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Form 990-PF

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

OMB No 1545-0052

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 01-01-2011, and ending 12-31-2011

Check all that apply: Initial return, Amended return, Initial return of a former public charity, Address change, Final return, Name change

Name of foundation: THE DISCOVERY FUND; Employer identification number: 75-1989523; Telephone number: (817) 665-5000; City: FORT WORTH, TX 76113; Organization type: Section 501(c)(3) exempt private foundation; Accounting method: Cash; Fair market value: \$6,736,264

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing						
	2 Savings and temporary cash investments	151,914					
	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 page 15 of the instructions)						
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____						
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges	40		40			
	10a Investments—U S and state government obligations (attach schedule)						
	b Investments—corporate stock (attach schedule)	8,369,114	<input checked="" type="checkbox"/>	8,369,114		6,736,264	
	c Investments—corporate bonds (attach schedule)						
	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 ▶ _____)	<input checked="" type="checkbox"/> 12,676	<input checked="" type="checkbox"/>	0	<input checked="" type="checkbox"/>	0		
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,533,744		8,369,154		6,736,264		
Liabilities	17 Accounts payable and accrued expenses						
	18 Grants payable						
	19 Deferred revenue						
	20 Loans from officers, directors, trustees, and other disqualified persons	1,900,000	<input checked="" type="checkbox"/>	1,900,000			
	21 Mortgages and other notes payable (attach schedule)						
	22 Other liabilities (describe ▶ _____)	<input checked="" type="checkbox"/> 0	<input checked="" type="checkbox"/>	318,203			
23 Total liabilities (add lines 17 through 22)	1,900,000		2,218,203				
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	0		0			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0		0			
	29 Retained earnings, accumulated income, endowment, or other funds	6,633,744		6,150,951			
30 Total net assets or fund balances (see page 17 of the instructions)	6,633,744		6,150,951				
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	8,533,744		8,369,154				

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	6,633,744
2	Enter amount from Part I, line 27a	2	-482,793
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	6,150,951
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	6,150,951

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			

(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 (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	
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 pages 13 and 17 of the instructions)			
	If (loss), enter -0- in Part I, line 8		3	

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	708,896	13,291,376	0.053335
2009	1,309,773	10,742,494	0.121924
2008	1,248,534	28,922,403	0.043168
2007	701,000	24,645,839	0.028443
2006	1,002,500	21,892,290	0.045792

2	Total of line 1, column (d).		0.292662	
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		0.058532	
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.		12,193,377	
5	Multiply line 4 by line 3.		713,703	
6	Enter 1% of net investment income (1% of Part I, line 27b).		0	
7	Add lines 5 and 6.		713,703	
8	Enter qualifying distributions from Part XII, line 4.		480,000	

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	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 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	1	0
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	0
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	0
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	40
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	40
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	40
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ▶ 40 Refunded ▶	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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of 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>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ <u>0</u> (2) On foundation managers ▶ \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ <u>0</u>		
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>		No
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>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
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>		No
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?	Yes	
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>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ TX _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
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 on page 27)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of LUCY DARDEN Telephone no (817) 665-5000 Located at 801 CHERRY STREET SUITE 3700 FORT WORTH TX ZIP+4 76102			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		<input type="checkbox"/>
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?	16	<input type="checkbox"/>	<input type="checkbox"/>
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 checked="" type="checkbox"/> Yes <input 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			
1b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		No
1c	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		No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20___, 20___, 20___, 20___			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20___, 20___, 20___, 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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?	4b		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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 page 22 of the instructions). . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	
	6b	No
	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 page 22 of the 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
LUCY DARDEN P O BOX 2140 FORT WORTH, TX 76113	CHAIRMAN OF THE BOARD/PRES 5 00	0	0	0
PAUL COULTER P O BOX 2140 FORT WORTH, TX 76113	VICE PRES/SECRETARY/TREAS 5 00	0	0	0
PETER PHILPOTT P O BOX 2140 FORT WORTH, TX 76113	DIRECTOR 5 00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 page 23 of the instructions). If none, enter "NONE".

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

Total number of others receiving over \$50,000 for professional services. **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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

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

	Amount
1 NONE	0
2	
All other program-related investments See page 24 of the instructions	
3	

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	12,237,312
b	Average of monthly cash balances.	1b	141,711
c	Fair market value of all other assets (see page 24 of the instructions).	1c	40
d	Total (add lines 1a, b, and c).	1d	12,379,063
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	12,379,063
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	185,686
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,193,377
6	Minimum investment return. Enter 5% of line 5.	6	609,669

Part XI Distributable Amount (see page 25 of the 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	609,669
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	0
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	609,669
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	609,669
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	609,669

Part XII Qualifying Distributions (see page 25 of the 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	480,000
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	480,000
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 page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	480,000

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				609,669
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			479,988	
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.				
d From 2009.				
e From 2010.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>480,000</u>				
a Applied to 2010, but not more than line 2a			479,988	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0			
d Applied to 2011 distributable amount.				12
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
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 page 27 of the instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				609,657
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2007.				
b Excess from 2008.				
c Excess from 2009.				
d Excess from 2010.				
e Excess from 2011.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

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

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

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the 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))

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

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 page 28 of the 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
LUCY DARDEN
801 CHERRY STREET SUITE 3700
FORT WORTH, TX 76102
(817) 665-5000

- b** The form in which applications should be submitted and information and materials they should include
WRITTEN REQUEST

- c** Any submission deadlines
NONE

- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
NONE

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 <i>Paid during the year</i> See Additional Data Table				
Total				3a 480,000
b <i>Approved for future payment</i>				
Total				3b 0

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... 1a(1) Cash... 1a(2) Other assets... 1b(1) Sales of assets... 1b(2) Purchases of assets... 1b(3) Rental of facilities... 1b(4) Reimbursement arrangements... 1b(5) Loans or loan guarantees... 1b(6) Performance of services... 1c Sharing of facilities... 1d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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... [] Yes [x] No

b If "Yes," complete the following schedule. (a) Name of organization, (b) Type of organization, (c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge. Signature of officer or trustee: ***** Date: 2012-05-07 Title: ***** Preparer's Signature: PATRICIA L WRIGHT Date: Firm's name: WRIGHT & COMPANY PC Firm's address: 1320 S UNIVERSITY DR 820 FORT WORTH, TX 76107 Firm's EIN: 75-1719056 Phone no: (817) 332-3594 PTIN: P00178976

May the IRS discuss this return with the preparer shown above? See instructions [x] Yes [] No

Additional Data

Software ID:

Software Version:

EIN: 75-1989523

Name: THE DISCOVERY FUND

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part XV Line 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				
ALZHEIMER'S ASSOCIATION OF NORTH CENTRAL TEXAS101 SUMMIT AVENUE SUITE 300 FORT WORTH, TX 76102	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	3,000
BAYLOR ALL SAINTS HEALTH FOUNDATION1400 8TH AVENUE FORT WORTH, TX 76102	NONE	PUBLIC CHARITY	DIABETES RESEARCH/ISLET CELL TRANSPLANTATION PROGRAM	5,000
BAYLOR ALL SAINTS HEALTH FOUNDATION1400 8TH AVENUE FORT WORTH, TX 76102	NONE	PUBLIC CHARITY	JOAN KATZ BREAST CENTER	5,000
BRIT (BOTANICAL RESEARCH INSTITUTE)1700 S UNIVERSITY FORT WORTH, TX 76107	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN 2009 (3RD/FINAL PMT OF \$500K PLEDGE)	100,000
CASA MANANA3101 W LANCASTER AVE FORT WORTH, TX 76107	NONE	PUBLIC CHARITY	PERFORMING ARTS/GEN OP (3RD & 4TH OF 4/\$100K)	50,000
AMON CARTER MUSEUM OF AMERICAN ART3501 CAMP BOWIE BLVD FORT WORTH, TX 76107	NONE	PUBLIC CHARITY	EXCELLENCE IN EDUCATION CAMPAIGN (1ST & 2ND OF 5-YR \$250K PLEDGE)	100,000
LENA POPE HOME3131 SANGUINET STREET FORT WORTH, TX 76107	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN (1ST OF 5-YR \$250K PLEDGE)	50,000
COMMUNITIES IN SCHOOLS OF GREATER TARRANT COUNTY6707 BRENTWOOD STAIR ROAD 510 FORT WORTH, TX 76112	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	4,000
FORT WORTH COUNTRY DAY SCHOOL4200 COUNTRY DAY LANE FORT WORTH, TX 76109	NONE	PUBLIC CHARITY	BREAKTHROUGH FORT WORTH PROGRAM	5,000
HISTORIC FORT WORTH INC1100 PENN STREET FORT WORTH, TX 76102	NONE	PUBLIC CHARITY	PRESERVATION FUNDPRESERVATION FUND	10,000
ACH CHILD & FAMILY SERVICES 1424 SUMMIT AVENUE FORT WORTH, TX 76102	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000
LATIN ARTS ASSN OF FORT WORTH1440 N MAIN STREET FORT WORTH, TX 76164	NONE	PUBLIC CHARITY	ARTES DE LA ROSA	5,000
FIRSTLINE SCHOOLS EDIBLE SCHOOLYARD NOLA AT SAMUEL GREEN CHARTER SCHOOL2319 VALENCE STREET NEW ORLEANS, LA 70115	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	15,000
GILL CHILDRENS SERVICES555 HEMPHILL ST 200 FORT WORTH, TX 76104	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000
FOOD BANK OF NE GEORGIAPO BOX 48857 ATHENS, GA 306048857	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000
TARRANT AREA FOOD BANK2600 CULLEN STREET FORT WORTH, TX 76107	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	10,000
TEXAS BALLET THEATRE1600 GREEN OAKS ROAD FORT WORTH, TX 76116	NONE	PUBLIC CHARITY	SPONSOR A TRAINEE DANCER	5,000
UNION GOSPEL MISSION OF TARRANT COUNTY1321 EAST LANCASTER AVE FORT WORTH, TX 76102	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	10,000
WOUNDED WARIOR PROJECT4899 BELFORT ROAD SUITE 300 JACKSONVILLE, FL 32256	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	10,000
AZLEWAY INC ATTN MS GAIL MCGLOTHIN15892 CR 26 TYLER, TX 75707	NONE	PUBLIC CHARITY	FOSTER CARE CENTER	5,000
CHARLOTTESVILLE ABUNDANT LIFE MINISTRIESPO BOX 71 CHARLOTTESVILLE, VA 22902	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,000
INSTITUTE FOR CANCER RESEARCHHUNT HEALTH SCIENCE CENTER3500 CAMP BOWIE BLVD EAD 802 FORT WORTH, TX 76107	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	10,000
LENA POPE HOMECHAPEL HILL ACADEMY4640 SYCAMORE SCHOOL ROAD FORT WORTH, TX 76133	NONE	PUBLIC CHARITY	CHAPEL HILL ACADEMY	8,000
MADISON HOUSE UNIV OF VIRGINIA FUNDPO BOX 400314 CHARLOTTESVILLE, VA 229070314	NONE	PUBLIC CHARITY	GENERAL OPERATIONSSTUDENT VOLUNTEERS AT UVA	5,000
SENIOR CITIZEN SERVICES OF GREATER TARRANT COUNTY1400 CIRCLE DRIVE SUITE 300 FORT WORTH, TX 76119	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	3,000
HERO FOR CHILDRENUGA HEROS PO BOX 2866 ATHENS, GA 30612	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000
CATHOLIC CHARITIES249 THORNHILL DRIVE FORT WORTH, TX 76115	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000
I HAVE A DREAM FOUNDATION PO BOX 4050 FORT WORTH, TX 76164	NONE	PUBLIC CHARITY	READING ROCKS	3,000
CHILD STUDY CENTER1300 W LANCASTER AVE 100 FORT WORTH, TX 76102	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000
RONALD MCDONALD HOUSE1004 7TH AVENUE FORT WORTH, TX 76104	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
BALLET CONCERTO3803 CAMP BOWIE BLVD FORT WORTH, TX 76107	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,500
IMAGINATION CELEBRATION1300 GENDY STREET FORT WORTH, TX 76107	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	10,000
TEXAS RANGERS BASEBALL FOUNDATION1000 BALLPARK WAY ARLINGTON, TX 76011	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,000
BOB BULLOCK TX STATE HISTORY MUSEUM1800 N CONGRESS AVE AUSTIN, TX 78701	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	7,500
Total			3a	480,000

TY 2011 Accounting Fees Schedule

Name: THE DISCOVERY FUND

EIN: 75-1989523

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEES	1,803	901		0

**TY 2011 Investments Corporate
Stock Schedule****Name:** THE DISCOVERY FUND**EIN:** 75-1989523

Name of Stock	End of Year Book Value	End of Year Fair Market Value
200 SHS EXXON MOBIL	8,281	16,952
1,000,228 SH QUICKSILVER RESOURCES	8,357,523	6,711,530
160 SHS BAKER HUGHES	3,310	7,782

TY 2011 Legal Fees Schedule

Name: THE DISCOVERY FUND

EIN: 75-1989523

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	289	29		0

TY 2011 Loans from Officers Schedule

Name: THE DISCOVERY FUND
EIN: 75-1989523

Item No.	1
Lender's Name	LUCY DARDEN
Lender's Title	CHAIRMN/PRES
Original Amount of Loan	475000
Balance Due	
Date of Note	2008-12
Maturity Date	2012-12
Repayment Terms	PAYABLE AT MATURITY DATE
Interest Rate	0.000000000000
Security Provided by Borrower	NONE
Purpose of Loan	TO FUND 2008 DISTRIBUTIONS
Description of Lender Consideration	CASH
Consideration FMV	

Item No.	2
Lender's Name	MERCURY EXPLORATION CO
Lender's Title	SUBSTANTIAL CONTRIBUTOR
Original Amount of Loan	475000
Balance Due	
Date of Note	2008-12
Maturity Date	2012-12
Repayment Terms	PAYABLE AT MATURITY DATE
Interest Rate	0.000000000000
Security Provided by Borrower	NONE
Purpose of Loan	TO FUND 2008 DISTRIBUTIONS
Description of Lender Consideration	CASH
Consideration FMV	

Item No.	3
Lender's Name	LUCY DARDEN
Lender's Title	CHAIRMN/PRES
Original Amount of Loan	40000
Balance Due	
Date of Note	2008-12
Maturity Date	2012-12
Repayment Terms	PAYABLE AT MATURITY DATE
Interest Rate	0.000000000000
Security Provided by Borrower	NONE
Purpose of Loan	TO FUND 2008 DISTRIBUTIONS
Description of Lender Consideration	CASH
Consideration FMV	

Item No.	4
Lender's Name	MERCURY EXPLORATION CO
Lender's Title	SUBSTANTIAL CONTRIBUTOR
Original Amount of Loan	80000
Balance Due	
Date of Note	2009-03
Maturity Date	2012-12
Repayment Terms	PAYABLE AT MATURITY DATE
Interest Rate	0.000000000000
Security Provided by Borrower	NONE
Purpose of Loan	TO FUND 2009 DISTRIBUTIONS
Description of Lender Consideration	CASH
Consideration FMV	

Item No.	5
Lender's Name	LUCY DARDEN
Lender's Title	CHAIRMN/PRES
Original Amount of Loan	50000
Balance Due	
Date of Note	2009-04
Maturity Date	2012-12
Repayment Terms	PAYABLE ON MATURITY DATE
Interest Rate	0.000000000000
Security Provided by Borrower	NONE
Purpose of Loan	TO FUND 2009 DISTRIBUTIONS
Description of Lender Consideration	CASH
Consideration FMV	

Item No.	6
Lender's Name	MERCURY EXPLORATION CO
Lender's Title	SUBSTANTIAL CONTRIBUTOR
Original Amount of Loan	365000
Balance Due	
Date of Note	2010-12
Maturity Date	2012-12
Repayment Terms	PAYABLE AT MATURITY DATE
Interest Rate	0.000000000000
Security Provided by Borrower	NONE
Purpose of Loan	TO FUND 2010 DISTRIBUTIONS
Description of Lender Consideration	CASH
Consideration FMV	

Item No.	7
Lender's Name	LUCY DARDEN
Lender's Title	CHAIRMN/PRES
Original Amount of Loan	250000
Balance Due	
Date of Note	2010-01
Maturity Date	2012-12
Repayment Terms	PAYABLE AT MATURITY DATE
Interest Rate	0.000000000000
Security Provided by Borrower	NONE
Purpose of Loan	TO FUND 2010 DISTRIBUTIONS
Description of Lender Consideration	CASH
Consideration FMV	

Item No.	8
Lender's Name	LUCY DARDEN
Lender's Title	CHAIRMN/PRES
Original Amount of Loan	165000
Balance Due	
Date of Note	2010-10
Maturity Date	2012-12
Repayment Terms	PAYABLE AT MATURITY DATE
Interest Rate	0.000000000000
Security Provided by Borrower	NONE
Purpose of Loan	TO FUND 2010 DISTRIBUTIONS
Description of Lender Consideration	CASH
Consideration FMV	

TY 2011 Other Assets Schedule

Name: THE DISCOVERY FUND

EIN: 75-1989523

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
TAX REFUND RECEIVABLE	12,676	0	0

TY 2011 Other Expenses Schedule

Name: THE DISCOVERY FUND

EIN: 75-1989523

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MEALS	1,182	0		0

TY 2011 Other Liabilities Schedule

Name: THE DISCOVERY FUND

EIN: 75-1989523

Description	Beginning of Year - Book Value	End of Year - Book Value
CONTRIBUTIONS PAYABLE	0	318,203