

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

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 PMB498		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) \$ 15,202,183	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) <u>(Part I, column (d) must be on cash basis)</u>	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	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 . . .	303,119	303,119		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,198,921			
	b Gross sales price for all assets on line 6a 5,296,180				
	7 Capital gain net income (from Part IV, line 2) . . .		1,198,921		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,502,040	1,502,040		
	13 Compensation of officers, directors, trustees, etc	223,750			111,875
	14 Other employee salaries and wages	400,088			242,963
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	40,309			20,155
	b Accounting fees (attach schedule)	24,334	12,167		2,433
	c Other professional fees (attach schedule)	35,000			35,000
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	44,449	4,999		
	19 Depreciation (attach schedule) and depletion . . .	9,307			
	20 Occupancy				
	21 Travel, conferences, and meetings	74,660			44,796
	22 Printing and publications				
	23 Other expenses (attach schedule)	602,844	282,262		125,887
	24 Total operating and administrative expenses. Add lines 13 through 23	1,454,741	299,428		583,109
	25 Contributions, gifts, grants paid	2,038,577			2,038,577
	26 Total expenses and disbursements. Add lines 24 and 25	3,493,318	299,428		2,621,686
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,991,278			
	b Net investment income (if negative, enter -0-)		1,202,612		
	c Adjusted net income (if negative, enter -0-)				

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	1,207,438	1,178,375	1,178,375
	2 Savings and temporary cash investments	111,655	1,072,211	1,072,211
	3 Accounts receivable ▶ <u>35,011</u>			
	Less allowance for doubtful accounts ▶ _____	20,947	35,011	35,011
	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 ▶ _____			
	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)	13,602,534	11,295,792	11,255,748	
14 Land, buildings, and equipment basis ▶ <u>113,529</u>				
Less accumulated depreciation (attach schedule) ▶ <u>101,254</u>	16,677	12,275		
15 Other assets (describe ▶ _____)	2,208,619	1,660,838	1,660,838	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	17,167,870	15,254,502	15,202,183	
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 ▶ _____)	2,798	14,385	
	23 Total liabilities (add lines 17 through 22)	2,798	14,385	
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	17,165,072	15,240,117	
	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)	17,165,072	15,240,117	
	31 Total liabilities and net assets/fund balances (see instructions) .	17,167,870	15,254,502	

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	17,165,072
2 Enter amount from Part I, line 27a	2	-1,991,278
3 Other increases not included in line 2 (itemize) ▶ _____	3	72,667
4 Add lines 1, 2, and 3	4	15,246,461
5 Decreases not included in line 2 (itemize) ▶ _____	5	6,344
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	15,240,117

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a SECURITY SALES, OTHER CAP GAIN/LOSS	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 5,296,180		4,097,259	1,198,921
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			1,198,921
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	1,198,921
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	1,198,921

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 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))
2017	3,051,646	18,601,891	0 164050
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

2 Total of line 1, column (d)	2	0 899732
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 179946
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	16,269,238
5 Multiply line 4 by line 3	5	2,927,584
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,026
7 Add lines 5 and 6	7	2,939,610
8 Enter qualifying distributions from Part XII, line 4	8	2,621,686

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	24,052
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	
3	Add lines 1 and 2.	3	24,052
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	24,052
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	16,000
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	16,000
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	54
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	8,106
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 2019 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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
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	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TX _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
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 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.EMBREYFDN.ORG</u>	13	Yes	
14	The books are in care of ► <u>LAUREN EMBREY</u> Telephone no ► <u>(214) 206-3577</u>			

Located at ► 5930 ROYAL LN STE E PMB498 DALLAS TX ZIP+4 ► 75230

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here ► ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2018, 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	Yes	No
	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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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	Yes	
	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 2018?	1c		
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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No			
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
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).	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 ► 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 2018 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 2018).	3b	Yes	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2018?	4b		No

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.		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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	☐ Yes ☐ No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870		6b No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	☐ Yes ☒ No	

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

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
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
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 THE FOUNDATION SUPPORTED A NUMBER OF COMMUNITY ACTIVITIES DESIGNED TO PROMOTE RACIAL EQUITY SUPPORT EMERGING FILMMAKERS SUPPORT CITIZENS FEST, A COMMUNITY CIVIL RIGHTS AND HUMAN RIGHTS EVENT SUPPORT UNDER ALYA'S UMBRELLA, A COMMUNITY PERFORMING ARTS MOVEMENT	12,762
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 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 	

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	14,998,513
b	Average of monthly cash balances.	1b	1,518,480
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	16,516,993
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	16,516,993
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	247,755
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	16,269,238
6	Minimum investment return. Enter 5% of line 5.	6	813,462

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	813,462
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	24,052
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	24,052
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	789,410
4	Recoveries of amounts treated as qualifying distributions.	4	566,297
5	Add lines 3 and 4.	5	1,355,707
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,355,707

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	2,621,686
b	Program-related investments—total from Part IX-B.	1b	
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	2,621,686
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,621,686

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				1,355,707
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2018				
a From 2013. 3,659,707				
b From 2014. 2,833,826				
c From 2015. 2,327,570				
d From 2016. 1,997,468				
e From 2017. 2,139,755				
f Total of lines 3a through e.	12,958,326			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 2,621,686				
a Applied to 2017, 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 2018 distributable amount.				1,355,707
e Remaining amount distributed out of corpus	1,265,979			
5 Excess distributions carryover applied to 2018 (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	14,224,305			
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 2017 Subtract line 4a from line 2a Taxable amount—see instructions.				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019.				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 2013 not applied on line 5 or line 7 (see instructions).	3,659,707			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a.	10,564,598			
10 Analysis of line 9				
a Excess from 2014. 2,833,826				
b Excess from 2015. 2,327,570				
c Excess from 2016. 1,997,468				
d Excess from 2017. 2,139,755				
e Excess from 2018. 1,265,979				

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 2018, enter the date of the ruling. ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
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))

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

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 e-mail address of the person to whom applications should be addressed

SALLIE BECK
5930 ROYAL LN STE E PMB498
DALLAS, TX 75230
(214) 206-3577

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

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

c Any submission deadlines

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

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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2018)

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? | | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | | |
| (1) Cash. | | 1a(1) | | No |
| (2) Other assets. | | 1a(2) | | No |
| b Other transactions | | | | |
| (1) Sales of assets to a noncharitable exempt organization. | | 1b(1) | | No |
| (2) Purchases of assets from a noncharitable exempt organization. | | 1b(2) | | No |
| (3) Rental of facilities, equipment, or other assets. | | 1b(3) | | No |
| (4) Reimbursement arrangements. | | 1b(4) | | No |
| (5) Loans or loan guarantees. | | 1b(5) | | No |
| (6) Performance of services or membership or fundraising solicitations. | | 1b(6) | | No |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | | 1c | | No |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | | | |

[illegible]

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

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.		
	*****	2019-11-15	*****
	_____ 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
	MICHAEL MAGERS		2019-11-15		P00552895
	Firm's name ▶ ABLON AND COMPANY PLLC				Firm's EIN ▶ 75-2689864
	Firm's address ▶ 12001 N CENTRAL EXPY STE 600 DALLAS, TX 75243				Phone no (214) 361-1400

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
LAUREN EMBREY	PRESIDENT/DI 40 00	223,750	0	0
5930 ROYAL LN STE E PMB498 DALLAS, TX 75230				
GAYLE EMBREY	V PRESIDENT/ 1 00	0	0	0
5930 ROYAL LN STE E PMB 498 DALLAS, TX 75230				
LINDSAY HARWELL	DIRECTOR 1 00	0	0	0
5930 ROYAL LN STE E PMB498 DALLAS, TX 75230				
JEFFREY HARWELL	DIRECTOR 1 00	0	0	0
5930 ROYAL LN STE E PMB 498 DALLAS, TX 75230				
MICHAEL MAGERS	SECY/TREAS/D 1 00	0	0	0
12001 N CENTRAL EXPY 600 DALLAS, TX 75243				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ADVOCATE SAFEHOUSE PROJECT PO BOX 2036 GLENWOOD SPRINGS, CO 81602	NONE	PUBLIC CHARI	SEE ATTACHMENT	5,000
ALLIANCE FOR JUSTICE ELEVEN DUPONT CIRCLE NW SECOND FLOOR WASHINGTON, DC 20036	NONE	PUBLIC CHARI	SEE ATTACHMENT	20,000
ASPEN COMMUNITY FOUNDATION 110 E HALLAM ST STE 126 ASPEN, CO 81611	NONE	PUBLIC CHARI	SEE ATTACHMENT	50,000
Total ► 3a				2,038,577

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ASPEN SANTE FE BALLET 0245 SAGE WAY ASPEN, CO 81611	NONE	PUBLIC CHARI	SEE ATTACHMENT	20,000
BALLE2323 BROADWAY OAKLAND, CA 94612	NONE	PUBLIC CHAR	SEE ATTACHMENT	990
BIG THOUGHT 1409 S LAMAR ST STE 1015 DALLAS, TX 75215	NONE	PUBLIC CHARI	SEE ATTACHMENT	25,000
Total ▶ 3a				2,038,577

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CAFE MOMENTUM1510 PACIFIC ST DALLAS, TX 75201	NONE	PUBLIC CHA	SEE ATTACHMENT	1,680
CARA MIA THEATER 3630 HARRY HINES BLVD DALLAS, TX 75219	NONE	PUBLIC CHARI	SEE ATTACHMENT	15,000
CARBONDALE COUNCIL ON ARTS AND HUMA 76 S 4TH ST PO BOX 175 CARBONDALE, CO 81623	NONE	PUBLIC CHARI	SEE ATTACHMENT	15,000
Total ▶ 3a				2,038,577

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CENTER FOR PUBLIC POLICY PRIORITIES 7020 EASY WIND DR 200 AUSTIN, TX 78752	NONE	PUBLIC CHARI	SEE ATTACHMENT	1,500
COLORADO ANIMAL RESCUE 2801 COUNTY RD 114 GLENWOOD SPRINGS, CO 81601	NONE	PUBLIC CHARI	SEE ATTACHMENT	7,000
COLORADO MOUNTAIN COLLEGE FDN 802 GRAND AVENUE GLENWOOD SPRINGS, CO 81601	NONE	PUBLIC CHARI	SEE ATTACHMENT	25,000
Total ► 3a				2,038,577

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
COLORADO WEST 715 HORIZON DR STE 225 GRAND JUNCTION, CO 81506	NONE	PUBLIC CHARI	SEE ATTACHMENT	10,000
COMPTUERS FOR KIDS FOUNDATION DBA YOUTHENTITYP O BOX 1989 CARBONDALE, CO 81623	NONE	PUBLIC CHARI	SEE ATTACHMENT	5,256
CRY HAVOC THEATER 8350 N CENTRAL EXPY 1050 DALLAS, TX 75230	NONE	PUBLIC CHAR	SEE ATTACHMENT	10,000
Total ▶ 3a				2,038,577

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
DALLAS AREA INTERFAITH 1104 LUPO DR DALLAS, TX 75207	NONE	PUBLIC CHARI	SEE ATTACHMENT	7,500
DALLAS CENTER FOR PERFORMING ARTS 700 N PEARL ST STE N 1800 DALLAS, TX 75201	NONE	PUBLIC CHARI	SEE ATTACHMENT	210,000
DALLAS FOUNDATION REAGAN PLACE AT OLD PRKLD 3963 MAPLE AVE STE 390 DALLAS, TX 75219	NONE	PUBLIC CHARI	SEE ATTACHMENT	2,500
Total ▶ 3a				2,038,577

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
DALLAS HOLOCAUST MUSEUM 211 N RECORD ST STE 100 DALLAS, TX 75202	NONE	PUBLIC CHARI	SEE ATTACHMENT	54,300
DALLAS INSTITUTE FOR HUMANITIES AND CULTURE2719 ROUTH ST DALLAS, TX 75201	NONE	PUBLIC CHARI	SEE ATTACHMENT	5,000
DALLAS SOCIAL VENTURE PARTNERS 12900 PRESTON RD STE 1220 DALLAS, TX 75230	NONE	PUBLIC CHAR	SEE ATTACHMENT	10,300
Total ► 3a				2,038,577

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
DALLAS THEATER CENTER 2400 FLORA ST DALLAS, TX 75201	NONE	PUBLIC CHARI	SEE ATTACHMENT	50,000
DALLAS WOMEN'S FOUNDATION CAMPBELL CTR II 8150 N CENTRAL EXPY STE 1 DALLAS, TX 75206	NONE	PUBLIC CHARI	SEE ATTACHMENT	75,000
DANCE EXCHANGE7117 MAPLE AVENUE TACOMA PARK, MD 20912	NONE	PUBLIC CHARI	SEE ATTACHMENT	70,000
Total ▶ 3a				2,038,577

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
DANCE INITIATIVE73 S 4TH ST CARBONDALE, CO 81623	NONE	PUBLIC CHARI	SEE ATTACHMENT	6,000
DEEP VELUM3000 COMMERCE ST DALLAS, TX 75226	NONE	PUBLIC CHARI	SEE ATTACHMENT	5,000
FRACTURED ATLAS - ORAL FIXATION 248 W 35TH ST 10TH FL NEW YORK, NY 10010	NONE	PUBLIC CHARI	SEE ATTACHMENT	5,000
Total ▶ 3a				2,038,577

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
FROM PASSTHROUGH ENTITIES VARIOUS DALLAS, TX 75231	NONE	PUBLIC CHARI	FROM PASSTHROUGH ENTITIES	1,001
FUND FOR WOMEN'S EQUALITY 1875 K ST NW 4TH FL WASHINGTON, DC 20006	NONE	PUBLIC CHARI	SEE ATTACHMENT	15,000
GEORGE W BUSH FOUNDATION P O BOX 600610 DALLAS, TX 75360	NONE	PUBLIC CHARI	SEE ATTACHMENT	22,500
Total ▶ 3a				2,038,577

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
HEART HOUSEPO BOX 823162 DALLAS, TX 75382	NONE	PUBLIC CHARI	SEE ATTACHMENT	7,500
HIGHER HEIGHTS LEADERSHIP FD 147 PRINCE ST 34 BROOKLYN, NY 11201	NONE	PUBLIC CHARI	SEE ATTACHMENT	30,000
HIMILAYAN INTERNATIONAL 952 BETHANY TURNPIKE HONESDALE, PA 18341	NONE	PUBLIC CHARI	SEE ATTACHMENT	5,000
Total ▶ 3a				2,038,577

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
IMPACT CITY INITIATIVE 2807 ALLEN ST 813 DALLAS, TX 75201	NONE	PUBLIC CHARI	SEE ATTACHMENT	5,500
INTERSECTION FOR THE ARTS WALLS OF HOPE901 MISSION ST 306 SAN FRANCISCO, CA 94103	NONE	PUBLIC CHARI	SEE ATTACHMENT	3,000
JOLTPO BOX 4185 AUSTIN, TX 78765	NONE	PUBLIC CHARI	SEE ATTACHMENT	20,000
Total ▶ 3a				2,038,577

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
JUNIOR PLAYERS4054 MCKINNEY AVE STE 104 DALLAS, TX 75204	NONE	PUBLIC CHARI	SEE ATTACHMENT	9,400
JUST COMMUNITY1000 RIO GRANDE ST AUSTIN, TX 78701	NONE	PUBLIC CHARI	SEE ATTACHMENT	25,000
KITCHEN DOG THEATER 2600 N STEMMONS FRWY STE 180 DALLAS, TX 75207	NONE	PUBLIC CHARI	SEE ATTACHMENT	25,000
Total ► 3a				2,038,577

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
LEAGUE OF OIL AND GAS IMPACTED COLORADANSPO BOX 452 ERIE, CO 80516	NONE	PUBLIC CHARI	SEE ATTACHMENT	5,000
LIFT-UPP O BOX 1928 RIFLE, CO 81650	NONE	PUBLIC CHARI	SEE ATTACHMENT	7,000
MS FOUNDATION FOR WOMEN 12 METROTECH CTR 26TH FLR BROOKLYN, NY 11201	NONE	PUBLIC CHARI	SEE ATTACHMENT	15,000
Total ▶ 3a				2,038,577

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
PEN AMERICAN CENTER 588 BROADWAY STE 303 NEW YORK, NY 10012	NONE	PUBLIC CHARI	SEE ATTACHMENT	50,000
PLANNED PARENTHOOD FEDERATION OF AMERICA434 W 33RD ST NEW YORK, NY 10001	NONE	PUBLIC CHARI	SEE ATTACHMENT	100,000
PLANNED PARENTHOOD OF GREATER TX 7424 GREENVILLE AVE STE 206 DALLAS, TX 75231	NONE	PUBLIC CHARI	SEE ATTACHMENT	20,000
Total ▶ 3a				2,038,577

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
RACE FORWARD 32 BROADWAY STE 1801 NEW YORK, NY 10004	NONE	PUBLIC CHARI	SEE ATTACHMENT	50
RELIGIOUS INSTITUTE 21 CHARLES ST STE 140 WESTPORT, CT 06880	NONE	PUBLIC CHARI	SEE ATTACHMENT	10,000
RIFLE ANIMAL SHELTERP O BOX 135 RIFLE, CO 81650	NONE	PUBLIC CHARI	SEE ATTACHMENT	7,000
Total ▶ 3a				2,038,577

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
SECOND THOUGHT THEATER 3523 MCKINNEY AVE 452 DALLAS, TX 75204	NONE	PUBLIC CHARI	SEE ATTACHMENT	7,500
SMUP O BOX 750281 DALLAS, TX 75230	NONE	EDUC ORG	SEE ATTACHMENT	580,000
SOCIETY OF NATIVE NATIONS 10730 PORTRANCO ROAD STE 122-282 SAN ANTONIO, TX 78251	NONE	PUBLIC CHARI	SEE ATTACHMENT	9,900
Total ► 3a				2,038,577

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
SOUL REP THEATREPO BOX 150146 DALLAS, TX 75315	NONE	PUBLIC CHARI	SEE ATTACHMENT	10,800
ST PHILIPS SCHOOL 1600 PENNSYLVANIA AVE DALLAS, TX 75201	NONE	PUBLIC CHARI	SEE ATTACHMENT	9,900
SYNERGOS3 E 54TH ST 14TH FL NEW YORK, NY 10022	NONE	PUBLIC CHARI	SEE ATTACHMENT	24,500
Total ▶ 3a				2,038,577

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
TACAONE ARTS PLAZA 1722 ROUTH ST STE 115 DALLAS, TX 75201	NONE	PUBLIC CHARI	SEE ATTACHMENT	14,000
TEATRO FLOR CANDELA 9218 BILL BROWNE LN DALLAS, TX 75243	NONE	PUBLIC CHARI	SEE ATTACHMENT	2,500
TECO THEATRICAL PRODUCTIONS DBA BISHOP ARTS THEATER CTR 215 S TYLER ST DALLAS, TX 75208	NONE	PUBLIC CHARI	SEE ATTACHMENT	10,000
Total ► 3a				2,038,577

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
TEXANS FOR THE ARTSPO BOX 4549 AUSTIN, TX 78765	NONE	PUBLIC CHAR	SEE ATTACHED	5,000
TEXAS CIVIL RIGHTS PROJECT 1405 MONTPOLOS DR AUSTIN, TX 78741	NONE	PUBLIC CHARI	SEE ATTACHMENT	30,000
TEXAS DEMOCRACY FDN DBA THE TEXAS OBSERVER 307 W 7TH ST AUSTIN, TX 78701	NONE	PUBLIC CHAR	SEE ATTACHED	25,000
Total ► 3a				2,038,577

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
TEXAS EQUAL ACCESS FD PO BOX 227336 DALLAS, TX 75222	NONE	PUBLIC CHAR	SEE ATTACHMENT	2,500
TX FREEDM NETWK EDUC FD P O BOX 1624 AUSTIN, TX 78767	NONE	PUBLIC CHARI	SEE ATTACHMENT	25,000
TX ORGANIZING PROJ EDUC FD 700 S ZARZMORA STE 212 SAN ANTONIO, TX 78207	NONE	PUBLIC CHARI	SEE ATTACHMENT	25,000
Total ▶ 3a				2,038,577

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
THE AFIYA CENTER 501 WYNNEWOOD VILLAGE STE 25 DALLAS, TX 75224	NONE	PUBLIC CHARI	SEE ATTACHMENT	6,000
THE ART BASE99 MIDLAND AVE BASALT, CO 81621	NONE	PUBLIC CHARI	SEE ATTACHMENT	7,000
THE TEXAS TRIBUNE 919 CONGRESS AVE 6TH FL AUSTIN, TX 78701	NONE	PUBLIC CHARI	SEE ATTACHMENT	7,500
Total ▶ 3a				2,038,577

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
THRESHOLD FOUNDATION 2875 ROUTE 35 6N-50B KATONAH, NY 10536	NONE	PUBLIC CHARI	SEE ATTACHMENT	5,000
UNIVERSITY OF TEXAS FOUNDATION PO BOX 250 AUSTIN, TX 78767	NONE	EDUC ORG	SEE ATTACHED	25,000
UNLEASHED PRODUCTIONS INC PO BOX 466 TIBURON, CA 94115	NONE	PVT OPER FDN	SEE ATTACHMENT	25,000
Total ► 3a				2,038,577

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
UNT AT DALLAS FDN 7300 UNIVERSITY HILLS BLV DALLAS, TX 75241	NONE	EDUC ORG	SEE ATTACHMENT	2,500
VALLEY SETTLEMENT PROJECT 520 THIRD ST STE 9 CARBONDALE, CO 81623	NONE	PUBLIC CHARI	SEE ATTACHMENT	6,000
WESTERN COLORADO CONGRESS P O BOX 1931 GRAND JUNCTION, CO 81502	NONE	PUBLIC CHARI	SEE ATTACHMENT	5,000
Total ► 3a				2,038,577

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
WILDERNESS WORKSHOPP O BOX 1442 CARBONDALE, CO 81623	NONE	PUBLIC CHARI	SEE ATTACHMENT	5,000
YOGA N DA HOOD3228 E PERRYTON DR DALLAS, TX 75224	NONE	PUBLIC CHARI	SEE ATTACHMENT	10,000
YOUTHZONE803 SCHOOL ST GLENWOOD SPRINGS, CO 81601	NONE	PUBLIC CHARI	SEE ATTACHMENT	58,000
Total ▶ 3a				2,038,577

TY 2018 Accounting Fees Schedule**Name:** EMBREY FAMILY FOUNDATION**EIN:** 20-0215399

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	24,334	12,167		2,433

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2018 Depreciation Schedule

Name: EMBREY FAMILY FOUNDATION

EIN: 20-0215399

Depreciation Schedule

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FURNITURE	2004-12-20	17,690	17,690	200DB	7 0000				
LEASEHOLD IMPROVEMENTS	2004-11-18	1,370	467	S/L	39 0000	35			
OFFICE EQUIPMENT	2005-06-30	3,924	3,924	S/L	7 0000				
LEASEHOLD IMPROVEMENTS	2005-06-30	7,182	2,308	S/L	39 0000	184			
OFFICE EQUIPMENT	2006-06-30	1,795	1,795	S/L	7 0000				
COMPUTER EQUIPMENT	2011-06-30	7,410	7,410	S/L	5 0000				
COMPUTER EQUIPMENT	2012-06-30	14,909	14,909	S/L	5 0000				
2 IPADS	2016-06-30	1,876	1,219	S/L	5 0000	188			
LAPTOP	2016-06-30	1,623	1,055	S/L	5 0000	162			
COLOR PRINTER, ROUTER	2016-06-30	924	601	S/L	5 0000	92			
OFFICE FURN AND EQUIP	2017-06-30	23,382	14,029	200DB	5 0000	3,741			
COMPUTER EQUIP	2018-06-30	4,541		200DB	5 0000	4,541			
OFFICE FURNITURE	2018-06-30	364		200DB	5 0000	364			

TY 2018 Investments - Other Schedule**Name:** EMBREY FAMILY FOUNDATION**EIN:** 20-0215399**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
VARIOUS MANAGED INVESTMENT ACCTS	AT COST	1,851,232	2,370,331
LIMITED PARTNERSHIP INTERESTS	AT COST	6,206,523	5,647,380
STOCK	AT COST	709,037	709,037
STOCK	AT COST	2,529,000	2,529,000

**TY 2018 Land, Etc.
Schedule****Name:** EMBREY FAMILY FOUNDATION**EIN:** 20-0215399

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FIXED ASSETS	113,529	101,254	12,275	

TY 2018 Legal Fees Schedule**Name:** EMBREY FAMILY FOUNDATION**EIN:** 20-0215399

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	40,309			20,155

TY 2018 Other Assets Schedule

Name: EMBREY FAMILY FOUNDATION

EIN: 20-0215399

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PREPAID EXP		14	14
OTHER ASSET	7,500	7,500	7,500
OTHER NOTES RECEIVABLE	839,016	839,016	839,016
PROGRAM RELATED INVESTMENT NOTE	100,000	100,000	100,000
PROGRAM RELATED INVESTMENT NOTE	250,000		
PROGRAM RELATED INVESTMENT NOTE	50,000	50,000	50,000
PROGRAM RELATED INVESTMENT NOTE	122,800	122,800	122,800
PROGRAM RELATED INVESTMENT NOTE	250,000		
PROGRAM RELATED INVESTMENT NOTE	50,000		
PROGRAM RELATED INVESTMENT NOTE	100,000	102,501	102,501
PROGRAM RELATED INVESTMENT LLC	61,009	53,851	53,851
PROGRAM RELATED INVESTMENTS FILM	378,294	369,156	369,156
ESTIMATED TAX PAYMENTS		16,000	16,000

TY 2018 Other Decreases Schedule

Name: EMBREY FAMILY FOUNDATION
EIN: 20-0215399

Description	Amount
INVESTMENT TAX 2017	6,344

TY 2018 Other Expenses Schedule**Name:** EMBREY FAMILY FOUNDATION**EIN:** 20-0215399**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
AUTO EXPENSE	10			
BANK CHARGES	593			
COMPUTER SUPPORT AND EXP	5,739			
CONTRACT SERVICES	8,319			
FUNDRAISING EVENT ATTENDANCE	73,446			14,689
INSURANCE	68,565			
INVESTMENT ADVISORY FEES	41,049	41,049		
MEALS AND ENTERTAINMENT	12,495			
MEMBERSHIPS	90,985			90,985

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS	1,949			
OFFICE SUPPLIES AND EXP	8,591			
PAYROLL SERVICE FEES	3,122			
SPONSORED FORUMS AND EVENTS	12,762			12,762
STAFF PROFESSIONAL DEVELOPMEN	29,803			7,451
TELEPHONE EXP	4,203			
NET INVESTMENT LOSS	241,213	241,213		

TY 2018 Other Increases Schedule**Name:** EMBREY FAMILY FOUNDATION**EIN:** 20-0215399

Description	Amount
NONTAXABLE/NONDEDUCTIBLE	57,667
INVESTMENT TAX PRIOR YR	15,000

TY 2018 Other Liabilities Schedule**Name:** EMBREY FAMILY FOUNDATION**EIN:** 20-0215399

Description	Beginning of Year - Book Value	End of Year - Book Value
NEGATIVE CAPITAL ACCTS, ROYALTY TRUS	2,798	14,385

TY 2018 Other Professional Fees Schedule**Name:** EMBREY FAMILY FOUNDATION**EIN:** 20-0215399

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COLLABORATION AND IMPACT	35,000			35,000

TY 2018 Taxes Schedule**Name:** EMBREY FAMILY FOUNDATION**EIN:** 20-0215399

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX WITHHELD FROM DIVIDE	4,999	4,999		
PAYROLL TAXES	39,450			