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

**2011**

Department of the Treasury  
Internal Revenue Service

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

**For calendar year 2011, or tax year beginning , 2011, and ending**

<p><b>F. B. DOANE FOUNDATION</b> 111 SOUTH WACKER DRIVE #4400 CHICAGO, IL 60603</p>	<p><b>A</b> Employer identification number 74-6040766</p> <p><b>B</b> Telephone number (see the instructions) (312) 443-0456</p> <p><b>C</b> If exemption application is pending, check here <input type="checkbox"/></p> <p><b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/></p> <p><b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/></p> <p><b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/></p>
<p><b>G</b> Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial Return of a former public charity  <input type="checkbox"/> Final return <input type="checkbox"/> Amended return  <input type="checkbox"/> Address change <input type="checkbox"/> Name change</p>	
<p><b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation  <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation</p>	
<p><b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16)                  ▶ \$ 2,184,265.</p>	
<p><b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual  <input type="checkbox"/> Other (specify) _____                  (Part I, column (d) must be on cash basis.)</p>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	55,946.	55,946.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	226,337.			
b Gross sales price for all assets on line 6a	1,237,123.			
7 Capital gain net income (from Part IV, line 2)		226,337.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
<b>12 Total.</b> Add lines 1 through 11	282,283.	282,283.	0.	
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) SEE ST 1	1,483.			
b Accounting fees (attach sch) SEE ST 2	2,650.	1,775.		
c Other prof fees (attach sch) SEE ST 3	10,633.	10,633.		
17 Interest				
18 Taxes (attach schedule)(see instrs) SEE STM 4	2,751.	2,711.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	17,517.	15,119.		
25 Contributions, gifts, grants paid PART XV	153,500.			153,500.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	171,017.	15,119.	0.	153,500.
27 Subtract line 26 from line 12:				
<b>a Excess of revenue over expenses and disbursements</b>	111,266.			
<b>b Net investment income</b> (if negative, enter -0-)		267,164.		
<b>c Adjusted net income</b> (if negative, enter -0-)			0.	

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ADMINISTRATIVE EXPENSES OPERATING AND

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	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	117,509.	113,599.	113,599.	
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U.S. and state government obligations (attach schedule)	420,246.	421,404.	454,312.	
	b	Investments – corporate stock (attach schedule)	1,000,320.	1,141,197.	1,305,247.	
	c	Investments – corporate bonds (attach schedule)	308,078.	282,334.	311,107.	
	11	Investments – land, buildings, and equipment, basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)					
14	Land, buildings, and equipment, basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe SEE STATEMENT 5)	6,902.	6,902.			
16	<b>Total assets</b> (to be completed by all filers – see the instructions Also, see page 1, item I)	1,853,055.	1,965,436.	2,184,265.		
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe SEE STATEMENT 6)	578.	1,692.		
	23	<b>Total liabilities</b> (add lines 17 through 22)	578.	1,692.		
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	507,447.	507,447.		
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	1,345,030.	1,456,297.		
30	<b>Total net assets or fund balances</b> (see instructions)	1,852,477.	1,963,744.			
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	1,853,055.	1,965,436.			

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	1,852,477.
2	Enter amount from Part I, line 27a	2	111,266.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 7	3	1.
4	Add lines 1, 2, and 3	4	1,963,744.
5	Decreases not included in line 2 (itemize)	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) – Part II, column (b), line 30	6	1,963,744.

**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 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 8			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

2 Capital gain net income or (net capital loss) <span style="float:right">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	2	226,337.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 <span style="float:right">]</span>	3	0.

**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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	96,500.	2,128,086.	0.045346
2009	130,123.	1,979,411.	0.065738
2008	134,854.	2,191,768.	0.061527
2007	146,032.	2,658,001.	0.054941
2006	169,100.	2,540,189.	0.066570

2 Total of line 1, column (d)	2	0.294122
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	0.058824
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,192,801.
5 Multiply line 4 by line 3	5	128,989.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,672.
7 Add lines 5 and 6	7	131,661.
8 Enter qualifying distributions from Part XII, line 4	8	153,500.

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)**

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
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 .		1	2,672.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,672.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,672.
6 Credits/Payments:			
a 2011 estimated tax prmts and 2010 overpayment credited to 2011	6a	980.	
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	980.	
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	1,692.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the 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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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>		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>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		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>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>IL</u>		
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>	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>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

**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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>▶ N/A</u>	13	X	
14	The books are in care of <u>▶ LAURENCE A. HANSEN</u> Telephone no <u>▶ (312) 443-0456</u> Located at <u>▶ 111 SOUTH WACKER DRIVE CHICAGO IL</u> ZIP + 4 <u>▶ 60603</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>▶ N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>▶ 15</u> <u>▶ N/A</u>			
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 <u>▶</u>	16	Yes	No
				X

**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
<b>1 a</b> 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? <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? ( <b>Exception.</b> 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>b</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 <input type="checkbox"/>	1 b	N/A
<b>c</b>	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?	1 c	X
<b>2</b> 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)):			
<b>a</b>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>▶ 20__ , 20__ , 20__ , 20__</u>		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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.)	2 b	N/A
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>▶ 20__ , 20__ , 20__ , 20__</u>		
<b>3 a</b>	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>b</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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i> )	3 b	N/A
<b>4 a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
<b>b</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?	4 b	X

**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))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

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

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?  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?

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?  Yes  No

5b	N/A	
6b		X
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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD W. CALVERT 224 ALLEN STREET SAN ANTONIO, TX 78209	PRESIDENT/DI 0	0.	0.	0.
MARGARET D. CALVERT 224 ALLEN SAN ANTONIO, TX 78209	VICE PRESIDE 0	0.	0.	0.
TOBIN R. CALVERT 1 ROCK RIDGE LN SAN ANTONIO, TX 78209	SECRETARY 0	0.	0.	0.
KAREN B. CALVERT 340 TREELINE PARK #734 SAN ANTONIO, TX 78209	ASST SECRETA 0	0.	0.	0.

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

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

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

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
-----		
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>0</b>

**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 N/A	
2	
3	
4	

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

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

	Amount
1 N/A	
2	
All other program-related investments See instructions.	
<b>Total. Add lines 1 through 3</b>	<b>0.</b>

BAA

**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	2,096,914.
b	Average of monthly cash balances	1b	129,280.
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	2,226,194.
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	2,226,194.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	33,393.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,192,801.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	109,640.

**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	109,640.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,672.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,672.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	106,968.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	106,968.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	106,968.

**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	153,500.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	153,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	2,672.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	150,828.

**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				106,968.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008	40,788.			
d From 2009	31,906.			
e From 2010				
f Total of lines 3a through e.	72,694.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 153,500.				
a Applied to 2010, but not more than line 2a			0.	
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				106,968.
e Remaining amount distributed out of corpus	46,532.			
5 Excess distributions carryover applied to 2011 (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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	119,226.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	119,226.			
10 Analysis of line 9.				
a Excess from 2007				
b Excess from 2008	40,788.			
c Excess from 2009	31,906.			
d Excess from 2010				
e Excess from 2011	46,532.			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> 'Assets' alternative test – enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> 'Support' alternative test – enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**1 Information Regarding Foundation Managers:**  
**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)  
 NONE

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.  
 NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**  
 Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

**c** Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> SEE STATEMENT 9				
<b>Total</b>				▶ 3a 153,500.
<i>b Approved for future payment</i>				
<b>Total</b>				▶ 3b





## F. B. DOANE FOUNDATION

74-6040766

**STATEMENT 1**  
**FORM 990-PF, PART I, LINE 16A**  
**LEGAL FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LOCKE LORD BISSELL & LIDDELL	\$ 1,483.			
TOTAL	<u>\$ 1,483.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**STATEMENT 2**  
**FORM 990-PF, PART I, LINE 16B**  
**ACCOUNTING FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MURRAY, GRISHABER L.L.C.	\$ 2,650.	\$ 1,775.		
TOTAL	<u>\$ 2,650.</u>	<u>\$ 1,775.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**STATEMENT 3**  
**FORM 990-PF, PART I, LINE 16C**  
**OTHER PROFESSIONAL FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LUTHER KING CAPITAL MGMT	\$ 6,838.	\$ 6,838.		
SOUTH TEXAS MONEY MGMT LTD	3,795.	3,795.		
TOTAL	<u>\$ 10,633.</u>	<u>\$ 10,633.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**STATEMENT 4**  
**FORM 990-PF, PART I, LINE 18**  
**TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	\$ 2,672.	\$ 2,672.		
FORIEGN TAXES	39.	39.		
ILLINOIS FILING FEES	40.			
TOTAL	<u>\$ 2,751.</u>	<u>\$ 2,711.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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STATEMENT 5  
FORM 990-PF, PART II, LINE 15  
OTHER ASSETS

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
ART WORK	\$ 6,902.	
TOTAL	<u>\$ 6,902.</u>	<u>\$ 0.</u>

STATEMENT 6  
FORM 990-PF, PART II, LINE 22  
OTHER LIABILITIES

ACCRUED EXCISE TAX	\$ 1,692.
TOTAL	<u>\$ 1,692.</u>

STATEMENT 7  
FORM 990-PF, PART III, LINE 3  
OTHER INCREASES

ROUNDING	\$ 1.
TOTAL	<u>\$ 1.</u>

STATEMENT 8  
FORM 990-PF, PART IV, LINE 1  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

<u>ITEM</u>	<u>(A) DESCRIPTION</u>	<u>(B) HOW ACQUIRED</u>	<u>(C) DATE ACQUIRED</u>	<u>(D) DATE SOLD</u>
1	855 SEAGATE TECH	PURCHASED	VARIOUS	3/07/2011
2	730 SK TELECOM	PURCHASED	VARIOUS	3/17/2011
3	379 MEDCO HEALTH	PURCHASED	VARIOUS	3/28/2011
4	626 PROCTER & GAMBLE	PURCHASED	VARIOUS	2/14/2011
5	1584 UNITED CONTINENTAL	PURCHASED	VARIOUS	10/10/2011
6	249 EOG RESOURCES	PURCHASED	VARIOUS	1/11/2011
7	252 ISHARES DOW JONES	PURCHASED	VARIOUS	1/12/2011
8	211 JOHNSON & JOHNSON	PURCHASED	VARIOUS	1/12/2011
9	863 STARBUCKS	PURCHASED	VARIOUS	1/12/2011
10	386 VERIZON	PURCHASED	VARIOUS	1/13/2011
11	278 COINSTAR	PURCHASED	VARIOUS	1/24/2011
12	212 BAKER HUGHES	PURCHASED	2/17/2011	6/22/2011
13	272 BANK OF NY MELLON	PURCHASED	9/23/2010	6/22/2011
14	158 BHP BILLITON	PURCHASED	2/17/2011	6/22/2011
15	2343 BOMBARDIER	PURCHASED	3/17/2011	6/22/2011
16	353 GAP INC	PURCHASED	9/14/2010	6/22/2011
17	263 NICE SYSTEMS	PURCHASED	2/01/2011	6/22/2011
18	187 NOVO-NORDISK	PURCHASED	2/15/2011	6/22/2011
19	808 NTT DOCOMO	PURCHASED	7/22/2010	6/22/2011
20	428 ROCK-TENN	PURCHASED	VARIOUS	6/22/2011
21	487 SAP AG	PURCHASED	2/14/2011	6/22/2011
22	204 WALTER ENERGY	PURCHASED	3/25/2011	6/22/2011

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STATEMENT 8 (CONTINUED)  
FORM 990-PF, PART IV, LINE 1  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
23	790 AMERICAN FINANCIAL	PURCHASED	VARIOUS	6/22/2011
24	580 BANK OF NY MELLON	PURCHASED	5/08/2009	6/22/2011
25	765 BERKLEY W R	PURCHASED	VARIOUS	6/22/2011
26	428 CHUBB	PURCHASED	VARIOUS	6/22/2011
27	1777 ISHARES S&P	PURCHASED	VARIOUS	6/22/2011
28	982 RAYMOND JAMES	PURCHASED	VARIOUS	6/22/2011
29	729 SAN JUAN BASIN	PURCHASED	VARIOUS	6/22/2011
30	859 SECTOR SPDR UTILITY	PURCHASED	VARIOUS	6/22/2011
31	500 SYSCO	PURCHASED	4/03/2008	6/22/2011
32	346 WALMART	PURCHASED	VARIOUS	6/22/2011
33	398 ARCHER DANIELS	PURCHASED	2/17/2011	5/17/2011
34	293 SONY	PURCHASED	8/13/2010	5/17/2011
35	549 SONY	PURCHASED	2/12/2010	5/17/2011
36	2625 SW AIRLINES	PURCHASED	VARIOUS	5/17/2011
37	321 COMERICA	PURCHASED	5/24/2010	5/25/2011
38	671 DR REDDYS	PURCHASED	VARIOUS	4/12/2011
39	607 JC PENNEYS	PURCHASED	VARIOUS	4/13/2011
40	118 NETFLIX	PURCHASED	9/03/2010	9/07/2011
41	408 FOREST LABS	PURCHASED	1/10/2011	8/09/2011
42	64 NETFLIX	PURCHASED	8/30/2010	8/09/2011
43	570 PATTERSON UTILITIES	PURCHASED	2/17/2011	8/09/2011
44	401 TEXAS INSTRUMENTS	PURCHASED	8/10/2010	8/09/2011
45	877 DENBURY	PURCHASED	4/03/2008	8/05/2011
46	346 AMGEN	PURCHASED	VARIOUS	8/09/2011
47	75 BARD	PURCHASED	3/03/2010	8/09/2011
48	470 COMCAST	PURCHASED	5/28/2009	8/09/2011
49	140 DEVON ENERGY	PURCHASED	4/03/2008	8/09/2011
50	159 FED EX	PURCHASED	11/23/2009	8/09/2011
51	436 NOVARTIS	PURCHASED	VARIOUS	8/09/2011
52	409 PAYCHEX	PURCHASED	4/03/2008	8/09/2011
53	624 TEXAS INSTRUMENTS	PURCHASED	4/30/2009	8/09/2011
54	222 TREEHOUSE FOODS	PURCHASED	6/03/2009	8/09/2011
55	686 UNILEVER	PURCHASED	9/28/2009	8/09/2011
56	355 UNITED HEALTH	PURCHASED	7/26/2010	8/09/2011
57	384 WALT DISNEY	PURCHASED	VARIOUS	8/15/2011
58	2113 CHICOS	PURCHASED	8/18/2010	8/24/2011
59	536 MARATHON OIL	PURCHASED	VARIOUS	8/24/2011
60	268 MARATHON PETE	PURCHASED	VARIOUS	8/24/2011
61	449 TREEHOUSE FOODS	PURCHASED	11/19/2008	8/24/2011
62	324 3M	PURCHASED	VARIOUS	8/24/2011

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	10,734.		12,465.	-1,731.				\$ -1,731.
2	13,292.		12,201.	1,091.				1,091.
3	19,923.		16,532.	3,391.				3,391.
4	40,118.		9,503.	30,615.				30,615.
5	40,782.		20,089.	20,693.				20,693.
6	23,151.		16,147.	7,004.				7,004.
7	16,649.		10,100.	6,549.				6,549.
8	13,272.		2,800.	10,472.				10,472.
9	27,988.		12,016.	15,972.				15,972.
10	13,687.		13,812.	-125.				-125.
11	11,781.		13,453.	-1,672.				-1,672.

F. B. DOANE FOUNDATION

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STATEMENT 8 (CONTINUED)  
 FORM 990-PF, PART IV, LINE 1  
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
12	15,216.		15,045.	171.				\$ 171.
13	7,145.		6,851.	294.				294.
14	14,322.		14,817.	-495.				-495.
15	16,325.		14,443.	1,882.				1,882.
16	6,335.		6,506.	-171.				-171.
17	9,066.		8,694.	372.				372.
18	22,287.		22,715.	-428.				-428.
19	14,387.		12,744.	1,643.				1,643.
20	27,434.		30,809.	-3,375.				-3,375.
21	29,600.		29,291.	309.				309.
22	22,783.		25,875.	-3,092.				-3,092.
23	27,791.		16,514.	11,277.				11,277.
24	15,237.		18,015.	-2,778.				-2,778.
25	24,479.		18,231.	6,248.				6,248.
26	26,746.		17,397.	9,349.				9,349.
27	127,544.		103,062.	24,482.				24,482.
28	32,513.		15,988.	16,525.				16,525.
29	17,371.		26,628.	-9,257.				-9,257.
30	28,464.		29,762.	-1,298.				-1,298.
31	15,647.		14,582.	1,065.				1,065.
32	18,371.		17,804.	567.				567.
33	12,683.		14,864.	-2,181.				-2,181.
34	8,214.		8,823.	-609.				-609.
35	15,390.		18,646.	-3,256.				-3,256.
36	32,097.		24,401.	7,696.				7,696.
37	11,276.		12,190.	-914.				-914.
38	24,886.		19,325.	5,561.				5,561.
39	22,609.		14,825.	7,784.				7,784.
40	26,126.		16,576.	9,550.				9,550.
41	13,606.		12,714.	892.				892.
42	14,517.		7,903.	6,614.				6,614.
43	13,588.		14,871.	-1,283.				-1,283.
44	10,612.		10,155.	457.				457.
45	13,512.		13,877.	-365.				-365.
46	17,336.		18,503.	-1,167.				-1,167.
47	6,492.		6,330.	162.				162.
48	9,605.		6,626.	2,979.				2,979.
49	9,252.		14,862.	-5,610.				-5,610.
50	12,503.		13,284.	-781.				-781.
51	24,133.		20,784.	3,349.				3,349.
52	10,619.		14,551.	-3,932.				-3,932.
53	16,513.		11,321.	5,192.				5,192.
54	12,106.		6,067.	6,039.				6,039.
55	21,250.		19,313.	1,937.				1,937.
56	15,235.		11,155.	4,080.				4,080.
57	12,770.		9,022.	3,748.				3,748.
58	27,668.		19,369.	8,299.				8,299.
59	13,604.		7,873.	5,731.				5,731.
60	9,329.		5,326.	4,003.				4,003.
61	23,474.		12,425.	11,049.				11,049.
62	25,678.		19,914.	5,764.				5,764.
								TOTAL \$ 226,337.

## F. B. DOANE FOUNDATION

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**STATEMENT 9**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
ALLEGHENY COLLEGE 520 N MAIN ST MEADVILLE, PA 16335	NONE	501 (C) 3	GENERAL	\$ 2,000.
BANDERA INDEPENDENT SCHOOL DISTRICT 815 PECAN ST BANDERA, TX 78003	NONE	501 (C) 3	GENERAL	10,000.
CANCER THERAPY & RESEARCH CENTER 7979 WURZBACH RD SAN ANTONIO, TX 78229	NONE	501 (C) 3	GENERAL	1,000.
FRONTIER TIMES MUSEUM 510 13TH ST BANDERA, TX 78003	NONE	501 (C) 3	GENERAL	10,000.
LOS COMPADRES 6701 SAN JOSE DR SAN ANTONIO, TX 78214	NONE	501 (C) 3	GENERAL	1,000.
MCNAY ART MUSEUM 6000 N NEW BRAUNFELS AVE SAN ANTONIO, TX 78209	NONE	501 (C) 3	GENERAL	51,500.
SAN ANTONIO MUSEUM ASSOC. 3801 BROADWAY ST SAN ANTONIO, TX 78209	NONE	501 (C) 3	GENERAL	1,000.
SAN ANTONIO SYMPHONY SOCIETY 228 E HOUSTON ST #200 SAN ANTONIO, TX 78205	NONE	501 (C) 3	GENERAL	1,000.
TRINITY UNIVERSITY ONE TRINITY PLACE SAN ANTONIO, TX 78212	NONE	501 (C) 3	CAPITAL FUND	50,000.
UNITED WAY OF SAN ANTONIO 700 S ALAMO ST SAN ANTONIO, TX 78205	NONE	501 (C) 3	GENERAL	5,000.
WITT MUSEUM 3801 BROADWAY ST SAN ANTONIO, TX 78209	NONE	501 (C) 3	GENERAL	1,000.
ST LUKES EPISCOPAL SCHOOL 15 ST LUKES LN SAN ANTONIO, TX 78209	NONE	501 (C) 3	GENERAL	12,500.

F. B. DOANE FOUNDATION

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STATEMENT 9 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
KLEBERG WILDLIFE RESEARCH 700 UNIVERSITY BLVD, MSC 218 KINGSVILLE, TX 78363	NONE	501 (C) 3	GENERAL	\$ 5,000.
ST MARY'S HALL 9401 STARCREST DR SAN ANTONIO, TX 78217	NONE	501 (C) 3	GENERAL	2,500.
			TOTAL \$	<u>153,500.</u>