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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

2012

Open to Public Inspection

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 2012, or tax year beginning 01-01-2012, and ending 12-31-2012

Name of foundation THE DISCOVERY FUND, A Employer identification number 75-1989523, B Telephone number (817) 665-5000, G Check all that apply, H Check type of organization, I Fair market value of all assets at end of year \$ 2,855,898

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) and Operating and Administrative Expenses (13-26), ending with Excess of revenue over expenses and disbursements (-536,156) and Net investment income (48,194).

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

<b>Part II Balance Sheets</b>		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .				
	<b>2</b> Savings and temporary cash investments . . . . .				
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	<b>5</b> Grants receivable . . . . .				
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .				
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	<b>8</b> Inventories for sale or use . . . . .				
	<b>9</b> Prepaid expenses and deferred charges . . . . .	40	40		
	<b>10a</b> Investments—U S and state government obligations (attach schedule)				
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	8,369,114	8,339,072	2,855,898	
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .				
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	<b>12</b> Investments—mortgage loans . . . . .				
	<b>13</b> Investments—other (attach schedule) . . . . .				
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
<b>15</b> Other assets (describe ▶ _____)					
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	8,369,154	8,339,112	2,855,898		
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .				
	<b>18</b> Grants payable . . . . .				
	<b>19</b> Deferred revenue . . . . .				
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons	1,900,000	1,900,000		
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .				
	<b>22</b> Other liabilities (describe ▶ _____)	318,203	824,317		
<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	2,218,203	2,724,317			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	<b>24</b> Unrestricted . . . . .				
	<b>25</b> Temporarily restricted . . . . .				
	<b>26</b> Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	0	0		
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund	0	0		
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds	6,150,951	5,614,795		
<b>30 Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	6,150,951	5,614,795			
<b>31 Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	8,369,154	8,339,112			

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	6,150,951
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-536,156
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	0
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	5,614,795
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	0
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	5,614,795

**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)
<b>1 a</b> 800 SH PLUM CREEK TIMBER	D	2005-06-27	2012-04-25
<b>b</b> 1700 SH WESTSHORE TERMINALS	D	2007-07-09	2012-04-25
<b>c</b> 10000 SH QUICKSILVER RESOURCES	D	2001-12-31	2012-12-31
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 33,292		29,513	3,779
<b>b</b> 42,333		22,989	19,344
<b>c</b> 27,908		3,369	24,539
<b>d</b>			
<b>e</b>			

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	
<b>a</b>			3,779
<b>b</b>			19,344
<b>c</b>			24,539
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	47,662
<b>3</b> 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 }	<b>3</b>	

**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))
2011	480,000	12,193,377	0.039366
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

<b>2</b> Total of line 1, column (d).	<b>2</b>	0.286236
<b>3</b> 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	<b>3</b>	0.057247
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	<b>4</b>	4,458,854
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	255,256
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	482
<b>7</b> Add lines 5 and 6.	<b>7</b>	255,738
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	610,179

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 page 18 of the instructions)**

<b>1a</b>	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>b</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 . . . . .	<b>1</b>	482
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	482
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	<b>5</b>	482
<b>6</b>	Credits/Payments		
<b>a</b>	2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	40
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d. . . . .	<b>7</b>	40
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	442
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>b</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
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ <u>0</u> <b>(2)</b> On foundation managers <input type="checkbox"/> \$ <u>0</u>		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>0</u>		
<b>2</b> 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
<b>3</b> 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
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		
<b>5</b> 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
<b>6</b> 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	
<b>7</b> 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	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> TX _____		
<b>b</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	
<b>9</b> 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .		No
<b>10</b> 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 instructions). . . . . 11 No
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 No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Yes
Website address N/A
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 . . . . . 15
and enter the amount of tax-exempt interest received or accrued during the year . . . . .
16 At any time during calendar year 2012, 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 No
See 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.
1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. Yes No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. Yes No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. 1b No
Organizations relying on a current notice regarding disaster assistance check here.
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 2012?. 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. Yes 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 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?. Yes No
b If "Yes," did it have excess business holdings in 2012 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 2012.). 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 2012? 4b No



**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		

**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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> NONE	0
<b>2</b>	
All other program-related investments See page 24 of the instructions	
<b>3</b>	

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

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	4,526,715
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	0
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	40
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	4,526,755
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	4,526,755
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	67,901
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	4,458,854
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	222,943

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	222,943
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5. . . . .	<b>2a</b>	482
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	482
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	222,461
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	222,461
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	222,461

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	610,179
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	610,179
<b>5</b>	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). . . . .	<b>5</b>	482
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	609,697

**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 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				222,461
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only. . . . .			609,657	
<b>b</b> Total for prior years 20__ , 20__ , 20__		0		
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007. . . . .				
<b>b</b> From 2008. . . . .				
<b>c</b> From 2009. . . . .				
<b>d</b> From 2010. . . . .				
<b>e</b> From 2011. . . . .				
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>610,179</u>				
<b>a</b> Applied to 2011, but not more than line 2a			609,657	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2012 distributable amount. . . . .				522
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				221,939
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .	0			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9 Excess distributions carryover to 2013.</b> Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008. . . . .				
<b>b</b> Excess from 2009. . . . .				
<b>c</b> Excess from 2010. . . . .				
<b>d</b> Excess from 2011. . . . .				
<b>e</b> Excess from 2012. . . . .				

**Part XIV Private Operating Foundations** (see 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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2a</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) )

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**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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

**a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed  
 LUCY DARDEN  
 801 CHERRY STREET SUITE 3700  
 FORT WORTH, TX 76102  
 (817) 665-5000

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

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**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 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
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>3a</b> 604,500
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>3b</b> 0





**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)				
<b>a</b> <i>Paid during the year</i>				
ACH CHILD & FAMILY SERVICES 1424 SUMMIT AVENUE FORT WORTH, TX 76102	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	15,000
ALZHEIMER'S ASSOCIATION OF NORTH CENTRAL TEXAS 101 SUMMIT AVENUE SUITE 300 FORT WORTH, TX 76102	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	1,500
AMON CARTER MUSEUM OF AMERICAN ART 3501 CAMP BOWIE BLVD FORT WORTH, TX 76107	NONE	PUBLIC CHARITY	EXCELLENCE IN EDUCATION CAMPAIGN (3RD, 4TH, AND 5TH OF 5-YR \$250K PLEDGE)	150,000
OPERATION HOMEFRONT 8930 FOURWINDS DRIVE STE 340 SAN ANTONIO, TX 78239	NONE	PUBLIC CHARITY	GENERAL ASSISTANCE TO FAMILIES OF SERVICE MEMBERS AND WOUNDED WARRIORS	3,000
BALLET CONCERTO 3803 CAMP BOWIE BLVD FORT WORTH, TX 76107	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,500
FORT WORTH OPERA ASSOCIATION 1300 GENDY STREET FORT WORTH, TX 76107	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	75,000
TEXAS HEALTH HARRIS METHODIST HOSPITAL 612 E LAMAR BLVD SUITE 300 ARLINGTON, TX 76011	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	25,000
MOAIC FAMILY SERVICES 4144 N CENTRAL EXPRESSWAY 530 DALLAS, TX 75204	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	10,000
BRIT (BOTANICAL RESEARCH INSTITUTE) 1700 S UNIVERSITY FORT WORTH, TX 76107	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	10,000
INSTITUTE OF NAUTICAL ARCHAEOLOGY PO DRAWER HG COLLEGE STATION, TX 77841	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	12,500
CATHOLIC CHARITIES 249 THORNHILL DRIVE FORT WORTH, TX 76115	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	7,500
CHARLOTTESVILLE ABUNDANT LIFE MINISTRIES PO BOX 71 CHARLOTTESVILLE, VA 22902	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	500
CHILD STUDY CENTER 1300 W LANCASTER AVE 100 FORT WORTH, TX 76102	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	12,000
COMMUNITIES IN SCHOOLS OF GREATER TARRANT COUNTY 6707 BRENTWOOD STAIR ROAD 510 FORT WORTH, TX 76112	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	3,500
THE WARM PLACE 809 LIPSCOMB FORT WORTH, TX 76104	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	7,500

**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)				
<b>a</b> <i>Paid during the year</i>				
ALL SAINTS HEALTH FOUNDATION 1400 8TH AVENUE FORT WORTH, TX 76104	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000
FORT WORTH COUNTRY DAY SCHOOL 4200 COUNTRY DAY LANE FORT WORTH, TX 76109	NONE	PUBLIC CHARITY	BREAKTHROUGH FORT WORTH PROGRAM	2,500
GILL CHILDRENS SERVICES 555 HEMPHILL ST 200 FORT WORTH, TX 76104	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	12,500
SCHOLARSHIP AMERICA 1550 AMERICAN BLVD E 155 MINNEAPOLIS, MN 55425	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	3,000
TEXAS PYTHIAN HOME 1825 E BANKHEAD DRIVE WEATHERFORD, TX 76086	NONE	PUBLIC CHARITY	GENERAL OPERATIONS PRESERVATION FUND	5,000
AIRBORNE ANGEL CADETS OF TEXAS PO BOX 116691 CARROLLTON, TX 75011	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,500
FORT WORTH SYMPHONY ORCHESTRA 330 E 4TH STREET 200 FORT WORTH, TX 76102	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000
INSTITUTE FOR CANCER RESEARCH HUNT HEALTH SCIENCE CENTER 3500 CAMP BOWIE BLVD EAD 802 FORT WORTH, TX 76107	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000
LATIN ARTS ASSN OF FORT WORTH 1440 N MAIN STREET FORT WORTH, TX 76164	NONE	PUBLIC CHARITY	ARTES DE LA ROSA	5,000
LENA POPE HOME 3131 SANGUINET STREET FORT WORTH, TX 76107	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN (2ND, 3RD, 4TH, AND 5TH OF 5-YR \$250K PLEDGE)	200,000
MONCRIEF CANCER INSTITUTE 400 W MAGNOLIA AVE FORT WORTH, TX 76104	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	4,000
MADISON HOUSE UNIV OF VIRGINIA FUND PO BOX 400314 CHARLOTTESVILLE, VA 229070314	NONE	PUBLIC CHARITY	GENERAL OPERATIONS STUDENT VOLUNTEERS AT UVA	3,500
FRIENDS OF BIG BEND NATIONAL PARK PO BOX 200 BIG BEND NATL PARK, TX 79834	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,500
TARRANT AREA FOOD BANK 2600 CULLEN STREET FORT WORTH, TX 76107	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,500
TEXAS BALLET THEATRE 1600 GREEN OAKS ROAD FORT WORTH, TX 76116	NONE	PUBLIC CHARITY	SPONSOR A TRAINEE DANCER	2,500

**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)				
<b>a</b> <i>Paid during the year</i>				
UNION GOSPEL MISSION OF TARRANT COUNTY 1321 EAST LANCASTER AVE FORT WORTH, TX 76102	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	7,500
THE BRIDGE PROGRESSIVE ARTS INITIATIVE PO BOX 1283 CHARLOTTESVILLE, VA 22902	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	1,000
<b>Total . . . . .</b>				<b>604,500</b>

**3a**

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

**Schedule of Contributors**

OMB No 1545-0047

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

**2012**

Department of the Treasury  
Internal Revenue Service

**Name of the organization**

THE DISCOVERY FUND

**Employer identification number**

75-1989523

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<sup>1</sup>/<sub>3</sub>% 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).

Name of organization  
THE DISCOVERY FUND

Employer identification number  
75-1989523

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	LUCY DARDEN 2107 SPANISH TRAIL  FORT WORTH, TX 76107	\$ 75,858	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>  (Complete Part II if there is a noncash contribution )

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of 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  
THE DISCOVERY FUND

Employer identification number  
75-1989523

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	800 SHARES OF PLUM CREEK TIMBER (PCL) AND 1700 SHARES OF WESTSHORE TERMINALS (WTSHF)	\$ 75,858	2012-04-25

Name of organization  
THE DISCOVERY FUND

Employer identification number  
75-1989523

**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. See instructions.) \$  
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____	_____ _____	_____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____	_____ _____	_____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____	_____ _____	_____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____	_____ _____	_____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____

## TY 2012 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	1,864	0		1,864

**TY 2012 Investments Corporate  
Stock Schedule****Name:** THE DISCOVERY FUND**EIN:** 75-1989523

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
200 SHS EXXON MOBIL	8,281	17,310
990,228 SH QUICKSILVER RESOURCES	8,327,481	2,832,052
160 SHS BAKER HUGHES	3,310	6,536

## TY 2012 Legal Fees Schedule

**Name:** THE DISCOVERY FUND

**EIN:** 75-1989523

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	106	0		106

**TY 2012 Loans from Officers Schedule**

**Name:** THE DISCOVERY FUND  
**EIN:** 75-1989523

<b>Item No.</b>	1
<b>Lender's Name</b>	LUCY DARDEN
<b>Lender's Title</b>	CHAIRMN/PRES
<b>Original Amount of Loan</b>	475000
<b>Balance Due</b>	475000
<b>Date of Note</b>	2008-12
<b>Maturity Date</b>	2013-12
<b>Repayment Terms</b>	PAYABLE AT MATURITY DATE
<b>Interest Rate</b>	0.000000000000
<b>Security Provided by Borrower</b>	NONE
<b>Purpose of Loan</b>	TO FUND 2008 DISTRIBUTIONS
<b>Description of Lender Consideration</b>	CASH
<b>Consideration FMV</b>	

<b>Item No.</b>	2
<b>Lender's Name</b>	MERCURY EXPLORATION CO
<b>Lender's Title</b>	SUBSTANTIAL CONTRIBUTOR
<b>Original Amount of Loan</b>	475000
<b>Balance Due</b>	475000
<b>Date of Note</b>	2008-12
<b>Maturity Date</b>	2013-12
<b>Repayment Terms</b>	PAYABLE AT MATURITY DATE
<b>Interest Rate</b>	0.000000000000
<b>Security Provided by Borrower</b>	NONE
<b>Purpose of Loan</b>	TO FUND 2008 DISTRIBUTIONS
<b>Description of Lender Consideration</b>	CASH
<b>Consideration FMV</b>	

<b>Item No.</b>	3
<b>Lender's Name</b>	LUCY DARDEN
<b>Lender's Title</b>	CHAIRMN/PRES
<b>Original Amount of Loan</b>	40000
<b>Balance Due</b>	40000
<b>Date of Note</b>	2008-12
<b>Maturity Date</b>	2013-12
<b>Repayment Terms</b>	PAYABLE AT MATURITY DATE
<b>Interest Rate</b>	0.000000000000
<b>Security Provided by Borrower</b>	NONE
<b>Purpose of Loan</b>	TO FUND 2008 DISTRIBUTIONS
<b>Description of Lender Consideration</b>	CASH
<b>Consideration FMV</b>	

<b>Item No.</b>	4
<b>Lender's Name</b>	MERCURY EXPLORATION CO
<b>Lender's Title</b>	SUBSTANTIAL CONTRIBUTOR
<b>Original Amount of Loan</b>	80000
<b>Balance Due</b>	80000
<b>Date of Note</b>	2009-03
<b>Maturity Date</b>	2013-12
<b>Repayment Terms</b>	PAYABLE AT MATURITY DATE
<b>Interest Rate</b>	0.000000000000
<b>Security Provided by Borrower</b>	NONE
<b>Purpose of Loan</b>	TO FUND 2009 DISTRIBUTIONS
<b>Description of Lender Consideration</b>	CASH
<b>Consideration FMV</b>	

<b>Item No.</b>	5
<b>Lender's Name</b>	LUCY DARDEN
<b>Lender's Title</b>	CHAIRMN/PRES
<b>Original Amount of Loan</b>	50000
<b>Balance Due</b>	50000
<b>Date of Note</b>	2009-04
<b>Maturity Date</b>	2013-12
<b>Repayment Terms</b>	PAYABLE ON MATURITY DATE
<b>Interest Rate</b>	0.000000000000
<b>Security Provided by Borrower</b>	NONE
<b>Purpose of Loan</b>	TO FUND 2009 DISTRIBUTIONS
<b>Description of Lender Consideration</b>	CASH
<b>Consideration FMV</b>	

<b>Item No.</b>	6
<b>Lender's Name</b>	MERCURY EXPLORATION CO
<b>Lender's Title</b>	SUBSTANTIAL CONTRIBUTOR
<b>Original Amount of Loan</b>	365000
<b>Balance Due</b>	365000
<b>Date of Note</b>	2010-12
<b>Maturity Date</b>	2013-12
<b>Repayment Terms</b>	PAYABLE AT MATURITY DATE
<b>Interest Rate</b>	0.000000000000
<b>Security Provided by Borrower</b>	NONE
<b>Purpose of Loan</b>	TO FUND 2010 DISTRIBUTIONS
<b>Description of Lender Consideration</b>	CASH
<b>Consideration FMV</b>	

<b>Item No.</b>	7
<b>Lender's Name</b>	LUCY DARDEN
<b>Lender's Title</b>	CHAIRMN/PRES
<b>Original Amount of Loan</b>	250000
<b>Balance Due</b>	250000
<b>Date of Note</b>	2010-01
<b>Maturity Date</b>	2013-12
<b>Repayment Terms</b>	PAYABLE AT MATURITY DATE
<b>Interest Rate</b>	0.000000000000
<b>Security Provided by Borrower</b>	NONE
<b>Purpose of Loan</b>	TO FUND 2010 DISTRIBUTIONS
<b>Description of Lender Consideration</b>	CASH
<b>Consideration FMV</b>	

<b>Item No.</b>	8
<b>Lender's Name</b>	LUCY DARDEN
<b>Lender's Title</b>	CHAIRMN/PRES
<b>Original Amount of Loan</b>	165000
<b>Balance Due</b>	165000
<b>Date of Note</b>	2010-10
<b>Maturity Date</b>	2013-12
<b>Repayment Terms</b>	PAYABLE AT MATURITY DATE
<b>Interest Rate</b>	0.000000000000
<b>Security Provided by Borrower</b>	NONE
<b>Purpose of Loan</b>	TO FUND 2010 DISTRIBUTIONS
<b>Description of Lender Consideration</b>	CASH
<b>Consideration FMV</b>	

## TY 2012 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	668	0		668
OFFICE SUPPLIES	42	0		42

## TY 2012 Other Liabilities Schedule

**Name:** THE DISCOVERY FUND

**EIN:** 75-1989523

Description	Beginning of Year - Book Value	End of Year - Book Value
CONTRIBUTIONS PAYABLE	318,203	0
UBS FINANCIAL SERVICES MARGIN LOAN	0	824,317