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EXTENSION GRANTED TO 11/15/12
Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

THE DOUGLASS FOUNDATION

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

City or town, state, and ZIP code

SAN ANTONIO, TX 78209

G Check all that apply

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

H Check type of organization

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col. (c), line 16)

► \$ 3,680,203. (Part I, column (d) must be on cash basis)

J Accounting method Cash Accrual Other (specify) _____Part I Analysis of Revenue and Expenses
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	30,435.		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	46.	46.		STATEMENT 1
	4 Dividends and interest from securities	105,027.	105,027.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	363,067.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns and allowances				
	10a				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	1,714.	2,398.		STATEMENT 3
	12 Total. Add lines 1 through 11	60,804.	107,471.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	34,000.	25,500.		8,500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	2,500.	1,875.		625.
	c Other professional fees				
	17 Interest	19.	19.		0.
	18 Taxes	53.	53.		0.
	19 Depreciation and depletion	1,177.	1,177.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	430.	0.		430.
	23 Other expenses	57,019.	57,019.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	95,198.	85,643.		9,555.
	25 Contributions, gifts, grants paid	177,605.			177,605.
	26 Total expenses and disbursements. Add lines 24 and 25	272,803.	85,643.		187,160.
	27 Subtract line 26 from line 12:	-211,999.			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		21,828.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments		61,912.	
	3	Accounts receivable ► 11.			
		Less allowance for doubtful accounts ►	11.	11.	11.
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock	STMT 8	1,099,003.	1,102,604.
	c	Investments - corporate bonds	STMT 9	570,143.	546,527.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 10	272,775.	425,078.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ► SCULPTURE-ATTACH A)		37,000.	37,000.
	16	Total assets (to be completed by all filers)		2,040,844.	2,111,220.
					3,680,203.
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 ► CASH OVERDRAFT)		0.	28,821.
	23	Total liabilities (add lines 17 through 22)		0.	28,821.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		1,398,169.	1,398,169.
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds		642,675.	684,230.
	30	Total net assets or fund balances		2,040,844.	2,082,399.
	31	Total liabilities and net assets/fund balances		2,040,844.	2,111,220.

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	2,040,844.
2	Enter amount from Part I, line 27a	2	-211,999.
3	Other increases not included in line 2 (itemize) ►	3	253,554.
4	Add lines 1, 2, and 3	4	2,082,399.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,082,399.

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	363,067.		439,485.	-76,418.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) 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				-76,418.	
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	-76,418.
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))
2010	221,494.	3,396,699.	.065209
2009	211,826.	2,949,847.	.071809
2008	215,555.	3,692,066.	.058383
2007	216,815.	4,321,105.	.050176
2006	133,595.	4,158,371.	.032127

2 Total of line 1, column (d)	2	.277704
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	.055541
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,437,172.
5 Multiply line 4 by line 3	5	190,904.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	218.
7 Add lines 5 and 6	7	191,122.
8 Enter qualifying distributions from Part XII, line 4	8	187,160.

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	437.
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 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-)		
3 Add lines 1 and 2	2	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	3	437.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	4	0.
6 Credits/Payments	5	437.
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,828.
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	1,828.
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	1,391.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ►	11	0.

Part VII-A | Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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 ► \$ 0. (2) On foundation managers ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	4a	X
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>	4b	
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?	5	X
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>	6	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX	7	X
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

Form 990-PF (2011)

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	<input checked="" type="checkbox"/>
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	<input checked="" type="checkbox"/>
14	The books are in care of ► DEBORAH K. SAMUEL Located at ► 330 ARGYLE AVENUE, SAN ANTONIO, TX	Telephone no ► 210-824-1149 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	<input type="checkbox"/> N/A
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22-1. If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> 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)?	<input type="checkbox"/> 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)	<input type="checkbox"/> 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► <input type="checkbox"/>	
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 2011?	1c <input checked="" type="checkbox"/>	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2011 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 2011)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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 2011?	4a <input checked="" type="checkbox"/>	
		4b <input checked="" type="checkbox"/>	

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

6b

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

If "Yes" to 6b, file Form 8870.

Yes No

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

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 11		34,000.	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

Form 990-PF (2011)

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.

Form 990-PF (2011)

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	3,170,557.
b Average of monthly cash balances	1b	33,492.
c Fair market value of all other assets	1c	285,466.
d Total (add lines 1a, b, and c)	1d	3,489,515.
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	3,489,515.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	52,343.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,437,172.
6 Minimum investment return. Enter 5% of line 5	6	171,859.

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	171,859.
2a Tax on investment income for 2011 from Part VI, line 5	2a	437.
b Income tax for 2011 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	437.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	171,422.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	171,422.
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	171,422.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	187,160.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	187,160.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	187,160.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				171,422.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009	12,760.			
e From 2010	52,875.			
f Total of lines 3a through e	65,635.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 187,160.			0.	
a Applied to 2010, 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 2011 distributable amount				171,422.
e Remaining amount distributed out of corpus	15,738.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	81,373.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
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 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	81,373.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009	12,760.			
d Excess from 2010	52,875.			
e Excess from 2011	15,738.			

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BABSON COLLEGE 231 FOREST STREET BABSON PARK, MA 02457	N/A	UNRESTRICTED GIFT-DOUGLS PRIZE		30,000.
BOK TOWER GARDENS 1151 TOWER BOULEVARD LAKE WALES, FL 33884	N/A	UNRESTRICTED GIFT		1,000.
EPISCOPAL DIOCESE OF WEST TEXAS SCHOLARSHIP 111 TORCIDO SAN ANTONIO, TX 78209	N/A	UNRESTRICTED GIFT		40,000.
FIRST CAPITAL GROUP OF TEXAS III LP P.O. BOX 15616 SAN ANTONIO, TX 78212	N/A	UNRESTRICTED GIFT		5.
LAKE WALES ART COUNCIL P.O. BOX 608 LAKE WALES, FL 33859-0608	N/A	UNRESTRICTED GIFT		500.
Total	SEE CONTINUATION SHEET(S)			► 3a 177,605.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) 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			14	46.	
4 Dividends and interest from securities			14	105,027.	
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			01	2,398.	
8 Gain or (loss) from sales of assets other than inventory			18	-76,418.	
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>	310000	-684.			
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-684.		31,053.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	30,369.
(See worksheet in line 13 instructions to verify calculations)					

Relationship of Activities to the Accomplishment of Exempt Purposes

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

Other transactions

(1) Sales of assets to a noncharitable exempt org

(2) Purchases of assets from a no

(3) Rental of facilities, equipment

(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

B-11-100, complete the following schedule	(a) Name of organization	(b) Type of organization	(c) Description of relationship
	N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	<i>Helen D. Douglass</i>	11-15-12	PRESIDENT		
Signature of officer or trustee		Date	Title		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	MARGARET WALLACE	<i>Margaret Wallace</i>	11-15-12	P00022205	
	Firm's name ► WEAVER AND TIDWELL, L.L.P.			Firm's EIN ► 75-0786316	
	Firm's address ► 9311 SAN PEDRO, SUITE 1400 SAN ANTONIO, TX 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, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011**Name of the organization****Employer identification number****THE DOUGLASS FOUNDATION****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 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 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 the greater 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, total 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 total 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 Part I, 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 Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

THE DOUGLASS FOUNDATION

Employer identification number

74-2239830

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DOUGLASS CHARITABLE LEAD TRUST 330 ARGYLE AVE SAN ANTONIO, TX 78209	\$ 30,435.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE DOUGLASS FOUNDATION

74-2239830

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1,094 SHS ALAMO GROUP INC COMMON STOCK	\$ 30,435.	12/31/11
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	(b) Description of noncash property given	\$	
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	(b) Description of noncash property given	\$	
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	(b) Description of noncash property given	\$	
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	(b) Description of noncash property given	\$	

Name of organization

Employer identification number

THE DOUGLASS FOUNDATION

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of **exclusively religious, charitable, etc., contributions of \$1,000 or less for the year** (Enter this information once) ► \$ _____
Use duplicate copies of Part III if additional space is needed.

Use duplicate copies of Part III if additional space is needed.

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 FROM K-1: FIRST CAPITAL GROUP OF TX			P	VARIOUS	12/31/11
b FROM K-1: FIRST CAPITAL GROUP OF TX			P	VARIOUS	12/31/11
c \$25,000 INT BANK FOR RECON & DEV 8.75%			P	05/06/10	03/11/11
d \$1,875 HSBC FINANCE CORP 6.875%			P	05/12/03	07/15/11
e \$25,000 DR PEPPER SNAPPLE GROUP INC			P	08/20/10	12/21/11
f MORGAN STANLEY #A7-10226 SEE ATTACH B			P	VARIOUS	11/23/11
g MORGAN STANLEY #A7-10226 SEE ATTACH B			P	VARIOUS	12/15/11
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		44.	-44.		
b		105,756.	-105,756.		
c	14,943.	13,712.	1,231.		
d	46,875.	49,970.	-3,095.		
e	25,000.	25,000.	0.		
f	47,394.	51,279.	-3,885.		
g	228,855.	193,724.	35,131.		
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")		
(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			-44.		
b			-105,756.		
c			1,231.		
d			-3,095.		
e			0.		
f			-3,885.		
g			35,131.		
h					
i					
j					
k					
l					
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	-76,418.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	N/A	

123591
05-01-11

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

SOURCE	AMOUNT
MORGAN STANLEY #06-75816	4.
MORGAN STANLEY #A7-10226	9.
MORGAN STANLEY #A9-78758	33.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	46.

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	10,217.	0.	10,217.
FIRST CAPITAL GROUP OF TX III	34,097.	0.	34,097.
MORGAN STANLEY #A7-10226	19,997.	0.	19,997.
MORGAN STANLEY #A9-78758	26,509.	0.	26,509.
PERSHING LLC	1,235.	0.	1,235.
TOTAL TO FM 990-PF, PART I, LN 4	105,027.	0.	105,027.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FIRST CAPITAL GROUP OF TX III	467.	467.	
TAX REFUND	1,931.	1,931.	
FROM K-1:FIRST CAP GRP OF TX III LP	-684.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,714.	2,398.	

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	2,500.	1,875.		625.
TO FORM 990-PF, PG 1, LN 16B	2,500.	1,875.		625.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WITHHOLDING TAXES	53.	53.		0.
TO FORM 990-PF, PG 1, LN 18	53.	53.		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
INVESTMENT MANAGEMENT EXPENSES	13,659.	13,659.		0.
FROM K-1:FIRST CAP GRP OF TX				
III PORT DED	38,365.	38,365.		0.
AMORTIZATION	4,995.	4,995.		0.
TO FORM 990-PF, PG 1, LN 23	57,019.	57,019.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
FROM K-1:FIRST CAPITAL GRP OF TX III LP GAAP ADJ	253,554.
TOTAL TO FORM 990-PF, PART III, LINE 3	253,554.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALAMO GROUP INC	323,619.	1,612,506.
DISCOVERY CURVE INC	19,800.	19,800.
TUTOGEN MEDICAL INC	8,339.	46,214.
MORGAN STANLEY #A7-10226	750,846.	965,924.
MORGAN STANLEY #A9-78758	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,102,604.	2,644,444.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY #A9-78758	546,527.	573,670.
TOTAL TO FORM 990-PF, PART II, LINE 10C	546,527.	573,670.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIRST CAPITAL GROUP OF TX III	COST	425,078.	425,078.
TOTAL TO FORM 990-PF, PART II, LINE 13		425,078.	425,078.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

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	34,000.	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.
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		34,000.		

Sculpture

Location of Sculpture at 12/31/11

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

Supplemental Report

Page: 17

Realized Gains & Losses

A7-10226 : HELEN D. DOUGLASS TTEE DOUGLASS FOUNDATION DTD 3/4/82
 DISC EQUITY PORTFOLIO
 01/01/2011 to 12/31/2011
 Trade Date Reporting

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
71 000	AT&T INC ISIN US00206R1023	10/28/2008	01/11/2011	1,960.31	1,978.01		17.70
295 000	COCA COLA CO .25	07/17/2008	01/11/2011	14,819.68	18,555.59		3,735.91
10 000	ABBOTT LABS NPV	03/02/2009	02/09/2011	469.60	455.41	(14.19)	
90 000	ABBOTT LABS NPV	02/02/2009	02/09/2011	5,001.30	4,098.66	(902.64)	
110 000	ABBOTT LABS NPV	07/10/2002	02/09/2011	3,479.50	5,009.48	1,529.98	
45 000	ABBOTT LABS NPV	06/26/2002	02/09/2011	1,605.68	2,049.33	443.65	
10 000	WAL MART STORES INC	02/02/2009	02/09/2011	465.70	565.40	99.70	
85 000	WAL MART STORES INC	01/13/2009	02/09/2011	4,415.75	4,805.92	390.17	
255 000	WAL MART STORES INC	03/17/2008	02/09/2011	12,646.01	14,417.76	1,771.75	
15 000	CISCO SYSTEMS INC	02/02/2009	03/16/2011	229.65	256.83	27.18	
340 000	CISCO SYSTEMS INC	04/19/2007	03/16/2011	9,064.40	5,821.40	(3,243.00)	
125 000	CISCO SYSTEMS INC	07/22/2005	03/16/2011	2,416.25	2,140.22	(276.03)	
200 000	CISCO SYSTEMS INC	03/15/2002	03/16/2011	3,496.00	3,424.35	(71.65)	
130 000	CISCO SYSTEMS INC	02/13/2002	03/16/2011	2,273.70	2,225.83	(47.87)	
95 000	CONOCOPHILLIPS	03/02/2009	03/16/2011	3,400.99	7,031.23	3,630.24	
95 000	CONOCOPHILLIPS	12/03/2008	03/16/2011	4,631.30	7,031.22	2,399.92	
60 000	CONOCOPHILLIPS	02/26/2003	03/16/2011	1,501.80	4,440.77	2,938.97	
135 000	CONOCOPHILLIPS	12/13/2002	03/16/2011	3,263.63	9,991.74	6,728.11	
259 000	GENERAL DYNAMICS CORP COM	06/22/2010	05/10/2011	17,271.03	19,313.15	2,042.12	
10 000	BANK NEW YORK MELLON CORP	03/02/2009	06/07/2011	217.40	267.54	50.14	
50 000	BANK NEW YORK MELLON CORP	02/02/2009	06/07/2011	1,359.00	1,337.73	(21.27)	
477 000	BANK NEW YORK MELLON CORP	10/04/2006	06/07/2011	17,888.76	12,761.94	(5,126.82)	
312 000	DOW CHEMICAL CORP COM STK	05/13/2010	07/12/2011	9,153.83	10,602.05	1,448.22	
915 000	BANK OF AMERICA CORP	08/03/2009	08/09/2011	14,057.15	6,376.51	(7,680.64)	
205 000	ISHARES NASDAQ BIOTECH INDEX FUN D	08/19/2009	08/16/2011	15,686.46	19,152.10	3,465.64	

440 South LaSalle Street
 Chicago, IL 60605
 (312) 706-4000

Morgan Stanley

Private Wealth Management

Supplemental Report

Page: 18

Realized Gains & Losses

A7-10226 : HELEN D. DOUGLASS TRUST FOUNDATION DTD 3/4/82

DISC EQUITY PORTFOLIO

01/01/2011 to 12/31/2011

Trade Date Reporting

Valuation Currency: USD
Sort Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
558 000	MICROCHIP TECH INC COM	03/16/2011	08/16/2011	19,759.56	17,703.33	(2,056.23)	
10 000	AMERICA MOVIL SAB DE CV	03/02/2009	09/13/2011	120.20	231.52		111.32
150 000	AMERICA MOVIL SAB DE CV	12/03/2008	09/13/2011	2,169.00	3,472.73		1,303.73
810 000	AMERICA MOVIL SAB DE CV	06/17/2008	09/13/2011	22,509.90	18,752.75		(3,757.15)
265 000	3 M CO	03/17/2009	11/16/2011	12,883.24	21,858.74		8,975.50
395 000	PRUDENTIAL FINANCIAL INC	03/02/2009	11/16/2011	5,975.28	20,891.42		14,916.14
5 000	PRUDENTIAL FINANCIAL INC	12/03/2008	11/16/2011	99.85	264.45		164.60
330 000	WALGREEN CO COM	06/07/2011	11/23/2011	14,248.94	10,378.63	(3,870.31)	
210 000	OCCIDENTAL PETE CORP	02/10/2010	12/15/2011	16,461.90	18,585.46		2,123.56
TOTAL PORTFOLIO							
		245,002.75		276,249.20	(3,884.42)		35,130.87

Part.XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MCNAY ART MUSEUM 6000 N NEW BRAUNFELS SAN ANTONIO, TX 78209	N/A	UNRESTRICTED GIFT		2,500.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE AT 82ND STREET NEW YORK, NY 10028-0198	N/A	BRYANT FELLOWS		10,000.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE AT 82ND STREET NEW YORK, NY 10028-0198	N/A	GIFT-R RUTHIE DIBBLE		42,500.
MOUNTAIN LAKE COMMUNITY SERVICE 10 ST PATRICK'S PLACE PORT HENRY, NY 12974	N/A	UNRESTRICTED GIFT		1,000.
NATIONAL JEWISH HEALTH 1400 JACKSON STREET DENVER, CO 80206	N/A	UNRESTRICTED GIFT		500.
SMITHSONIAN AMERICAN ART MUSEUM MRC 970, P.O. BOX 37012 WASHINGTON, DC 20013-7012	N/A	UNRESTRICTED GIFT-ART FORUM		9,000.
SMITHSONIAN AMERICAN ART MUSEUM MRC 970, P.O. BOX 37012 WASHINGTON, DC 20013-7012	N/A	GIFT-SARAH BEETHAM		32,500.
SOUTHWEST FOUNDATION FOR BIOMEDICAL RESEARCH 7620 N.W. LOOP 410 SAN ANTONIO, TX 78227	N/A	UNRESTRICTED GIFT		950.
SOUTHWEST FOUNDATION FOR BIOMEDICAL RESEARCH 7620 N.W. LOOP 410 SAN ANTONIO, TX 78227	N/A	UNRESTRICTED GIFT-GOLDEN CIRCL		1,000.
THE MORGAN LIBRARY AND MUSEUM 225 MADISON AVE AT 36TH STREET NEW YORK, NY 10016	N/A	UNRESTRICTED GIFT		150.
Total from continuation sheets				106,100.

THE DOUGLASS FOUNDATION

74-2239830

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets