EXTENDED TO NOVEMBER 15, 2016

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

Name of foundation: DOUGLAS FOUNDATION

A Employer identification number: 95-6096827

Number and street (or P O box number if mail is not delivered to street address): 141 EL CAMINO DRIVE — Room/suite: 209

B Telephone number: 310-274-5294

City or town, state or province, country, and ZIP or foreign postal code: BEVERLY HILLS, CA 90212

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 10,213,746.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	27.	27.		STATEMENT 1
	4	Dividends and interest from securities	687,302.	687,302.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,598,396.			
	b	Gross sales price for all assets on line 6a 1,863,398.				
	7	Capital gain net income (from Part IV, line 2)		1,598,396.		
	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 or (loss)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	2,285,725.	2,285,725.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	76,666.	0.		76,666.
	14	Other employee salaries and wages	52,000.	5,200.		46,800.
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 3	38,535.	3,854.		34,681.
	b	Accounting fees STMT 4	19,126.	1,913.		17,213.
	c	Other professional fees STMT 5	45,473.	45,035.		438.
	17	Interest				
	18	Taxes STMT 6	28,258.	8,729.		9,529.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications	55.	0.		55.
	23	Other expenses STMT 7	7,542.	754.		6,788.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	267,655.	65,485.		192,170.
	25	Contributions, gifts, grants paid	12,228,152.			12,228,152.
	26	**Total expenses and disbursements.** Add lines 24 and 25	12,495,807.	65,485.		12,420,322.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-10,210,082.			
	b	**Net investment income** (if negative, enter -0-)		2,220,240.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

	Beginning of year	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	35,219.	16,855.	16,855.
2 Savings and temporary cash investments	14,973.	44,086.	44,086.
3 Accounts receivable ▶ 773.			
Less: allowance for doubtful accounts ▶		773.	773.
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U.S. and state government obligations			
b Investments - corporate stock STMT 10	2,362,834.	1,106,929.	10,142,759.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other			
14 Land, buildings, and equipment: basis ▶ 10,401.			
Less accumulated depreciation STMT 9 ▶ 1,128.	6,885.	9,273.	9,273.
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,419,911.	1,177,916.	10,213,746.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☒ 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	2,419,911.	1,177,916.	
30 **Total net assets or fund balances**	2,419,911.	1,177,916.	
31 **Total liabilities and net assets/fund balances**	2,419,911.	1,177,916.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,419,911.
2 Enter amount from Part I, line 27a	2	-10,210,082.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	8,968,087.
4 Add lines 1, 2, and 3	4	1,177,916.
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	1,177,916.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,863,398.		265,002.	1,598,396.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				1,598,396.

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** 1,598,396.

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2014	2,076,158.	22,767,693.	.091189
2013	2,182,323.	22,792,074.	.095749
2012	2,402,418.	22,453,183.	.106997
2011	1,324,438.	20,404,362.	.064910
2010	1,084,118.	17,760,391.	.061041

2	**Total** of line 1, column (d)	2	.419886
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	.083977
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	16,997,676.
5	Multiply line 4 by line 3	5	1,427,414.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	22,202.
7	Add lines 5 and 6	7	1,449,616.
8	Enter qualifying distributions from Part XII, line 4	8	12,420,322.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] 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 ▶ [X] and enter 1% of Part I, line 27b		1	22,202.
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	22,202.
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	22,202.
6	Credits/Payments:			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a 10,457.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 14,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	24,457.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	2,255.
11	Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶	2,255. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
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? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ DOUGLASFOUNDATION.ORG

14 The books are in care of ▶ THE BRYNA COMPANY Telephone no. ▶ 310-274-5294

Located at ▶ 141 EL CAMINO DRIVE, SUITE 209, BEVERLY HILLS, CA ZIP+4 ▶ 90212

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2015, 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		X

See the instructions for exceptions and filing requirements for FinCEN Form 114. 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? ☐ 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 instructions)?	1b		X
	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 2015?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	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 2015 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 2015.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		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 4945(d)(4)(A)? (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)?	N/A	**5b**
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No	
If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b** No: X
If "Yes" to 6b, file Form 8870.		
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	**7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		76,666.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2015)

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	17,075,994.
b	Average of monthly cash balances	1b	180,530.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	17,256,524.
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	17,256,524.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	258,848.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,997,676.
6	**Minimum investment return**. Enter 5% of line 5	6	849,884.

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	849,884.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	22,202.		
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	22,202.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	827,682.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	827,682.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	827,682.

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	12,420,322.
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	12,420,322.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	22,202.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	12,398,120.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				827,682.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010 209,856.				
b From 2011 326,447.				
c From 2012 1,317,367.				
d From 2013 1,083,573.				
e From 2014 977,713.				
f **Total** of lines 3a through e	3,914,956.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 12,420,322.				
a Applied to 2014, 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 2015 distributable amount				827,682.
e Remaining amount distributed out of corpus	11,592,640.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	15,507,596.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	209,856.			
9 **Excess distributions carryover to 2016** Subtract lines 7 and 8 from line 6a	15,297,740.			
10 Analysis of line 9:				
a Excess from 2011 326,447.				
b Excess from 2012 1,317,367.				
c Excess from 2013 1,083,573.				
d Excess from 2014 977,713.				
e Excess from 2015 11,592,640.				

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 2015, 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	Prior 3 years			
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
2 a 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 foundation 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).)

SEE STATEMENT 12

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 or e-mail address 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
a Paid during the year				
SEE SCHEDULE D		PC	501(C)(3) ORGANIZATIONS	2,246,336.
SEE SCHEDULE D-1		PC		2,300,000.
SEE SCHEDULE D-2		PF		7,681,816.
Total			▶ 3a	12,228,152.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A . Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	27.	
4 Dividends and interest from securities			14	687,302.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,598,396.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		2,285,725.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 2,285,725.

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

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ X [signature] 10/12/16 ▶ President

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

Form **990-PF** (2015)

523622
11-24-15

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	FIDELITY INVESTMENTS			
b	225 ABBOTT LABORATORIES		12/28/89	12/22/15
c	225 ABBVIE INC		12/28/89	12/22/15
d	4,000 ALTRIA GROUP INC		06/09/86	12/04/15
e	2,750 ALTRIA GROUP INC		06/20/86	12/09/15
f	1,525 ALTRIA GROUP INC		05/15/86	12/22/15
g	225 CHEVRON CORP NEW		12/20/00	12/22/15
h	1,350 COCA COLA CO		12/23/87	12/22/15
i	2,000 CONOCOPHILLIPS		04/04/05	12/04/15
j	125 CONOCOPHILLIPS		12/16/04	12/22/15
k	375 EXXON MOBIL CORP		06/25/91	12/22/15
l	300 INTEL CORP		10/19/95	12/22/15
m	100 JPMORGAN CHASE & CO		04/25/05	12/22/15
n	1,900 KELLOGG COMPANY		03/22/88	12/04/15
o	3,513 KRAFT FOODS MERGER		12/23/87	07/06/15

	(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	177,749.		67,868.	109,881.
b	9,919.		854.	9,065.
c	12,808.		926.	11,882.
d	233,959.		5,283.	228,676.
e	157,253.		3,622.	153,631.
f	86,900.		1,945.	84,955.
g	20,012.		8,954.	11,058.
h	57,763.		1,841.	55,922.
i	102,380.		86,148.	16,232.
j	5,664.		4,214.	1,450.
k	29,043.		5,510.	23,533.
l	10,355.		2,527.	7,828.
m	6,523.		3,523.	3,000.
n	133,394.		23,401.	109,993.
o	57,965.			57,965.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				109,881.
b				9,065.
c				11,882.
d				228,676.
e				153,631.
f				84,955.
g				11,058.
h				55,922.
i				16,232.
j				1,450.
k				23,533.
l				7,828.
m				3,000.
n				109,993.
o				57,965.

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). If (loss), enter "-0-" in Part I, line 8	3	

523591
04-01-15

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	100 KRAFT HEINZ CO		12/23/87	12/22/15
b	150 MERCK & CO		01/26/87	12/22/15
c	300 MONDELEZ INTL INC		12/23/87	12/22/15
d	300 NESTLE S A		02/19/91	12/22/15
e	200 PEPSICO INC		11/28/90	12/22/15
f	4,100 PHILIP MORRIS INTL		05/15/86	12/04/15
g	1,500 PHILIP MORRIS INTL		05/06/86	12/22/15
h	500 PHILLIPS 66		04/04/05	12/09/15
i	100 PHILLIPS 66		04/04/05	12/22/15
j	1,250 PROCTER & GAMBLE		12/19/89	05/22/15
k	300 PROCTER & GAMBLE		12/19/89	12/22/15
l	100 ROYAL DUTCH SHELL		12/28/89	12/22/15
m	250 WAL-MART STORES		03/06/92	12/22/15
n	MARSH & MCLENNAN SECURITIES LITIGATION			06/12/15
o	FANNIE MAE SECURITIES LITIGATION			01/06/15

	(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	7,146.		98.	7,048.
b	7,765.		1,052.	6,713.
c	13,273.		182.	13,091.
d	21,841.		1,800.	20,041.
e	19,750.		1,582.	18,168.
f	367,478.		11,688.	355,790.
g	129,580.		4,176.	125,404.
h	42,818.		12,801.	30,017.
i	8,095.		2,560.	5,535.
j	100,253.		5,800.	94,453.
k	23,695.		1,392.	22,303.
l	4,406.		1,910.	2,496.
m	14,955.		3,345.	11,610.
n	31.			31.
o	625.			625.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				7,048.
b				6,713.
c				13,091.
d				20,041.
e				18,168.
f				355,790.
g				125,404.
h				30,017.
i				5,535.
j				94,453.
k				22,303.
l				2,496.
m				11,610.
n				31.
o				625.

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** — 1,598,396.

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

523591
04-01-15

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CITY NATIONAL BANK	3.	3.	
CITY NATIONAL ROCHDALE GOVT CL S	9.	9.	
FIDELITY	15.	15.	
TOTAL TO PART I, LINE 3	27.	27.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY	687,302.	0.	687,302.	687,302.	
TO PART I, LINE 4	687,302.	0.	687,302.	687,302.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	38,535.	3,854.		34,681.
TO FM 990-PF, PG 1, LN 16A	38,535.	3,854.		34,681.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT	19,126.	1,913.		17,213.
TO FORM 990-PF, PG 1, LN 16B	19,126.	1,913.		17,213.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT COUNSELING	44,499.	44,499.		0.
INVESTMENT EXPENSES	487.	487.		0.
WEBSITE CONSULTANT	487.	49.		438.
TO FORM 990-PF, PG 1, LN 16C	45,473.	45,035.		438.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL	10,410.	1,041.		9,369.
FOREIGN TAXES WITHHELD	7,688.	7,688.		0.
TAX ON INVESTMENT INCOME	10,000.	0.		0.
STATE CHARITY REGISTRATION FEE	150.	0.		150.
STATE FILING FEE	10.	0.		10.
TO FORM 990-PF, PG 1, LN 18	28,258.	8,729.		9,529.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL PROCESSING FEES	1,161.	116.		1,045.
DIRECTORS & OFFICERS INSURANCE	911.	91.		820.
SPECIAL EVENT	4,944.	494.		4,450.
AMORTIZATION	526.	53.		473.
TO FORM 990-PF, PG 1, LN 23	7,542.	754.		6,788.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
APPRECIATION ON STOCK GIFT TO CHILDREN'S HOSPITAL LOS ANGELES	2,090,008.
APPRECIATION ON STOCK GRANT TO PETER DOUGLAS FOUNDATION	6,878,079.
TOTAL TO FORM 990-PF, PART III, LINE 3	8,968,087.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
WEBSITE	900.	140.	760.	760.
WEBSITE	1,800.	270.	1,530.	1,530.
TRADEMARK	1,775.	256.	1,519.	1,519.
WEBSITE	3,012.	435.	2,577.	2,577.
WEBSITE	638.	14.	624.	624.
TRADEMARK	2,276.	13.	2,263.	2,263.
TO 990-PF, PART II, LN 14	10,401.	1,128.	9,273.	9,273.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE C	1,106,929.	10,142,759.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,106,929.	10,142,759.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KIRK DOUGLAS 141 EL CAMINO DRIVE, SUITE 209 BEVERLY HILLS, CA 90212	TRUSTEE 2.00	0.	0.	0.
ANNE DOUGLAS 141 EL CAMINO DRIVE, SUITE 209 BEVERLY HILLS, CA 90212	TRUSTEE AND PRESIDENT 2.00	0.	0.	0.
ANITA MAY ROSENSTEIN 9229 SUNSET BLVD., SUITE 425 WEST HOLLYWOOD, CA 90069	TRUSTEE AND VICE PRESIDENT 0.50	0.	0.	0.
PETER DOUGLAS 1946 EAST VALLEY ROAD SANTA BARBARA, CA 93108	TRUSTEE AND PRESIDENT (RETIRED) 17.00	76,666.	0.	0.
FAYEZ SAROFIM TWO HOUSTON CENTER, SUITE 2907 HOUSTON, TX 77010	TRUSTEE 0.50	0.	0.	0.
STUART KORSHAK 707 N. PALM DRIVE BEVERLY HILLS, CA 90210	TRUSTEE 0.50	0.	0.	0.
JAMES GREENBAUM 4 BIG SIOUX RANCHO MIRAGE, CA 92270	TRUSTEE 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		76,666.	0.	0.

FORM 990-PF | PART XV - LINE 1A LIST OF FOUNDATION MANAGERS | STATEMENT 12

NAME OF MANAGER

KIRK DOUGLAS
ANNE DOUGLAS

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
11	WEBSITE	090913		180M	43	900.			900.	80.		60.
22	WEBSITE	100913		180M	43	1,800.			1,800.	150.		120.
33	TRADEMARK	102413		180M	43	1,775.			1,775.	138.		118.
44	WEBSITE	111213		180M	43	3,012.			3,012.	234.		201.
55	WEBSITE	090215		180M	42	638.			638.			14.
56	TRADEMARK	111815		180M	42	2,276.			2,276.			13.
	* TOTAL 990-PF PG 1 DEPR & AMORT					10,401.		0.	10,401.	602.	0.	526.
	CURRENT ACTIVITY											
	BEGINNING BALANCE					7,487.		0.	7,487.	602.		
	ACQUISITIONS					2,914.		0.	2,914.	0.		
	DISPOSITIONS					0.		0.	0.	0.		
	ENDING BALANCE					10,401.		0.	10,401.	602.		
	ENDING ACCUM DEPR									1,128.		
	ENDING BOOK VALUE									9,273.		

528102
04-01-15

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

DECLARATION OF PUBLICATION

SEP 02 2016

STATE OF CALIFORNIA

COUNTY OF LOS ANGELES

ATTN ANNE DOUGLAS

DOUGLAS FOUNDATION
141 EL CAMINO DR
STE 209
BEVERLY HILLS CA 90212

AVAILABILITY OF ANNUAL RETURN
DOUGLAS FOUNDATION THE

The undersigned says.

I am over the age of 18 years and a citizen of the United States. I am not a party to and have no interest in this matter. I am a principal clerk of the LOS ANGELES BULLETIN*, a newspaper of general circulation in the City of Los Angeles, the Judicial District of Los Angeles, the County of Los Angeles, and the State of California, as adjudicated in Los Angeles Superior Court Case No. BS014387. The notice, a printed copy of which appears hereon, was published on the following date(s) Aug 31, 2016

I declare under penalty of perjury that the foregoing is true and correct Executed at Los Angeles, California on 08/31/16.

signature

Los Angeles Bulletin
P O. Box 60859
Los Angeles, Ca 90060

Phone (213) 346-0033
Fax (213) 687-3886

Cust. Num.: 005792
Cust. Ref Num · FDN 485

Control Num.: 929010

NOTICE OF AVAILABILITY OF ANNUAL RETURN

Pursuant to Section 6104(d) of the Internal Revenue Code, notice is hereby given that the annual return for the year ending December 31, 2015 of THE DOUGLAS FOUNDATION, a private foundation, is available for public inspection by any interested citizen who requests it at the foundation's principal office located at 141 El Camino Drive, Beverly Hills, CA 90212, telephone (310) 274-5294, beginning on the date of this publication and for 180 days thereafter during normal business hours from 10 00 A M to 2:00 P M

The principal manager of the foundation is Anne Douglas

DOUGLAS FOUNDATION
141 EL CAMINO DR
STE 209
BEVERLY HILLS CA 90212

CN929010 FDN 485 Aug 31, 2016

Douglas Foundation
Stock Portfolio Summary
December 31, 2015
Federal I.D. No. 95-6096827
Schedule C

Stock Portfolio	No. Of Shares	Total Cost Per Stock	Market Value
Abbott Laboratories	4,475	15,992	200,972
Abbvie Inc Com	4,475	17,342	265,099
Altria Group Inc.	30,825	36,873	1,794,323
Anheuser Busch	950	108,060	118,750
Chevron Corp	4,575	115,920	411,567
Coca Cola Co	26,750	36,481	1,149,180
ConocoPhillips	2,575	86,817	120,227
Exxon Mobil Corp	7,565	101,172	589,692
Intel Corp	6,000	50,531	206,700
JPMorgan Chase & Co	2,300	81,029	151,869
Kraft Heinz Co	2,013	1,977	146,466
Merck & Co., Inc.	2,850	19,980	150,537
Mondelez Intl Inc.	5,939	3,597	266,305
Nestle SA	6,200	37,200	461,751
Pepsico, Inc	4,100	32,435	409,672
Philip Morris Intl Inc	29,600	80,203	2,602,136
Phillips 66	1,800	38,296	147,240
Procter & Gamble Co	6,010	27,884	477,254
Royal Dutch Petroleum Co.	2,050	39,155	93,869
Union Pacific Corp	1,125	112,424	87,975
Wal-Mart Stores, Inc	4,750	63,561	291,175
Total		$ 1,106,929	$ 10,142,759

Douglas Foundation
Schedule of Charitable Contributions
December 31, 2015
Federal I.D. No. 95-6096827
Schedule D

American Film Institute	500,000
American Foundation for AIDS Research	1,000
American Institute for Public Service (Jefferson Award)	1,000
Anne Douglas Center for Women/Legacy of Vision Gala	3,150
Anne Douglas Center for Women/Mommy & Me Program	2,500
Anne Douglas Center for Women	400,000
Barbara Sinatra's Children's Center	1,000
Beverly Hills High School PTSA	1,000
Beverly Hills Police Officers' Association	1,500
Beverly Hills Firemen's Association/Relief	1,000
Boys Republic	1,000
California Speech Language Hearing	4,900
Carter Center	10,000
Center Theater Group	250,000
Children's Hospital Los Angeles	628
Congregation Beth Israel	5,000
Congregation Sons of Israel	1,000
Doctors Without Borders	3,000
Evangelical Friends Church	1,000
Everyone's Harvest	5,000
Friendly House	1,000
Friends of the Beverly Hills Public Library	1,000
Friends of Castle Heights	6,962
Goleta Valley Girls Softball	300
Katahdin Foundation	2,000
KCET-TV	2,500
KOCE/PBS So Cal	2,500
Marvin D Iannone Beverly Hills Police Foundation	5,000
Marymount of Santa Barbara	20,220
Motion Picture & TV Fund	500,000
Museum of Modern Art	140
Music Center Founders	800
Music Center Unified Fund Blue Ribbon	2,500
Palm Springs Art Museum - President's Circle	2,000
Ronald Reagan Presidential Foundation	1,000
Santa Barbara International Film Festival	1,500
Sinai Temple Centennial Campaign	100,000
Sinai Temple	200,000
Sinai Temple	36
Special Olympics	500
St John's Health Center Foundation	1,000
St. Lawrence University	200,000

Town & Gown of USC	500
The USO	200
Venice Family Clinic	1,000
TOTAL CHARITABLE CONTRIBUTIONS	2,246,336

DOUGLAS FOUNDATION
Schedule of Gift
December 31, 2015
Federal I.D. 95-6096827
Schedule D-1

1. Donee:	Children's Hospital Los Angeles
2: Address:	4650 Sunset Blvd., #29 Los Angeles, CA 90027
3: Status:	Public Charity
4. Description of the Contributed Property:	Publicly Traded Stocks
5. Book Value of the Contributed Property:	$ 187,167
6. Method Used to Determine the Book Value:	Purchase Price - low cost first
7. Amount of Gift:	$ 2,300,000
8. Method Used to Determine the Fair Market Value:	Closing Price on the Date of the Gift
9. Date of the Gift:	March 25, 2015

DOUGLAS FOUNDATION
Schedule of Grant
December 31, 2015
Federal I.D. 95-6096827
Schedule D-2

1. Grantee:	Peter Douglas Foundation
2: Address:	C/O Katten Muchin Rosenman LLP 2029 Century Park East, Suite 2600 Los Angeles, CA 90067
3: Status:	Private Non-Operating Foundation
4. Description of the Contributed Property:	Publicly Traded Stocks
5. Book Value of the Contributed Property:	$ 803,737
6. Method Used to Determine the Book Value:	Purchase Price - low cost first
7. Amount of Grant:	$ 7,681,816
8. Method Used to Determine the Fair Market Value:	Closing Price on the Date of the Grant
9. Date of the Grant:	August 27, 2015

Report to IRS on Form 990-PF

THE DOUGLAS FOUNDATION

Attachment to Form 990-PF

Expenditure Responsibility Statement
For the year 2015

Pursuant to IRC Regulations Section 53.4945-5(d)(2), THE DOUGLAS FOUNDATION provides the following information

(i) Grantee:	Peter Douglas Foundation
(ii) Amount of Grants:	$7,681,816 granted on August 27, 2015
(iii) Purpose of Grants:	The Douglas Foundation has made a grant to the Peter Douglas Foundation for the purpose of enabling it to carry out its charitable purposes. The grant is a "capital endowment grant," which was made for the purpose of increasing the Grantee's endowment.
(iv) & (vi) Reports:	The Peter Douglas Foundation has submitted full and complete reports of its expenditure of The Douglas Foundation's grant, and these reports show that the grant was properly devoted exclusively for charitable purposes.
(v) Diversions:	To the knowledge of The Douglas Foundation, no funds have been diverted to any activity other than the activity for which the grant was originally made.
(vii) Verification:	The Douglas Foundation has no reason to doubt the accuracy or reliability of the report from the Peter Douglas Foundation; therefore, no independent verification of the report was made.