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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

For calendar year 2004, or tax year beginning , and ending

Use the IRS label. Otherwise, print or type.

Name of organization
Embrey Family Foundation

Number and street (or P.O. box number if mail is not delivered to street address)
P.O. Box 835747

City or town, state, and ZIP code
Richardson, TX 75083

Check type of organization. ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust
☐ Other taxable private foundation

Fair market value of all assets at end of year
$625,994.

Accounting method: ☑ Cash ☐ Accrual

Part I
Analysis of Revenue and Expenses
(The total of amounts in column (b), (c), and (d) may not necessarily equal the amounts in column (a))

<table>
<thead>
<tr>
<th>Description</th>
<th>(a) Revenue and expenses per books</th>
<th>(b) Net investment income</th>
<th>(c) Adjusted net income</th>
<th>(d) Disbursements for charitable purposes (cash basis only)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Contributions, gifts, grants, etc., received</td>
<td>650,000</td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2 Check ☑ if the foundation is not required to attach Sch. B</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Interest on savings and temporary</td>
<td>2,435</td>
<td>2,435</td>
<td></td>
<td>Statement 1</td>
</tr>
<tr>
<td>cash investments</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Dividends and interest from securities</td>
<td>349</td>
<td>349</td>
<td></td>
<td>Statement 2</td>
</tr>
<tr>
<td>Gross rents</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Net rental income or loss</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a Net gain or (loss) from sale of assets on line 10</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7 Capital gain net income (from Part IV, line 2)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>8 Net short-term capital gain</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Income modifications</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Gross sales less returns and allowances</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a Less: Cost of goods sold</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Gross profit or (loss)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other income</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total. Add lines 1 through 11</td>
<td>652,784</td>
<td>2,784</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Compensation of officers, directors, trustees, etc.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other employee salaries and wages</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Pension plans, employee benefits</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Legal fees</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Accounting fees</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Interest</td>
<td>9,165</td>
<td>0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Taxes</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Depreciation and depletion</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total operating and administrative expenses</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>24 Add lines 13 through 23</td>
<td>9,265</td>
<td>100</td>
<td></td>
<td>0</td>
</tr>
<tr>
<td>25 Contributions, gifts, grants paid</td>
<td>35,775</td>
<td>100</td>
<td></td>
<td>35,775</td>
</tr>
<tr>
<td>26 Total expenses and disbursements</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Add lines 24 and 25</td>
<td>45,040</td>
<td>100</td>
<td></td>
<td>35,775</td>
</tr>
<tr>
<td>Subtract line 26 from line 12:</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a Excess of revenue over expenses and disbursements</td>
<td>607,744</td>
<td>2,684</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Net investment Income (if negative, enter -0)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c Adjusted net income (if negative, enter -0)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

LHA
For Privacy Act and Paperwork Reduction Act Notice, see the Instructions.
### Part II  Balance Sheets

<table>
<thead>
<tr>
<th>Description</th>
<th>End of year (a) Book Value</th>
<th>End of year (b) Book Value</th>
<th>End of year (c) Fair Market Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Cash - non-interest-bearing</td>
<td>3,980</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2. Savings and temporary cash investments</td>
<td>10,005</td>
<td>603,689</td>
<td>603,689</td>
</tr>
<tr>
<td>3. Accounts receivable</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Less: allowance for doubtful accounts</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4. Pledges receivable</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Less: allowance for doubtful accounts</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5. Grants receivable</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6. Receivables due from officers, directors, trustees, and other</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>disqualified persons</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7. Other notes and loans receivable</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Less: allowance for doubtful accounts</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>8. Inventories for sale or use</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>9. Prepaid expenses and deferred charges</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10a. Investments - U.S. and state government obligations</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b. Investments - corporate stock</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c. Investments - corporate bonds</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>11. Investments - land, buildings, and equipment basis</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Less: accumulated depreciation</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>12. Investments - mortgage loans</td>
<td>0</td>
<td>9,000</td>
<td>8,400</td>
</tr>
<tr>
<td>13. Investments - other</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stmt 4</td>
<td></td>
<td>19,090</td>
<td>9,165</td>
</tr>
<tr>
<td>Less: accumulated depreciation</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>15. Other assets (describe)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>16. Total assets (to be completed by all filers)</td>
<td>10,005</td>
<td>626,594</td>
<td>625,994</td>
</tr>
<tr>
<td>17. Accounts payable and accrued expenses</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>18. Grants payable</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>19. Deferred revenue</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>20. Loans from officers, directors, trustees, and other disqualified persons</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>21. Mortgages and other notes payable</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>22. Other liabilities (describe)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>23. Total liabilities (add lines 17 through 22)</td>
<td>0</td>
<td></td>
<td>8,845</td>
</tr>
<tr>
<td>Organizations that follow SFAS 117, check here and complete lines 24</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>through 26 and lines 30 and 31.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Unrestricted</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Temporarily restricted</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Permanently restricted</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Organizations that do not follow SFAS 117, check here and complete lines 27</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>through 31.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Capital stock, trust principal, or current funds</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Paid-in or capital surplus, or land, bldg., and equipment fund</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Retained earnings, accumulated income, endowment, or other funds</td>
<td>10,005</td>
<td>617,749</td>
<td></td>
</tr>
<tr>
<td>30. Total net assets or fund balances</td>
<td>10,005</td>
<td>617,749</td>
<td></td>
</tr>
<tr>
<td>31. Total liabilities and net assets/fund balances</td>
<td>10,005</td>
<td>626,594</td>
<td></td>
</tr>
</tbody>
</table>

### 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) 10,005.
2. Enter amount from Part I, line 27a 607,744.
3. Other increases not included in line 2 (itemize) 0.
4. Add lines 1, 2, and 3 617,749.
5. Decreases not included in line 2 (itemize) 0.
6. Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 617,749.
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.)

(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)

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 organization liable for the section 4942 tax on the distributable amount of any year in the base period?  

Yes [x]  No

If "Yes," the organization 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.

<table>
<thead>
<tr>
<th>Year</th>
<th>Adjusted qualifying distributions</th>
<th>Net value of noncharitable-use assets (col. b divided by col. c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>2003</td>
<td>0</td>
<td>9,853</td>
</tr>
<tr>
<td>2002</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2001</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2000</td>
<td></td>
<td></td>
</tr>
<tr>
<td>1999</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

2  Total of line 1, column (d)  

3  Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

4  Enter the net value of noncharitable-use assets for 2004 from Part X, line 5

5  Multiply line 4 by line 3

6  Enter 1% of net investment income (1% of Part I, line 27b)

7  Add lines 5 and 6

8  Enter qualifying distributions from Part XII, line 4

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

See the Part VI instructions.

423521/01-03-05
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 letter: ____________________ (attach copy of ruling letter if necessary-see instructions)
   Domestic organizations that meet the section 4940(e) requirements in Part V, check here □ and enter 1%
   of Part I, line 27b
   All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)
   Tax under section 511 (domestic section 4947(a)(1) trusts and charitable foundations only. Others enter -0-)
   Add lines 1 and 2
   Subtitle A (income tax (domestic section 4947(a)(1) trusts and charitable foundations only. Others enter -0-)
   Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-
   Credits/Payments:
   a. 2004 estimated tax payments and 2003 overpayment credited to 2004
   b. Exempt foreign organizations - tax withheld at source
   c. Tax paid with application for extension of time to file (Form 8868)
   d. Backup withholding erroneously withheld
   Total credits and payments. Add lines 6a through 6d
   Enter any penalty for underpayment of estimated tax. Check here □ if Form 2220 is attached
   Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed
   Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid
   Enter the amount of line 10 to be. Credit to 2005 estimated tax

Part VII-A Statements Regarding Activities

1a. During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?
   Yes □ No X

1b. Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?
   Yes □ No X

1c. Did the organization file Form 1120-POL for this year?
   Yes □ No X

1d. Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
   (1) On the organization □ $ ____________ 0 □
   (2) On organization managers. □ $ ____________ 0 □

1e. Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers □ $ ____________ 0 □

2. Has the organization engaged in any activities that have not previously been reported to the IRS?
   Yes □ No X

3. Has the organization 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
   Yes □ No X

4a. Did the organization have unrelated business gross income of $1,000 or more during the year?
   Yes □ No X

4b. If "Yes," has it filed a tax return on Form 990-T for this year?
   Yes □ No X

5. Was there a liquidation, termination, dissolution, or substantial contraction during the year?
   Yes □ No X

6. Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
   Yes □ No X
   • By language in the governing instrument,
   • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7. Did the organization have at least $5,000 in assets at any time during the year?
   Yes □ No X

8a. Enter the states to which the foundation reports or with which it is registered (see instructions)

Texas

9. Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2004 or the taxable year beginning in 2004 (see instructions for Part XIV)? If "Yes," complete Part XIV
   Yes □ No X

10. Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.
    Yes □ No X

11. Did the organization comply with the public inspection requirements for its annual returns and exemption application?
    Yes □ No X

Web site address □ N/A

12. The books are in care of □ James L Embrey Jr Telephone no. □ 972-788-4766
    Located at □ P O Box 835747, Richardson, TX ZIP+4 □ 75083

13. 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 □ N/A

20-0215399 Form 990-PF (2004)
<table>
<thead>
<tr>
<th>Part VII-B</th>
<th>Statements Regarding Activities for Which Form 4720 May Be Required</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Yes</td>
</tr>
<tr>
<td><strong>1a</strong></td>
<td></td>
</tr>
<tr>
<td>During the year did the organization (either directly or indirectly)</td>
<td></td>
</tr>
<tr>
<td>(1) Engage in the sale or exchange, or leasing of property with a disqualified person?</td>
<td>☐ Yes</td>
</tr>
<tr>
<td>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?</td>
<td>☐ Yes</td>
</tr>
<tr>
<td>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?</td>
<td>☐ Yes</td>
</tr>
<tr>
<td>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?</td>
<td>☐ Yes</td>
</tr>
<tr>
<td>(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)?</td>
<td>☐ Yes</td>
</tr>
<tr>
<td>(6) Agree to pay money or property to a government official? (Exception. Check &quot;No&quot; if the organization agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)</td>
<td>☐ Yes</td>
</tr>
<tr>
<td><strong>b</strong> If any answer is &quot;Yes&quot; 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 page 20 of the instructions)?</td>
<td>N/A</td>
</tr>
<tr>
<td>Organizations relying on a current notice regarding disaster assistance check here</td>
<td>☐ Yes</td>
</tr>
<tr>
<td><strong>c</strong> Did the organization 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 2004?</td>
<td>☐ Yes</td>
</tr>
<tr>
<td><strong>2</strong> Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(f)(3) or 4942(f)(5)):</td>
<td></td>
</tr>
<tr>
<td>a At the end of tax year 2004, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(ies) beginning before 2004?</td>
<td>☐ Yes</td>
</tr>
<tr>
<td>If &quot;Yes,&quot; list the years</td>
<td>N/A</td>
</tr>
<tr>
<td><strong>b</strong> Are there any years listed in 2a for which the organization 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 &quot;No&quot; and attach statement - see instructions.)</td>
<td>N/A</td>
</tr>
<tr>
<td>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.</td>
<td>N/A</td>
</tr>
<tr>
<td><strong>3a</strong> Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?</td>
<td>☐ Yes</td>
</tr>
<tr>
<td><strong>b</strong> If &quot;Yes,&quot; did it have excess business holdings in 2004 as a result of (1) any purchase by the organization 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?</td>
<td>N/A</td>
</tr>
<tr>
<td>(Use Schedule C, Form 4720, to determine if the organization had excess business holdings in 2004.)</td>
<td>N/A</td>
</tr>
<tr>
<td><strong>4a</strong> Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?</td>
<td>☐ Yes</td>
</tr>
<tr>
<td><strong>b</strong> Did the organization 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 2004?</td>
<td>☐ Yes</td>
</tr>
<tr>
<td><strong>5a</strong> During the year did the organization pay or incur any amount to:</td>
<td></td>
</tr>
<tr>
<td>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?</td>
<td>☐ Yes</td>
</tr>
<tr>
<td>(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?</td>
<td>☐ Yes</td>
</tr>
<tr>
<td>(3) Provide a grant to an individual for travel, study, or other similar purposes?</td>
<td>☐ Yes</td>
</tr>
<tr>
<td>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?</td>
<td>☐ Yes</td>
</tr>
<tr>
<td>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?</td>
<td>☐ Yes</td>
</tr>
<tr>
<td><strong>b</strong> If any answer is &quot;Yes&quot; 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)?</td>
<td>N/A</td>
</tr>
<tr>
<td>Organizations relying on a current notice regarding disaster assistance check here</td>
<td>☐ Yes</td>
</tr>
<tr>
<td><strong>c</strong> If the answer is &quot;Yes&quot; to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant?</td>
<td>N/A</td>
</tr>
<tr>
<td>If &quot;Yes,&quot; attach the statement required by Regulations section 53.4945-5(d).</td>
<td>☐ Yes</td>
</tr>
<tr>
<td><strong>8a</strong> Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?</td>
<td>☐ Yes</td>
</tr>
<tr>
<td><strong>b</strong> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?</td>
<td>☐ Yes</td>
</tr>
</tbody>
</table>

If you answered "Yes" to 6b, also file Form 8870.
### 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.

<table>
<thead>
<tr>
<th>(a) Name and address</th>
<th>(b) Title and average hours per week devoted to position</th>
<th>(c) Compensation (If not paid, enter -0-)</th>
<th>(d) Contributions to employee benefit plans and deferred compensation</th>
<th>(e) Expense account, other allowances</th>
</tr>
</thead>
<tbody>
<tr>
<td>See Statement 6</td>
<td>0.</td>
<td>0.</td>
<td>0.</td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>(a) Name and address of each employee paid more than $50,000</th>
<th>(b) Title and average hours per week devoted to position</th>
<th>(c) Compensation</th>
<th>(d) Contributions to employee benefit plans and deferred compensation</th>
<th>(e) Expense account, other allowances</th>
</tr>
</thead>
<tbody>
<tr>
<td>None</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

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

<table>
<thead>
<tr>
<th>(a) Name and address of each person paid more than $50,000</th>
<th>(b) Type of service</th>
<th>(c) Compensation</th>
</tr>
</thead>
<tbody>
<tr>
<td>None</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

### Part IX-A: Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

1. **N/A**

2. 

3. 

4. 

---

Form 990-PF (2004)
**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount</td>
<td></td>
</tr>
<tr>
<td>1</td>
<td>N/A</td>
</tr>
<tr>
<td>2</td>
<td></td>
</tr>
</tbody>
</table>

All other program-related investments. See instructions

3   

Total. Add lines 1 through 3

<p>| |</p>
<table>
<thead>
<tr>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>0</td>
</tr>
</tbody>
</table>

**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:

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount</td>
<td></td>
</tr>
<tr>
<td>1a</td>
<td>6,218</td>
</tr>
<tr>
<td>1b</td>
<td>134,376</td>
</tr>
<tr>
<td>1c</td>
<td>140,594</td>
</tr>
<tr>
<td>1d</td>
<td></td>
</tr>
</tbody>
</table>

2 Acquisition indebtedness applicable to line 1 assets

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount</td>
<td></td>
</tr>
<tr>
<td>2</td>
<td></td>
</tr>
</tbody>
</table>

3 Subtract line 2 from line 1

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount</td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>140,594</td>
</tr>
</tbody>
</table>

4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount</td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>2,109</td>
</tr>
</tbody>
</table>

5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount</td>
<td></td>
</tr>
<tr>
<td>5</td>
<td>138,485</td>
</tr>
</tbody>
</table>

6 Minimum investment return. Enter 5% of line 5

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount</td>
<td></td>
</tr>
<tr>
<td>6</td>
<td>6,924</td>
</tr>
</tbody>
</table>

**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

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount</td>
<td></td>
</tr>
<tr>
<td>1</td>
<td>6,924</td>
</tr>
</tbody>
</table>

2a Tax on investment income for 2004 from Part VI, line 5

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount</td>
<td></td>
</tr>
<tr>
<td>2a</td>
<td>27</td>
</tr>
</tbody>
</table>

2b Add lines 2a and 2b

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount</td>
<td></td>
</tr>
<tr>
<td>2b</td>
<td>27</td>
</tr>
</tbody>
</table>

3 Distributable amount before adjustments. Subtract line 2c from line 1

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount</td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>6,897</td>
</tr>
</tbody>
</table>

4 Recoveries of amounts treated as qualifying distributions

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount</td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>0</td>
</tr>
</tbody>
</table>

5 Add lines 3 and 4

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount</td>
<td></td>
</tr>
<tr>
<td>5</td>
<td>6,897</td>
</tr>
</tbody>
</table>

6 Deduction from distributable amount (see instructions)

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount</td>
<td></td>
</tr>
<tr>
<td>6</td>
<td>0</td>
</tr>
</tbody>
</table>

7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount</td>
<td></td>
</tr>
<tr>
<td>7</td>
<td>6,897</td>
</tr>
</tbody>
</table>

**Part XII** Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount</td>
<td></td>
</tr>
<tr>
<td>1a</td>
<td>35,775</td>
</tr>
</tbody>
</table>

2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount</td>
<td></td>
</tr>
<tr>
<td>2</td>
<td></td>
</tr>
</tbody>
</table>

3 Amounts set aside for specific charitable projects that satisfy the:

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount</td>
<td></td>
</tr>
<tr>
<td>3a</td>
<td></td>
</tr>
<tr>
<td>3b</td>
<td></td>
</tr>
</tbody>
</table>

4 Qualifying distributions. Add lines 1 through 3b. Enter here and on Part V, line 8, and Part XIII, line 4

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount</td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>35,775</td>
</tr>
</tbody>
</table>

5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount</td>
<td></td>
</tr>
<tr>
<td>5</td>
<td>27</td>
</tr>
</tbody>
</table>

6 Adjusted qualifying distributions. Subtract line 5 from line 4

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount</td>
<td></td>
</tr>
<tr>
<td>6</td>
<td>35,748</td>
</tr>
</tbody>
</table>

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.
### Undistributed Income

<table>
<thead>
<tr>
<th>(a)</th>
<th>(b)</th>
<th>(c)</th>
<th>(d)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Corps</td>
<td>Years prior to 2003</td>
<td>2003</td>
</tr>
<tr>
<td>1 Distributable amount</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>for 2004 from Part XI, line 7</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2 Undistributed income, if any, as of the end of 2003:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a Enter amount for 2003 only</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Total for prior years:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3 Excess distributions carryover, if any, to 2004:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a From 1999</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b From 2000</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c From 2001</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>d From 2002</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>e From 2003</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>f Total of lines 3a through e</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4 Qualifying distributions for 2004 from Part XII, line 4:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a Applied to 2003, but not more than line 2a</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Applied to undistributed income of prior years (Election required - see instructions)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c Treated as distributions out of corpus (Election required - see instructions)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>d Applied to 2004 distributable amount</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>e Remaining amount distributed out of corpus</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5 Excess distributions carryover applied to 2004</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(if an amount appears in column (d), the same amount must be shown in column (a))</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6 Enter the net total of each column as indicated below:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a Corpus Add lines 3f, 4c, and 4e Subtract line 5</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Prior years' undistributed income. Subtract line 4b from line 2b</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>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</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>d Subtract line 6c from line 6b. Taxable amount - see instructions</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>e Undistributed income for 2003. Subtract line 4a from line 2a. Taxable amount - see instr.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>f Undistributed income for 2004. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2005</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>8 Excess distributions carryover from 1999 not applied on line 5 or line 7</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>9 Excess distributions carryover to 2005. Subtract lines 7 and 8 from line 6a</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

#### Analysis of line 9:
<table>
<thead>
<tr>
<th>(a)</th>
<th>(b)</th>
</tr>
</thead>
<tbody>
<tr>
<td>a Excess from 2000</td>
<td></td>
</tr>
<tr>
<td>b Excess from 2001</td>
<td></td>
</tr>
<tr>
<td>c Excess from 2002</td>
<td></td>
</tr>
<tr>
<td>d Excess from 2003</td>
<td></td>
</tr>
<tr>
<td>e Excess from 2004</td>
<td>28,723.</td>
</tr>
</tbody>
</table>
### Part XIV | Private Operating Foundations

(a) If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2004, 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 2004

<table>
<thead>
<tr>
<th>Prior 3 years</th>
<th>(a) 2004</th>
<th>(b) 2003</th>
<th>(c) 2002</th>
<th>(d) 2001</th>
<th>(e) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

- 85% of line 2a
- Qualifying distributions from Part XII, line 4 for each year listed
- Amounts included in line 2c not used directly for active conduct of exempt activities
- Qualifying distributions made directly for active conduct of exempt activities
- Subtract line 2d from line 2c

### Part XV | Supplementary Information

Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 26 of the instructions.

#### 1. Information Regarding Foundation Managers:

- 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).)

**James L Embrey Jr**

- 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 organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds if the organization makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

- c Any submission deadlines:

- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
### Grants and Contributions Paid During the Year or Approved for Future Payment

<table>
<thead>
<tr>
<th>Recipient</th>
<th>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</th>
<th>Foundation status of recipient</th>
<th>Purpose of grant or contribution</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Central Dallas Ministries, P.O. Box 710385, Dallas, TX 75371-0385</td>
<td>None</td>
<td>Public Charity</td>
<td>Community Health, Education, and Welfare</td>
<td>10,000.</td>
</tr>
<tr>
<td>Dallas Texans Soccer Club, Dallas, TX</td>
<td>None</td>
<td>Public Charity</td>
<td>To Foster Amateur Sports Competition</td>
<td>6,000.</td>
</tr>
<tr>
<td>Flower Mound Performing Arts Theatre, 830 Parker Square, Flower Mound, TX 75</td>
<td>None</td>
<td>Public Charity</td>
<td>Literary</td>
<td>5,000.</td>
</tr>
<tr>
<td>Parish Episcopal School, 4101 Sigma Road, Dallas, TX 75244</td>
<td>None</td>
<td>Public Charity</td>
<td>Educational</td>
<td>5,000.</td>
</tr>
<tr>
<td>Southwestern Diabetic Foundation, P.O. Box 918, Gainesville, TX 76241</td>
<td>None</td>
<td>Public Charity</td>
<td>Educational</td>
<td>2,275.</td>
</tr>
<tr>
<td>Child and Family Guidance Center, 8915 Harry Hines Blvd., Dallas, TX 75235</td>
<td>None</td>
<td>Public Charity</td>
<td>Educational</td>
<td>7,500.</td>
</tr>
</tbody>
</table>

Total: 35,775.

*Approved for future payment*

None
### Part XVI-A  Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

<table>
<thead>
<tr>
<th>(a) Business code</th>
<th>(b) Amount</th>
<th>(c) Exclusion code</th>
<th>(d) Amount</th>
<th>(e) Related or exempt function income</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Program service revenue:</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>d</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>e</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>f</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>g Fees and contracts from government agencies</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2 Membership dues and assessments</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3 Interest on savings and temporary cash investments</td>
<td></td>
<td>14</td>
<td>2,435</td>
<td></td>
</tr>
<tr>
<td>4 Dividends and interest from securities</td>
<td></td>
<td>14</td>
<td>349</td>
<td></td>
</tr>
<tr>
<td>5 Net rental income or (loss) from real estate:</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a Debt-financed property</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Not debt-financed property</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6 Net rental income or (loss) from personal property</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7 Other investment income</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>8 Gain or (loss) from sales of assets other than inventory</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>9 Net income or (loss) from special events</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10 Gross profit or (loss) from sales of inventory</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>11 Other revenue:</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>d</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>e</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>12 Subtotal. Add columns (b), (d), and (e)</td>
<td></td>
<td>0</td>
<td>2,784</td>
<td>0</td>
</tr>
<tr>
<td>13 Total. Add line 12, columns (b), (d), and (e)</td>
<td></td>
<td></td>
<td>13</td>
<td>2,784</td>
</tr>
</tbody>
</table>

(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 organization's exempt purposes (other than by providing funds for such purposes).
### Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

<table>
<thead>
<tr>
<th>(a) Line no.</th>
<th>(b) Amount involved</th>
<th>(c) Name of noncharitable exempt organization</th>
<th>(d) Description of transfers, transactions, and sharing arrangements</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

b If "Yes," complete the following schedule

<table>
<thead>
<tr>
<th>(a) Name of organization</th>
<th>(b) Type of organization</th>
<th>(c) Description of relationship</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: [Signature] 5/16/05 Board of Directors

Preparer's signature: [Signature] Michael Mazzu EIN ▶ 75-2689864

Preparer's address: Ablon and Co., P.L.L.C., CPAs

Preparer's phone number: 214-361-1400

Preparer's EIN: 75-2689864

Preparer's SSN or PTIN: □ 56-1234567

Form 990-PF (2004) 04-20-2004

Page 12
Schedule B
(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors
Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

Name of organization

Embrey Family Foundation

Employer identification number

20-0215399

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c) ( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the General Rule or a Special Rule. (Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule—see instructions.)

General Rule:

☒ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules:

☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of $5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than $1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III.)

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. (If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the Parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year.)

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they must check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, Form 990-EZ, and Form 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2004)
## Embrey Family Foundation

### Part I Contributors

<table>
<thead>
<tr>
<th>(a) No.</th>
<th>(b) Name, address, and ZIP + 4</th>
<th>(c) Aggregate contributions</th>
<th>(d) Type of contribution</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>James L Embrey Jr</td>
<td>$650,000.</td>
<td>Person <strong>X</strong>, Payroll, Noncash</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>(a) No.</th>
<th>(b) Name, address, and ZIP + 4</th>
<th>(c) Aggregate contributions</th>
<th>(d) Type of contribution</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>(a) No.</th>
<th>(b) Name, address, and ZIP + 4</th>
<th>(c) Aggregate contributions</th>
<th>(d) Type of contribution</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>(a) No.</th>
<th>(b) Name, address, and ZIP + 4</th>
<th>(c) Aggregate contributions</th>
<th>(d) Type of contribution</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>(a) No.</th>
<th>(b) Name, address, and ZIP + 4</th>
<th>(c) Aggregate contributions</th>
<th>(d) Type of contribution</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>(a) No.</th>
<th>(b) Name, address, and ZIP + 4</th>
<th>(c) Aggregate contributions</th>
<th>(d) Type of contribution</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

## Employer Identification number

20-0215399
Form 990-PF  Interest on Savings and Temporary Cash Investments  Statement 1

<table>
<thead>
<tr>
<th>Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Various</td>
<td>2,435.</td>
</tr>
</tbody>
</table>

Total to Form 990-PF, Part I, line 3, Column A  2,435.

Form 990-PF  Dividends and Interest from Securities  Statement 2

<table>
<thead>
<tr>
<th>Source</th>
<th>Gross Amount</th>
<th>Capital Gains Dividends</th>
<th>Column (A) Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Various</td>
<td>349.</td>
<td>0.</td>
<td>349.</td>
</tr>
</tbody>
</table>

Total to Form 990-PF, Part I, ln 4  349.

Form 990-PF  Other Expenses  Statement 3

<table>
<thead>
<tr>
<th>Description</th>
<th>(a) Expenses Per Books</th>
<th>(b) Net Investment Income</th>
<th>(c) Adjusted Net Income</th>
<th>(d) Charitable Purposes</th>
</tr>
</thead>
<tbody>
<tr>
<td>Investment Fees</td>
<td>100.</td>
<td>100.</td>
<td></td>
<td>0.</td>
</tr>
<tr>
<td>To Form 990-PF, Pg 1, ln 23</td>
<td>100.</td>
<td>100.</td>
<td></td>
<td>0.</td>
</tr>
</tbody>
</table>

Form 990-PF  Other Investments  Statement 4

<table>
<thead>
<tr>
<th>Description</th>
<th>Book Value</th>
<th>Fair Market Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>600 Sh Nuveen Floating Rate Income Fund</td>
<td>9,000.</td>
<td>8,400.</td>
</tr>
</tbody>
</table>

Total to Form 990-PF, Part II, line 13  9,000.  8,400.
### Depreciation of Assets Not Held for Investment

<table>
<thead>
<tr>
<th>Description</th>
<th>Cost or Other Basis</th>
<th>Accumulated Depreciation</th>
<th>Book Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>Furniture</td>
<td>17,690.</td>
<td>9,161.</td>
<td>8,529.</td>
</tr>
<tr>
<td>Leasehold improvements</td>
<td>1,400.</td>
<td>4.</td>
<td>1,396.</td>
</tr>
<tr>
<td><strong>Total To Fm 990-PF, Part II, Ln 14</strong></td>
<td><strong>19,090.</strong></td>
<td><strong>9,165.</strong></td>
<td><strong>9,925.</strong></td>
</tr>
</tbody>
</table>

### Part VIII - List of Officers, Directors, Trustees and Foundation Managers

<table>
<thead>
<tr>
<th>Name and Address</th>
<th>Title and Avrg Hrs/Wk</th>
<th>Compensation</th>
<th>Employee Ben Plan Contrib</th>
<th>Expense Account</th>
</tr>
</thead>
<tbody>
<tr>
<td>James L Embrey Jr</td>
<td>President/Treasurer/Dir</td>
<td>0.</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>P O Box 835747</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Richardson, TX 75083</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Gayle Embrey</td>
<td>V President/Secretary/Dir</td>
<td>0.</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>P O Box 835748</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Richardson, TX 75083</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Lauren Embrey Harwell</td>
<td>V President/Dir</td>
<td>0.</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>P O Box 835748</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Richardson, TX 75083</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Bobbie Pirtle Embrey</td>
<td>Director</td>
<td>0.</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>P O Box 835747</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Richardson, TX 75083</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ben Ablon</td>
<td>Director</td>
<td>0.</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>10000 N Central Expwy #1400</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Dallas, TX 75231</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Totals included on 990-PF, Page 6, Part VIII

|                  | 0. | 0. | 0. | 0. |
Form 4562
Department of the Treasury
Internal Revenue Service

Depreciation and Amortization (Including Information on Listed Property)

> See separate instructions.  > Attach to your tax return.

**Part I**

**Note:** If you have any listed property, complete Part V before you complete Part I.

<p>| | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Maximum amount. See instructions for a higher limit for certain businesses</td>
<td>1</td>
</tr>
<tr>
<td>2</td>
<td>Total cost of section 179 property placed in service (see instructions)</td>
<td>2</td>
</tr>
<tr>
<td>3</td>
<td>Threshold cost of section 179 property before reduction in limitation</td>
<td>3</td>
</tr>
<tr>
<td>4</td>
<td>Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter 0.</td>
<td>4</td>
</tr>
<tr>
<td>5</td>
<td>Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter 0. If named filing separately, see instructions</td>
<td>5</td>
</tr>
</tbody>
</table>

**Description of property**

<table>
<thead>
<tr>
<th></th>
<th>Cost (business use only)</th>
<th>Elected cost</th>
</tr>
</thead>
</table>

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>7</td>
<td>Listed property. Enter the amount from line 29</td>
</tr>
<tr>
<td>8</td>
<td>Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7</td>
</tr>
<tr>
<td>9</td>
<td>Tentative deduction. Enter the smaller of line 5 or line 8</td>
</tr>
<tr>
<td>10</td>
<td>Carryover of disallowed deduction from line 13 of your 2003 Form 4562</td>
</tr>
<tr>
<td>11</td>
<td>Business income limitation. Enter the smaller of business income (not less than zero) or line 5</td>
</tr>
<tr>
<td>12</td>
<td>Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11</td>
</tr>
<tr>
<td>13</td>
<td>Carryover of disallowed deduction to 2005. Add lines 9 and 10, less line 12</td>
</tr>
</tbody>
</table>

Note: Do not use Part I or Part III below for listed property. Instead, use Part V.

**Part II**

Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>14</td>
<td>Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)</td>
</tr>
<tr>
<td>15</td>
<td>Property subject to section 168(f)(1) election (see instructions)</td>
</tr>
<tr>
<td>16</td>
<td>Other depreciation (including ACRS) (see instructions)</td>
</tr>
</tbody>
</table>

**Part III**

MACRS Depreciation (Do not include listed property.) (See instructions.)

**Section A**

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>17</td>
<td>MACRS deductions for assets placed in service in tax years beginning before 2004</td>
</tr>
<tr>
<td>18</td>
<td>If you are electing under section 168(f)(4) to group any assets placed in service during the tax year into one or more general asset accounts, check here</td>
</tr>
</tbody>
</table>

**Section B - Assets Placed in Service During 2004 Tax Year Using the General Depreciation System**

- **Classification of property**
- **Month and year placed in service**
- **Basis for depreciation (business/investment use only - see instructions)**
- **Recovery period**
- **Convention**
- **Method**
- **Depreciation deduction**

<p>| | | | | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>19a</td>
<td>3-year property</td>
<td></td>
<td></td>
<td>MQ</td>
<td>200DB</td>
<td>316.</td>
</tr>
<tr>
<td>b</td>
<td>5-year property</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c</td>
<td>7-year property</td>
<td></td>
<td></td>
<td>8,845.</td>
<td>7 Yrs.</td>
<td></td>
</tr>
<tr>
<td>d</td>
<td>10-year property</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>e</td>
<td>15-year property</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>f</td>
<td>20-year property</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>g</td>
<td>25-year property</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>h</td>
<td>Residential rental property</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>i</td>
<td>Nonresidential real property</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Section C - Assets Placed in Service During 2004 Tax Year Using the Alternative Depreciation System**

<p>| | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>20a</td>
<td>Class life</td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>12-year</td>
<td></td>
</tr>
<tr>
<td>c</td>
<td>40-year</td>
<td></td>
</tr>
</tbody>
</table>

**Part IV**

Summary (See instructions.)

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>21</td>
<td>Listed property. Enter amount from line 28</td>
</tr>
<tr>
<td>22</td>
<td>Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.</td>
</tr>
<tr>
<td>23</td>
<td>For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs</td>
</tr>
</tbody>
</table>

Form 4562 (2004)
### Part V  
**Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

#### Section A - Depreciation and Other Information

<table>
<thead>
<tr>
<th>24a</th>
<th>Do you have evidence to support the business/investment use claimed?</th>
<th>Yes</th>
<th>No</th>
<th>24b</th>
<th>If “Yes,” is the evidence written?</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
</table>

| 25 | Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use | \( \) |

<table>
<thead>
<tr>
<th>26</th>
<th>Property used more than 50% in a qualified business use:</th>
<th>%</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>27</th>
<th>Property used 50% or less in a qualified business use:</th>
<th>%</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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</tbody>
</table>

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1: __________

29 Add amounts in column (f), line 26. Enter here and on line 7, page 1: __________

#### Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

<table>
<thead>
<tr>
<th>30</th>
<th>Total business/investment miles driven during the year (do not include commuting miles)</th>
<th>(a)</th>
<th>Vehicle</th>
<th>(b)</th>
<th>Vehicle</th>
<th>(c)</th>
<th>Vehicle</th>
<th>(d)</th>
<th>Vehicle</th>
<th>(e)</th>
<th>Vehicle</th>
<th>(f)</th>
<th>Vehicle</th>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>31</th>
<th>Total commuting miles driven during the year</th>
<th>(a)</th>
<th>Vehicle</th>
<th>(b)</th>
<th>Vehicle</th>
<th>(c)</th>
<th>Vehicle</th>
<th>(d)</th>
<th>Vehicle</th>
<th>(e)</th>
<th>Vehicle</th>
<th>(f)</th>
<th>Vehicle</th>
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</table>

<table>
<thead>
<tr>
<th>32</th>
<th>Total other personal (noncommuting) miles driven</th>
<th>(a)</th>
<th>Vehicle</th>
<th>(b)</th>
<th>Vehicle</th>
<th>(c)</th>
<th>Vehicle</th>
<th>(d)</th>
<th>Vehicle</th>
<th>(e)</th>
<th>Vehicle</th>
<th>(f)</th>
<th>Vehicle</th>
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</table>

<table>
<thead>
<tr>
<th>33</th>
<th>Total miles driven during the year. Add lines 30 through 32</th>
<th>(a)</th>
<th>Vehicle</th>
<th>(b)</th>
<th>Vehicle</th>
<th>(c)</th>
<th>Vehicle</th>
<th>(d)</th>
<th>Vehicle</th>
<th>(e)</th>
<th>Vehicle</th>
<th>(f)</th>
<th>Vehicle</th>
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</table>

<table>
<thead>
<tr>
<th>34</th>
<th>Was the vehicle available for personal use during off-duty hours?</th>
<th>Yes</th>
<th>No</th>
<th>Yes</th>
<th>No</th>
<th>Yes</th>
<th>No</th>
<th>Yes</th>
<th>No</th>
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</table>

<table>
<thead>
<tr>
<th>35</th>
<th>Was the vehicle used primarily by a more than 5% owner or related person?</th>
<th>Yes</th>
<th>No</th>
<th>Yes</th>
<th>No</th>
<th>Yes</th>
<th>No</th>
<th>Yes</th>
<th>No</th>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>36</th>
<th>Is another vehicle available for personal use?</th>
<th>Yes</th>
<th>No</th>
<th>Yes</th>
<th>No</th>
<th>Yes</th>
<th>No</th>
<th>Yes</th>
<th>No</th>
</tr>
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</table>

#### Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

<table>
<thead>
<tr>
<th>37</th>
<th>Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
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</table>

<table>
<thead>
<tr>
<th>38</th>
<th>Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See instructions for vehicles used by corporate officers, directors, or 1% or more owners</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>39</th>
<th>Do you treat all use of vehicles by employees as personal use?</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>40</th>
<th>Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>41</th>
<th>Do you meet the requirements concerning qualified automobile demonstration use?</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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</tbody>
</table>

*Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.*

#### Part VI  
**Amortization**

<table>
<thead>
<tr>
<th>(a)</th>
<th>Description of costs</th>
<th>(b)</th>
<th>Date amortization begins</th>
<th>(c)</th>
<th>Amortizable amount</th>
<th>(d)</th>
<th>Code section</th>
<th>(e)</th>
<th>Amortization period or percentage</th>
<th>(f)</th>
<th>Amortization for this year</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>42</th>
<th>Amortization of costs that begins during your 2004 tax year:</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>43</th>
<th>Amortization of costs that began before your 2004 tax year:</th>
<th>43</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>44</th>
<th>Total. Add amounts in column (f). See instructions for where to report</th>
<th>44</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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</tbody>
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