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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶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 1545-0047

2019

Open to Public Inspection

For calendar year 2019 or tax year beginning , and ending

Name of foundation: EMBREY FAMILY FOUNDATION

A Employer identification number: 20-0215399

Number and street (or P O box number if mail is not delivered to street address): 5930 ROYAL LANE, STE E, PMB#498 Room/suite

B Telephone number (see instructions): 214-206-3577

City or town, state or province, country, and ZIP or foreign postal code: DALLAS TX 75230

C If exemption application is pending, check here ▶ ☐

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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 ▶ ☐

03/04

H Check type of organization ☒ 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) ▶ $ 10,697,086

J Accounting method ☒ Cash ☐ 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 ▶ ☐

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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)	60,000			
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	185,918	185,918		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	216,478			
b	Gross sales price for all assets on line 6a 1,299,882				
7	Capital gain net income (from Part IV, line 2)		216,428		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	462,396	402,346	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	232,937			116,469
14	Other employee salaries and wages	1,068,305			743,034
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) SEE STMT 2	37,839			
b	Accounting fees (attach schedule) STMT 3	5,686			
c	Other professional fees (attach schedule) STMT 4	10,000			10,000
17	Interest	2			
18	Taxes (attach schedule) (see instructions) STMT 5	49,442	-606		
19	Depreciation (attach schedule) and depletion STMT 6	3,786			
20	Occupancy				
21	Travel, conferences, and meetings	75,684			45,410
22	Printing and publications				
23	Other expenses (att sch) STMT 7	586,676	230,935		142,534
24	**Total operating and administrative expenses.** Add lines 13 through 23	2,070,357	230,329	0	1,057,447
25	Contributions, gifts, grants paid	1,748,275			1,748,275
26	**Total expenses and disbursements.** Add lines 24 and 25	3,818,632	230,329	0	2,805,722
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-3,356,236			
b	**Net investment income** (if negative, enter -0-)		172,017		
c	**Adjusted net income** (if negative, enter -0-)			0	

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Form **990-PF** (2019)

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
1	Cash – non-interest-bearing	1,178,375		
2	Savings and temporary cash investments	1,072,211	404,102	404,102
3	Accounts receivable ▶ 41,939			
	Less allowance for doubtful accounts ▶	35,011	41,939	41,939
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (att schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments – U S and state government obligations (attach schedule)			
b	Investments – corporate stock (attach schedule)			
c	Investments – corporate bonds (attach schedule)			
11	Investments – land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
12	Investments – mortgage loans			
13	Investments – other (attach schedule) SEE STATEMENT 8	11,295,792	10,098,726	8,878,593
14	Land, buildings, and equipment basis ▶ 111,937			
	Less accumulated depreciation (attach sch) ▶ STMT 9 102,567	12,275	9,370	9,370
15	Other assets (describe ▶ SEE STATEMENT 10)	1,660,838	1,363,082	1,363,082
16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	15,254,502	11,917,219	10,697,086
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶ SEE STATEMENT 11)	14,385	23,003	
23	**Total liabilities** (add lines 17 through 22)	14,385	23,003	
	Foundations that follow FASB ASC 958, check here ▶ [X] **and complete lines 24, 25, 29, and 30.**			
24	Net assets without donor restrictions	15,240,117	11,894,216	
25	Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ [ ] **and complete lines 26 through 30.**			
26	Capital stock, trust principal, or current funds			
27	Paid-in or capital surplus, or land, bldg , and equipment fund			
28	Retained earnings, accumulated income, endowment, or other funds			
29	**Total net assets or fund balances** (see instructions)	15,240,117	11,894,216	
30	**Total liabilities and net assets/fund balances** (see instructions)	15,254,502	11,917,219	

(Side labels: Assets — lines 1–16; Liabilities — lines 17–23; Net Assets or Fund Balances — lines 24–30)

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 29 (must agree with end-of-year figure reported on prior year's return)	1	15,240,117
2	Enter amount from Part I, line 27a	2	-3,356,236
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	128,693
4	Add lines 1, 2, and 3	4	12,012,574
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	118,358
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 29	6	11,894,216

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		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	1,299,832		1,083,404	216,428
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				216,428
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	216,428
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	216,428

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))
2018	2,621,686	16,269,238	0.161144
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

2 **Total** of line 1, column (d)	2	0.851015
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	0.170203
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	12,261,999
5 Multiply line 4 by line 3	5	2,087,029
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,720
7 Add lines 5 and 6	7	2,088,749
8 Enter qualifying distributions from Part XII, line 4	8	2,942,896

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

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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 ▶ [X] and enter 1% of Part I, line 27b	1	1,720
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	1,720
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	1,720
6	Credits/Payments		
a	2019 estimated tax payments and 2018 overpayment credited to 2019 — 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	
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	14,280
11	Enter the amount of line 10 to be **Credited to 2020 estimated tax** ▶ 0 **Refunded** ▶	11	14,280

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 ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	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? N/A	4b		
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 2019 or the tax year beginning in 2019? See 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

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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.EMBREYFDN.ORG

14 The books are in care of ▶ LAUREN EMBREY Telephone no ▶ 214-206-3577
5930 ROYAL LN STE E PMB498
Located at ▶ 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

			Yes	No
16	At any time during calendar year 2019, 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 2019?	N/A	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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019?	☐ 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)	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 ▶ 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 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019)		3b	X	
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 2019?		4b		X

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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		
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(s) 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, and foundation managers and their compensation. See instructions.

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

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SALLIE A BECK 5930 ROYAL LN STE E PNB 498 TX 75230	CMPL/INV ANL 40 00	175,862		
MARILYN D HOSEY 5930 ROYAL LN STE E PNB 498 TX 75230	GRANT REVIEW 40.00	171,633		
JACKIE ROBERTSON 5930 ROYAL LN STE E PNB 498 TX 75230	RETIRED	73,000		
SALLIE A BECK 5930 ROYAL LN STE E PNB 498 TX 75230	RETRMT BENEF	328,678		
MARILYN D HOSEY 5930 ROYAL LN STE E PNB 498 TX 75230	RETRMT BENEF	319,131		

Total number of other employees paid over $50,000 ▶ 3

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 SEE STATEMENT 15	49,152
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 PROGRAM RELATED INVESTMENTS, OTHER	50,000
2 PROGRAM RELATED INVESTMENTS, FILMS	18,587
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	68,587

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	11,759,547
b	Average of monthly cash balances	1b	689,183
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	12,448,730
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	12,448,730
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	186,731
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,261,999
6	**Minimum investment return.** Enter 5% of line 5	6	613,100

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	613,100
2a	Tax on investment income for 2019 from Part VI, line 5 — 2a: 1,720		
b	Income tax for 2019 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	1,720
3	Distributable amount before adjustments Subtract line 2c from line 1	3	611,380
4	Recoveries of amounts treated as qualifying distributions	4	287,877
5	Add lines 3 and 4	5	899,257
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	899,257

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	2,805,722
b	Program-related investments – total from Part IX-B	1b	68,587
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	68,587
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	2,942,896
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	1,720
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,941,176

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

215399

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7					899,257
2 Undistributed income, if any, as of the end of 2019					
a Enter amount for 2018 only					
b Total for prior years 20____ , 20____ , 20____					
3 Excess distributions carryover, if any, to 2019					
a From 2014	2,833,826				
b From 2015	2,327,570				
c From 2016	1,997,468				
d From 2017	2,139,755				
e From 2018	1,265,979				
f **Total** of lines 3a through e		10,564,598			
4 Qualifying distributions for 2019 from Part XII, line 4 ▶ $ 2,942,896					
a Applied to 2018, 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 2019 distributable amount					899,257
e Remaining amount distributed out of corpus		2,043,639			
5 Excess distributions carryover applied to 2019 (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		12,608,237			
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 2018 Subtract line 4a from line 2a Taxable amount – see instructions					
f Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020					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 2014 not applied on line 5 or line 7 (see instructions)		2,833,826			
9 **Excess distributions carryover to 2020.** Subtract lines 7 and 8 from line 6a		9,774,411			
10 Analysis of line 9					
a Excess from 2015	2,327,570				
b Excess from 2016	1,997,468				
c Excess from 2017	2,139,755				
d Excess from 2018	1,265,979				
e Excess from 2019	2,043,639				

DAA

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 2019, 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 (a) 2019	Prior 3 years (b) 2018	(c) 2017	(d) 2016	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4, for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test – enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6, for each year listed					
c "Support" alternative test – enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

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

SEE STATEMENT 16

c Any submission deadlines

N/A

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

N/A

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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*				
ADVOCATE SAFEHOUSE PROJECT P.O. BOX 2036 GLENWOOD SPRINGS CO 81602	NONE	PUBLIC CHARI	SEE ATTACHMENT	5,000
ALL STARS PROJECT 543 WEST 42ND ST NEW YORK NY 10036	NONE	PUBLIC CHARI	SEE ATTACHMENT	1,000
ASPEN COMMUNITY FOUNDATION 110 E HALLAM ST, STE 126 ASPEN CO 81611	NONE	PUBLIC CHARI	SEE ATTACHMENT	50,000
ASPEN FILM 110 E HALLAM ST, STE 126 ASPEN CO 81611	NONE	PUBLIC CHARI	SEE ATTACHMENT	5,000
ASPEN SANTA FE BALLET 0245 SAGE WAY ASPEN CO 81611	NONE	PUBLIC CHAR	SEE ATTACHMENT	20,000
BIG THOUGHT 1409 S LAMAR ST, STE 1015 DALLAS TX 75215	NONE	PUBLIC CHARI	SEE ATTACHMENT	25,000
CARA MIA THEATER 3630 HARRY HINES BLVD DALLAS TX 75219	NONE	PUBLIC CHARI	SEE ATTACHMENT	4,300
CARBONDALE COUNCIL ON ARTS AND 76 S 4TH ST CARBONDALE CO 81623	NONE	PUBLIC CHARI	SEE ATTACHMENT	15,000
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	1,748,275
b *Approved for future payment* N/A				
Total			▶ 3b	

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*				
COLORS OF CONNECTION P O BOX 55444 SHORELINE WA 98155	NONE	PUBLIC CHAR	SEE ATTACHMENT	3,000
COMMUNITIES FDN OF TEXAS 5500 CARUTH HAVEN LN DALLAS TX 75225	NONE	PUBLIC CHA	SEE ATTACHMENT	25,000
COMMUNITIES FDN OF TEXAS 5500 CARUTH HAVEN LN DALLAS TX 75225	NONE	PUBLIC CHARI	SEE ATTACHMENT	5,000
COMMUNITIES FDN OF TEXAS 5500 CARUTH HAVEN LN DALLAS TX 75225	NONE	PUBLIC CHAR	SEE ATTACHMENT	1,800
COMPTUERS FOR KIDS FOUNDATION P O BOX 1989 CARBONDALE CO 81623	NONE	PUBLIC CHARI	SEE ATTACHMENT	5,000
DALLAS FOUNDATION REAGAN PLACE AT OLD PRKLD DALLAS TX 75219	NONE	PUBLIC CHARI	SEE ATTACHMENT	10,500
DALLAS HOLOCAUST MUSEUM 211 N RECORD ST STE 100 DALLAS TX 75202	NONE	PUBLIC CHARI	SEE ATTACHMENT	50,000
DALLAS INSTITUTE FOR HUMANITIES AND 2719 ROUTH ST DALLAS TX 75201	NONE	PUBLIC CHARI	SEE ATTACHMENT	3,000
DALLAS SOCIAL VENTURE PARTNERS 12900 PRESTON RD STE 1220 DALLAS TX 75230	NONE	PUBLIC CHAR	SEE ATTACHMENT	23,019
DALLAS THEATER CENTER 2400 FLORA ST DALLAS TX 75201	NONE	PUBLIC CHARI	SEE ATTACHMENT	50,000
Total			▶ 3a	
b *Approved for future payment* N/A				
Total			▶ 3b	

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*				
DALLAS WOMEN'S FOUNDATION CAMPBELL CTR II DALLAS TX 75206	NONE	PUBLIC CHARI	SEE ATTACHMENT	75,000
DANCE EXCHANGE 7117 MAPLE AVENUE TACOMA PARK MD 20912	NONE	PUBLIC CHARI	SEE ATTACHMENT	15,000
DANCE INITIATIVE 73 S 4TH ST CARBONDALE CO 81623	NONE	PUBLIC CHARI	SEE ATTACHMENT	6,000
DEEP VELLUM 3000 COMMERCE ST DALLAS TX 75226	NONE	PUBLIC CHARI	SEE ATTACHMENT	25,000
ENGLISH IN ACTION P O BOX 4856 BASALT CO 81621	NONE	PUBLIC CHARI	SEE ATTACHMENT	3,500
FRACTURED ATLAS - ORAL FIXATION 248 W 35TH ST, 10TH FL NEW YORK NY 10010	NONE	PUBLIC CHARI	SEE ATTACHMENT	26,220
FRIENDS OF BARACK OBAMA 3030 STAG RD DALLAS TX 75241	NONE	PUBLIC CHARI	SEE ATTACHMENT	3,500
FROM PASSTHROUGH ENTITIES VARIOUS DALLAS TX 75231	NONE	PUBLIC CHARI	FROM PASSTHROUGH ENTITIES	37,702
FUND FOR WOMEN'S EQUALITY 1875 K ST NW, 4TH FL WASHINGTON DC 20006	NONE	PUBLIC CHARI	SEE ATTACHMENT	5,000
HEDGEBROOK 2197 MILLMAN RD LANGLEY WA 98260	NONE	PUBLIC CHARI	SEE ATTACHMENT	5,000
Total			▶ 3a	
b *Approved for future payment* N/A				
Total			▶ 3b	

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*				
HIMILAYAN INTERNATIONAL 952 BETHANY TURNPIKE HONESDALE PA 18341	NONE	PUBLIC CHARI	SEE ATTACHMENT	5,000
INTERSECTION FOR THE ARTS 901 MISSION ST #306 SAN FRANCISCO CA 94103	NONE	PUBLIC CHARI	SEE ATTACHMENT	4,584
JEWISH FEDERATION 7800 NORTHAVEN RD DALLAS TX 75230	NONE	PUBLIC CHARI	SEE ATTACHMENT	2,500
JUST COMMUNITY 1000 RIO GRANDE ST AUSTIN TX 78701	NONE	PUBLIC CHARI	SEE ATTACHMENT	25,000
KERA 3000 HARRY HINES BLVD DALLAS TX 75201	NONE	PUBLIC CHARI	SEE ATTACHMENT	2,500
LET'S BREAKTHROUGH INC 4 WEST 43RD ST STE 715 NEW YORK NY 10036	NONE	PUBLIC CHAR	SEE ATTACHMENT	5,000
MIND SPRINGS HEALTH 6916 HWY 82 GLENWOOD SPRINGS CO 81601	NONE	PUBLIC CHARI	SEE ATTACHMENT	15,000
NEO PHILANTHROPY 45 W 36TH ST NEW YORK NY 10018	NONE	PUBLIC CHARI	SEE ATTACHMENT	20,000
NEW VENTURE FD 1201 CONNECTICUT AVE NW WASHINGTON DC 20036	NONE	PUBLIC CHARI	SEE ATTACHMENT	25,000
NEW VENTURE FD 1201 CONNECTICUT AVE NW WASHINGTON DC 20036	NONE	PUBLIC CHARI	SEE ATTACHMENT	25,000
Total			▶ 3a	
b *Approved for future payment*				
N/A				
Total			▶ 3b	

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*				
PEACEJAM FOUNDATION 11200 RALSTON RD ARVADA CO 80004	NONE	PUBLIC CHARI	SEE ATTACHMENT	25,000
PEN AMERICAN CENTER 588 BROADWAY STE 303 NEW YORK NY 10012	NONE	PUBLIC CHARI	SEE ATTACHMENT	75,000
RIFLE ANIMAL SHELTER P O BOX 1375 RIFLE CO 81650	NONE	PUBLIC CHARI	SEE ATTACHMENT	5,000
SECOND THOUGHT THEATER 3523 MCKINNEY AVE DALLAS TX 75204	NONE	PUBLIC CHARI	SEE ATTACHMENT	5,000
SMU P O BOX 750281 DALLAS TX 75230	NONE	EDUC ORG	SEE ATTACHMENT	575,000
SOCIETY OF NATIVE NATIONS 10730 PORTRANCO ROAD SAN ANTONIO TX 78251	NONE	PUBLIC CHARI	SEE ATTACHMENT	5,000
SYNERGOS 3 E 54TH ST, 14TH FL NEW YORK NY 10022	NONE	PUBLIC CHARI	SEE ATTACHMENT	24,500
TECO THEATRICAL PRODUCTIONS 215 S TYLER ST DALLAS TX 75208	NONE	PUBLIC CHARI	SEE ATTACHMENT	29,800
TEXANS FOR THE ARTS PO BOX 4549 AUSTIN TX 78765	NONE	PUBLIC CHAR	SEE ATTACHED	15,000
TEXAS CIVIL RIGHTS PROJECT 1405 MONTOPOLOS DR AUSTIN TX 78741	NONE	PUBLIC CHARI	SEE ATTACHMENT	30,000
Total			▶ 3a	
b *Approved for future payment* N/A				
Total			▶ 3b	

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*				
TEXAS EQUAL ACCESS FD PO BOX 227336 DALLAS TX 75222	NONE	PUBLIC CHAR	SEE ATTACHMENT	15,000
TEXAS FREEDOM NETWORK P O BOX 1624 AUSTIN TX 78767	NONE	PUBLIC CHARI	SEE ATTACHMENT	25,000
TEXAS ORGANIZING PROJECT 700 S ZARZAMORA STE 212 SAN ANTONIO TX 78207	NONE	PUBLIC CHARI	SEE ATTACHMENT	25,000
THE AFIYA CENTER 7441 MDL FREEWAY STE 401 DALLAS TX 75237	NONE	PUBLIC CHARI	SEE ATTACHMENT	25,000
THE ART BASE 99 MIDLAND AVE BASALT CO 81621	NONE	PUBLIC CHARI	SEE ATTACHMENT	5,000
THE FAMILY PLACE P O BOX 7999 DALLAS TX 75209	NONE	PUBLIC CHARI	SEE ATTACHMENT	3,250
THE FEMINIST PRESS 365 FIFTH AVE STE 5406 NEW YORK NY 10016	NONE	PUBLIC CHARI	SEE ATTACHMENT	15,000
THRESHOLD FOUNDATION 2875 ROUTE 35 6N-50B KATONAH NY 10536	NONE	PUBLIC CHARI	SEE ATTACHMENT	15,000
THUNDER RIVER THEATER 67 PROMENADE CARBONDALE CO 81623	NONE	PUBLIC CHARI	SEE ATTACHMENT	6,000
UNDERMAIN THEATER P O BOX 140193 DALLAS TX 75214	NONE	PUBLIC CHARI	SEE ATTACHMENT	15,000
Total			▶ 3a	
b *Approved for future payment* N/A				
Total			▶ 3b	

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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*				
UNIVERSITY OF TEXAS FOUNDATION PO BOX 250 AUSTIN TX 78767	NONE	EDUC ORG	SEE ATTACHED	75,000
VALLEY SETTLEMENT PROJECT 520 THIRD ST STE 9 CARBONDALE CO 81623	NONE	PUBLIC CHARI	SEE ATTACHMENT	5,000
WESTERN COLORADO CONGRESS P O BOX 1931 GRAND JUNCTION CO 81502	NONE	PUBLIC CHARI	SEE ATTACHMENT	5,000
WILDERNESS WORKSHOP P O BOX 1442 CARBONDALE CO 81623	NONE	PUBLIC CHARI	SEE ATTACHMENT	5,000
WOMEN TEXAS FILM FESTIVAL 5706 E MOCKINGBIRD LN DALLAS TX 75206	NONE	PUBLIC CHARI	SEE ATTACHMENT	2,500
YOGA N DA HOOD 3228 E PERRYTON DR DALLAS TX 75224	NONE	PUBLIC CHARI	SEE ATTACHMENT	2,100
YOUTHZONE 803 SCHOOL ST GLENWOOD SPRINGS CO 81601	NONE	PUBLIC CHARI	SEE ATTACHMENT	50,000
Total			▶ 3a	
b *Approved for future payment* N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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	185,918	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	216,428	50
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		402,346	50
13 Total. Add line 12, columns (b), (d), and (e)				13	402,396

(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) (See instructions)
N/A	

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

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

Michael Magers | 11-16-20 | SECY/TREAS/DIR

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
MICHAEL MAGERS	Michael Magers CPA	11-16-20	
Firm's name ▶ ABLON AND COMPANY PLLC		PTIN	P00552895
Firm's address ▶ 12001 N CENTRAL EXPY STE 600 DALLAS, TX 75243		Firm's EIN ▶	75-2689864
		Phone no	214-361-1400

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	How Received: Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
COMPUTER EQUIPMENT			PURCHASE				
	6/30/11	6/30/19	$ 50	$ 2,470	$	$ 2,470	$ 50
TOTAL			$ 50	$ 2,470	$ 0	$ 2,470	$ 50

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL	$ 37,839	$	$	$
TOTAL	$ 37,839	$ 0	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING	$ 5,686	$	$	$
TOTAL	$ 5,686	$ 0	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
COLLABORATION AND IMPACT	$ 10,000	$	$	$ 10,000
TOTAL	$ 10,000	$ 0	$ 0	$ 10,000

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX WITHHELD FROM DIVIDE	$ -606	$ -606	$	$
PAYROLL TAXES	50,048			
TOTAL	$ 49,442	$ -606	$ 0	$ 0

Statement 6 - Form 990-PF, Part I, Line 19 - Depreciation

Description Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
FURNITURE 12/20/04	$ 17,690	$ 17,690	200DB	7	$	$	$
LEASEHOLD IMPROVEMENTS 11/18/04	1,370	502	S/L	39	36		
OFFICE EQUIPMENT 6/30/05	3,924	3,924	S/L	7			
LEASEHOLD IMPROVEMENTS 6/30/05	7,182	2,492	S/L	39	185		
OFFICE EQUIPMENT 6/30/06	1,795	1,795	S/L	7			
COMPUTER EQUIPMENT 6/30/11	2,470	2,470	S/L	5			
COMPUTER EQUIPMENT 6/30/12	14,909	14,909	S/L	5			
2 IPADS 6/30/16	1,876	1,407	S/L	5	188		
LAPTOP 6/30/16	1,623	1,217	S/L	5	163		
COLOR PRINTER, ROUTER 6/30/16	924	693	S/L	5	92		
OFFICE FURN AND EQUIP 6/30/17	23,382	17,770	200DB	5	2,245		
COMPUTER EQUIP 6/30/18	4,541	4,541	200DB	5			

Federal Statements

Statement 6 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description	Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
OFFICE FURNITURE	6/30/18	$ 364	$ 364	200DB	5	$	$	$
PRINTER AND PHONE	6/30/19	877		200DB	5	877		
COMPUTER EQUIPMENT	6/30/11	4,940	4,940	200DB	5			
TOTAL		$ 87,867	$ 74,714			$ 3,786	$ 0	$ 0

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

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

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
AUTO EXPENSE	44			
BANK CHARGES	629			
COMPUTER SUPPORT AND EXP	15,781			
CONTRACT SERVICES	7,318			
FUNDRAISING EVENT ATTENDANCE	93,950			18,790

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INSURANCE	$ 72,607	$	$	$
INVESTMENT ADVISORY FEES	27,141	27,141		
MEALS AND ENTERTAINMENT	4,663			
MEMBERSHIPS	68,035			68,035
MISCELLANEOUS	1,099			
OFFICE SUPPLIES AND EXP	8,188			
PAYROLL SERVICE FEES	3,759			
SPONSORED FORUMS AND EVENTS	49,152			49,152
STAFF PROFESSIONAL DEVELOPMEN	26,229			6,557
TELEPHONE EXP	4,287			
NET INVESTMENT LOSS	203,794	203,794		
TOTAL	$ 586,676	$ 230,935	$ 0	$ 142,534

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
VARIOUS MANAGED INVESTMENT ACCTS	$ 1,851,232	$ 1,529,088	COST	$ 2,414,429
LIMITED PARTNERSHIP INTERESTS	6,206,523	5,300,798	COST	4,724,324
STOCK	709,037	739,840	COST	739,840
STOCK	2,529,000	2,529,000	COST	1,000,000
TOTAL	$ 11,295,792	$ 10,098,726		$ 8,878,593

Statement 9 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
FIXED ASSETS	$ 12,275	$ 111,937	$ 102,567	$ 9,370
TOTAL	$ 12,275	$ 111,937	$ 102,567	$ 9,370

Federal Statements

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

Description	Beginning of Year	End of Year	Fair Market Value
PREPAID EXP	$ 14	$ 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	87,396	87,396
PROGRAM RELATED INVESTMENT NOTE	50,000		
PROGRAM RELATED INVESTMENT NOTE	122,800	72,800	72,800
PROGRAM RELATED LLC		6,008	6,008
PROGRAM RELATED INVESTMENT NOTE	100,000	100,000	100,000
OTHER INVESTMENT	2,501	5,894	5,894
PROGRAM RELATED INVESTMENT LLC	53,851	43,786	43,786
PROGRAM RELATED INVESTMENTS FILM	369,156	184,668	184,668
ESTIMATED TAX PAYMENTS	16,000	16,000	16,000
TOTAL	$ 1,660,838	$ 1,363,082	$ 1,363,082

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

Description	Beginning of Year	End of Year
NEGATIVE CAPITAL ACCTS, ROYALTY TRUS	$ 14,385	$ 23,003
TOTAL	$ 14,385	$ 23,003

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

Description	Amount
NONTAXABLE/NONDEDUCTIBLE INVESTMENT TAX PRIOR YR	$ 128,693
TOTAL	$ 128,693

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

Description	Amount
INVESTMENT TAX 2018	$ 24,546
LOSS APPLICABLE TO PRIOR YEARS	93,812
TOTAL	$ 118,358

Federal Statements

Statement 14 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
LAUREN EMBREY 5930 ROYAL LN STE E PMB498 DALLAS TX 75230	PRESIDENT/DI	0.00	232,937	0	0
GAYLE EMBREY 5930 ROYAL LN STE E PMB 498 DALLAS TX 75230	V PRESIDENT/	0.00	0	0	0
LINDSAY HARWELL 5930 ROYAL LN STE E PMB498 DALLAS TX 75230	DIRECTOR	0.00	0	0	0
JEFFREY HARWELL 5930 ROYAL LN STE E PMB 498 DALLAS TX 75230	DIRECTOR	0.00	0	0	0
MICHAEL MAGERS 12001 N CENTRAL EXPY #600 DALLAS TX 75243	SECY/TREAS/D	0.00	0	0	0

Federal Statements

Statement 15 - Form 990-PF, Part IX-A, Line 1 - Summary of Direct Charitable Activities

Description
THE FOUNDATION SUPPORTED A NUMBER OF COMMUNITY ACTIVITIES DESIGNED TO: PROMOTE RACIAL EQUITY AND RACIAL HEALING. SUPPORT UNDER ALYA'S UMBRELLA, A COMMUNITY PERFORMING ARTS MOVEMENT

Statement 16 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

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