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EXTENSION GRANTED TO 11/15/10

Return of Private Foundation

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

OMB No 1545-0052

Form 990-PF

Department of the Treasury
Internal Revenue Service

2009

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply:

Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Use the IRS
label.
Otherwise,

Name of foundation

THE DOUGLASS FOUNDATION

print
or typeSee Specific
Instructions

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

330 ARGYLE AVENUE

A Employer identification number

74-2239830

B Telephone number

210-824-1149

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test,
check here and attach computation ► E If private foundation status was terminated
under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ► H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year

J Accounting method: Cash Accrual

(from Part II, col. (c), line 16)

 Other (specify) _____

► \$ 3,150,047. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	19,584.		N/A	
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	11,940.	11,940.		STATEMENT 1
4	Dividends and interest from securities	98,528.	98,528.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-428,251.			
b	Gross sales price for all assets on line 6a	1,538,275.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less return and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	-8,165.	6.		STATEMENT 3
12	Total Add lines 1 through 11	-306,364.	110,474.		
13	Compensation of officers, directors, trustees, etc.	32,100.	24,075.		8,025.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	5,400.	4,050.		1,350.
c	Other professional fees				
17	Interest	16,130.	16,130.		0.
18	Taxes	263.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	84,421.	84,421.		0.
24	Total operating and administrative expenses Add lines 13 through 23	138,314.	128,676.		9,375.
25	Contributions, gifts, grants paid	202,451.			202,451.
26	Total expenses and disbursements. Add lines 24 and 25	340,765.	128,676.		211,826.
27	Subtract line 26 from line 12:	-647,129.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		0.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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02-02-10 LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2009)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments		724,082.	28,384.
	3	Accounts receivable ►	5.		
		Less: allowance for doubtful accounts ►			5.
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less: allowance for doubtful accounts ►			
Assets	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock	STMT 9	1,282,490.	1,070,180.
	c	Investments - corporate bonds	STMT 10	0.	747,090.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 11	531,975.	301,521.
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►	STATEMENT 12)	37,000.	37,000.
	16	Total assets (to be completed by all filers)		2,575,547.	2,184,180.
					3,150,047.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►			
	23	Total liabilities (add lines 17 through 22)		0.	0.
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	25	Unrestricted			
	26	Temporarily restricted			
	27	Permanently restricted			
	28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	29	Capital stock, trust principal, or current funds		1,398,169.	1,398,169.
	30	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
	31	Retained earnings, accumulated income, endowment, or other funds		1,177,378.	786,011.
	32	Total net assets or fund balances		2,575,547.	2,184,180.
	33	Total liabilities and net assets/fund balances		2,575,547.	2,184,180.

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,575,547.
2	Enter amount from Part I, line 27a	2	-647,129.
3	Other increases not included in line 2 (itemize) ►	3	508,224.
4	Add lines 1, 2, and 3	4	2,436,642.
5	Decreases not included in line 2 (itemize) ►	5	252,462.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,184,180.

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.)
1a					
b	SEE ATTACHED STATEMENT				
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					
b					
c					
d					
e	1,538,275.		1,966,526.	-428,251.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a					
b					
c					
d					
e				-428,251.	
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	-428,251.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

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

 Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	215,555.	3,692,066.	.058383
2007	216,815.	4,321,105.	.050176
2006	133,595.	4,158,371.	.032127
2005	118,776.	3,890,866.	.030527
2004	179,938.	3,536,435.	.050881

2 Total of line 1, column (d)

2 .222094

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

3 .044419

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 2,949,847.

5 Multiply line 4 by line 3

5 131,029.

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

6 0.

7 Add lines 5 and 6

7 131,029.

8 Enter qualifying distributions from Part XII, line 4

8 211,826.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	} 1 2 3 4 5	0. 0. 0. 0. 0.
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 ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	} 2 3 4 5	0. 0. 0. 0. 0.
3	Add lines 1 and 2		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	4,302.
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	29.
7	Total credits and payments. Add lines 6a through 6d	7	4,331.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	4,331.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ►	11	1,931.

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 instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	X
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. ► \$ <u>0</u> . (2) On foundation managers. ► \$ <u>0</u> .	2	X
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0</u> .	3	X
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	4a	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? <i>If "Yes," attach a conformed copy of the changes</i>	4b	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	5	
b If "Yes," has it filed a tax return on Form 990-T for this year?	6	N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	7	
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?	8a	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	8b	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>TX</u>	9	
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation	10	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

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Part VII-A | Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A 13 X

14 The books are in care of ► **DEBORAH K. SAMUEL** Telephone no. ► **210-824-1149**
Located at ► **330 ARGYLE AVENUE, SAN ANTONIO, TX** ZIP+4 ► **78209**

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

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 <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes <input checked="" type="checkbox"/> 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 <input checked="" type="checkbox"/> 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 <input checked="" type="checkbox"/> 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► 1b		
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 2009? 1c <input checked="" type="checkbox"/> X		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): N/A		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ► _____, _____, _____, _____, _____ 2a		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A ► 2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____ 3a		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes <input checked="" type="checkbox"/> No 3b		
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009) N/A ► 4a		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4b <input checked="" type="checkbox"/> 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 2009? N/A ► 4b		

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(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)?

(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
 Yes No
 Yes No
 Yes No
 Yes No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?N/A
►

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		32,100.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

►

0

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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. If none, enter "NONE."

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

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

►

0
Part IX-A **Summary of Direct Charitable Activities**

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

Expenses

1 SCULPTURE OWNED BY THE FOUNDATION WAS LOANED TO VARIOUS PUBLIC MUSEUMS FOR EXHIBITION
0.**2****3****4**
Part IX-B **Summary of Program-Related Investments**

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

Amount

1 **N/A****2**

All other program-related investments. See instructions.

3
Total. Add lines 1 through 3
► **0.**

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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	2,172,620.
b	Average of monthly cash balances	1b	315,475.
c	Fair market value of all other assets	1c	506,674.
d	Total (add lines 1a, b, and c)	1d	2,994,769.
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	2,994,769.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	44,922.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,949,847.
6	Minimum investment return. Enter 5% of line 5	6	147,492.

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	147,492.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	147,492.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	147,492.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	147,492.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	211,826.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	211,826.
b	Cash distribution test (attach the required schedule)	5	0.
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	211,826.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				147,492.
2 Undistributed income, if any, as of the end of 2008			51,574.	
a Enter amount for 2008 only				
b Total for prior years:		0.		
c _____, _____, _____				
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 211,826.			51,574.	
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount			147,492.	
e Remaining amount distributed out of corpus				0.
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			
6 Enter the net total of each column as indicated below:	12,760.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a	12,760.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009	12,760.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 14				
Total			► 3a	202,451.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

923611 02-02-10

Form 990-PF (2009)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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

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

9 Net income or (loss) from special events

10 Gross profit or (loss) from sales of inventory

11 Other revenue:

a FROM K-1:FIRST CAP GRP
 b OF TX III LP
 c _____
 d _____
 e _____

12 Subtotal. Add columns (b), (d), and (e)

13 Total. Add line 12, columns (b), (d), and (e)

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

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
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					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a <u>FROM K-1:FIRST CAP GRP</u>					
b <u>OF TX III LP</u>					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					
13 Total. Add line 12, columns (b), (d), and (e)					

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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

2a Is the foundation 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.

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

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

Signature of officer or trustee		Date		Title	
<i>Helen D. Dugay</i>		11-210		<i>President</i>	
Paid Preparer's Use Only	Preparer's signature	Date		Check if self- employed	Preparer's identifying number
	<i>Sam J. McDowell</i>	11-210		<input type="checkbox"/>	<i>P00022165</i>
	Firm's name (or yours if self-employed). address, and ZIP code				EIN
WEAVER AND TIDWELL, L.L.P. 9311 SAN PEDRO, SUITE 1400 SAN ANTONIO, TEXAS 78216				Phone no. (210) 737-1042	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

THE DOUGLASS FOUNDATION

Employer identification number

74-2239830

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 foundationCheck 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 an organization 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 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions 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 990-EZ that received from any one contributor, during the year, 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. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

THE DOUGLASS FOUNDATION

74-2239830

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	<u>DOUGLASS CHARITABLE LEAD TRUST</u> <u>330 ARGYLE AVE</u> <u>SAN ANTONIO, TX 78209</u>	\$ <u>19,584.</u>	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

THE DOUGLASS FOUNDATION74-2239830**Part II Noncash Property (see instructions)**

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1,310 SHS ALAMO GROUP INC COMMON STOCK	\$ 19,584.	12/31/09
		\$	
		\$	
		\$	
		\$	
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		\$	
		\$	
		\$	
		\$	

THE DOUGLASS FOUNDATION

CONTINUATION FOR 990-PF, PART IV
74-2239830 PAGE 1 OF 1

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.)
1a MS ST SALES-SEE ATTACH B		P	VARIOUS	VARIOUS
b MS LT SALES-SEE ATTACH B		P	VARIOUS	VARIOUS
c FROM K-1: FIRST CAP GRP OF TX III (ST)		P		
d FROM K-1: FIRST CAP GRP OF TX III (LT)		P		
e FROM K-1: FIRST CAP GRP OF TX III (1231)		P		
f FOREIGN CURRENCY EXCHANGE LOSS		P	VARIOUS	VARIOUS
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 347,619.		352,011.	-4,392.
b 311,549.		384,864.	-73,315.
c		15,995.	-15,995.
d 149,847.			149,847.
e		7.	-7.
f 729,260.		1,213,649.	-484,389.
g			
h			
i			
j			
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n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-4,392.
b			-73,315.
c			-15,995.
d			149,847.
e			-7.
f			-484,389.
g			
h			
i			
j			
k			
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m			
n			
o			

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	-428,251.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8		3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BANK OF NEW ZEALAND	11,681.
MORGAN STANLEY #06-75816	212.
MORGAN STANLEY #A7-10226	47.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	11,940.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ALAMO GROUP INC	12,972.	0.	12,972.
FIRST CAPITAL GROUP OF TX III	45,383.	0.	45,383.
MORGAN STANLEY #06-75816	20,598.	0.	20,598.
MORGAN STANLEY #A7-10226	18,324.	0.	18,324.
PERSHING LLC	1,250.	0.	1,250.
SEC SPECIALIST SETTLEMENT FD	1.	0.	1.
TOTAL TO FM 990-PF, PART I, LN 4	98,528.	0.	98,528.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SECURITIES LITIGATION PROCEEDS	4.	4.	
MISCELLANEOUS INCOME	2.	2.	
FROM K-1:FIRST CAP GRP OF TX III LP	-8,171.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-8,165.	6.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,400.	4,050.		1,350.
TO FORM 990-PF, PG 1, LN 16B	5,400.	4,050.		1,350.

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES - NEW ZEALAND	234.	0.		0.
WITHHOLDING TAXES	29.	0.		0.
TO FORM 990-PF, PG 1, LN 18	263.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	59.	59.		0.
INVESTMENT MANAGEMENT EXPENSES	8,749.	8,749.		0.
FROM K-1; FIRST CAP GRP OF TX				
III PORT DED	69,481.	69,481.		0.
AMORTIZATION	6,132.	6,132.		0.
TO FORM 990-PF, PG 1, LN 23	84,421.	84,421.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
UNREALIZED FOREIGN CURRENCY TRANSLATION	508,224.
TOTAL TO FORM 990-PF, PART III, LINE 3	508,224.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
FROM K-1:FIRST CAPITAL GRP OF TX III LP GAAP ADJ	252,462.
TOTAL TO FORM 990-PF, PART III, LINE 5	252,462.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALAMO GROUP INC	272,398.	1,029,215.
DISCOVERY CURVE INC	19,800.	19,800.
MORGAN STANLEY #06-75816	49,970.	46,106.
TUTOGEN MEDICAL INC	8,339.	46,214.
MORGAN STANLEY #A7-10226	719,673.	874,108.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,070,180.	2,015,443.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY #06-75816	747,090.	767,694.
TOTAL TO FORM 990-PF, PART II, LINE 10C	747,090.	767,694.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIRST CAPITAL GROUP OF TX III	COST	301,521.	301,521.
TOTAL TO FORM 990-PF, PART II, LINE 13		301,521.	301,521.

FORM 990-PF	OTHER ASSETS	STATEMENT 12
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SCULPTURE - SEE ATTACHMENT A	37,000.	37,000.	37,000.
TO FORM 990-PF, PART II, LINE 15	37,000.	37,000.	37,000.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 13
-------------	-----------------------------------------------------------------------------	--------------

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HELEN D. DOUGLASS 330 ARGYLE AVENUE SAN ANTONIO, TX 78209	PRESIDENT & DIRECTOR 0.00	0.	0.	0.
DEBORAH K. SAMUEL 330 ARGYLE AVENUE SAN ANTONIO, TX 78209	SECRETARY 16.00	32,100.	0.	0.
C. MICHAEL GENTRY 330 ARGYLE AVENUE SAN ANTONIO, TX 78209	ASST SECR & DIRECTOR 0.00	0.	0.	0.
SCOTT E. DOUGLASS 330 ARGYLE AVENUE SAN ANTONIO, TX 78209	DIRECTOR 0.00	0.	0.	0.
MARYLEE D. BROWNING 330 ARGYLE AVENUE SAN ANTONIO, TX 78209	DIRECTOR 0.00	0.	0.	0.

THE DOUGLASS FOUNDATION

74-2239830

STANLEY L. BLEND
330 ARGYLE AVENUE
SAN ANTONIO, TX 78209

VICE PRESIDENT

0.00

0.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

32,100.

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FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BABSON COLLEGE 231 FOREST STREET BABSON PARK, MA 02457	N/A	UNRESTRICT GIFT-DOUGL PRIZE	30,000.
EPISCOPAL DIOCESE OF WEST TEXAS SCHOLARSHIP 111 TORCIDO SAN ANTONIO, TX 78209	N/A	UNRESTRICT GIFT	30,000.
FIRST CAPITAL GROUP OF TX III P.O. BOX 15616 SAN ANTONIO, TX 78212	N/A	UNRESTRICT GIFT	1.
BOK TOWER GARDENS 1151 TOWER BOULEVARD LAKE WALES, FL 33884	N/A	UNRESTRICT GIFT	1,000.
LAKE WALES ART COUNCIL P.O. BOX 608 LAKE WALES, FL 33859-0608	N/A	UNRESTRICT GIFT	500.
MCNAY ART MUSEUM 6000 N NEW BRAUNFELS SAN ANTONIO, TX 78209	N/A	UNRESTRICT GIFT	3,500.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE AT 82ND STREET NEW YORK, NY 10028-0198	N/A	BRYANT FELLOWS	10,000.

THE DOUGLASS FOUNDATION

74-2239830

METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE AT 82ND STREET NEW YORK, NY 10028-0198	N/A	GIFT-MELOD BARNETT DEUSNER	25,000.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE AT 82ND STREET NEW YORK, NY 10028-0198	N/A	UNRESTRICT GIFT-AMER WING	62,500.
NATIONAL JEWISH HEALTH 1400 JACKSON STREET DENVER, CO 80206	N/A	UNRESTRICT GIFT	500.
SMITHSONIAN AMERICAN ART FORUM MRC 970, P.O. BOX 37012 WASHINGTON, DC 20013-7012	N/A	UNRESTRICT GIFT	9,000.
SMITHSONIAN AMERICAN ART MUSEUM MRC 970, P.O. BOX 37012 WASHINGTON, DC 20013-7012	N/A	GIFT-JOSEP LARNERD	20,000.
SOUTHWEST FOUNDATION FOR BIOMEDICAL RESEARCH 7620 N.W. LOOP 410 SAN ANTONIO, TX 78227	N/A	UNRESTRICT GIFT	950.
SOUTHWEST FOUNDATION FOR BIOMEDICAL RESEARCH 7620 N.W. LOOP 410 SAN ANTONIO, TX 78227	N/A	UNRESTRICT GIFT-GOLDE CIRCL	1,000.
SOUTHWEST SCHOOL OF ART 300 AUGUSTA STREET SAN ANTONIO, TX 78205	N/A	UNRESTRICT GIFT	500.
UNIVERSITY OF TEXAS FOUNDATION P.O. BOX 250 AUSTIN, TX 78767	N/A	UNRESTRICT GIFT	1,000.
WAVENY CARE CENTER 3 FARM ROAD NEW CANAAN, CT 06840	N/A	UNRESTRICT GIFT	1,000.

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WITTE MUSEUM
3801 BROADWAY SAN ANTONIO, TX
78209

N/A

UNRESTRICT 1,000.
GIFT

WORLD'S CHILDREN INTERNATIONAL
P.O. BOX 2708 CORVALLIS, OR
97339-2708

N/A

UNRESTRICT 5,000.
GIFT

TOTAL TO FORM 990-PF, PART XV, LINE 3A

202,451.

Sculpture

Location of Sculpture at 12/31/08

Doris Caesar Standing Woman, Bronze

Storage Pending Transit For Exhibition

Harry Caesar Cote d'Azur, Bronze

Storage Pending Transit For Exhibition

Morgan Stanley

Private Wealth Management

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Realized Gains & Losses

CONSOLIDATED : HELEN DOUGLASS TTEE DOUGLASS FOUNDATION DTD 3/4/92
01/01/2009 to 12/31/2009
Trade Date Reporting

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Short Term	Gain (Loss)	Long Term
530 000	NORFOLK SOUTHERN CORP COM	06/17/2008	01/13/2009	33,506.39	21,914.68	(11,591.71)		
380 000	AMERICAN TOWER	09/15/2005	02/02/2009	9,481.00	11,494.93		2,013.93	
640 000	ARCHER DANIELS MIDLAND CO COM	02/12/2008	02/02/2009	27,891.20	17,599.90	(10,291.30)		
195 000	BAXTER INTERNATIONAL INC USD1 COM	07/27/2004	02/02/2009	5,856.53	11,436.68		5,580.15	
165 000	COCA COLA CO COM USD 25	02/12/2008	02/02/2009	9,886.80	6,969.56	(2,917.24)		
15 000	CONOCOPHILLIPS	02/12/2008	02/02/2009	1,146.00	685.94	(460.06)		
185 000	CVS CAREMARK CORP	12/03/2008	02/02/2009	4,845.15	4,956.12	110.97		
40 000	CVS CAREMARK CORP	07/25/2006	02/02/2009	1,317.60	1,071.59	(246.01)		
90 000	CVS CAREMARK CORP	10/05/2004	02/02/2009	1,974.60	2,411.08	436.48		
65 000	DENTSPLY INTL INC NEW COM STK	12/20/2007	02/02/2009	2,900.11	1,778.39	(1,121.72)		
110 000	DEVON ENERGY CORP COM STK	12/20/2007	02/02/2009	9,716.30	6,607.66	(3,108.64)		
5 000	DEVON ENERGY CORP COM STK	02/12/2008	02/02/2009	459.95	300.34	(159.61)		
15 000	EXXON MOBIL CORP COM STK	03/31/2001	02/02/2009	583.19	1,150.34	567.15		
25 000	GENENTECH INC COM STK	10/16/2008	02/02/2009	2,001.94	2,052.48	50.54		
145 000	GENERAL DYNAMICS CORP COM	12/03/2008	02/02/2009	7,435.60	8,017.00	581.40		
200 000	GENERAL DYNAMICS CORP COM	10/17/2002	02/02/2009	7,761.00	11,057.94		3,296.94	
130 000	GENERAL DYNAMICS CORP COM	09/26/2002	02/02/2009	5,429.45	7,187.66		1,758.21	
45 000	GILEAD SCIENCES INC	04/12/2006	02/02/2009	1,386.18	2,334.13		947.95	
505 000	HEWLETT PACKARD CO USD1 COM	02/12/2008	02/02/2009	21,654.40	17,503.20	(4,151.20)		
15 000	JOHNSON & JOHNSON COM	09/16/2008	02/02/2009	1,048.80	865.34	(183.46)		
80 000	ORACLE CORP COM STK	08/12/2008	02/02/2009	1,828.57	1,351.99	(476.58)		
35 000	POWERSHARES QQQ NASDAQ 100	10/17/2006	02/02/2009	1,464.05	1,029.34	(434.71)		
45 000	PRUDENTIAL FINANCIAL INC	12/03/2008	02/02/2009	898.63	1,190.69	292.06		
65 000	PRUDENTIAL FINANCIAL INC	08/12/2008	02/02/2009	4,868.50	1,719.89	(3,148.61)		
205 000	PRUDENTIAL FINANCIAL INC	02/24/2006	02/02/2009	15,858.41	5,424.27	(10,434.14)		
245 000	ST JUDE MED INC COM	01/26/2007	02/02/2009	10,020.50	8,878.75	(1,141.75)		
155 000	ST JUDE MED INC COM	02/12/2008	02/02/2009	6,770.40	5,617.16	(1,153.24)		

Valuation Currency: USD
Sort Order: Closing Date

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Realized Gains & Losses

CONSOLIDATED : HELEN DOUGLASS TTEE DOUGLASS FOUNDATION DTD 3/4/92
01/01/2009 to 12/31/2009
Trade Date Reporting

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
40 000	AMERICAN TOWER	09/15/2005	03/02/2009	998 00	1,125 59		127 59
70 000	AT&T INC ISIN US00206R1023	10/28/2008	03/02/2009	1,932 70	1,627 50	(305 20)	
15 000	AUTOMATIC DATA PROCESSING INC COM	10/05/2004	03/02/2009	589 40	498 59		(90 81)
5 000	BAXTER INTERNATIONAL INC USD1 COM	07/27/2004	03/02/2009	150 17	258 05		107 88
155 000	CISCO SYSTEMS INC COM	03/31/2001	03/02/2009	9,639 92	2,244 38		(7,395 54)
15 000	COCA COLA CO COM USD 25	07/17/2008	03/02/2009	753 54	598 11	(155 43)	
15 000	COCA COLA CO COM USD 25	02/12/2008	03/02/2009	898 80	598 11	(300 69)	
40 000	CVS CAREMARK CORP	10/05/2004	03/02/2009	877 60	992 42		114 82
575 000	DENTSPLY INTL INC NEW COM STK	12/20/2007	03/02/2009	25,654 84	12,833 63		(12,821 21)
25 000	CENENTECH INC COM STK	10/16/2008	03/02/2009	2,001 94	2,082 23		80 29
20 000	MONSANTO COMPANY COM STK	02/02/2009	03/02/2009	1,517 00	1,454 62		(62 38)
50 000	ORACLE CORP COM STK	08/12/2008	03/02/2009	1,142 85	774 00		(368 85)
25 000	PENNEY(J C) CO INC USD 50 COM STK	02/26/2007	03/02/2009	2,075 00	372 49		(1,702 51)
40 000	PEPSICO INC COM STK	02/02/2009	03/02/2009	2,005 20	1,892 41		(112 79)
15 000	PHILIP MORRIS INTL	04/19/2007	03/02/2009	725 48	495 44		(230 04)
35 000	POWERSHARES QQQ NASDAQ 100	10/17/2006	03/02/2009	1,464 05	936 59		(527 46)
5 000	ST JUDE MED INC COM	01/26/2007	03/02/2009	204 50	160 59		(43 91)
95 000	SUNCOR ENERGY INC SEE 867224107	02/02/2009	03/02/2009	1,787 90	1,754 64		(33 26)
105 000	WAL MART STORES INC	08/12/2008	03/02/2009	6,221 25	5,103 41		(1,117 84)
15 000	WEATHERFORD INTL LTD	02/12/2008	03/02/2009	477 75	142 64		(335 11)
55 000	WEATHERFORD INTL LTD	07/17/2008	03/02/2009	2,144 96	523 05		(1,621 91)
165 000	GENENTECH INC COM STK	10/16/2008	03/17/2009	13,212 81	15,481 86		2,269 05
160 000	UNITED TECHNOLOGIES CORP COM	03/24/2006	03/17/2009	9,495 28	6,615 96		(2,879 32)
660 000	KROGER CO COM	03/02/2009	04/08/2009	13,531 45	13,654 78		123 33

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Realized Gains & Losses

CONSOLIDATED : HELEN DOUGLASS TTEE DOUGLASS FOUNDATION DTD 3/4/92
01/01/2009 to 12/31/2009
Trade Date Reporting

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
465 000	PRUDENTIAL FINANCIAL INC	12/03/2008	05/06/2009	9,285.82	15,437.60	6,151.78	
45 000	PENNEY(J C) CO INC	02/02/2009	05/13/2009	742.50	1,200.47	457.97	
595 000	PENNEY(J C) CO INC	12/03/2008	05/13/2009	10,811.15	15,872.94	5,061.79	
265 000	PENNEY(J C) CO INC	02/26/2007	05/13/2009	21,995.00	7,069.46		(14,925.54)
25 000	HEWLETT PACKARD CO USDI COM	03/02/2009	06/01/2009	713.75	892.70	178.95	
445 000	HEWLETT PACKARD CO USDI COM	02/12/2008	06/01/2009	19,081.60	15,890.04		(3,191.56)
25 000	BECTON DICKINSON & CO COM	10/31/2007	06/08/2009	2,101.50	1,680.95		(420.55)
380 000	PRUDENTIAL FINANCIAL INC	12/03/2008	06/08/2009	7,588.41	15,255.42	7,667.01	
215 000	AUTOMATIC DATA PROCESSING INC COM	02/02/2009	07/17/2009	7,877.60	7,554.77		(322.83)
15 000	AUTOMATIC DATA PROCESSING INC COM	07/11/2005	07/17/2009	571.92	527.08		(44.84)
180 000	AUTOMATIC DATA PROCESSING INC COM	10/05/2004	07/17/2009	7,072.84	6,324.92		(747.92)
150 000	PROCTER & GAMBLE CO COM	02/02/2009	08/03/2009	7,957.50	8,316.09	358.59	
130 000	PROCTER & GAMBLE CO COM	05/12/2006	08/03/2009	7,181.86	7,207.27		25.41
50 000	BECTON DICKINSON & CO COM	02/02/2009	08/19/2009	3,641.00	3,273.83		(367.17)
355 000	BECTON DICKINSON & CO COM	10/31/2007	08/19/2009	29,841.30	23,244.23		(6,597.07)
305 000	GILEAD SCIENCES INC	04/12/2006	08/19/2009	9,395.24	13,709.60		4,314.36
50,900 000	EMERSON ELECTRIC SR UNITS 5% 5.00% DUE 12/15/2014 @ 100.00	08/04/2009	09/03/2009	54,495.05	51,060.50		(3,434.55)
305 000	CONOCOPHILLIPS	02/12/2008	09/24/2009	23,302.00	13,719.12		(9,582.88)
215 000	UTILITIES SELECT SECTOR SPDR US ETFS	02/02/2009	09/24/2009	6,265.10	6,307.38	42.28	
320 000	UTILITIES SELECT SECTOR SPDR US ETFS	12/19/2008	09/24/2009	9,225.31	9,387.72	162.41	
475 000	AMERICAN TOWER	09/15/2005	10/01/2009	11,851.25	16,877.12		5,025.87

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Realized Gains & Losses

CONSOLIDATED : HELEN DOUGLASS TTEE DOUGLASS FOUNDATION DTD 3/4/92
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Trade Date Reporting

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
780 000	INTEL CORP COM	07/17/2009	11/04/2009	14,540 21	14,499 82	(40 39)	(2,587 58)
420 000	ST JUDE MED INC COM	01/26/2007	11/12/2009	17,178 00	14,590 42		
440 000	WELLS FARGO COMPANY	03/02/2009	12/11/2009	4,615 60	11,130 31	6,514 71	
230 000	WELLS FARGO COMPANY	02/02/2009	12/11/2009	4,422 90	5,818 11	1,395 21	
530 000	WELLS FARGO COMPANY	12/03/2008	12/11/2009	14,134 09	13,406 96		(727 13)
75 000	WELLS FARGO COMPANY	11/19/2008	12/11/2009	1,948 58	1,897 21		(51 37)
35 000	3 M CO	03/17/2009	12/21/2009	1,701 56	2,847 87	1,146 31	
35 000	ABBOTT LABS USD COM NPV	02/02/2009	12/21/2009	1,944 95	1,887 15	(57 80)	
105 000	ADOBE SYS INC COM	07/17/2008	12/21/2009	4,371 10	3,914 29		(456 81)
10 000	ALCOA INC COM	02/12/2008	12/21/2009	334 90	157 29		(177 61)
285 000	ALCOA INC COM	01/26/2007	12/21/2009	9,139 95	4,482 93		(4,657 02)
80 000	AMER ELEC PWR INC COM	09/24/2009	12/21/2009	2,496 13	2,814 32	318 19	
70 000	AMERICA MOVIL SAB DE CV	06/17/2008	12/21/2009	3,890 60	3,261 21		(629 39)
15 000	APPLE INC	06/01/2009	12/21/2009	2,091 73	2,973 37	881 64	
110 000	AT&T INC	10/28/2008	12/21/2009	3,037 10	3,032 72		(4 38)
75 000	BANK NEW YORK MELLON CORP	10/04/2006	12/21/2009	2,812 70	2,041 44		(771 26)
135 000	BANK OF AMERICA CORP	08/03/2009	12/21/2009	2,074 00	2,062 74		(11 26)
30 000	BAXTER INTERNATIONAL INC USD COM	07/27/2004	12/21/2009	901 00	1,749 25		848 25
40 000	CISCO SYSTEMS INC COM	04/19/2007	12/21/2009	1,066 40	945 57		(120 83)
135 000	CISCO SYSTEMS INC COM	03/31/2001	12/21/2009	8,396 06	3,191 31		(5,204 75)
40 000	COCA COLA CO COM USD 25	07/17/2008	12/21/2009	2,009 45	2,287 14	277 69	
10 000	CONOCOPHILLIPS	12/03/2008	12/21/2009	487 50	505 98	18 48	
45 000	CONOCOPHILLIPS	02/12/2008	12/21/2009	3,438 00	2,276 94		(1,161 06)
40 000	COVIDIEN PLC	08/19/2009	12/21/2009	1,598 76	1,865 55	266 79	
65 000	CVS CAREMARK CORP	10/05/2004	12/21/2009	1,426 10	2,099 44	673 34	
40 000	DEVON ENERGY CORP COM STK	12/20/2007	12/21/2009	3,533 20	2,825 92		(707 28)

Valuation Currency: USD
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Trade Date Reporting

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)		Valuation Currency: USD	Sort Order: Closing Date
						Short Term	Long Term		
45 000	DOLLAR TREE INC	04/08/2009	12/21/2009	1,973 28	2,196 84	223 56			
5 000	EXXON MOBIL CORP COM STK	03/02/2009	12/21/2009	330 00	342 24	12 24			
45 000	EXXON MOBIL CORP COM STK	03/31/2001	12/21/2009	1,749 58	3,080 17	1,330 59			
200 000	GENERAL ELEC CO COM STK USD	08/12/2008	12/21/2009	6,000 00	3,113 91	(2,886 09)			
15 000	GENERAL ELEC CO COM STK USD	07/17/2002	12/21/2009	417 90	233 54	(184 36)			
40 000	ISHARES NASDAQ BIOTECH INDEX FUN D	08/19/2009	12/21/2009	3,060 77	3,215 51	154 74			
45 000	ITT CORP	02/20/2008	12/21/2009	2,565 63	2,266 59	(299 04)			
35 000	JOHNSON & JOHNSON COM	09/16/2008	12/21/2009	2,447 20	2,249 74	(197 46)			
125 000	JPMORGAN CHASE & CO COM	08/12/2008	12/21/2009	5,056 70	5,237 36	180 66			
25 000	LOCKHEED MARTIN CORP COM	02/02/2009	12/21/2009	1,979 50	1,906 70	(72 80)			
110 000	LOWE'S COS INC COM	08/12/2008	12/21/2009	2,641 69	2,622 33	(19 36)			
70 000	METLIFE INC COMM STOCK	06/08/2009	12/21/2009	2,299 91	2,488 43	188 52			
85 000	MICROSOFT CORP USD 0 01 COM	11/04/2009	12/21/2009	2,385 10	2,594 13	209 03			
20 000	MONSANTO COMPANY COM STK	02/02/2009	12/21/2009	1,517 00	1,621 15	104 15			
20 000	NORFOLK SOUTHERN CORP COM	11/12/2009	12/21/2009	1,025 20	1,061 57	36 37			
110 000	ORACLE CORP COM STK	08/12/2008	12/21/2009	2,514 28	2,688 77	174 49			
50 000	PEPSICO INC COM STK	02/02/2009	12/21/2009	2,506 50	3,021 43	514 93			
75 000	PHILIP MORRIS INTL	04/19/2007	12/21/2009	3,627 37	3,697 70	70 33			
65 000	PNC FINANCIAL SERVICES GRP COM STK	12/22/2006	12/21/2009	4,820 16	3,541 75	(1,278 41)			
95 000	POWERSHARES QQQ NASDAQ 100	10/17/2006	12/21/2009	3,973 85	4,272 04	298 19			
55 000	PRUDENTIAL FINANCIAL INC	12/02/2008	12/21/2009	1,098 32	2,782 92	1,684 60			
40 000	SCHLUMBERGER LTD USD 001 COM (CURACAO)	09/24/2009	12/21/2009	2,364 90	2,547 13	182 23			
90 000	SUNCOR ENERGY INC	02/02/2009	12/21/2009	1,693 80	3,035 62	1,341 82			
30 000	UNITED TECHNOLOGIES CORP COM	02/02/2009	12/21/2009	1,426 20	2,081 34	655 14			
15 000	UNITED TECHNOLOGIES CORP COM	03/24/2006	12/21/2009	890 18	1,040 67	150 49			

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Realized Gains & Losses

CONSOLIDATED : HELEN DOUGLASS TTEE DOUGLASS FOUNDATION DTD 3/4/92
01/01/2009 to 12/31/2009

Valuation Currency: USD

Sort Order: Closing Date

Trade Date Reporting

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Short Term	Gain (Loss)	Long Term
70 000	WAL MART STORES INC	08/12/2008	12/21/2009	4,147.50	3,734.40			(413.10)
90 000	WALT DISNEY CO (HOLDING COMPANY)	10/01/2009	12/21/2009	2,461.62	2,915.92	454.30		
170 000	WEATHERFORD INTL LTD	02/12/2008	12/21/2009	5,414.50	2,934.14			(2,480.36)
50 000	WISCONSIN ENERGY CORP COM	12/11/2009	12/21/2009	2,404.62	2,441.43	36.81		
TOTAL PORTFOLIO				736,875.17	659,168.08		(4,392.36)	(73,314.73)