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

2009

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 SCOTT & SUSAN DAVIDSON FDN INC.		A Employer identification number 13-4088730	
	Number and street (or P O box number if mail is not delivered to street address) C/O M H DAVIDSON & CO 65 EAST 55TH ST		Room/suite 19TH	
City or town, state, and ZIP code NEW YORK, NY 10022		B Telephone number 212-446-4080		
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		C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 2,992,164.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
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	
Revenue	1 Contributions, gifts, grants, etc., received		N/A	
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments	49,899.	49,260.	STATEMENT 2
	4 Dividends and interest from securities	15,281.	15,171.	STATEMENT 3
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	122,494.		STATEMENT 1
	7 Capital gain net income (from Part IV, line 2)		120,142.	
	8 Net short-term capital gain			
	9 Income modifications Gross sales less returns and allowances			
	b Less Cost of goods sold			
	c Gross profit or (loss)			
11 Other income	<17,076.>	<17,814.>	STATEMENT 4	
12 Total Add lines 1 through 11	170,598.	166,759.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.	0.	
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	STMT 5	16,500.	8,250.	
c Other professional fees			0.	
17 Interest	STMT 6	13,599.	13,409.	
18 Taxes		22,087.	1,274.	
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	STMT 7	19,597.	18,418.	
24 Total operating and administrative expenses Add lines 13 through 23		71,783.	41,351.	
25 Contributions, gifts, grants paid		128,716.	128,716.	
26 Total expenses and disbursements Add lines 24 and 25		200,499.	41,351.	
27 Subtract line 26 from line 12		<29,901.>		
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		125,408.		
c Adjusted net income (if negative, enter -0-)			N/A	

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
	1 Cash - non-interest-bearing		20,422.	17,085.	17,085.
	2 Savings and temporary cash investments		1,600,996.	1,453,641.	1,453,641.
	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	STMT 8	93,578.	93,578.	106,949.
	b Investments - corporate stock	STMT 9	344,145.	348,569.	187,969.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 10	1,038,453.	1,158,131.	1,223,446.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►	STATEMENT 11)	0.	3,074.	3,074.
	16 Total assets (to be completed by all filers)		3,097,594.	3,074,078.	2,992,164.
	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.	
	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		1,525,854.	1,525,854.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		1,571,740.	1,548,224.	
	30 Total net assets or fund balances		3,097,594.	3,074,078.	
	31 Total liabilities and net assets/fund balances		3,097,594.	3,074,078.	

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	3,097,594.
2 Enter amount from Part I, line 27a	2	<29,901.>
3 Other increases not included in line 2 (itemize) ► <u>FEDERAL TAX REFUND</u>	3	7,829.
4 Add lines 1, 2, and 3	4	3,075,522.
5 Decreases not included in line 2 (itemize) ► <u>UNREALIZED GAIN</u>	5	1,444.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,074,078.

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			2,352.		120,142.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					120,142.
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		120,142.
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	86,914.	2,612,223.	.033272
2007	54,470.	2,733,544.	.019927
2006	116,990.	2,412,103.	.048501
2005	79,659.	2,204,112.	.036141
2004	162,943.	1,849,195.	.088116

2 Total of line 1, column (d)

2 .225957

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 .045191

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 2,941,902.

5 Multiply line 4 by line 3

5 132,947.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 1,254.

7 Add lines 5 and 6

7 134,201.

8 Enter qualifying distributions from Part XII, line 4

8 129,470.

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 ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)
1	2,508.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b
2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)
3	2,508.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)
3	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)
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
b	Exempt foreign organizations - tax withheld at source
c	Tax paid with application for extension of time to file (Form 8868)
d	Backup withholding erroneously withheld
6a	6,000.
6b	
6c	
6d	
7	Total credits and payments Add lines 6a through 6d
7	6,000.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached
8	41.
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	3,451.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ► 3,451. Refunded ► 0.

Part VII-A | Statements Regarding Activities

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?	Yes	No
1a		X	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		
1b		X	
1c	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.		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		
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? <i>If "Yes," attach a conformed copy of the changes</i>		
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?		
4b		X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		
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? <i>If "Yes," complete Part II, col (c), and Part XV</i>		
7		X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► NY		
8b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>		
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		
9		X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		
10		X	

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
14 The books are in care of ► SCOTT E. DAVIDSON Telephone no ► 212-446-4080 Located at ► 65 EAST 55TH STREET, 19TH FLOOR, NEW YORK, NY ZIP+4 ► 10022		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► 15 N/A and enter the amount of tax-exempt interest received or accrued during the year		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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	►
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	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	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 2009?	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 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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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
SCOTT E. DAVIDSON C/O M.H. DAVIDSON & CO 65 EAST 55TH S NEW YORK, NY 10022	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
SUSAN DAVIDSON C/O M.H. DAVIDSON & CO 65 EAST 55TH S NEW YORK, NY 10022	SECRETARY/DIRECTOR 0.00	0.	0.	0.
STEPHEN DOWICZ C/O M.H. DAVIDSON & CO 65 EAST 55TH S NEW YORK, NY 10022	SECRETARY/DIRECTOR 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		
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	1a	287,423.
a Average monthly fair market value of securities	1b	1,598,542.
b Average of monthly cash balances	1c	1,100,738.
c Fair market value of all other assets	1d	2,986,703.
d Total (add lines 1a, b, and c)		
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	2,986,703.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	44,801.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,941,902.
6 Minimum investment return Enter 5% of line 5	6	147,095.

Part XI Distributable Amount (see instructions) (Section 4942(l)(3) and (l)(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	147,095.
2a Tax on investment income for 2009 from Part VI, line 5	2a	2,508.
b Income tax for 2009 (This does not include the tax from Part VI)	2b	329.
c Add lines 2a and 2b	2c	2,837.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	144,258.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	144,258.
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	144,258.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	129,470.
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b Program-related investments - total from Part IX-B	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3 Amounts set aside for specific charitable projects that satisfy the	3b	
a Suitability test (prior IRS approval required)	4	129,470.
b Cash distribution test (attach the required schedule)	5	0.
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	129,470.
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		
6 Adjusted qualifying distributions Subtract line 5 from line 4		

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				144,258.
2 Undistributed income, if any, as of the end of 2009			126,926.	
a Enter amount for 2008 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 129,470.			126,926.	
a Applied to 2008, but not more than line 2a				
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				2,544.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				
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	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XV **Supplementary Information (continued)**

3 Grants and Contributions Paid During the Year or Approved for Future Payment

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
a Paid during the year				
SEE STATEMENT 13				
Total			► 3a	128,716.
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) Exclu- sion 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	900000	639. 14		49,260.	
4 Dividends and interest from securities	900000	110. 14		15,171.	
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	900000	738. 18		<17,814.>	
8 Gain or (loss) from sales of assets other than inventory	900000	2,352. 14		120,142.	
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)		3,839.		166,759.	0.
13 Total Add line 12, columns (b), (d), and (e)				13	170,598.
(See worksheet in line 13 instructions to verify calculations)					

Relationship of Activities to the Accomplishment of Exempt Purposes

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ►
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ►

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for *Chancery & Nonprofits*

Type or print	Name of Exempt Organization	Employer identification number
	THE SCOTT & SUSAN DAVIDSON FDN INC.	13-4088730
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions C/O M H DAVIDSON & CO 65 EAST 55TH ST, NO. 19TH	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10022	

Check type of return to be filed (file a separate application for each return)

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

SCOTT E. DAVIDSON

• The books are in the care of ► **65 EAST 55TH STREET, 19TH FLOOR - NEW YORK, NY 10022**
Telephone No ► **212-446-4080** FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3 month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► calendar year **2009** or
► tax year beginning , and ending

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	6,000.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	0.
c	Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	6,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ►

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).		
Type or print	Name of Exempt Organization	Employer identification number
File by the extended due date for filing the return. See instructions	THE SCOTT & SUSAN DAVIDSON FDN INC.	13-4088730
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O M H DAVIDSON & CO 65 EAST 55TH ST, NO. 19	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10022	

Check type of return to be filed (File a separate application for each return):

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 5227	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-BL	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 6069	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

SCOTT E. DAVIDSON

- The books are in the care of ► 65 EAST 55TH STREET, 19TH FLOOR - NEW YORK, NY 10022
Telephone No. ► 212-446-4080 FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until NOVEMBER 15, 2010.
- For calendar year 2009, or other tax year beginning _____, and ending _____.
- If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- State in detail why you need the extension

ADDITIONAL INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN HAS YET NOT BEEN RECEIVED BY THE TAXPAYER.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ 6,000.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$ 6,000.
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete and that I am authorized to prepare this form.

Signature ►  Title ► C.P.A.

Date ► 8/2/10

Form 8868 (Rev. 4-2009)

823832
05-26-09

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box ►
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ►

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/file and click on e-file for Charities & Nonprofits.

Type or print	Name of Exempt Organization	Employer identification number
	THE SCOTT & SUSAN DAVIDSON FDN INC.	13-4088730
File by the due date for filing your return. See Instructions	Number, street, and room or suite no. If a P.O. box, see instructions. C/O M H DAVIDSON & CO 65 EAST 55TH ST, NO. 19TH	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10022	

Check type of return to be filed (file a separate application for each return):

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

SCOTT E. DAVIDSON

- The books are in the care of ► **65 EAST 55TH STREET, 19TH FLOOR - NEW YORK, NY 10022**
Telephone No ► **212-446-4080** FAX No. ►
- If this organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **NOVEMBER 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► calendar year **2009** or
► tax year beginning , and ending
- 2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See Instructions. **3a \$ 5,715.**
- b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit **3b \$ 2,715.**
- c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See Instructions **3c \$ 3,000.**

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 4-2009)

823831
05-26-09

THE SCOTT & SUSAN DAVIDSON FDN INC.

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.)
a THRU M.H. DAVIDSON & CO		VARIOUS	VARIOUS
b THRU M.H. DAVIDSON & CO		VARIOUS	VARIOUS
c UBTI TAXED ON 990-T THRU M.H. DAVIDSON & CO		VARIOUS	VARIOUS
d UBTI TAXED ON 990-T THRU M.H. DAVIDSON & CO		VARIOUS	VARIOUS
e THRU MHD MANAGEMENT CO		VARIOUS	VARIOUS
f THRU MHD MANAGEMENT CO		VARIOUS	VARIOUS
g UBTI TAXED ON 990-T THRU MHD MANAGEMENT CO		VARIOUS	VARIOUS
h UBTI TAXED ON 990-T THRU MHD MANAGEMENT CO		VARIOUS	VARIOUS
i UBTI TAXED ON 990-T THRU DAVIDSON KEMPER CAPITAL		VARIOUS	VARIOUS
j UBTI TAXED ON 990-T THRU DAVIDSON KEMPER CAPITAL		VARIOUS	VARIOUS
k CASH IN LIEU		VARIOUS	VARIOUS
l SECTION 1231 - THRU K-1S		VARIOUS	VARIOUS
m SECTION 1256 - THRU K-1S		VARIOUS	VARIOUS
n UBTI TAXED ON 990-T SECTION 1231		VARIOUS	VARIOUS
o UBTI TAXED ON 990-T SECTION 1256		VARIOUS	VARIOUS
(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			129,478.
b			<29,557. >
c			2,662.
d			<608. >
e			32,992.
f			<12,214. >
g			508.
h			<188. >
i			<12. >
j			1.
k			5.
l			<779. >
m			89.
n			<13. >
o			2.
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			129,478.
b			<29,557. >
c			2,662.
d			<608. >
e			32,992.
f			<12,214. >
g			508.
h			<188. >
i			<12. >
j			1.
k			5.
l			<779. >
m			89.
n			<13. >
o			2.
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	

THE SCOTT & SUSAN DAVIDSON FDN INC.

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 PSINET INC			VARIOUS	VARIOUS
b UBI CAPITAL GAINS/LOSSES PICKED UP ON 990-T			VARIOUS	VARIOUS
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				
(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			128.	
b		2,352.	<2,352.>	
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) FMV as of 12/31/69	
(j) Adjusted basis as of 12/31/69			(k) Excess of col (i) over col (j), if any	
			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")	
a			128.	
b			<2,352.>	
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				
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	120,142.
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

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	PURCHASED	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
THRU M.H. DAVIDSON & CO				VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	129,478.

(A) DESCRIPTION OF PROPERTY	PURCHASED	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
THRU M.H. DAVIDSON & CO				VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	<29,557.>

(A) DESCRIPTION OF PROPERTY	PURCHASED	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
				VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	2,662.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER	DATE
				ACQUIRED PURCHASED	ACQUIRED VARIOUS
	0.	0.	0.	0.	<608. >

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER	DATE
				ACQUIRED PURCHASED	ACQUIRED VARIOUS
THRU MHD MANAGEMENT CO	0.	0.	0.	0.	32,992.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER	DATE
				ACQUIRED PURCHASED	ACQUIRED VARIOUS
THRU MHD MANAGEMENT CO	0.	0.	0.	0.	<12,214. >

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER	DATE
				ACQUIRED PURCHASED	ACQUIRED VARIOUS
	0.	0.	0.	0.	508.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	PURCHASED	VARIOUS			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	0.	<188.>

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	PURCHASED	VARIOUS			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	0.	<12.>

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	PURCHASED	VARIOUS			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	0.	1.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	PURCHASED	VARIOUS			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
CASH IN LIEU					
0.	0.	0.	0.	0.	5.

(A) DESCRIPTION OF PROPERTY		PURCHASED	MANNER	DATE
			ACQUIRED	ACQUIRED
SECTION 1231 - THRU K-1S			VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E)	(F)
			DEPREC.	GAIN OR LOSS
0.	0.	0.	0.	<779.>

(A) DESCRIPTION OF PROPERTY		PURCHASED	MANNER	DATE
			ACQUIRED	ACQUIRED
SECTION 1256 - THRU K-1S			VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E)	(F)
			DEPREC.	GAIN OR LOSS
0.	0.	0.	0.	89.

(A) DESCRIPTION OF PROPERTY		PURCHASED	MANNER	DATE
			ACQUIRED	ACQUIRED
UBTI TAXED ON 990-T SECTION 1231			VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E)	(F)
			DEPREC.	GAIN OR LOSS
0.	0.	0.	0.	<13.>

(A) DESCRIPTION OF PROPERTY		PURCHASED	MANNER	DATE
			ACQUIRED	ACQUIRED
UBTI TAXED ON 990-T SECTION 1256			VARIOUS	VARIOUS

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

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER	DATE
				ACQUIRED	ACQUIRED
PSINET INC				PURCHASED	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	128.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER	DATE
				ACQUIRED	ACQUIRED
				PURCHASED	VARIOUS

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

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	122,494.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS	STATEMENT	2
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SOURCE	AMOUNT
BEAR, STEARNS & CO., INC	4,005.
JP MORGAN CHASE BANK, N.A.	2.
THRU M.H. DAVIDSON & CO	30,893.
THRU MHD MANAGEMENT CO	14,360.
MANAGEMENT	53.
	439.
	147.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	49,899.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BEAR, STEARNS & CO., INC	6,520.	0.	6,520.
THRU M.H. DAVIDSON & CO	5,525.	0.	5,525.
THRU MHD MANAGEMENT CO	3,126.	0.	3,126.
DAVIDSON & CO	78.	0.	78.
MANAGEMENT CO	32.	0.	32.
TOTAL TO FM 990-PF, PART I, LN 4	15,281.	0.	15,281.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
THRU M.H. DAVIDSON	<18,734.>	<18,734.>	
	<266.>	0.	
	<3,504.>	<3,504.>	
	<36.>	0.	
KEMPER CAPITAL MANAGEMENT	1,040.	0.	
THRU ICAHN ENTERPRISES	4,424.	4,424.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<17,076.>	<17,814.>	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	16,500.	8,250.		0.
TO FORM 990-PF, PG 1, LN 16B	16,500.	8,250.		0.

FORM 990-PF	TAXES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX	13,813.	0.		0.
NYS TAX	7,000.	0.		0.
FOREIGN TAX PAID	1,274.	1,274.		0.
TO FORM 990-PF, PG 1, LN 18	22,087.	1,274.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NY DEPT OF LAW	500.	0.		500.
BANK FEES	254.	0.		254.
PROCESSING FEES	400.	400.		0.
PORTFOLIO DEDUCTIONS THRU M.H. DAVIDSON & CO	7,403.	7,403.		0.
PORTFOLIO DEDUCTIONS THRU M.H. DAVIDSON & CO UBTI				
TAXED	105.	0.		0.
PORTFOLIO DEDUCTIONS THRU MHD MANAGEMENT CO	10,615.	10,615.		0.
PORTFOLIO DEDUCTIONS THRU MHD MANAGEMENT UBTI TAXED	109.	0.		0.
NDE DEDUCTIONS THRU DAVIDSON KEMPER CAPITAL MGMT UBTI				
TAXED	211.	0.		0.
TO FORM 990-PF, PG 1, LN 23	19,597.	18,418.		754.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
100,000 UNITS US TREASURY NOTE 4% DUE 2/15/2014	X		93,578.	106,949.
TOTAL U.S. GOVERNMENT OBLIGATIONS			93,578.	106,949.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			93,578.	106,949.

FORM 990-PF	CORPORATE STOCK	STATEMENT 9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PROGRESSIVE ENERGY RIGHTS	16,296.	5,820.
ICAHN ENTERPRISES, LP F/K/A AMERICAN R/E		
PARTNERS	76,312.	76,108.
COMDISCO HOLDING CO	68,347.	26,340.
USG CORP NEW	55,220.	14,050.
PARMALAT SPA	132,394.	65,651.
TOTAL TO FORM 990-PF, PART II, LINE 10B	348,569.	187,969.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
M.H. DAVIDSON & CO	COST	778,492.	884,342.
MHD MANAGEMENT CO	COST	337,759.	330,290.
DAVIDSON KEMPER CAPITAL MGMT, LLC	COST	41,880.	8,814.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,158,131.	1,223,446.

FORM 990-PF

OTHER ASSETS

STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DISTRIBUTION RECEIVABLE	0.	3,074.	3,074.
TO FORM 990-PF, PART II, LINE 15	0.	3,074.	3,074.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 12

NAME OF MANAGER

SCOTT E. DAVIDSON
SUSAN DAVIDSON

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
DEERWOOD FOUNDATION 213 SOUTH STREET PORTSMOUTH, NH 03801	NONE UNRESTRICTED GRANT FOR EXEMPT PURPOSES		2,000.
HACKLEY SCHOOL 293 BENEDICT AVENUE TARRYTOWN, NY 10591	NONE UNRESTRICTED GRANT FOR EXEMPT PURPOSES		5,000.
KARE KITS 2248 WAST 7TH AVE VANCOUVER, CANADA	NONE UNRESTRICTED GRANT FOR EXEMPT PURPOSES		7,500.
MEMORIAL SLOAN KETTERING 1275 YORK AVENUE NEW YORK, NY 10065	NONE UNRESTRICTED GRANT FOR EXEMPT PURPOSES		10,000.
MOUNT SINAI MEDICAL CENTER ONE GUDTAVE L LEVY PLACE NEW YORK, NY 10029	NONE UNRESTRICTED GRANT FOR EXEMPT PURPOSES		
RYE COUNTY DAY SCHOOL CEDAR STREET RYE, NY 10580	NONE UNRESTRICTED GRANT FOR EXEMPT PURPOSES		100.
RYE COUNTY DAY SCHOOL CEDAR STREET RYE, NY 10580	NONE UNRESTRICTED GRANT FOR EXEMPT PURPOSES		7,500.
RYE PRESBYTERIAN CHURCH 882 BOSTON POST RD RYE, NY 10580	NONE UNRESTRICTED GRANT FOR EXEMPT PURPOSES		20,000.

THROUGH K-1'S

NONE
UNRESTRICTED GRANT FOR
EXEMPT PURPOSES

616.

THE CARVER CENTER
400 WESTCHESTER AVENUE PORT
CHESTER, NY 10573NONE
UNRESTRICTED GRANT FOR
EXEMPT PURPOSES

5,000.

MUSEUM OF THE CITY OF NY
1220 FIFTH AVENUE NEW YORK, NY
10029NONE
UNRESTRICTED GRANT FOR
EXEMPT PURPOSES

2,500.

KIDNEY AND UROLOGY FDN
152 MADISON AVE NEW YORK, NY
10016NONE
UNRESTRICTED GRANT FOR
EXEMPT PURPOSES

2,500.

LEHIGH UNIVERSITY
27 MEMORIAL DRIVE W BETHLEHEM ,
PA 18015NONE
UNRESTRICTED GRANT FOR
EXEMPT PURPOSES

10,000.

HUDSON GUILD
441 W 26TH STREET NEW YORK, NY
10001NONE
UNRESTRICTED GRANT FOR
EXEMPT PURPOSES

5,000.

THE CARVER CENTER
400 WESTCHESTER AVENUE PORT
CHESTER, NY 10573NONE
UNRESTRICTED GRANT FOR
EXEMPT PURPOSES

5,000.

UNIVERSITY OF MIAMI
CORAL GABLES, FL 33124NONE
UNRESTRICTED GRANT FOR
EXEMPT PURPOSES

5,000.

ROBIN HOOD
826 BROADWAY NEW YORK, NY 10003NONE
UNRESTRICTED GRANT FOR
EXEMPT PURPOSES

25,000.

TOMORROWS CHILDREN'S FUND
30 PROSPECT AVE HACKENSACK, NJ
07601NONE
UNRESTRICTED GRANT FOR
EXEMPT PURPOSES

15,000.

THE SCOTT & SUSAN DAVIDSON FDN INC.

13-4088730

RYE FREE READING ROOM
1601 BOSTON POST RD RYE, NY
10580

NONE
UNRESTRICTED GRANT FOR
EXEMPT PURPOSES

1,000.

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

128,716.