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Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

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

OMB No 1545-0052
2016
Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation THE DOUGLASS FOUNDATION		A Employer identification number 74-2239830	
Number and street (or P O box number if mail is not delivered to street address) 23530 BELLINA DRIVE		B Telephone number (see instructions) (210) 824-1149	
City or town, state or province, country, and ZIP or foreign postal code RICHMOND, TX 77406		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 5,951,110		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	37,329			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	133	133		
	4 Dividends and interest from securities	42,984	42,843		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	92,217			
	b Gross sales price for all assets on line 6a 717,675				
	7 Capital gain net income (from Part IV, line 2)		92,217		
	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) (attach schedule)					
11 Other income (attach schedule)	390	345			
12 Total. Add lines 1 through 11	173,053	135,538			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	97,100	72,825		24,275
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	11,390	8,543		2,847
	c Other professional fees (attach schedule)				
	17 Interest	36	36		0
	18 Taxes (attach schedule) (see instructions)	5,222	0		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	11,319	11,319		0
	24 Total operating and administrative expenses. Add lines 13 through 23	125,067	92,723		27,122
	25 Contributions, gifts, grants paid	253,750			253,750
26 Total expenses and disbursements. Add lines 24 and 25	378,817	92,723		280,872	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-205,764				
b Net investment income (if negative, enter -0-)		42,815			
c Adjusted net income (if negative, enter -0-)					

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	220,294	89,245	89,245
	3 Accounts receivable ▶ _____ 64			
	Less allowance for doubtful accounts ▶ _____	39	64	64
	4 Pledges receivable ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	1,372,012	1,152,129	5,680,446
	c Investments—corporate bonds (attach schedule)	81,430	24,961	24,866
	11 Investments—land, buildings, and equipment basis ▶ _____			
Less accumulated depreciation (attach schedule) ▶ _____				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	0	32,582	23,489	
14 Land, buildings, and equipment basis ▶ _____				
Less accumulated depreciation (attach schedule) ▶ _____				
15 Other assets (describe ▶ _____)	133,000	133,000	133,000	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,806,775	1,431,981	5,951,110	
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 (attach schedule)			
	22 Other liabilities (describe ▶ _____)	168,450	0	
	23 Total liabilities (add lines 17 through 22)	168,450	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,398,169	1,398,169	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
29 Retained earnings, accumulated income, endowment, or other funds	240,156	33,812		
30 Total net assets or fund balances (see instructions)	1,638,325	1,431,981		
31 Total liabilities and net assets/fund balances (see instructions) .	1,806,775	1,431,981		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,638,325
2 Enter amount from Part I, line 27a	2	-205,764
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	1,432,561
5 Decreases not included in line 2 (itemize) ▶ _____	5	580
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	1,431,981

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 See Additional Data Table			
b			
c			
d			
e			

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	92,217
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	3	
{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	244,675	4,872,105	0 050220
2014	220,319	4,878,002	0 045166
2013	217,182	6,079,786	0 035722
2012	211,612	4,032,614	0 052475
2011	187,160	3,437,172	0 054452
2 Total of line 1, column (d)			0 238035
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			0 047607
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			5,121,232
5 Multiply line 4 by line 3			243,806
6 Enter 1% of net investment income (1% of Part I, line 27b)			428
7 Add lines 5 and 6			244,234
8 Enter qualifying distributions from Part XII, line 4			280,872

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)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', and 'Tax due'. Total amount owed is 2,822.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include 'During the tax year, did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 during the year for political purposes?', and 'Did the foundation have at least \$5,000 in assets at any time during the year?'. Includes 'Yes' and 'No' columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, donor advised funds, public inspection requirements, and books in care of.

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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.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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)? Yes No

Organizations relying on a current notice regarding disaster assistance check here.

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SCULPTURE OWNED BY THE FOUNDATION WAS LOANED TO VARIOUS PUBLIC MUSEUMS FOR EXHIBITION	0
2	
3	
4	

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

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

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	4,988,818
b	Average of monthly cash balances.	1b	77,362
c	Fair market value of all other assets (see instructions).	1c	133,040
d	Total (add lines 1a, b, and c).	1d	5,199,220
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	5,199,220
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	77,988
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,121,232
6	Minimum investment return. Enter 5% of line 5.	6	256,062

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	256,062
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	428
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	428
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	255,634
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	255,634
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	255,634

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	280,872
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	280,872
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	428
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	280,444

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				255,634
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			3,044	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>280,872</u>				
a Applied to 2015, but not more than line 2a			3,044	
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 2016 distributable amount.				255,634
e Remaining amount distributed out of corpus	22,194			
5 Excess distributions carryover applied to 2016 (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	22,194			
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 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	22,194			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.	22,194			

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 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see 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
DONALD J DOUGLASS
200 PATTERSON NO 808
SAN ANTONIO, TX 78209
(210) 824-1149

b The form in which applications should be submitted and information and materials they should include
NONE-SPECIFIED

c Any submission deadlines
NONE

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	253,750
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
200 SHS ISHARES TR BARCLAYS 7-10 YR TREAS	P	2016-01-19	2016-08-19
800 SHS ORACLE CORP	P	2013-09-19	2016-01-06
MORGAN STANLEY ST COVERED	P	2015-07-27	2016-12-31
MORGAN STANLEY LT COVERED	P	2015-07-23	2016-08-16
25,000 BANK OF AMERICA BOND	P	2013-03-20	2016-03-22
25,000 VALE OVERSEAS BOND	P	2013-01-24	2016-09-23
FROM K-1 BLACKSTONE GROUP	P	2015-01-01	2016-12-31
FROM K-1 BLACKSTONE GROUP	P	2015-01-01	2016-12-31
MORGAN STANLEY CAP GAIN DISTRIBUTIONS	P	2015-01-01	2016-12-31
MORGAN STANLEY ST COVERED	P	2016-06-30	2016-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
22,343		21,590	753
28,570		27,241	1,329
20,000		20,000	0
10,000		10,000	0
25,000		25,000	0
25,468		25,334	134
396			396
97			97
286			286
85,757		98,412	-12,655

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
			753
			1,329
			0
			0
			0
			134
			396
			97
			286
			-12,655

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
MORGAN STANLEY LT COVERED	P	2015-01-01	2016-12-31
15 8 SHS ADVANSIX INC	P	2010-09-23	2016-12-28
128 SHS APPLE INC	P	2009-06-01	2016-12-28
24 SHS BLACKROCK INC	P	2011-11-16	2016-12-28
145 UNITS BLACKSTONE GROUP LP	P	2015-03-04	2016-12-28
96 SHS CHEVRON CORP	P	2013-04-30	2016-12-28
75 SHS CROWN CASTLE INTL CORP	P	2011-12-15	2016-12-28
56 SHS ESTEE LAUDER CO INC CL A	P	2013-03-28	2016-12-28
99 SHS HONEYWELL INTERNATIONAL INC	P	2010-09-23	2016-12-28
133 SHS JPMORGAN CHASE & CO	P	2009-05-13	2016-12-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
327,566		300,953	26,613
355		89	266
14,991		2,550	12,441
9,266		3,931	5,335
3,971		5,430	-1,459
11,363		11,675	-312
6,389		3,229	3,160
4,661		3,549	1,112
11,483		4,284	7,199
11,522		4,592	6,930

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
			26,613
			266
			12,441
			5,335
			-1,459
			-312
			3,160
			1,112
			7,199
			6,930

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
199 SHS ORACLE CORP	P	2008-08-12	2016-12-28
61 SHS PEPSICO INC	P	2002-07-29	2016-12-28
68 SHS SCHLUMBERGER LTD	P	2009-09-24	2016-12-28
178 SHS THERMO FISHER SCIENTIFIC	P	2012-03-13	2016-12-28
386 SHS VISA INC CL A	P	2010-04-15	2016-08-18
104 SHS WELLS FARGO & CO	P	2012-11-27	2016-12-28
728 SHS WILLIAMS CO INC	P	2013-03-28	2016-01-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7,706		5,121	2,585
6,403		2,538	3,865
5,781		4,332	1,449
26,854		10,091	16,763
30,931		9,114	21,817
5,765		3,405	2,360
14,751		22,998	-8,247

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
			2,585
			3,865
			1,449
			16,763
			21,817
			2,360
			-8,247

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
DONALD DOUGLASS 200 PATTERSON NO 808 SAN ANTONIO, TX 78209	PRESIDENT & DIRECTOR 1 00	1,000	0	0
DEBORAH K SAMUEL 200 PATTERSON NO 808 SAN ANTONIO, TX 78209	SECRETARY & DIRECTOR 24 00	94,100	0	0
LAUREL B DOUGLASS 23530 BELLINA DRIVE RICHMOND, TX 77406	DIRECTOR 1 00	1,000	0	0
JAMES DOUGLASS 23530 BELLINA DRIVE RICHMOND, TX 77406	DIRECTOR 1 00	0	0	0
MARYLEE D BROWNING 23530 BELLINA DRIVE RICHMOND, TX 77406	DIRECTOR 1 00	1,000	0	0
STANLEY L BLEND 2301 BROADWAY ST SAN ANTONIO, TX 78215	VICE PRESIDENT 1 00	0	0	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)				
a <i>Paid during the year</i>				
EPISCOPAL DIOCESE OF WEST TEXAS SCHOLARSHIP 111 TORCIDO SAN ANTONIO, TX 78209	N/A	PC	UNRESTRICTED GIFT	40,000
FREEDOM WORKS FOUNDATION 400 NORTH CAPITOL STREET NW SUITE 765 WASHINGTON, DC 20001	N/A	PC	UNRESTRICTED GIFT	25,000
MCNAY ART MUSEUM 6000 N NEW BRAUNFELS SAN ANTONIO, TX 78209	N/A	PC	UNRESTRICTED GIFT	10,000
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE AT 82ND STREET NEW YORK, NY 100280198	N/A	PC	BRYANT FELLOWS	10,000
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE AT 82ND STREET NEW YORK, NY 100280198	N/A	PC	PRE-DOC PROGRAM FOR JULIA MCHUGH	42,500
Total 3a ▶				253,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NEVER FORGOTTEN MINISTRIES 2707B HWY 16 WEST JACKSON, GA 30233	N/A	PC	UNRESTRICTED GIFT	500
SMITHSONIAN AMERICAN ART MUSEUM MRC 970 PO BOX 37012 WASHINGTON, DC 200137012	N/A	PC	UNRESTRICTED GIFT - ART FORUM	9,000
SMITHSONIAN AMERICAN ART MUSEUM MRC 970 PO BOX 37012 WASHINGTON, DC 200137012	N/A	PC	UNRSTRICED GIFT FOR PRE-DOC PROGRAM	35,000
SOUTHWEST SCHOOL OF ART 1201 NAVARRO SAN ANTONIO, TX 78205	N/A	PC	UNRESTRICTED GIFT	500
STANFORD BUSINESS SCHOOL FUND 655 KNIGHT WAY STANFORD, CA 94305	N/A	PC	UNRESTRICTED GIFT	3,000
Total ▶ 3a				253,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TEXAS BIOMEDICAL RESEARCH INSTITUTE PO BOX 760549 SAN ANTONIO, TX 782450549	N/A	PC	PRE-DOC PROGRAM	35,800
TEXAS BIOMEDICAL RESEARCH INSTITUTE PO BOX 760549 SAN ANTONIO, TX 782450549	N/A	PC	UNRESTRICTED GIFT	1,950
THE ELMENDORF COMMUNITY LIBRARY FOUNDATION 203 BEXAR AVENUE ELMENDORF, TX 78112	N/A	PC	UNRESTRICTED GIFT	1,000
UNIVERSITY OF TEXAS FOUNDATION PO BOX 250 AUSTIN, TX 78767	N/A	PC	UNRESTRICTED GIFT	5,000
UT HEALTH SAN ANTONIO CANCER CENTER 7979 WURZBACH RD SAN ANTONIO, TX 78229	N/A	PC	UNRESTRICTED GIFT	10,000
Total ▶ 3a				253,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UT HEALTH SCIENCE CENTER 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A	PC	PRESIDENT'S COUNCIL	2,500
UT HEALTH SCIENCE CENTER 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	N/A	PC	BARSHOP INSTITUTE	5,000
WORLD'S CHILDREN INTERNATIONAL PO BOX 2708 CORVALLIS, OR 973392708	N/A	PC	UNRESTRICTED GIFT	17,000
Total 				253,750
3a				

TY 2016 Accounting Fees Schedule**Name:** THE DOUGLASS FOUNDATION**EIN:** 74-2239830

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	11,390	8,543		2,847

TY 2016 Investments Corporate Bonds Schedule**Name:** THE DOUGLASS FOUNDATION**EIN:** 74-2239830

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MORGAN STANLEY #1777	24,961	24,866

TY 2016 Investments Corporate Stock Schedule**Name:** THE DOUGLASS FOUNDATION**EIN:** 74-2239830

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALAMO GROUP INC	506,154	4,843,347
DISCOVERY CURVE INC	19,800	19,800
TUTOGEN MEDICAL INC	8,339	46,214
MORGAN STANLEY # 1776	585,952	766,289
PERSHING #TFV-068660	31,884	4,796

TY 2016 Investments - Other Schedule**Name:** THE DOUGLASS FOUNDATION**EIN:** 74-2239830

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BLACKSTONE GROUP LP	AT COST	32,582	23,489

TY 2016 Other Assets Schedule**Name:** THE DOUGLASS FOUNDATION**EIN:** 74-2239830**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
BRONZE SCULPTURES	133,000	133,000	133,000

TY 2016 Other Decreases Schedule**Name:** THE DOUGLASS FOUNDATION**EIN:** 74-2239830

Description	Amount
PRIOR PERIOD ADJUSTMENT	580

TY 2016 Other Expenses Schedule**Name:** THE DOUGLASS FOUNDATION**EIN:** 74-2239830**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT EXPENSES	11,319	11,319		0

TY 2016 Other Income Schedule**Name:** THE DOUGLASS FOUNDATION**EIN:** 74-2239830**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM K-1 BLACKSTONE GROUP	390	345	390

TY 2016 Other Liabilities Schedule**Name:** THE DOUGLASS FOUNDATION**EIN:** 74-2239830

Description	Beginning of Year - Book Value	End of Year - Book Value
BANK OVERDRAFT	168,450	0

TY 2016 Taxes Schedule**Name:** THE DOUGLASS FOUNDATION**EIN:** 74-2239830

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	5,222	0		0

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors
▶ Attach to Form 990, 990-EZ, or 990-PF
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at
www.irs.gov/form990

OMB No 1545-0047
2016

Name of the organization
THE DOUGLASS FOUNDATION

Employer identification number
74-2239830

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹ 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled 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 totaling \$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 its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
THE DOUGLASS FOUNDATION

Employer identification number
74-2239830

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DOUGLASS CHARITABLE LEAD TRUST 330 ARGYLE AVE SAN ANTONIO, TX 78209	\$ 37,304	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	DOUGLASS CHARITABLE LEAD TRUST 330 ARGYLE AVE SAN ANTONIO, TX 78209	\$ 25	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization THE DOUGLASS FOUNDATION	Employer identification number 74-2239830
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Part II Noncash Property

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	716 SHARES ALAMO GROUP INC COMMON STOCK	\$ 37,304	2016-12-31
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization THE DOUGLASS FOUNDATION	Employer identification number 74-2239830
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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
_____	_____
_____	_____