature]	2/26/19		P00445178

Firm's name ▶ WHITLEY PENN LLP — Firm's EIN ▶ 75-2393478

Firm's address ▶ 8343 DOUGLAS AVENUE, STE. 400 DALLAS, TX 75225 — Phone no. (214)393-9300

723622 01-03-18

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
COMERICA INVESTMENTS	716,580.	0.	716,580.	716,580.	0.
TO PART I, LINE 4	716,580.	0.	716,580.	716,580.	0.

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
LEASE INCOME - SARAHVILLE	1	10,124.
RENT INCOME - ALTON HOKE	2	6,600.
RENT INCOME - SGR FOUNDATION	3	15,600.
TOTAL TO FORM 990-PF, PART I, LINE 5A		32,324.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	15,743.	15,743.	
OIL AND GAS ROYALTIES	344,472.	344,472.	
PASSTHROUGH FROM PARTNERSHIPS	115,768.	0.	
PASSTHROUGH FROM PARTNERSHIPS ALLOCATED TO NET INVESTMENT INCOME (NON-UBI)	1,245,788.	1,245,788.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,721,771.	1,606,003.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5,583.	5,583.	0.	0.
TO FM 990-PF, PG 1, LN 16A	5,583.	5,583.	0.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING/AUDITING FEES	51,985.	6,625.	0.	45,360.
TO FORM 990-PF, PG 1, LN 16B	51,985.	6,625.	0.	45,360.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	143,273.	159,765.	0.	0.
OIL AND GAS CONSULTING FEES	21,600.	21,600.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	164,873.	181,365.	0.	0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	81,426.	0.	0.	0.
PROPERTY TAXES	16,500.	16,500.	0.	0.
OIL AND GAS SEVERANCE TAX	23,821.	23,821.	0.	0.
TO FORM 990-PF, PG 1, LN 18	121,747.	40,321.	0.	0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	27,344.	12,194.	0.	15,150.
MEMBERSHIP DUES	1,344.	0.	0.	1,344.
GENERAL AND ADMINISTRATIVE	31,644.	24,458.	0.	8,388.
SARAHVILLE/FT. MILAM	10,192.	10,192.	0.	0.
COTTLE COUNTY	127,256.	0.	0.	128,068.
TO FORM 990-PF, PG 1, LN 23	197,780.	46,844.	0.	152,950.

FORM 990-PF — CORPORATE STOCK — STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMERICA CASH	32,909,328.	32,909,328.
TOTAL TO FORM 990-PF, PART II, LINE 10B	32,909,328.	32,909,328.

FORM 990-PF — OTHER INVESTMENTS — STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OIL AND GAS ROYALTY INTERESTS	FMV	3,234,639.	3,234,639.
GT OFFSHORE PARTNERSHIP	FMV	2,766,441.	2,766,441.
GT REAL PROPERTY PARTNERSHIP	FMV	441,840.	441,840.
COMMONFUND PARTNERSHIP	FMV	936,057.	936,057.
ELLIOTT INTERNATIONAL PARTNERSHIP	FMV	5,773,978.	5,773,978.
THACKERAY PARTNERS REALTY FUND PARTNERSHIP	FMV	482,393.	482,393.
WCP REAL ESTATE FUND PARTNERSHIP	FMV	1,695,560.	1,695,560.
AMBERBROOK VI	FMV	1,697,553.	1,697,553.
VONTOBEL	FMV	1,602,872.	1,602,872.
COLCHESTER	FMV	4,752,797.	4,752,797.
FIR TREE	FMV	2,557,949.	2,557,949.
SOMERSET	FMV	1,661,469.	1,661,469.
DAVIDSON KEMPNER	FMV	2,519,647.	2,519,647.
MERIT ENERGY	FMV	1,642,573.	1,642,573.
AMBERBROOK VII	FMV	868,481.	868,481.
MERIT ENERGY J	FMV	563,458.	563,458.
TOTAL TO FORM 990-PF, PART II, LINE 13		33,197,707.	33,197,707.

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

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
AUTOMOBILES	78,361.	77,502.	859.
FURNITURE AND EQUIPMENT - ADMIN	19,789.	19,789.	0.
FURNITURE AND EQUIPMENT - ADMIN	51,237.	50,959.	278.
FURNITURE AND EQUIPMENT - ANIMALS	4,763.	4,763.	0.
FURNITURE AND EQUIPMENT - ANIMALS	12,904.	12,904.	0.
FURNITURE AND EQUIPMENT - ANIMALS	36,008.	36,008.	0.
FURNITURE AND EQUIPMENT - HISTORY	3,137.	3,137.	0.
FURNITURE AND EQUIPMENT - HISTORY	11,199.	11,199.	0.
FURNITURE AND EQUIPMENT - HISTORY	28,842.	28,842.	0.
FURNITURE AND EQUIPMENT - MMR	9,112.	9,112.	0.
HOUSE AND GARAGE - SARAHVILLE	100,000.	29,593.	70,407.
BARN AND WELL HOUSES - SARAHVILLE	20,500.	12,727.	7,773.
LAND - SARAHVILLE	772,149.	0.	772,149.
FURNITURE AND EQUIPMENT - SARAHVILLE	5,802.	5,406.	396.
LHI - SARAHVILLE	75,171.	56,682.	18,489.
LEASEHOLD IMPROVEMENTS	123,103.	25,091.	98,012.
COTTLE- LAND	291,454.	0.	291,454.
COTTLE- BUILDINGS AND EQUIPMENT	178,000.	12,932.	165,068.
COTTLE- PERSONAL PROPERTY IN HOUSE	3,000.	1,215.	1,785.
COTTLE- BIG BARN	118,400.	16,773.	101,627.
COTTLE- LITTLE BARN	20,000.	2,833.	17,167.
COTTLE- CHICKEN HOUSE	5,000.	1,417.	3,583.
COTTLE- PUMP HOUSE	6,000.	1,700.	4,300.
FURNITURE & EQUIPMENT - ADMIN - WIRE SHELVES	1,761.	777.	984.
FURNITURE & EQUIPMENT - HISTORY - IPAD	914.	625.	289.
FURNITURE AND EQUIPMENT - MMR	59,408.	59,408.	0.
2015 FORD F-350	58,924.	30,444.	28,480.
2016 CHEVY TAHOE	49,000.	19,600.	29,400.
FURNITURE AND EQUIPMENT - HISTORY	1,534.	493.	1,041.
FURNITURE AND EQUIPMENT - MEDICINE MOUND	10,500.	10,237.	263.
FURNITURE & EQUIPMENT - ADMIN - LAPTOP LYNNE	1,841.	460.	1,381.

FURNITURE & EQUIPMENT - ADMIN - COPIER	4,147.	1,105.	3,042.
FURNITURE & EQUIPMENT - ADMIN - LAPTOP JOHN	1,604.	348.	1,256.
FURNITURE & EQUIPMENT - ANIMAL - LAPTOP MELANIE	1,294.	259.	1,035.
2016 TOYOTA	39,443.	12,491.	26,952.
FURNITURE & EQUIPMENT - COTTLE - DOG HOUSE	820.	185.	635.
FURNITURE & EQUIPMENT - COTTLE - WIRE WELDER	570.	108.	462.
FURNITURE & EQUIPMENT - COTTLE - BLACK BUMPER FOR HAY	850.	121.	729.
FURNITURE & EQUIPMENT - COTTLE - HOT WATER HEATER	1,343.	90.	1,253.
FURNITURE & EQUIPMENT - HISTORY - PRINTERS AND LAPTOP	1,589.	556.	1,033.
FURNITURE & EQUIPMENT - HISTORY - FILE CABINET	339.	74.	265.
FURNITURE AND EQUIPMENT - MEDICINE MOUND - BRUSH GRAPPLE	2,140.	606.	1,534.
2016 CHEVY TAHOE	1,000.	400.	600.
FURNITURE & EQUIPMENT - ADMIN - FILE CABINET	666.	16.	650.
FURNITURE & EQUIPMENT - COTTLE - TELEPHONE & PRINTER	207.	31.	176.
FURNITURE & EQUIPMENT - COTTLE - TRIMMER	1,497.	75.	1,422.
LEASEHOLD IMPROVEMENTS	5,745.	37.	5,708.
TOTAL TO FM 990-PF, PART II, LN 14	2,221,067.	559,130.	1,661,937.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ART COLLECTION	192,110.	192,110.	192,110.
ARCHIVES	234,453.	234,719.	234,719.
ACCRUED INVESTMENT INCOME	42,848.	44,869.	44,869.
ACCRUED FEDERAL EXCISE TAX RECEIVABLE	12,367.	0.	0.
COTTLE PROPERTY	597,997.	584,984.	584,984.
DISTRIBUTION RECEIVABLE	236,141.	157,950.	157,950.
TO FORM 990-PF, PART II, LINE 15	1,315,916.	1,214,632.	1,214,632.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFINED BENEFIT PENSION OBLIGATION	628,581.	1,030,531.
DEFERRED FEDERAL EXCISE TAXES	236,142.	273,554.
ACCRUED FEDERAL EXCISE TAX PAYABLE	0.	30,843.
TOTAL TO FORM 990-PF, PART II, LINE 22	864,723.	1,334,928.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN CRAIN 5556 CARUTH HAVEN LANE DALLAS, TX 75225	DIRECTOR/CHAIRMAN 40.00	222,387.	206,163.	0.
MELANIE ANDERSON 5556 CARUTH HAVEN LANE DALLAS, TX 75225	DIRECTOR 40.00	142,804.	90,797.	0.
GARY SMITH 5556 CARUTH HAVEN LANE DALLAS, TX 75225	DIRECTOR/PRESIDENT 40.00	112,182.	27,753.	0.
DAVID JACKSON 5556 CARUTH HAVEN LANE DALLAS, TX 75225	DIRECTOR/ASSISTANT SECRETARY 5.00	0.	0.	0.
RON TYLER 5556 CARUTH HAVEN LANE DALLAS, TX 75225	DIRECTOR 5.00	0.	0.	0.
NIKKI DESHAZO 5556 CARUTH HAVEN LANE DALLAS, TX 75225	DIRECTOR 5.00	0.	0.	0.
JAMES BRUSETH 5556 CARUTH HAVEN LANE DALLAS, TX 75225	DIRECTOR/TREASURER 5.00	0.	0.	0.

JOAN CASEY 5556 CARUTH HAVEN LANE DALLAS, TX 75225	DIRECTOR 5.00	0.	0.	0.
MARY VOLCANSEK 5556 CARUTH HAVEN LANE DALLAS, TX 75225	DIRECTOR/VICE CHAIR 5.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		477,373.	324,713.	0.

FORM 990-PF OTHER REVENUE STATEMENT 15

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
OIL AND GAS ROYALTIES			15	344,472.	
PASSTHROUGH FROM PARTNERSHIPS	523000	115,768.	14		
PASSTHROUGH FROM PARTNERSHIPS ALLOCATED TO NET INVESTMENT INCOME	523000		14	1,245,788.	
TOTAL TO FORM 990-PF, PG 12, LN 11		115,768.		1,590,260.	

2017 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	TRANSPORTATION EQUIPMENT														
1	AUTOMOBILES	VARIOUS	SL	5.00		16	78,361.				78,361.	75,788.		1,714.	77,502.
124	2015 FORD F-350	12/01/15	SL	5.00		16	58,924.				58,924.	18,659.		11,785.	30,444.
125	2016 CHEVY TAHOE	06/30/16	SL	5.00		16	49,000.				49,000.	9,800.		9,800.	19,600.
142	2016 TOYOTA	11/30/16	SL	5.00		16	39,443.				39,443.	4,602.		7,889.	12,491.
160	2016 CHEVY TAHOE	07/01/16	SL	5.00		16	1,000.				1,000.	200.		200.	400.
	* 990-PF PG 1 TOTAL TRANSPORTATION EQUIPMENT						226,728.				226,728.	109,049.		31,388.	140,437.
	OTHER														
2	FURNITURE AND EQUIPMENT - ADMIN	VARIOUS	SL	5.00		16	19,789.				19,789.	19,789.		0.	19,789.
3	FURNITURE AND EQUIPMENT - ADMIN	VARIOUS	SL	7.00		16	51,237.				51,237.	50,788.		171.	50,959.
5	FURNITURE AND EQUIPMENT - ANIMALS	VARIOUS	SL	3.00		16	4,763.				4,763.	4,763.		0.	4,763.
6	FURNITURE AND EQUIPMENT - ANIMALS	VARIOUS	SL	5.00		16	12,904.				12,904.	12,856.		48.	12,904.
7	FURNITURE AND EQUIPMENT - ANIMALS	VARIOUS	SL	7.00		16	36,008.				36,008.	36,008.		0.	36,008.
8	FURNITURE AND EQUIPMENT - HISTORY	VARIOUS	SL	3.00		16	3,137.				3,137.	3,137.		0.	3,137.
9	FURNITURE AND EQUIPMENT - HISTORY	VARIOUS	SL	5.00		16	11,199.				11,199.	11,199.		0.	11,199.
10	FURNITURE AND EQUIPMENT - HISTORY	VARIOUS	SL	7.00		16	28,842.				28,842.	28,842.		0.	28,842.
11	FURNITURE AND EQUIPMENT - MMR	VARIOUS	SL	3.00		16	9,112.				9,112.	9,112.		0.	9,112.
23	LEASEHOLD IMPROVEMENTS	06/28/10	SL	39.00	MM	16	123,103.				123,103.	21,935.		3,156.	25,091.

728111 04-01-17

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2017 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
100	FURNITURE & EQUIPMENT - ADMIN - WIRE SHELVES	05/27/15	SL	7.00		16	1,761.				1,761.	525.		252.	777.
101	FURNITURE & EQUIPMENT - HISTORY - IPAD	01/27/15	SL	5.00		16	914.				914.	442.		183.	625.
113	FURNITURE AND EQUIPMENT - MMR	VARIOUS	SL	7.00		16	59,408.				59,408.	59,408.		0.	59,408.
126	FURNITURE AND EQUIPMENT - HISTORY	VARIOUS	SL	7.00		16	1,534.				1,534.	274.		219.	493.
127	FURNITURE AND EQUIPMENT - MEDICINE MOUND	08/10/15	SL	3.00		16	10,500.				10,500.	6,530.		3,707.	10,237.
138	FURNITURE & EQUIPMENT - ADMIN - LAPTOP LYNNE	04/13/17	SL	5.00		16	1,841.				1,841.	92.		368.	460.
139	FURNITURE & EQUIPMENT - ADMIN - COPIER	03/13/17	SL	5.00		16	4,147.				4,147.	276.		829.	1,105.
140	FURNITURE & EQUIPMENT - ADMIN - LAPTOP JOHN	05/25/17	SL	5.00		16	1,604.				1,604.	27.		321.	348.
141	FURNITURE & EQUIPMENT - ANIMAL - LAPTOP MELANIE	06/30/17	SL	5.00		16	1,294.				1,294.			259.	259.
147	FURNITURE & EQUIPMENT - HISTORY - PRINTERS AND LAPTO	10/05/16	SL	5.00		16	1,589.				1,589.	238.		318.	556.
148	FURNITURE & EQUIPMENT - HISTORY - FILE CABINET	06/08/17	SL	5.00		16	339.				339.	6.		68.	74.
149	FURNITURE AND EQUIPMENT - MEDICINE MOUND - BRUSH GRAPP	07/14/16	SL	7.00		16	2,140.				2,140.	303.		303.	606.
161	FURNITURE & EQUIPMENT - ADMIN - FILE CABINET	04/20/18	SL	7.00		16	666.				666.			16.	16.
164	LEASEHOLD IMPROVEMENTS	03/31/18	SL	39.00		16	5,745.				5,745.			37.	37.
	* 990-PF PG 1 TOTAL OTHER						393,576.				393,576.	266,550.		10,255.	276,805.
	* 990-PF PG 1 TOTAL -						620,304.				620,304.	375,599.		41,643.	417,242.
	OTHER														
18	HOUSE AND GARAGE - SARAHVILLE	12/20/06	SL	39.00	MM	16	100,000.				100,000.	27,029.		2,564.	29,593.

728111 04-01-17

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2017 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
19	BARN AND WELL HOUSES - SARAHVILLE	12/20/06	SL	20.00		16	20,500.				20,500.	11,812.		915.	12,727.
20	LAND - SARAHVILLE	12/20/06	L				772,149.				772,149.			0.	
21	FURNITURE AND EQUIPMENT - SARAHVILLE	12/20/06	SL	7.00		16	5,802.				5,802.	5,249.		157.	5,406.
22	LHI - SARAHVILLE	VARIOUS	SL	15.00		16	75,171.				75,171.	52,290.		4,392.	56,682.
	* 990-PF PG 1 TOTAL OTHER						973,622.				973,622.	96,380.		8,028.	104,408.
	* 990-PF PG 1 TOTAL -						973,622.				973,622.	96,380.		8,028.	104,408.
	OTHER														
88	COTTLE- LAND	09/01/15	L				291,454.				291,454.			0.	
89	COTTLE- BUILDINGS AND EQUIPMENT	09/01/15	SL	39.00	MM	16	178,000.				178,000.	8,368.		4,564.	12,932.
90	COTTLE- PERSONAL PROPERTY IN HOUSE	09/01/15	SL	7.00		16	3,000.				3,000.	786.		429.	1,215.
91	COTTLE- BIG BARN	09/01/15	SL	20.00		16	118,400.				118,400.	10,853.		5,920.	16,773.
92	COTTLE- LITTLE BARN	09/01/15	SL	20.00		16	20,000.				20,000.	1,833.		1,000.	2,833.
93	COTTLE- CHICKEN HOUSE	09/01/15	SL	10.00		16	5,000.				5,000.	917.		500.	1,417.
94	COTTLE- PUMP HOUSE	09/01/15	SL	10.00		16	6,000.				6,000.	1,100.		600.	1,700.
143	FURNITURE & EQUIPMENT - COTTLE - DOG HOUSE	12/12/16	SL	7.00		16	820.				820.	68.		117.	185.
144	FURNITURE & EQUIPMENT - COTTLE - WIRE WELDER	03/13/17	SL	7.00		16	570.				570.	27.		81.	108.
145	FURNITURE & EQUIPMENT - COTTLE - BLACK BUMPER FOR HA	06/30/17	SL	7.00		16	850.				850.			121.	121.
146	FURNITURE & EQUIPMENT - COTTLE - HOT WATER HEATER	06/30/17	SL	15.00		16	1,343.				1,343.			90.	90.

728111 04-01-17

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2017 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
162	FURNITURE & EQUIPMENT - COTTLE - TELEPHONE & PRINTER	10/10/17	SL	5.00		16	207.				207.			31.	31.
163	FURNITURE & EQUIPMENT - COTTLE - TRIMMER	04/18/18	SL	5.00		16	1,497.				1,497.			75.	75.
	* 990-PF PG 1 TOTAL OTHER						627,141.				627,141.	23,952.		13,528.	37,480.
	* 990-PF PG 1 TOTAL -						627,141.				627,141.	23,952.		13,528.	37,480.
	* GRAND TOTAL 990-PF PG 1 DEPR						2,221,067.				2,221,067.	495,931.		63,199.	559,130.
	CURRENT YEAR ACTIVITY														
	BEGINNING BALANCE						2,212,952.			0.	2,212,952.	495,931.			558,971.
	ACQUISITIONS						8,115.			0.	8,115.	0.			159.
	DISPOSITIONS						0.			0.	0.	0.			0.
	ENDING BALANCE						2,221,067.			0.	2,221,067.	495,931.			559,130.
	ENDING ACCUM DEPR											559,130.			
	ENDING BOOK VALUE											1,661,937.			

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
List of Schedules - Form 990-PF
For the Year Ended June 30, 2018

<u>SCHEDULE</u>

1	DIRECT CHARITABLE ACTIVITIES
2	INVESTMENTS
3	GRANT AWARD RESTRICTIONS AND LIMITATIONS
4	ANIMAL PROTECTION PROGRAM GRANTS PAID
5	TEXAS HISTORY PROGRAMS GRANTS PAID
6	GRANTS APPROVED FOR FUTURE PAYMENT

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2018

Schedule 1 Part IX-A, Line 3

Direct Charitable Activities

From inception, the Summerlee Foundation has convened the leading authorities within its program spheres to assist in strategic planning for both the Foundation and the profession. The Foundation has relied on the direct charitable activity ("DCA") as a requisite element in its charitable endeavors. Among the generally accepted DCA categories, the Foundation has convened educational conferences not limited to its own board and staff, has provided technical assistance/training to grantees and other charitable organizations, has supported the service of Foundation staff on advisory boards and public commissions, and has published and disseminated reports on research findings and held conferences of general interest to the public.

Animal Protection Program

The Summerlee Foundation Program Director for Animal Protection participates in Direct Charitable Activities through a process of collaborating, convening, connecting, and counseling. These activities serve to foster and advance animal welfare and animal philanthropy.

The Program Director for the Animal Protection Program continued to work with other animal grantmaking individuals and institutions with advice, sharing of knowledge and collaboration strategies.

The Program Director worked strategically with Tigers in America, the Performing Animal Welfare Institute, and Manny O Productions regarding tigers in captivity and the tiger trade in the United States. The Program Director worked with Maddie's Fund, the ASPCA, Tigers in America and Faunalytics to produce an animal funders' database called the Animal Funding Atlas, and continued a research project called Road Map to the Next Decade, a succession plan whereby critical funding area will be identified for the future for animal protection.

The Program Director chaired and convened a meeting among mountain lion biologists and the Humane Society of the United States to create a method of exchanging information for the further protection of lions through education to the public and advocacy. The Program Director continues to assist several non-profits with their Board development, proposal writing and compliance with best practices.

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2018
Schedule 2 - Schedule of Investments

	Book Value	Fair Market Value
CORPORATE STOCK		
Summarized by Investment Manager:		
Comerica Account	$ 32,909,328	$ 32,909,328
Total Investments in Corporate Stock - Part II, Line 10b	$ 32,909,328	$ 32,909,328

Note: Schedule of individual securities owned is too voluminous to include in the return, but it is available for examination at the Summerlee Foundation's office.

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2018

Schedule 3 Part XV, Line 2d

Award Restrictions and Limitations

The Foundation makes grants for two specific purposes: (1) to alleviate fear, pain and suffering of animals and to promote animal protection and the prevention of cruelty to animals, and (2) to research, promote and document all facets of Texas History.

The Animal Protection program currently has funding priorities which will take precedence over any proposals not within these priority issues. In our companion animal program, the Foundation focuses on cats only in the United States and dogs in developing countries. Sterilization is an essential part of support as well as community animals and Trap, Vaccinate, Neuter, and Return programs. Special emphasis is given to those communities with the least resources and the greatest challenges of culture, education, economy, and geography.

Our marine program is focusing on the suffering of captive marine mammals and the cruel and devastating impacts of the captive trade industry on dolphins and orcas. Our terrestrial wildlife program prioritizes the protection of mountain lions, coyotes, and bobcats by funding research, education, and advocacy.

The Texas History division of the Foundation funds historical programs in public and private schools, colleges and universities, museums, libraries, archives, public television, and historical, preservation, and archaeological organizations. To be eligible for grant support, Texas history must be the primary focus of the grant proposal. Proposals focusing upon primary research will be given priority over other applications.

In the preservation arena, grant support is restricted to historic structures listed on the National Register of Historic Places – the official list of cultural resources worthy of preservation. The list includes districts, sites, buildings, structures, and objects that are significant in American history, architecture, engineering, and culture.

The program does not support the restoration of County Courthouses.

The Texas History division does not fund monuments and memorials. The program does fund Texas history programs outside Texas.

For more information go to www.summerlee.org.

THE SUMMERLEE FOUNDATION
EIN: 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2018
Schedule 4 - Animals Grants Paid During the Year

Organization	Organization Address	Status	Project Title	Paid Amount
Animal Grantmakers, Inc	5556 Caruth Haven Lane Suite 100 Dallas, TX 75225	public charity	Support for a Director of Member Engagement and Outreach in order to increase the organization's capacity for growth and professionalism	$5,000
Austin Bat Refuge	3701 Basford Austin, TX 78722	public charity	Support for the rescue and rehabilitation of injured and orphaned bats in the Austin, Texas area	$5,000
Bird Center of Washtenaw	P O Box 3718 Ann Arbor, MI 48106	public charity	Support for two new flight cages, at $1,500 each and an additional repair of one at $1,000	$4,000
Cats Alive	P O Box 84 Alamosa, CO 81101	public charity	Support for spay-neuter services in the San Luis Valley Colorado where there are extremely limited services for felines of the very poor	$2,000
Earth Island Institute/WildFutures	2150 Allston Way Suite 460 Berkeley, CA 94709	public charity	Support for general operating and capacity building which will enable the organization to carry out the full scope of its mission and impact its ability to advance the protection of wild carnivores, with special emphasis on mountain lions	$50,000
Friends of Mexican Animal Welfare	23825 15th Avenue Unit 237 Bothell, WA 98021-8842	public charity	Support for veterinary surgical training and continuing education center in Manzanillo, Mexico in order to develop and support a trained Mexican veterinary teaching staff and to support Mexican veterinarians in high quality high volume sterilizations	$7,500
Homeless Animals Relief Project	P O Box 371 Senatobia, MS 38668	public charity	Support for the sterilization of 260 cats in north central Mississippi, about 35 miles south of Memphis, Tennessee and with a poverty rate approaching 20% and a human population of around 28 000	$5 000
Humane Society Animal Resources of Dekalb Inc	P O Box 680653 550 18th Street S W Fort Payne AL 35968	public charity	Support for PAWS program, an incentive spay neuter program designed to keep cats in their homes and address the cat overpopulation problem	$5 000
Humane Society of North Central Arkansas	2656 Highway 201 North Mountain Home, AR 72653	public charity	Support for sterilization of community cats	$5,000
Humane Society of the United States	700 Professional Drive MD20879 Gaithersburg, MD 20879	public charity	Support for a collaborative pilot project to raise awareness about the plight of cougars, conduct outreach programs, promote policy reform, and encourage state wildlife agencies to adopt management plans that emphasize nonlethal coexistence	$150,000
Jungle Friends Primate Sanctuary Inc	13915 North State Road 121 Gainesville, FL 32653	public charity	Emergency support for a new generator due to extensive damage to property during Hurricane Irma	$6,675
National Wildlife Centre	P O Box 192 Caledon East, Ontario L7C3L9 Canada	Canadian charity	Support for transportation to help sick, injured and orphaned native wildlife	$11 000
Northern Rockies Conservation Cooperative	P O Box 2705 Jackson, WY 83001	public charity	Baseline Ecology of pumas in eco-regions of Mexico	$20 000
Northern Rockies Conservation Cooperative	P O Box 2705 Jackson, WY 83001	public charity	Support for the protection of bobcats in central Mexico through understanding their presence and connectivity using camera traps and genetics Part II	$15,000
Ohio Wildlife Center	6131 Cook Road Powell, OH 43065	public charity	Support for caging renovations and enrichment for both indoor and outdoor enclosures for non-releasable patients	$6,000
Panthera Corporation	8 West 40th Street 18th Floor New York, NY 10018	public charity	Support for Cougar Conservation Research Ecosystem Services and Outreach	$10 000
Pennsylvania State University	408 Old Main University Park PA 16802	university	Two year support for research to better understand the movement of mange over the landscape on American Black Bears, and the effects of treatment on Black Bear recovery and survival	$17,780
Permian Basin Area Foundation for the Alpine Humane Society	200 N Loraine, Suite 500 Midland TX 79701	public charity	Support for TNR of feral cat colonies in Brewster County Texas with special emphasis on Alpine and Marathon	$5,000
Pink Pawz Spay & Neuter Program	11120 Fox Ridge Drive Van Cleave, MS 39565	public charity	Support for TNR of 40 female cats in feral "hotspots" in Jackson County, Mississippi	$2,000
Scruff Inc	2073 Western Avenue Guilderland, NY 12084	public charity	Support for Project Perth, sterilization of 40 cats living at the Deerfield Estates Mobile Home Park in Perth, New York	$2,000
Southern Plains Land Trust Incorporated	6439E Maplewood Avenue Centennial, CO 80111	public charity	Support for operating expenses associated with the care of the Bison and Longhorn herds at the Heartland Ranch property of the Southern Pains Land Trust for fiscal year July 2017 through June 2018	$100,000
St Joseph s Indian School	Chamberlain, SD 57326	church	Support for the maintenance of the student dormitory	$15,000
Sul Ross State University Borderlands Research Institute for Natural Resource Management	Box C-21 Alpine, TX 79832	state educational institution	Three year support for research project, Ecology of Mountain Lions in the Davis Mountains of Texas Assessing Survivability and Landscape Connectivity Relative to Population Persistence	$75 000
Tiger Sanctuaries Inc	250 West 12th Street New York, NY 10014	public charity	Phase One Funding (pitch reel) for documentary on the Captive Bred Tiger Trade in America a feature length documentary that will explore the inner workings of limitless breeding and tiger trafficking in the United States	$10,000
Tiger Sanctuaries Inc	250 West 12th Street New York, NY 10014	public charity	Support for improving the lives and welfare of captive big tigers and other big cats in the United States	$5,000
University of Wisconsin Foundation Nelson Institute	122 Science Hall 550 North Park Street Madison WI 53726-4090	educational institution	Support for protecting pumas and other carnivores worldwide from retaliation and poaching	$10 000
Wildlife Rescue & Rehabilitation Sanctuary	P O Box 369 331 Old Blanco Road Kendalia, TX 78027	public charity	Support for wildlife rehabilitation in the form of food shelter and medical care	$22 000
Zoocheck Canada Inc	788 1/2 O'Connor Drive Toronto Ontario M4B 2S6 CANADA	registered public charity in Canada	Support for the safe transportation of Yupi, a polar bear living at the Benito Juarez Zoo in Morelia, Michoacan, Mexico, to a polar bear sanctuary in the United Kingdom's Yorkshire Wildlife Park to live out her days among other polar bears	$15 000

THE SUMMERLEE FOUNDATION
EIN. 75-2252355
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2018
Schedule 5 - History Grants Paid During the Year

Organization	Organization Address	Status	Project Title	Paid Amount
Admiral Nimitz Foundation	328 East Main Street Fredericksburg, TX 78624	public charity	Funding for the renovation of the interior floor plan and exhibits in the 19th century Nimitz Steamboat Hotel	$10,000
Aransas County ISD Education Foundation	P O Box 195 Rockport, TX 78381	public charity	Funding for partially restoring the exterior of the Rockport School, heavily damaged by Hurricane Harvey	$10,000
Armstrong County Museum Inc	P O Box 450 Claude, TX 79019	public charity	Funds to support continued preservation of the Charles Goodnight House	$10 000
Bell County Museum Association, Inc	201 North Main Street P O Box 1381 Belton, TX 76513	public charity	Funding for hiring a consultant to overhaul the museum's county history exhibit, focusing on creating a more accurate inclusive and engaging narrative	$5,000
Black Academy of Arts and	650 South Griffin Street Dallas Convention Center Complex Dallas, TX 75202	public charity	Funds to help digitize and preserve the work of this 40 year old culturally rich Dallas- based arts institution	$15,000
Blackshear/O L Price Ex-Student Association	P O Box 1274 Taylor, TX 76574	public charity	Support to be used as matching funds for the restoration of the Dickey Museum and Multipurpose Center in Taylor, Texas	$10,000
Blackwell School Alliance	P O Box 417 Marfa, TX 79843	public charity	Matching funds to pay for the development of a historic structure report for the historic school house that served as the segregated elementary school for the Hispanic population of Marfa, 1889-1965	$10,000
Chisholm Trail Heritage Museum Inc	Box 866 Cuero, TX 77954	public charity	Funding to support the restoration of Cuero's English-German School constructed in 1879 The structure will be used as an extension of educational facilities for the museum	$7,500
City of El Paso Department of Museums and Cultural Affairs	510 North Santa Fe Street El Paso, TX 79901	governmental	Conservation funds to preserve three significant saddles in the museum's collections agency	$4,773
City of Nacogdoches	P O Box 635030 Nacogdoches TX 75963-5030	government entity	Funds to help restore the historic 1914 Zion Hill Baptist Church, which will be restored and opened as a museum depicting African-American history in East Texas	$10 000
Conservation History Association of Texas	1304 Mariposa Drive Suite 211 Austin, TX 78704-4404	public charity	Funding to videotape oral history interviews with leading Texas conservationists, followed by transcription, video editing, rich media synching, and archiving	$5,000
Dallas County Heritage Society	1515 South Harwood Dallas, TX 75215	public charity	Support for the publication of Legacies A History journal for Dallas and North Central Texas	$3,500
Dr Pepper Museum and Free Enterprise Institute	300 South Fifth Street Waco, TX 76701	public charity	Funding for restoration of the historic Artesian Manufacturing and Bottling Company building, one of the museum's historic properties	$10,000
El Camino Real de los Tejas National Historical Trail	3710 Cedar Street Suite 288 Austin, TX 78704	public charity	Funding for the second phase of their San Antonio Founding Initiative Project (SAFI)	$15,000
Falls on the Colorado Museum	2001 Broadway P O Box 1333 Marble Falls, TX 8654	public charity	Funding towards the reconstruction of a prehistoric bison skeleton discovered in Rocky Creek, Burnet County in 2014	$5,000
Friends of Cibolo Wilderness	140 City Park Road Boerne, TX 78006	public charity	Funding to help fund exterior rehabilitation work for the Herff-Rozelle Farm home	$5,000
Friends of the Commerce Public Library	1210 Park Street Commerce, TX 75428	public charity	Funds to assist with restoration of the Commerce Public Library, housed in a recorded Texas Historic Landmark building built as a post office in 1918	$10,000
Friends of the Dallas Public Library, Inc	1515 Young Street Dallas, TX 75201	public charity	Support to digitize and transcribe over 300 different oral history interviews recorded by DPL staff over the past 50 years	$12,160
Galveston Historical Foundation Inc	2228 Broadway Galveston TX 77550	public charity	Funding for digital scanning and transcription of the Galveston City Company records	$15 000
Grace Museum	102 Cypress Street Abilene, TX 79604	public charity	Funds to renovate a space adjacent to the main history gallery from a re-created boot shop to a space to feature new history exhibitions	$5,000
Houston History Alliance	P O Box 25086 Houston, TX 77265	public charity	Funds to support a multi-day collaborative program in the Fall of 2018 exploring the stories of extraordinary Houston women	$5,000
James Dick Foundation for the Performing Arts	P O Drawer 89 Round Top, TX 78954	public charity	Funds towards the construction of a new space that will provide 1260 square feet of stack space for the storage of Round Top's special collections library, the Bybee Research Library	$5,000
Lamar University Center for History and Culture of Southeast Texas and the Upper Gulf Coast	P O Box 10048 Beaumont, TX 77710	University	Funds to establish a book prize for the best book in a calendar year related to the history and culture of Southeast Texas and the Upper Gulf Coast	$6,000
Land Heritage Institute	114 East Cevallos Street San Antonio, TX 78204	public charity	Funding to restore front porch and roof support for Presnall-Watson House, the centerpiece of the National Register listed Presnall-Watson Homestead Historic District	$10,000
Marfa Public Radio	P O Box 238 Marfa, TX 79843	public charity	Funding to support continued broadcast of Lonn Taylor's "Rambling Boy" program on Marfa Public Radio	$7,500
Montalvo House	P O Box 393 Brackettville, TX 78832	public charity	Funding for restoration of the exterior walls of the Montalvo House in Brackettville	$10 000
National Western Art Foundation	210 West Market Street San Antonio, TX 78205	public charity	Funds for Destino San Antonio, an exhibition with education programs exploring the image, identity, and culture of San Antonio and Bexar County over 300 years	$5,000
Old Jail Art Center	201 South Second Street Albany, TX 76430	public charity	Funding for technology needs related to an oral history project preserving the history of Albany and surrounding region of central West Texas	$12,000
Old Town Keller Foundation	P O Box 2114 Keller, TX 76244	public charity	Funds to reprint the book "Wild Rose A Folk History of a Cross Timbers Settlement -Keller, Texas," by Joyce Gibson Roach	$16,000
San Jacinto Battleground Conservancy	P O Box 940536 Houston TX 77094-7536	public charity	Funds to complete writing of double biography of Texas Governor E M Pease and Lucadia Niles Pease	$2 500
Shankleville Historical Society Inc	1411 Pecos Street Dallas, TX 75204	public charity	Support for the 5th Annual Texas Purple Hull Pea Festival located at a Texas Freedom Colony in Southeast Texas	$5,500
Shumla School Inc		public charity	Funding to complete the endowment of the Shumla Endowed Research Professorship at Texas State University	$75,000
Sons of the Republic of Texas	1717 Eighth Street Bay City, TX 77414	public charity	Support to continue the major translation and digitizing of the O'Connor collection of early Spanish colonial documents pertaining to Texas history	$46 000
Southern Methodist University - Clements Center for Southwest Studies	P O Box 750176 Dallas TX 75275-0176	public charity	Support to sustain Summerlee Foundation Fellowship at the Clements Center for Southwest Studies The fellowship would be funded for the academic years 2015-2016 2016-2017 and 2017-2018	$65 000
St Joseph's Indian School	Chamberlain, SD 57326	church	Support for the maintenance of the student dormitory	$15,000

Texana Bryan Foundation	1315 21st Street Galveston, TX 77550		Support for its New Writers and Historians Project, a Texas history, critical thinking, and creative writing program for 4th and 7th graders	$5,000
Texas A&M University	Texas A&M University Press John H Lindsey Building Lewis Street 4354 TAMU College Station, TX 77843-4354	department of Texas A&M University	Support to publish the book, "Comanches and Germans on the Texas Frontier The Ethnology of Heinrich Berghaus," by Daniel J Gelo and Christopher J Wickham	$3 500
Texas Center for African American Living History	3400 Main Street Suite 287 Houston TX 77002	public charity	Funding for RESURRECTION, a traveling exhibit and workshop that will teach African-American church members how to collect, save, preserve and resurrect the material culture of their families	$8 000
Texas Dance Hall Preservation, Inc	3005 South Lamar Boulevard Suite D-109 #315 Austin TX 78704	public charity	Funding to create educational materials for 80-100 owners of vacant or infrequently used dance halls to help stabilize, weatherize, and secure their buildings from damage and vandalism until a productive use or new owner can be found	$7 880
Texas General Land Office Stephen F Austin Building	1700 North Congress Avenue Austin, TX 78701-1495	government agency	Funds for the GLO's "I Saved Texas History" map conservation campaign to be held in May 2018	$10,000
Texas Southern University Department of History	3100 Cleburne Street Houston, TX 77004	university	Funding for a Summer Workshop on African-American Texas History (SWATH) for K-16 teachers, July 12-14, 2018	$5,875
Texas State Historical Association	3001 Lake Austin Boulevard Suite 3 116 Austin, TX 78703-5017	public charity	Assistance in the production and publication of the "Handbook of Texas Women"	$10,000
Texas State Historical Association	3001 Lake Austin Boulevard Suite 3 116 Austin, TX 78703-5017	public charity	2018 Ron Tyler Award for best illustrated books on Texas history or culture published in 2017	$2,500
Tom Lea Institute	201 East Main Suite 100 El Paso TX 79901	public charity	Funding to publish an illustrated work focused on Tom Lea's "Pass of the North" mural	$5,000
University of North Texas Foundation Inc	801 North Texas Boulevard 1155 Union Circle #3311250 Denton TX 76203-5017	public charity	Funding over three year period towards a challenge grant award from the National Endowment for the Humanities	$20,000
University of North Texas Health Science Center Foundation	3500 Camp Bowie Boulevard Fort Worth TX 76107	public charity	Funding for Phase II of a 20-year effort to use DNA analysis to identify the remains of six individuals who were part of the LaSalle expedition	$15,000
University of Texas at Austin Dolph Briscoe Center for American History	2300 Red River Street Stop D1100 Austin, TX 78712	state education institution	Funding for a new initiative for the Texas Archival Resources Online (TARO) that will increase public access to Texas history by showcasing the collections of small institutions	$10,000
West Texas A&M University Foundation	WTAMU Box 60766 Canyon, TX 79016	educational institution	Funds to support internships for two students for one semester	$5,000
Witte Museum	3801 Broadway San Antonio TX 78209-6396	public charity	Support for a scholarly speakers conference to complement its Tricentennial exhibit	$5 000

A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended June 30, 2018
Schedule 6 - Grants Approved for Future Payment

Organization	Organization Address		Project Title	Amount Payable
Animal Grantmakers, Inc	5556 Caruth Haven Lane, Suite 100 Dallas, TX 75225	public charity	support for a Director of Member Engagement and Outreach in order to increase the organization's capacity for growth and professionalism	$5,000
Earth Island Institute/WildFutures	2150 Allston Way Suite 460 Berkeley, CA 94709	public charity	Support for general operating and capacity building which will enable the organization to carry out the full scope of its mission and impact its ability to advance the protection of wild carnivores, with special emphasis on mountain lions	$50,000
Friends of the Texas Historical Commission	P O Box 13497 Austin, TX 78711	public charity	Matching grant in order to fund the Texas Historical Commission's World War I Legacy Project	$10,000
Global Federation of Animal Sanctuaries, Inc	P O Box 73308 Phoenix, AZ 85050	public charity	Support for general operating associated with the mission of GFAS and to improve the value of GFAS accreditation and verification to captive wildlife sanctuary members	$15,000
Humane Society of the United States	700 Professional Drive MD20879 Gaithersburg, MD 20879	public charity	Continued funding for two years of the Annie Lee Roberts Emergency Rescue fund Support is for $100,000 per year for two years beginning July 2018 and ending June 2020	$100,000
Humane Society of the United States	700 Professional Drive MD20879 Gaithersburg, MD 20879	public charity	Continued funding for two years of the Annie Lee Roberts Emergency Rescue fund Support is for $100,000 per year for two years beginning July 2018 and ending June 2020	$100,000
National Trust for Historic Preservation, Houston Field Office	2700 Post Oak Boulevard Houston, TX 77056	public charity	Funding to develop a preservation-focused plan for the Rio Vista Farm Historic District which has been designated as a National Treasure by the Trust	$10,000
Pennsylvania State University	408 Old Main University Park, PA 16802	university	Two year support for research to better understand the movement of mange over the landscape on American Black Bears, and the effects of treatment on Black Bear recovery and survival	$9,780
Southern Plains Land Trust Incorporated	6439E Maplewood Avenue Centennial, CO 80111	public charity	Continuing support to fund operations for the care of a heard of bison and a heard of Land Trust's Heartland Ranch Preserve in southeastern Colorado	$100,000
St Joseph's Indian School	Chamberlain, SD 57326	church	Support for the maintenance of the student dormitory	$15,000
St Joseph's Indian School	Chamberlain, SD 57326	church	Support for maintenance of student dormitory	$15,000
Sul Ross State University Borderlands Research Institute for Natural	Box C-21 Alpine, TX 79832	state educational institution	Three year support for research project, Ecology of Mountain Lions in the Davis Mountains of Texas Assessing Survivability and Landscape Connectivity Relative to Population Persistence	$75,000
Texas State Historical Association	3001 Lake Austin Boulevard Suite 3 116 Austin, TX 78703-	public charity	2018 Ron Tyler Award for best illustrated books on Texas history or culture published in 2017	$2,500
Texas State University Development Foundation	601 University Drive JCK 963 San Marcos, TX 78666	public charity	Funding to help Texas State's Alkek Library expand available space for the Wittliff Collections	$20,000
University of North Texas Foundation Inc	801 North Texas Boulevard 1155 Union Circle #3311250 Denton, TX 76203-5017	public charity	Funding over three year period towards a challenge grant award from the National Endowment for the Humanities	$10,000