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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE DAVIS FAMILY CHARITABLE FOUNDATION		A Employer identification number 05-6149205
	C/O JONATHAN G DAVIS & MARGOT T DAVIS		B Telephone number 617-451-1300
	Number and street (or P O box number if mail is not delivered to street address) 76 FERNWOOD ROAD		
	City or town, state, and ZIP code CHESTNUT HILL, MA 02467		C If exemption application is pending, check here ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,756,314.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
		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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	258,720.		N/A	
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	124.	124.		STATEMENT 1
4	Dividends and interest from securities	31,745.	31,745.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	15,743.			STATEMENT 3
b	Gross sales price for all assets on line 6a	2,550,498.			
7	Capital gain net income (from Part IV, line 2)		15,743.		
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	306,332.	47,612.		
13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 4	13,324.	0.		0.
b	Accounting fees STMT 5	1,390.	0.		0.
c	Other professional fees STMT 6	603.	603.		0.
17	Interest				
18	Taxes STMT 7	422.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 8	411.	0.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	16,150.	603.		0.
25	Contributions, gifts, grants paid	325,603.			325,603.
26	Total expenses and disbursements. Add lines 24 and 25	341,753.	603.		325,603.
27	Subtract line 26 from line 12	-35,421.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		47,009.		
c	Adjusted net income (if negative, enter -0-)			N/A	

SCANNED OCT 28 2010

Revenue

Operating and Administrative Expenses

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THE DAVIS FAMILY CHARITABLE FOUNDATION
C/O JONATHAN G DAVIS & MARGOT T DAVIS

05-6149205

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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		2,849.	95,716.	95,716.
	2	Savings and temporary cash investments		1,262,311.	1,249,217.	1,249,217.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	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 9	0.	1,693,711.	1,780,958.
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other	STMT 10	2,907,015.	1,098,110.	630,423.	
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		4,172,175.	4,136,754.	3,756,314.	
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		4,172,175.	4,136,754.		
30	Total net assets or fund balances		4,172,175.	4,136,754.		
31	Total liabilities and net assets/fund balances		4,172,175.	4,136,754.		

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	4,172,175.
2	Enter amount from Part I, line 27a	2	-35,421.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,136,754.
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	4,136,754.

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 338.7 DODGE & COX INTL STOCK FUND	P	06/24/09	08/07/09
b SPDR GOLD TR	P	06/24/09	12/31/09
c VANGUARD ST BOND INDEX FUND	P	06/24/09	10/30/09
d VANGUARD ST BOND INDEX FUND	P	06/24/09	12/07/09
e CAPITAL GAINS DIVIDENDS			

(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 9,740.		8,452.	1,288.
b 32.		30.	2.
c 344,965.		339,733.	5,232.
d 444,965.		436,540.	8,425.
e 796.			796.

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			1,288.
b			2.
c			5,232.
d			8,425.
e			796.

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	15,743.
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 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))
2008	727,666.	3,279,548.	.221880
2007	160,393.	1,248,744.	.128443
2006	59,625.	492.	121.189024
2005			
2004			

2 Total of line 1, column (d)	2	121.539347
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	40.513116
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,461,238.
5 Multiply line 4 by line 3	5	140,225,537.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	470.
7 Add lines 5 and 6	7	140,226,007.
8 Enter qualifying distributions from Part XII, line 4 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	8	325,603.

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)		1	940.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	940.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	940.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 1,381.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	1,381.
8 Enter any penalty for underpayment of estimated tax Check here ☐ 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	441.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	441. Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) MA		
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	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE	13	X	
14	The books are in care of ► JONATHAN G DAVIS Telephone no ► 617-451-1300 Located at ► 76 FERNWOOD ROAD, CHESTNUT HILL, MA ZIP+4 ► 02467			
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

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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 ☐ Yes ☒ No ☐ Yes ☒ No ☐ Yes ☒ No ☐ Yes ☒ No ☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► ☐	1b
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 2009?		1c
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ►	☐ Yes ☒ No	
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 2009 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 2009.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2009?		4b

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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

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
JONATHAN G. DAVIS	TRUSTEE			
76 FERNWOOD ROAD				
CHESTNUT HILL, MA 02467	0.00	0.	0.	0.
MARGOT T. DAVIS	TRUSTEE			
76 FERNWOOD ROAD				
CHESTNUT HILL, MA 02467	0.00	0.	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

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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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,308,910.
b	Average of monthly cash balances	1b	788,197.
c	Fair market value of all other assets	1c	416,840.
d	Total (add lines 1a, b, and c)	1d	3,513,947.
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	3,513,947.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	52,709.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,461,238.
6	Minimum investment return. Enter 5% of line 5	6	173,062.

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	173,062.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	940.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	940.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	172,122.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	172,122.
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	172,122.

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	325,603.
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	325,603.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	325,603.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				172,122.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				59,614.
d From 2007				98,543.
e From 2008				563,689.
f Total of lines 3a through e	721,846.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 325,603.				
a Applied to 2008, 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 2009 distributable amount				172,122.
e Remaining amount distributed out of corpus	153,481.			
5 Excess distributions carryover applied to 2009 (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	875,327.			
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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	875,327.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				59,614.
c Excess from 2007				98,543.
d Excess from 2008				563,689.
e Excess from 2009				153,481.

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 2009, 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			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 the instructions.)**1 Information Regarding Foundation Managers:**

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

SEE STATEMENT 11

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

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

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.

OMB No 1545-0047

2009

Name of the organization

THE DAVIS FAMILY CHARITABLE FOUNDATION
C/O JONATHAN G DAVIS & MARGOT T DAVIS

Employer identification number

05-6149205

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

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

THE DAVIS FAMILY CHARITABLE FOUNDATION
C/O JONATHAN G DAVIS & MARGOT T DAVIS

Employer identification number

05-6149205

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JONATHAN G. DAVIS 76 FERNWOOD ROAD CHESTNUT HILL, MA 02467	\$ 129,360.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	MARGOT T. DAVIS 76 FERNWOOD ROAD CHESTNUT HILL, MA 02467	\$ 129,360.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

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

SOURCE	AMOUNT
CHARLES SCHWAB A/C#7119-1291	2.
FIDELITY A/C#675-879894	122.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	124.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB A/C#7119-1291	885.	0.	885.
FIDELITY A/C#675-879894	31,656.	796.	30,860.
TOTAL TO FM 990-PF, PART I, LN 4	32,541.	796.	31,745.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 3

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
338.7 DODGE & COX INTL STOCK FUND		06/24/09	08/07/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,740.	8,452.	0.	0.	1,288.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SPDR GOLD TR		06/24/09	12/31/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
32.	30.	0.	0.	2.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VANGUARD ST BOND INDEX FUND		06/24/09	10/30/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
344,965.	339,733.	0.	0.	5,232.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VANGUARD ST BOND INDEX FUND	444,965.	436,540.	0.	0.	8,425.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MADOFF INVESTMENTS - RECEIPT OF SIPC PROCEEDS	500,000.	500,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MADOFF INVESTMENTS - RECEIPT OF SETTLEMENT PROCEEDS	1,250,000.	1,250,000.	0.	0.	0.

NET GAIN OR LOSS FROM SALE OF ASSETS	14,947.
CAPITAL GAINS DIVIDENDS FROM PART IV	796.
TOTAL TO FORM 990-PF, PART I, LINE 6A	15,743.

FORM 990-PF	LEGAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	13,324.	0.			0.
TO FM 990-PF, PG 1, LN 16A	13,324.	0.			0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING	1,390.	0.			0.
TO FORM 990-PF, PG 1, LN 16B	1,390.	0.			0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	603.	603.			0.
TO FORM 990-PF, PG 1, LN 16C	603.	603.			0.

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES PAID	422.	0.			0.
TO FORM 990-PF, PG 1, LN 18	422.	0.			0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANNUAL REPORT FEE	250.	0.		0.
BANK FEES	161.	0.		0.
TO FORM 990-PF, PG 1, LN 23	411.	0.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY INVESTMENTS-SEE STMT	1,693,711.	1,780,958.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,693,711.	1,780,958.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PROSPECT HARBOR LTD	COST	1,000,000.	532,313.
BERNARD MADOFF INVESTMENTS	COST	98,110.	98,110.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,098,110.	630,423.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	11
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NAME OF MANAGER

JONATHAN G. DAVIS
MARGOT T. DAVIS

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ANTI-DEFAMATION LEAGUE 40 COURT STREET BOSTON, MA 02108	CHARITABLE GIFT	PUBLIC CHARITY	2,500.
ASIAN COMMUNITY DEVELOPMENT 38 OAK STREET BOSTON, MA 02111	CHARITABLE GIFT	PUBLIC CHARITY	1,000.
AUSBON SARGENT LAND TRUST PO BOX 2040 NEW LONDON, NH 032572040	CHARITABLE GIFT	PUBLIC CHARITY	2,500.
BETWEEN THE LINES 25 KINGSTON ST. 4TH FLOOR BOSTON, MA 02111	CHARITABLE GIFT	PUBLIC CHARITY	500.
BRANDEIS UNIVERSITY PO BOX 549110 WALTHAM, MA 024549110	CHARITABLE GIFT	PUBLIC CHARITY	50,250.
BROOKLINE COMMUNITY FOUNDATION 40 WEBSTER PLACE BROOKLINE, MA 02445	CHARITABLE GIFT	PUBLIC CHARITY	1,000.
BROOKLINE COMMUNITY MENTAL HEALTH FOUNDATION 41 GARRISON ROAD BROOKLINE, MA 02445	CHARITABLE GIFT	PUBLIC CHARITY	500.
CHILDREN'S HOSPITAL MEDICAL CENTER 300 LONGWOOD AVENUE BOSTON, MA 02115	CHARITABLE GIFT	PUBLIC CHARITY	33,333.

THE DAVIS FAMILY CHARITABLE FOUNDATION C

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CLEAN POWER NOW 569 MAIN STREET HYANNIS, MA 02601	CHARITABLE GIFT	PUBLIC CHARITY	25,000.
CONSERVATION LAW FOUNDATION 62 SUMMER STREET BOSTON, MA 02110	CHARITABLE GIFT	PUBLIC CHARITY	75,000.
CROHN'S & COLITIS FOUNDATION 386 PARK AVENUE SOUTH NEW YORK, NY 10016	CHARITABLE GIFT	PUBLIC CHARITY	4,000.
DANA FARBER MARATHON 10 BROOKLINE PLACE WEST BROOKLINE, MA 02445	CHARITABLE GIFT	PUBLIC CHARITY	1,000.
FRIENDS OF THE MEEI 243 CHARLES STREET BOSTON, MA 02114	CHARITABLE GIFT	PUBLIC CHARITY	1,500.
GATEWAYS 333 NAHANTON STREET NEWTON, MA 02459	CHARITABLE GIFT	PUBLIC CHARITY	1,800.
GREATER BOSTON LEGAL SERVICES 197 FRIEND STREET BOSTON, MA 02114	CHARITABLE GIFT	PUBLIC CHARITY	5,000.
HADASSAH 2001 BEACON STREET BRIGHTON, MA 02135	CHARITABLE GIFT	PUBLIC CHARITY	5,000.
HORIZONS FOR HOMELESS CHILDREN 1705 COLUMBUS AVE ROXBURY, MA 02119	CHARITABLE GIFT	PUBLIC CHARITY	2,500.
JCDS 57 STANLEY AVE WATERTOWN, MA 02472	CHARITABLE GIFT	PUBLIC CHARITY	5,000.

JEWISH COMMUNITY CENTER 333 NAHANTON STREET NEWTON, MA 02459	CHARITABLE GIFT	PUBLIC CHARITY	2,500.
JEWISH COMMUNITY HOUSING FOR THE ELDERLY 30 WALLINGFORD ROAD BRIGHTON, MA 02135	CHARITABLE GIFT	PUBLIC CHARITY	10,000.
JEWISH FAMILY SERVICE 185 FREEMAN STREET BROOKLINE, MA 02446	CHARITABLE GIFT	PUBLIC CHARITY	2,000.
JEWISH VOCATIONAL SERVICES 105 CHAUNCY STREET BOSTON, MA 02111	CHARITABLE GIFT	PUBLIC CHARITY	2,500.
JEWITH FAMILY & CHILDREN'S SERVICE 1430 MAIN STREET WALTHAM, MA 02451	CHARITABLE GIFT	PUBLIC CHARITY	8,000.
LAKE SUNAPEE PROTECTIVE ASSOCIATION 63 MAIN STREET SUNAPEE, NH 03782	CHARITABLE GIFT	PUBLIC CHARITY	22,000.
LIGHT BOSTON 139A CHARLES STREET BOSTON, MA 02108	CHARITABLE GIFT	PUBLIC CHARITY	1,000.
MASSACHUSETTS GENERAL HOSPITAL 55 FRUIT STREET BOSTON, MA 02114	CHARITABLE GIFT	PUBLIC CHARITY	7,500.
MASSACHUSETTS HOUSING 25 KINGSTON STREET BOSTON, MA 02111	CHARITABLE GIFT	PUBLIC CHARITY	1,000.
NATIONAL PANCREAS FOUNDATION 101 FEDERAL STREET BOSTON, MA 02110	CHARITABLE GIFT	PUBLIC CHARITY	1,500.

THE DAVIS FAMILY CHARITABLE FOUNDATION C

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NATURAL RESOURCES DEFENSE 40 WEST 20TH STREET NEW YORK, NY 10011	CHARITABLE GIFT	PUBLIC CHARITY	1,250.
PARK SCHOOL 171 GODDARD AVENUE BROOKLINE, MA 02445	CHARITABLE GIFT	PUBLIC CHARITY	7,500.
PMC - JIMMY FUND 10 BROOKLINE PLACE WEST BROOKLINE, MA 02445	CHARITABLE GIFT	PUBLIC CHARITY	7,500.
SAVE THE CHILDREN 54 WILTON ROAD WESTPORT, CT 06880	CHARITABLE GIFT	PUBLIC CHARITY	10,000.
SILENT SPRING INSTITUTE 29 CRAFTS STREET NEWTON, MA 02458	CHARITABLE GIFT	PUBLIC CHARITY	500.
TENACITY, INC. 367 WESTERN AVE BRIGHTON, MA 02135	CHARITABLE GIFT	PUBLIC CHARITY	2,220.
THE FELLOWS PO BOX 276, 456 ROUTE 103A NEWBURY, NH 03255	CHARITABLE GIFT	PUBLIC CHARITY	1,000.
THE POSSE FOUNDATION 45 FRANKLIN STREET BOSTON, MA 02110	CHARITABLE GIFT	PUBLIC CHARITY	1,000.
THE SOCIETY OF ARTS & CRAFTS 175 NEWBURY STREET BOSTON, MA 02116	CHARITABLE GIFT	PUBLIC CHARITY	500.
UNITED WAY OF MASSACHUSETTS 245 SUMMER STREET BOSTON, MA 02210	CHARITABLE GIFT	PUBLIC CHARITY	12,500.

THE DAVIS FAMILY CHARITABLE FOUNDATION C

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URBAN IMPROV 670 CENTRE STREET JAMAICA PLAIN, MA 02130	CHARITABLE GIFT	PUBLIC CHARITY	1,000.
WESTOVER SCHOOL PO BOX 847, 1237 WHITTEMORE ROAD MIDDLEBURY, CT 067620847	CHARITABLE GIFT	PUBLIC CHARITY	3,000.
YEAR UP 93 SUMMER STREET BOSTON, MA 02110	CHARITABLE GIFT	PUBLIC CHARITY	1,250.
YOUTH SERVICE PROVIDERS 115 WARREN STREET ROXBURY, MA 02119	CHARITABLE GIFT	PUBLIC CHARITY	1,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

325,603.

Davis Family Charitable Foundation

Holdings (Symbol) as of December 31, 2009	Performance December 31, 2009	Quantity December 31, 2009	Price per Unit December 31, 2009	Total Cost Basis	Total Value December 31, 2009
Stocks					
BARCLAYS BK PLC IPATH INDEX LKD SECS		3,744,000	\$42.260	\$148,303.77	\$158,221.44
TO DOW JONES AIG COMMODITY INDEX					
TOTAL RETURN (DJP)					
ISHARES TR MSCI EMERGING MKTS		2,765,000	41.500	102,248.15	114,747.50
INDEX FD (EEM)					
ISHARES TR RUSSELL 2000 VALUE		550,000	58.040	30,011.16	31,922.00
INDEXED FUNDS					
SPDR GOLD TR GOLD SHS (GLD)		402,000	107.310	42,907.13	43,138.62
SPDR SER TR LEHMAN INTL TREAS BD ETF (BWX)		695,000	56.830	39,608.65	39,496.85
Mutual Funds					
FIDELITY ADVISOR SMALL CAP CL I (FSCIX)		1,912,280	22.980	39,999.00	43,944.19
SPARTAN 500 INDEX FID ADVANTAGE CLASS (FSMAX)		4,959,482	76.920	351,625.07	381,483.36
FIDELITY LOW PRICED STOCK (FLPSX)		3,713,141	31.940	106,841.92	118,597.72
FIDELITY US GOVT RESERVES (FGRXX)	7-day Yield: 0.01%	9,204,870	1.000	9,204.87	9,204.87
ALLIANZ NFJ SMALL CAP VALUE CLASS D (PNVDX)		522,394	23.730	10,078.76	12,396.40
ARTISAN INTL VALUE FUND INV CL (ARTKX)		1,867,543	23.100	40,687.26	43,140.24
BLACKROCK INTL OPPORT SVC CLASS (BRESX)		1,220,726	30.590	36,053.22	37,342.00
DODGE & COX INTERNATL STOCK FUND (DODFX)		1,181,567	31.850	34,841.48	37,632.90
FIRST EAGLE OVERSEAS CLASS A (SGOVX)		3,695,810	19.460	70,758.95	71,920.46
LOOMIS SAYLES INVST GRADE BOND CL Y (LSIIX)		11,980,457	11.680	135,358.51	139,931.73
PIMCO TOTAL RETURN CLASS D (PTTDX)		18,922,944	10.800	203,496.15	204,367.79
T ROWE PRICE INTL DISCOVERY FUND (PRIDX)		1,168,639	36.950	40,530.99	43,181.21
VANGUARD SHORT TERM BD INDEX SIGNAL SHRS (VBSSX)		6,995,430	10.420	72,188.53	72,892.38
VANGUARD GNMA (VFIIX)		1,902,239	10.640	20,166.56	20,239.82
VANGUARD LONG TERM US TREASURY (VUSTX)		4,324,933	10.900	50,457.63	47,141.76
VANGUARD INFLATION PROCTED SEC ADM CL (VAIPX)		4,450,900	24.650	108,343.43	109,714.68

11693,710.73

1780657.92