Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation: THE DAVIS HILL FOUNDATION, INC.

A Employer identification number: 20-5927078

Number and street (or P O box number if mail is not delivered to street address): C/O ERICA JONG, 150 EAST 69TH STREET

Room/suite: 27G

B Telephone number (see page 10 of the instructions): ( ) -

City or town, state, and ZIP code: NEW YORK, NY 10021-5722

C If exemption application is pending check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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 ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 576,201.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) ________
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts grants etc received (attach schedule)	3,537.			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	16.	16.		ATCH 1
	4	Dividends and interest from securities	18,124.	18,124.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	6,995.			
	b	Gross sales price for all assets on line 6a 87,760.				
	7	Capital gain net income (from Part IV, line 2)		6,995.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	34.			ATCH 3
	12	**Total** Add lines 1 through 11	28,706.	25,135.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 4	4,200.	2,100.	0.	2,100.
	c	Other professional fees (attach schedule) *	2,500.	1,250.		1,250.
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) **	346.	346.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 7	1,473.	1,248.		225.
	24	**Total operating and administrative expenses** Add lines 13 through 23	8,519.	4,944.	0.	3,575.
	25	Contributions, gifts, grants paid	33,640.			33,640.
	26	**Total expenses and disbursements** Add lines 24 and 25	42,159.	4,944.	0.	37,215.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-13,453.			
	b	**Net investment income** (if negative, enter -0-)		20,191.		
	c	**Adjusted net income** (if negative, enter -0-)				

RECEIVED
JUL 12 2011
OGDEN, UT
394 IRS-OSC

SCANNED JUL 14 2011

For Paperwork Reduction Act Notice, see page 30 of the instructions *ATCH 5 JSA ** ATCH 6

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	6,465.	-4,155.	-4,155.
	2	Savings and temporary cash investments	19,873.	1,358.	1,358.
	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 (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	338,673.	341,674.	288,362.
	c	Investments - corporate bonds (attach schedule)	265,765.	278,446.	290,636.
	11	Investments - land buildings and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land buildings and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also see page 1, item I)	630,776.	617,323.	576,201.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)		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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings accumulated income endowment or other funds	630,776.	617,323.	
	30	Total net assets or fund balances (see page 17 of the instructions)	630,776.	617,323.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	630,776.	617,323.	

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	630,776.
2	Enter amount from Part I, line 27a	2	-13,453.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	617,323.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	617,323.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

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 6,995.

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) (see pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8 . . . 3

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	33,261.	425,389.	0.078190
2008	7,743.	448,177.	0.017277
2007	26,949.	459,677.	0.058626
2006	0.	0.	0.000000
2005			

2	Total of line 1, column (d) . . .	2	0.154093
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	0.038523
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 . . .	4	556,794.
5	Multiply line 4 by line 3 . . .	5	21,449.
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	202.
7	Add lines 5 and 6 . . .	7	21,651.
8	Enter qualifying distributions from Part XII, line 4 . . .	8	37,215.

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	202.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	202.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-			5	202.
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a			
b	Exempt foreign organizations-tax withheld at source	6b	0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c	250.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	250.
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	48.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 48. **Refunded** ▶			11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ __________ (2) On foundation managers ▶ $ __________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ __________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes" attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1 000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c) and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ NY,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No" attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the 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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ COHEN & SCHAEFFER, PC Telephone no ▶ 212-972-6490

Located at ▶ 420 LEXINGTON AVE., SUITE 2450 NEW YORK, NY ZIP + 4 ▶ 10170

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance *(see page 22 of the instructions)*?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions)	2b		X
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 2010 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 2010)*	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 2010?	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)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? — 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? ☐ 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? — 7b

		Yes	No
5b			
6b			X
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 (see page 22 of the instructions)

(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
ATTACHMENT 8		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions) 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 ▶

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

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 (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 24 of the 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	550,838.
b	Average of monthly cash balances			1b	14,435.
c	Fair market value of all other assets (see page 25 of the instructions)			1c	0.
d	**Total** (add lines 1a, b, and c)			1d	565,273.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	565,273.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)			4	8,479.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	556,794.
6	**Minimum investment return** Enter 5% of line 5			6	27,840.

Part XI Distributable Amount (see page 25 of the 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	27,840.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	202.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	202.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	27,638.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	27,638.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	27,638.

Part XII Qualifying Distributions (see page 25 of the 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	37,215.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII line 4	4	37,215.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	202.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	37,013.

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					27,638.
2 Undistributed income if any as of the end of 2010					
a Enter amount for 2009 only					
b Total for prior years 20 08 20 07 20 06			0.		
3 Excess distributions carryover, if any to 2010					
a From 2005					
b From 2006					
c From 2007					
d From 2008					
e From 2009	2,087.				
f Total of lines 3a through e		2,087.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 37,215.					
a Applied to 2009, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)					
d Applied to 2010 distributable amount					27,638.
e Remaining amount distributed out of corpus		9,577.			
5 Excess distributions carryover applied to 2010 *(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:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		11,664.			
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					
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions			0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions					
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)					
9 **Excess distributions carryover to 2011** Subtract lines 7 and 8 from line 6a		11,664.			
10 Analysis of line 9					
a Excess from 2006					
b Excess from 2007					
c Excess from 2008					
d Excess from 2009	2,087.				
e Excess from 2010	9,577.				

Part XIV **Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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 2010, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed .					
b 85% of line 2a .					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) .					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii) . .					
(3) Largest amount of support from an exempt organization .					
(4) Gross investment income .					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of 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))

N/A

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

N/A

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 page 28 of the 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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 9				
Total . . . . . . ▶ 3a				33,640.
b *Approved for future payment*				
Total . . . . . . ▶ 3b				

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 (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a CONTRIBUTIONS RECEIVED				3,537.	
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	16.	
4 Dividends and interest from securities			14	18,124.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	6,995.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b REFUND OF FOREIGN TAXES				34.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				28,706.	

13 Total Add line 12, columns (b), (d), and (e) . . . . 13 28,706.

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
1	N/A

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

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

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

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

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

b If "Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

▶ Signature of officer or trustee | 06.29.11 Date | ▶ President Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Arthur Cohen		6-29-11		P00360624

Firm's name ▶ COHEN & SCHAEFFER, PC | Firm's EIN ▶ 13-3707711

Firm's address ▶ 420 LEXINGTON AVENUE
NEW YORK, NY 10170 | Phone no 212-972-6490

THE DAVIS HILL FOUNDATION, INC. 20-5927078

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SANFORD BERNSTEIN - SEE ATTACHED SCHEDUL					VAR	VAR
87,760.		80,765.					6,995.	
TOTAL GAIN(LOSS)		....					6,995.	

Capital Gains Report

THE DAVIS HILL FOUNDATION, INC (Account 038-44306)

January 1, 2010 through December 31, 2010

LONG-TERM

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
12/29/2006	01/07/2010	1	APPLE INC	210 86	85 05	210 86	85 05	125 81
09/02/2009	01/07/2010	20	QUANTA SERVICES INC	21 99	21 51	439 85	430 14	9 71
09/21/2009	01/07/2010	15	QUANTA SERVICES INC	21 99	23 87	329 88	358 10	-28 22
03/29/2009	01/11/2010	6	VISA INC CLASS A SHRS	87 64	67 13	525 82	402 77	123 05
08/13/2009	01/11/2010	1	VISA INC CLASS A SHRS	87 64	68 56	87 64	68 56	19 08
11/13/2007	01/13/2010	10	CELGENE CORP	57 55	62 53	575 53	625 35	-49 82
05/06/2008	01/13/2010	3	CELGENE CORP	57 55	65 54	172 66	196 61	-23 95
10/30/2007	01/15/2010	5	PEPSICO INC	62 20	73 90	311 00	369 49	58 49
08/25/2008	01/15/2010	4	PEPSICO INC	62 20	69 48	248 79	277 94	-29 15
12/17/2008	01/15/2010	1	PEPSICO INC	62 20	53 91	62 20	53 91	8 29
07/01/2009	01/20/2010	12	OCCIDENTAL PETROLEUM CORP	77 69	66 21	932 33	794 48	137 85
07/31/2009	01/20/2010	4	OCCIDENTAL PETROLEUM CORP	77 69	70 59	310 77	282 37	28 40
07/31/2009	01/21/2010	3	FEDEX CORP	84 08	67 65	252 24	202 96	49 28
05/05/2008	01/26/2010	1	CME GROUP INC	293 48	487 41	293 48	487 41	-193 93
01/12/2009	01/28/2010	9	WAL-MART STORES INC	52 68	51 73	474 09	465 58	8 51
05/18/2009	01/29/2010	10	LOWE S COS INC	21 93	19 49	219 33	194 93	24 40
07/31/2009	01/29/2010	5	OCCIDENTAL PETROLEUM CORP	78 73	70 59	393 66	352 96	40 70
09/02/2009	01/29/2010	2	OCCIDENTAL PETROLEUM CORP	78 73	71 81	157 47	143 63	13 84
09/15/2009	02/01/2010	8	UNITED PARCEL SERVICE CL B	57 82	59 26	462 57	474 05	-11 48
09/21/2009	02/01/2010	4	UNITED PARCEL SERVICE CL B	57 82	58 22	231 29	232 89	-1 60
05/22/2009	02/02/2010	10	NATIONAL OILWELL INC	42 55	35 72	425 54	357 22	68 32
09/26/2008	02/03/2010	15	JPMORGAN CHASE & CO	41 00	40 50	615 00	607 50	7 50
07/31/2009	02/04/2010	3	FEDEX CORP	79 54	67 65	238 62	202 95	35 67
10/20/2009	02/04/2010	3	FEDEX CORP	79 54	80 87	238 61	242 60	-3 99
09/02/2009	02/04/2010	1	OCCIDENTAL PETROLEUM CORP	76 98	71 81	76 98	71 81	5 17
09/28/2009	02/04/2010	3	OCCIDENTAL PETROLEUM CORP	76 98	79 06	230 94	237 17	-6 23
05/14/2009	02/05/2010	15	BANK OF NEW YORK MELLON CORP	26 61	27 96	399 14	419 39	-20 25
10/21/2009	02/05/2010	15	·INGERSOLL-RAND PLC	32 06	34 98	480 86	524 72	-43 86
06/11/2008	02/05/2010	10	QUALCOMM INC	37 81	46 61	378 12	466 08	-87 96
06/27/2008	02/05/2010	10	QUALCOMM INC	37 81	45 31	378 12	453 14	-75 02
11/25/2009	02/05/2010	10	·VALE SA SP ADR	24 50	29 54	245 01	295 43	50 42
10/03/2008	02/08/2010	1	CME GROUP INC	283 06	395 31	283 06	395 31	112 25
03/26/2008	02/08/2010	4	MEDCO HEALTH SOLUTIONS INC	60 33	42 80	241 32	171 20	70 12
08/23/2007	02/11/2010	1	AIR PRODUCTS & CHEMICALS INC	68 39	87 85	68 39	87 85	19 46
11/12/2007	02/11/2010	7	AIR PRODUCTS & CHEMICALS INC	68 39	96 64	478 73	676 48	-197 75
05/29/2009	02/11/2010	2	AIR PRODUCTS & CHEMICALS INC	68 39	64 25	136 78	128 51	8 27
06/27/2008	02/12/2010	5	QUALCOMM INC	38 73	45 31	193 65	226 57	-32 92
07/28/2008	02/12/2010	5	QUALCOMM INC	38 73	54 42	193 64	272 10	-78 46
05/29/2009	02/18/2010	4	AIR PRODUCTS & CHEMICALS INC	70 00	64 25	279 98	257 02	22 96
10/15/2009	02/18/2010	1	AIR PRODUCTS & CHEMICALS INC	70 00	83 13	70 00	83 13	13 13
11/25/2009	02/18/2010	10	···VALE SA-SP ADR	28 31	29 54	283 05	295 42	-12 37
07/01/2009	02/23/2010	6	FREEPORT-MCMORAN COPPER	73 73	51 95	442 37	311 68	130 69
08/05/2008	02/24/2010	5	QUALCOMM INC	37 92	53 98	189 59	269 91	-80 32
09/29/2008	02/24/2010	10	QUALCOMM INC	37 92	43 43	379 19	434 27	-55 08
10/15/2009	03/01/2010	2	AIR PRODUCTS & CHEMICALS INC	68 84	83 13	137 68	166 26	-28 58
11/02/2009	03/01/2010	3	AIR PRODUCTS & CHEMICALS INC	68 84	78 06	206 52	234 18	-27 66

Capital Gains Report

THE DAVIS HILL FOUNDATION, INC (Account 038-44306)

January 1, 2010 through December 31, 2010

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
11/16/2009	03/01/2010	3	AIR PRODUCTS & CHEMICALS INC	68 84	85 00	206 51	255 00	48 49
12/29/2006	03/04/2010	1	FRANKLIN RESOURCES INC	105 06	110 73	105 06	110 73	-5 67
11/12/2007	03/04/2010	3	FRANKLIN RESOURCES INC	105 06	120 20	315 18	360 61	-45 43
11/12/2007	03/04/2010	10	HEWLETT-PACKARD CO	51 35	48 08	513 50	480 80	32 70
12/29/2006	03/12/2010	4	APPLE INC	226 79	85 05	907 14	340 20	566 94
12/05/2007	03/12/2010	1	APPLE INC	226 79	184 21	226 79	184 21	42 58
11/11/2009	03/16/2010	5	''ANHEUSER-BUSH INBEV SPN ADR	51 11	48 14	255 57	240 69	14 88
11/11/2009	03/22/2010	5	ANHEUSER-BUSH INBEV SPN ADR	51 58	48 14	257 90	240 68	17 22
11/13/2008	03/26/2010	20	QUALCOMM INC	41 82	32 82	836 41	656 48	179 93
08/13 2009	04/05/2010	5	FREEPORT-MCMORAN COPPER	87 56	65 31	437 79	326 57	111 22
10 01/2009	04/05/2010	2	FREEPORT-MCMORAN COPPER	87 56	66 09	175 12	132 18	42 94
11/30/2009	04/06/2010	10	' 'VALE SA SP ADR	33 05	28 88	330 52	288 85	41 67
01/11/2010	04/08/2010	7	AIR PRODUCTS & CHEMICALS INC	73 95	83 05	517 63	581 32	-63 69
04/17/2009	04/08/2010	10	TARGET CORP	56 18	40 23	561 76	402 32	159 44
10/01/2009	04/09/2010	4	FREEPORT-MCMORAN COPPER	85 16	66 09	340 65	264 35	76 30
10/13/2009	04/09/2010	15	'SUNCOR ENERGY INC	35 12	37 39	526 78	560 92	34 14
02 21/2008	04/09/2010	5	TEVA PHARMACEUTICAL-SP ADR	63 11	48 09	315 57	240 47	75 10
12 29/2006	04/13 2010	1	GOOGLE INC CL A	583 43	461 05	583 43	461 05	122 38
10/28/2008	04/16/2010	5	GOLDMAN SACHS GROUP INC	161 72	95 25	808 59	476 25	332 34
12 02 2008	04/16/2010	3	GOLDMAN SACHS GROUP INC	161 72	64 08	485 16	192 24	292 92
11/19 2007	04/20/2010	2	ALCON INC	159 26	140 60	318 52	281 20	37 32
03/20/2008	01/20/2010	1	ALCON INC	159 26	140 09	159 26	140 09	19 17
12/05/2007	04/20/2010	2	APPLE INC	245 29	184 20	490 57	368 41	122 16
09/22/2009	04/20/2010	15	BANK OF AMERICA CORP	18 52	17 62	277 84	264 32	13 52
12/07/2009	04/20/2010	15	BANK OF AMERICA CORP	18 52	16 17	277 84	242 48	35 36
12/14/2009	04/20/2010	5	BANK OF AMERICA CORP	18 52	15 59	92 61	77 96	14 65
05/14/2009	04/21/2010	10	'CREDIT SUISSE GROUP SPON AD	50 76	39 34	507 59	393 42	114 17
06/25/2009	04/21/2010	5	''CREDIT SUISSE GROUP-SPON AD	50 76	42 69	253 79	213 46	40 33
09/02/2009	04/21/2010	15	CREDIT SUISSE GROUP-SPON AD	50 76	48 12	761 39	721 76	39 63
02/08/2010	04/21/2010	5	''CREDIT SUISSE GROUP-SPON AD	50 76	40 63	253 79	203 15	50 64
12/02/2008	04/21/2010	3	GOLDMAN SACHS GROUP INC	160 10	64 08	480 29	192 24	288 05
12/05/2007	04/23/2010	1	APPLE INC	270 25	184 20	270 25	184 20	86 05
02/29/2008	04/23/2010	1	APPLE INC	270 25	125 11	270 25	125 11	145 14
12/14/2009	04/28/2010	20	BANK OF AMERICA CORP	17 62	15 59	352 35	311 84	40 51
02/18/2010	04/28/2010	15	BANK OF AMERICA CORP	17 62	15 78	264 27	236 71	27 56
09/26/2008	04/28/2010	5	JPMORGAN CHASE & CO	42 93	40 50	214 64	202 50	12 14
10/16/2008	04/28/2010	5	JPMORGAN CHASE & CO	42 93	38 79	214 63	193 97	20 66
11/13/2008	04/28/2010	5	QUALCOMM INC	38 23	32 82	191 15	164 12	27 03
03/10/2009	04/28/2010	5	QUALCOMM INC	38 23	34 88	191 15	174 38	16 77
03/19/2009	04/28/2010	5	QUALCOMM INC	38 23	37 82	191 16	189 12	2 04
05/14/2009	04/28/2010	5	QUALCOMM INC	38 23	40 40	191 15	201 99	-10 84
03/02/2010	04/29/2010	15	BANK OF AMERICA CORP	18 14	16 72	272 07	250 85	21 22
08/13/2009	04/29/2010	3	VISA INC - CLASS A SHRS	93 23	68 56	279 70	205 67	74 03
04/02/2009	04/30/2010	5	BAXTER INTERNATIONAL INC	47 87	51 30	239 33	256 51	-17 18
12/22/2009	04/30/2010	15	BAXTER INTERNATIONAL INC	47 87	58 57	717 97	878 57	-160 60
02/04/2009	04/30/2010	6	GOLDMAN SACHS GROUP INC	145 85	85 50	875 09	513 01	362 08
04/30/2009	04/30/2010	6	GOLDMAN SACHS GROUP INC	145 85	128 10	875 09	768 58	106 51
05/14/2009	04/30/2010	7	GOLDMAN SACHS GROUP INC	145 85	131 42	1 020 93	919 96	100 97
10/28/2009	04/30/2010	5	GOLDMAN SACHS GROUP INC	145 85	174 12	729 24	870 62	-141 38

Capital Gains Report

THE DAVIS HILL FOUNDATION, INC (Account 038-44306)

January 1, 2010 through December 31, 2010

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
02/11/2010	04/30/2010	5	GOLDMAN SACHS GROUP INC	145 85	153 83	729 24	769 17	-39 93
03/26/2008	04/30/2010	10	MEDCO HEALTH SOLUTIONS INC	59 40	42 80	594 03	428 01	166 02
02/04/2009	04/30/2010	5	WAL-MART STORES INC	53 92	46 89	269 60	234 43	35 17
09/24/2008	05/04/2010	15	INTEL CORP	22 88	18 73	343 24	280 94	62 30
10/14/2009	05/04/2010	10	PRINCIPAL FINANCIAL GROUP	30 23	29 26	302 30	292 63	9 67
09/21/2009	05/06/2010	5	QUANTA SERVICES INC	20 34	23 87	101 72	119 37	-17 65
11/25/2009	05/06/2010	15	QUANTA SERVICES INC	20 34	19 20	305 14	288 01	17 13
01/27/2010	05/07/2010	5	BAXTER INTERNATIONAL INC	45 05	58 23	225 24	291 17	-65 93
06/23/2009	05/10/2010	10	**ARCELORMITTAL-NY REGISTERED	36 95	31 75	369 52	317 53	51 99
10/14/2009	05/11/2010	5	PRINCIPAL FINANCIAL GROUP	30 23	29 26	151 13	146 32	4 81
10/16/2009	05/11/2010	10	PRINCIPAL FINANCIAL GROUP	30 23	28 74	302 27	287 40	14 87
03/08/2010	05/21/2010	5	***RESEARCH IN MOTION	60 43	73 12	302 13	365 58	-63 45
03/08/2010	05/26/2010	4	***RESEARCH IN MOTION	60 39	73 11	241 54	292 46	-50 92
02/29/2008	06/01/2010	2	APPLE INC	263 63	125 11	527 25	250 22	277 03
09/24/2008	06/08/2010	10	INTEL CORP	20 03	18 73	200 28	187 30	12 98
03/19/2009	06/08/2010	10	INTEL CORP	20 03	15 25	200 27	152 55	47 72
03/25/2010	06/09/2010	15	CVS/CAREMARK CORP	30 91	36 44	463 68	546 62	82 94
08/13/2009	06/17/2010	10	**ARCELORMITTAL-NY REGISTERED	30 40	36 06	303 98	360 56	-56 58
01/13/2010	06/18/2010	10	DOVER CORP	45 69	45 86	456 92	458 65	1 73
05/22/2009	06/18/2010	10	ILLINOIS TOOL WORKS	45 65	32 79	456 46	327 91	128 55
10/01/2009	06/21/2010	5	FREEPORT MCMORAN COPPER	69 26	66 09	346 29	330 44	15 85
02/29/2008	06/23/2010	1	APPLE INC	270 88	125 11	270 88	125 11	145 77
10/27/2009	06/23/2010	10	MICROSOFT CORP	25 39	28 56	253 85	285 57	31 72
01/26/2010	06/23/2010	5	NOBLE ENERGY INC	62 46	77 54	312 32	387 69	-75 37
03/19/2009	07/08/2010	5	INTEL CORP	20 03	15 26	100 17	76 28	23 89
05/14/2009	07/08/2010	20	INTEL CORP	20 03	15 46	400 70	309 22	91 48
09/15/2009	07/12/2010	15	KLA TENCOR CORPORATION	29 50	35 32	442 55	529 79	-87 24
03/20/2008	07/15/2010	1	***ALCON INC	154 72	140 09	154 73	140 09	14 64
06/10/2009	07/15/2010	1	**ALCON INC	154 72	112 68	154 72	112 68	42 04
05/14/2009	07/15/2010	30	INTEL CORP	21 30	15 46	638 96	463 83	175 13
12/29/2006	07/15/2010	5	SCHLUMBERGER LTD	57 73	63 36	288 66	316 78	-28 12
01/28/2008	07/16/2010	5	HEWLETT PACKARD CO	46 45	43 76	232 27	218 78	13 49
10/27/2009	07/20/2010	10	MICROSOFT CORP	24 91	28 56	249 13	285 57	-36 44
11/10/2009	07/20/2010	10	MICROSOFT CORP	24 91	29 02	249 12	290 25	-41 13
01/28/2008	07/26/2010	5	HEWLETT PACKARD CO	46 22	43 75	231 11	218 77	12 34
04/24/2008	07/26/2010	5	HEWLETT PACKARD CO	46 22	48 44	231 11	242 20	11 09
04/18/2008	08/02/2010	8	CAMERON INTERNATIONAL CORP	40 90	49 11	327 17	392 85	-65 68
02/19/2009	08/02/2010	12	CAMERON INTERNATIONAL CORP	40 90	20 46	490 76	245 55	245 21
11/12/2007	08/02/2010	3	FRANKLIN RESOURCES INC	103 82	120 20	311 45	360 61	49 16
10/01/2009	08/02/2010	2	FRANKLIN RESOURCES INC	103 82	98 33	207 64	196 67	10 97
12/11/2009	08/05/2010	25	COMCAST CORP CL A	19 00	17 61	475 07	440 26	34 81
12/22/2009	08/05/2010	5	COMCAST CORP CL A	19 00	17 23	95 01	86 13	8 88
11/10/2009	08/05/2010	5	MICROSOFT CORP	25 27	29 02	126 38	145 12	-18 74
11/24/2009	08/05/2010	5	MICROSOFT CORP	25 27	29 96	126 37	149 81	-23 44
03/31/2010	08/06/2010	10	CVS/CAREMARK CORP	29 63	36 80	296 26	367 96	71 70
04/23/2008	08/09/2010	3	COSTCO WHOLESALE CORP	57 16	68 47	171 47	205 41	33 94
05/29/2008	08/09/2010	7	COSTCO WHOLESALE CORP	57 16	73 82	400 08	516 72	-116 64
05/14/2009	08/12/2010	10	INTEL CORP	19 50	15 46	195 03	154 61	40 42
07/20/2009	08/12/2010	5	INTEL CORP	19 50	18 66	97 51	93 29	4 22

Capital Gains Report

THE DAVIS HILL FOUNDATION, INC (Account 038-44306)

January 1, 2010 through December 31, 2010

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
08/13/2009	08/13/2010	10	***ARCELORMITTAL-NY REGISTERED	30.35	36.06	303.49	360.56	-57.07
11/24/2009	08/17/2010	5	MICROSOFT CORP	24.81	29.96	124.07	149.80	-25.73
01/22/2010	08/17/2010	5	MICROSOFT CORP	24.81	29.91	124.06	149.56	-25.50
06/17/2009	08/18/2010	5	ILLINOIS TOOL WORKS	42.83	36.60	214.13	182.98	31.15
12/29/2006	08/24/2010	10	GILEAD SCIENCES INC	32.25	32.58	322.51	325.85	3.34
07/20/2009	08/27/2010	30	INTEL CORP	18.31	18.66	549.24	559.73	-10.49
07/31/2009	08/27/2010	5	INTEL CORP	18.31	19.39	91.54	96.93	-5.39
05/07/2010	08/30/2010	5	VISA INC CLASS A SHRS	70.11	83.15	350.56	415.77	-65.21
04/15/2010	08/31/2010	25	WELLS FARGO & COMPANY	23.48	33.57	586.90	839.23	252.33
10/28/2009	09/02/2010	4	FRANKLIN RESOURCES INC	100.81	105.52	403.23	422.08	18.85
04/24/2006	09/02/2010	5	HEWLETT-PACKARD CO	39.32	48.44	196.60	242.19	45.59
06/05/2008	09/02/2010	5	HEWLETT-PACKARD CO	39.32	48.04	196.59	240.21	-43.62
05/03/2010	09/03/2010	6	FEDEX CORP	83.05	91.92	498.28	551.52	-53.24
05/24/2010	09/03/2010	15	HYATT HOTELS CORP CL A	39.52	38.19	592.78	572.83	19.95
06/05/2008	09/03/2010	5	HEWLETT-PACKARD CO	40.24	48.04	201.20	240.20	39.00
05/14/2009	09/03/2010	6	TARGET CORP	52.85	41.14	317.12	246.86	70.26
04/15/2010	09/13/2010	15	WELLS FARGO & COMPANY	26.37	33.57	395.56	503.53	-107.97
04/19/2010	09/13/2010	10	WELLS FARGO & COMPANY	26.37	32.57	263.70	325.71	62.01
07/17/2008	09/14/2010	10	HEWLETT-PACKARD CO	39.76	43.02	397.60	430.24	32.64
05/14/2009	09/14/2010	6	TARGET COPP	53.98	41.14	323.86	246.87	76.99
12/22/2009	09/15/2010	15	COMCAST CORP CL A	17.95	17.23	269.28	258.39	10.89
07/17/2006	09/17/2010	5	HEWLETT PACKARD CO	39.47	43.02	197.36	215.12	17.76
10/09/2008	09/17/2010	5	HEWLETT PACKARD CO	39.47	40.34	197.35	201.70	4.35
04/19/2010	09/17/2010	15	WELLS FARGO & COMPANY	25.94	32.57	389.06	488.57	99.51
05/29/2008	09/22/2010	4	COSTCO WHOLESALE CORP	62.04	73.81	248.16	295.26	47.10
12/29/2006	09/22/2010	10	GILEAD SCIENCES INC	36.06	32.58	360.62	325.85	34.77
05/07/2010	09/22/2010	1	VISA INC - CLASS A SHRS	70.20	83.15	70.20	83.15	-12.95
07/16/2010	09/22/2010	7	VISA INC CLASS A SHRS	70.20	72.84	491.36	509.85	-18.49
06/17/2009	09/24/2010	5	ILLINOIS TOOL WORKS	46.82	36.60	234.11	182.98	51.13
12/22/2009	09/27/2010	5	COMCAST CORP-CL A	18.36	17.23	91.81	86.13	5.68
04/19/2010	09/27/2010	10	COMCAST CORP-CL A	18.36	18.38	183.63	183.81	0.18
02/29/2008	09/30/2010	2	APPLE INC	284.57	125.11	569.14	250.22	318.92
07/31/2009	09/30/2010	20	INTEL CORP	19.26	19.38	385.11	387.70	-2.59
10/28/2009	10/01/2010	1	FRANKLIN RESOURCES INC	107.25	105.52	107.25	105.52	1.73
11/05/2009	10/01/2010	2	FRANKLIN RESOURCES INC	107.25	109.83	214.51	219.66	-5.15
10/09/2008	10/01/2010	5	HEWLETT PACKARD CO	40.56	40.34	202.82	201.70	1.12
09/21/2009	10/01/2010	10	KLA-TENCOR CORPORATION	34.98	35.50	349.81	355.01	-5.20
05/14/2009	10/01/2010	3	TARGET CORP	53.46	41.14	160.38	123.43	36.95
06/10/2009	10/01/2010	2	TARGET CORP	53.46	40.84	106.92	81.69	25.23
07/16/2010	10/01/2010	3	VISA INC CLASS A SHRS	73.39	72.84	220.18	218.51	1.67
05/29/2008	10/06/2010	1	COSTCO WHOLESALE CORP	63.80	73.82	63.80	73.82	-10.02
12/17/2008	10/06/2010	3	COSTCO WHOLESALE CORP	63.80	53.81	191.40	161.44	29.96
07/31/2009	10/07/2010	15	EMC CORP/MASS	19.56	15.15	293.43	227.24	66.19
10/09/2008	10/08/2010	5	HEWLETT PACKARD CO	41.10	40.34	205.52	201.69	3.83
09/15/2009	10/08/2010	5	HEWLETT-PACKARD CO	41.10	45.62	205.51	228.08	-22.57
06/10/2009	10/08/2010	3	TARGET CORP	54.20	40.85	162.60	122.54	40.06
10/08/2009	10/08/2010	3	TARGET CORP	54.20	49.19	162.59	147.56	15.03
08/03/2010	10/25/2010	5	FEDEX CORP	89.58	83.51	447.89	417.53	30.36
10/09/2009	10/29/2010	10	KLA TENCOR CORPORATION	35.77	36.14	357.67	361.39	3.72

Capital Gains Report

THE DAVIS HILL FOUNDATION, INC (Account 038-44306) January 1, 2010 through December 31, 2010

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
03 26 2010	10 29 2010	10	KLA TENCOR CORPORATION	35 77	30 45	357 67	304 46	53 21
01 15 2010	11 05/2010	5	DOVER CORP	55 13	45 86	275 63	229 32	46 31
02 08 2010	11 05 2010	10	DOVER CORP	55 13	41 49	551 26	414 90	136 36
02 19 2010	11 05 2010	5	DOVER CORP	55 13	46 00	275 63	230 00	45 63
0 26 2010	11/05 2010	5	DOVER CORP	55 13	53 72	275 64	268 60	7 04
05 11 2010	11 05/2010	5	DOVER CORP	55 13	50 51	275 63	252 54	23 09
06 22/2010	11/09/2010	6	POLO RALPH LAUREN CORP	100 97	79 46	605 82	476 78	129 04
12/29/2006	12/01/2010	200 573	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13 96	13 15	2 800 00	2 637 54	162 46
06/10/2009	12/02/2010	3	''ALCON INC	162 04	112 68	486 12	338 04	148 08
02 29/2008	12/02/2010	2	APPLE INC	317 38	125 10	634 76	250 21	384 55
04/09/2008	12/02/2010	2	APPLE INC	317 38	152 89	634 76	305 79	328 97
12 17/2008	12/02/2010	8	COSTCO WHOLESALE CORP	69 06	53 81	552 48	430 52	121 96
04/19/2010	12/02/2010	5	COMCAST CORP CL A	20 81	18 38	104 04	91 90	12 14
05/03/2010	12/02/2010	35	COMCAST CORP-CL A	20 81	20 40	728 29	714 08	14 21
05/04/2010	12/02/2010	15	COMCAST CORP-CL A	20 81	19 85	312 13	297 76	14 37
12/03/2009	12/02/2010	10	'''COVIDIEN PLC	42 81	47 63	428 15	476 31	-48 16
12/22/2009	12/02/2010	5	'' COVIDIEN PLC	42 81	47 40	214 07	237 00	-22 93
03 06/2009	12/02/2010	18	DANAHER CORP	44 33	24 98	798 00	449 67	348 33
02/02/2010	12/02/2010	50	FORD MOTOR CO	16 80	11 32	840 18	565 79	274 39
02 04/2010	12/02/2010	3	FREEPORT MCMORAN COPPER	107 73	67 65	323 18	202 95	120 23
07/22/2010	12/02/2010	2	FREEPORT-MCMORAN COPPER	107 73	69 21	215 45	138 42	77 03
12/29/2006	12/02/2010	1	GOOGLE INC-CL A	571 50	461 05	571 50	461 05	110 45
12/29/2006	12/02/2010	16	GILEAD SCIENCES INC	37 44	32 58	599 00	521 36	77 64
11/12/2007	12/02/2010	10	GILEAD SCIENCES INC	37 44	43 15	374 37	431 55	-57 18
07/28/2008	12/02/2010	4	GILEAD SCIENCES INC	37 44	53 90	149 75	215 62	-65 87
03/26/2010	12/02/2010	5	HEWLETT-PACKARD CO	42 56	53 40	212 80	267 02	-54 22
04/28/2010	12/02/2010	5	HEWLETT PACKARD CO	42 56	53 33	212 80	266 63	-53 83
08 1 /2009	12/02/2010	15	ILLINOIS TOOL WORKS	48 79	41 35	731 80	620 26	111 54
09 21 2009	12/02/2010	5	ILLINOIS TOOL WORKS	48 79	43 84	243 93	219 21	24 72
10 21 2009	12/02/2010	10	ILLINOIS TOOL WORKS	48 79	49 14	487 87	491 40	3 53
08 24/2010	12/02/2010	15	JUNIPER NETWORKS INC	34 89	27 04	523 28	405 60	117 68
08 25/2008	12/02/2010	10	KOHLS CORP	55 57	48 67	555 69	486 73	68 96
12 17 2008	12/02/2010	5	PEPSICO INC	65 02	53 91	325 10	269 54	55 56
01 12/2009	12/02/2010	5	PEPSICO INC	65 02	52 12	325 10	260 58	64 52
03 06 2009	12/02/2010	10	PEPSICO INC	65 02	46 35	650 20	463 50	186 70
07 31 2009	12/02/2010	5	PEPSICO INC	65 02	56 91	325 10	284 54	40 56
12 29/2006	12/02/2010	5	SCHLUMBERGER LTD	80 57	63 36	402 85	316 79	86 06
10 08 2009	12/02/2010	2	TARGET CORP	58 24	49 19	116 48	98 38	18 10
10 14/2009	12/02/2010	5	TARGET CORP	58 24	50 92	291 19	254 60	36 59
11/02/2009	12/02/2010	5	TARGET CORP	58 24	48 66	291 19	243 30	47 89
05/06/2008	12/07/2010	7	CELGENE CORP	57 17	65 53	400 22	458 74	58 52
01/21/2009	12/07/2010	4	CELGENE CORP	57 17	48 30	228 69	193 21	35 48
10/22/2009	12/08/2010	5	ILLINOIS TOOL WORKS	50 54	48 61	252 71	243 06	9 65
11/16/2009	12/08/2010	5	ILLINOIS TOOL WORKS	50 54	50 94	252 72	254 69	1 97
04/23/2010	12/08/2010	5	ILLINOIS TOOL WORKS	50 54	52 28	252 71	261 38	-8 67
12/17/2008	12/09/2010	4	COSTCO WHOLESALE CORP	70 57	53 81	282 27	215 26	67 01
11/12/2009	12/10/2010	10	VERTEX PHARMACEUTICALS INC	34 21	40 70	342 06	407 05	-64 99
08/25/2008	12/13/2010	5	KOHLS CORP	53 45	48 67	267 26	243 36	23 90

Capital Gains Report

THE DAVIS HILL FOUNDATION, INC (Account 038-44306) January 1, 2010 through December 31, 2010

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
01/21/2009	12/13/2010	3	KOHLS CORP	53 45	36 45	160 36	109 34	51 02
02/21/2008	12/13/2010	10	'' TEVA PHARMACEUTICAL SP ADR	53 43	48 09	534 34	480 94	53 40
04/24/2008	12/13/2010	3	'''TEVA PHARMACEUTICAL-SP ADR	53 43	46 17	160 30	138 51	21 79
01/11/2010	12/14/2010	5	' COVIDIEN PLC	45 09	48 90	225 44	244 49	19 05
01/20/2010	12/14/2010	5	'COVIDIEN PLC	45 09	51 60	225 43	257 98	32 55
08/04/2009	12/17/2010	3	'ALCON INC	162 14	131 32	486 42	393 97	92 45
12/29/2006	12/17/2010	1	GOOGLE INC CL A	591 68	461 05	591 68	461 05	130 63
05/05/2010	12/17/2010	5	HEWLETT-PACKARD CO	41 95	50 94	209 78	254 68	-44 90
05/24/2010	12/17/2010	5	HEWLETT-PACKARD CO	41 95	46 46	209 77	232 28	-22 51
08 04/2009	12/20/2010	2	ALCON INC	161 70	131 32	323 40	262 65	60 75
02 08/2010	12/21/2010	5	COVIDIEN PLC	45 67	49 64	228 33	248 20	19 87
02/04/2010	12/30/2010	5	PEPSICO INC	65 22	60 10	326 09	300 49	25 60
03/03/2010	12/30/2010	1	PEPSICO INC	65 22	64 12	65 22	64 12	1 10
12/29/2006	12/31/2010	5	SCHLUMBERGER LTD	83 41	63 36	417 07	316 78	100 29
SUBTOTAL FOR LONG TERM						87 759 68	80 764 73	6,994 95
TOTAL						87 759 68	80,764 73	6 994 95

ACCOUNT TOTALS

CURRENT PERIOD G/L 6 994 95

LONG TERM 6 994 95

Capital-Gains Distributions If you own shares of the Sanford C Bernstein Fund Inc you may have received an annual capital-gains distribution (different from the capital gains or losses on securities sold which are listed in this report) Long-term capital-gains distributions are a separate item on the I R S forms and appear on the Summary-of-Key-Items report

Zero Cost Transactions If you transferred securities to Bernstein for which the purchase price was unavailable the total capital-gains figure that appears on this report needs to be adjusted Any such transactions are segregated on the Capital-Gains report with the cost entered as zero You will need to update the report data with the correct purchase information

This information should be reviewed by your tax advisor or accountant

THE DAVIS HILL FOUNDATION, INC. 20-5927078

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SANFORD C. BERNSTEIN	16.	16.
TOTAL	16.	16.

THE DAVIS HILL FOUNDATION, INC.

20-5927078

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SANFORD C. BERNSTEIN		18,124.	18,124.
	TOTAL	18,124.	18,124.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
REFUND OF FOREIGN TAXES		34.
	TOTALS	34.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PROFEESIONAL FEES	4,200.	2,100.		2,100.
TOTALS	4,200.	2,100.	0.	2,100.

THE DAVIS HILL FOUNDATION, INC. 20-5927078

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CONSULTING EXPENSE		2,500.	1,250.	1,250.
	TOTALS	2,500.	1,250.	1,250.

THE DAVIS HILL FOUNDATION, INC. 20-5927078

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID		255.	255.
U.S. TAXES		91.	91.
	TOTALS	346.	346.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEE		1,238.	1,238.	
NYS FILING FEE		100.		100.
NEWSPAPER ARTICLE		125.		125.
BANK CHARGES		10.	10.	
	TOTALS	1,473.	1,248.	225.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
ERICA JONG 150 EAST 69TH ST., APT. 27G NEW YORK, NY 10021-5722	PRESIDENT/DIRECTOR
KENNETH DAVID BURROWS 150 EAST 69TH STREET, APT. 27G NEW YORK, NY 10021	SECRETARY/DIRECTOR
MOLLY JONG-FAST 49 EAST 86TH STREET, APT 11BC NEW YORK, NY 10028	VICE PRESIDENT/DIRECTOR
	GRAND TOTALS

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OF CONTRIBUTION	AMOUNT
CITY MEALS ON-WHELLS 355 LEXINGTON AVENUE NEW YORK, NY 10017-6603	NONE 501(C)(3)	DELIVERY OF NUTRITIOUS MEALS TO NEW YORK'S HOMEBOUND ELDERLY ON WEEKENDS, HOLIDAYS AND IN TIMES OF EMERGENCY	600
BARNARD COLLEGE 3009 BROADWAY NEW YORK, NY 10021	NONE 501(C)(3)	TO SUPPORT SCHOLARSHIP AID	2,500
THE METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028	NONE 501(C)(3)	TO CONTRIBUTE TO THE MET FAMILY CIRCLE FUND	4,000
BARNARD COLLEGE 3009 BROADWAY NEW YORK, NY 10027	NONE 501(C)(3)	TO CONRTIBUTE TO THE FELLOWSHIP FUND	10,000
SALON DE VIRTUOSI 160 E 88TH STREET, #7F NEW YORK, NY 10128	NONE 501(C)(3)	CONTIBUTION TO SCHOLARSHIP	1,000
THE CHILD STUDY CENTER FOUNDATION 909 THIRD AVENUE 5TH FLOOR NEW YORK, NY 10022	NONE 501(C)(3)	TO HELP CREATE THE FIRST-OF-ITS-KIND, GLOBAL INSTITUTION DEVOTED EXCLUSIVELY TO CHILD MENTAL HEALTH	2,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE 2ND FLOOR NEW YORK, NY 10001	NONE 501(C)(3)	CONTRIBUTION TO AID EMERGENCY RESPONSE TO THE DEVASTATING EARTHQUAKE THAT STRUCK HAITI	500
PEN AMERICAN CENTER 588 BROADWAY SUITE 303 NEW YORK, NY 10012	NONE 501(C)(3)	TO SUPPORT THE 2010 LITERARY GALA	2,000
THE PEARL THEATRE COMPANY 307 WEST 38TH STREET SUITE 1805 NEW YORK, NY 10018	NONE 501(C)(3)	TO CONTRIBUTE TO THE SPRING GALA	1,000
UNITED NEGRO COLLEGE FUND 8260 WILLOW OAKS CORPORATE DRIVE P O BOX 10444 FAIRFAX, VA 22031-8044	NONE 501(C)(3)	TO SUPPORT THE UNCF ANNUAL CAMPAIGN	5,000
THE ACADEMY OF AMERICAN POETS 584 BROADWAY SUITE 604 NEW YORK, NY 10012	NONE 501(C)(3)	TO SUPPORT THE GREATER APPRECIATION, UNDERSTANDING, AND RESPECT FOR THE ART OF AMERICAN POETRY	1,000
CHILD MIND INSTITUTE 445 PARK AVENUE NEW YORK, NY 10022	NONE 501(C)(3)	CONTRIBUTION TO HELP TRANSFORM MENTAL HEALTH CARE FOR THE WORLD'S CHILDREN	2,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OF CONTRIBUTION	AMOUNT
HAZELDEN 322 8TH AVENUE 12 FLOOR NEW YORK, NY 10001-6779	NONE 501(C)(3)	TO SUPPORT SUBSTANCE ABUSE ADDICTION TREATMENT	1,000
AMERICAN CIVIL LIBERTIES UNION 125 BROAD STREET 18TH FLOOR NEW YORK, NY 10004-2400	NONE 501(C)(3)	TO SUPPORT THE DEFENSE OF LIBERTY	40
		TOTAL CONTRIBUTIONS PAID	33,640

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable)

OMB No 1545-0092

2010

Name of estate or trust
THE DAVIS HILL FOUNDATION, INC.

Employer identification number
20-5927078

Note. *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of 'Z' Co)	(b) Date acquired (mo day yr)	(c) Date sold (mo day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss)** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of 'Z' Co)	(b) Date acquired (mo , day yr)	(c) Date sold (mo day yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	6,995.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	(1,611.)
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	5,384.

Part III Summary of Parts I and II **Caution:** *Read the instructions* ***before*** *completing this part*		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13			
14 Net long-term gain or (loss):				
a Total for year	14a			5,384.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss)** Combine lines 13 and 14a ▶	15			5,384.

Note. *If line 15 column (3), is a net gain enter the gain on Form 1041 line 4 (or Form 990-T Part I line 4a) If lines 14a and 15 column (2) are net gains, go to Part V and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T Part I, line 4c if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 16 ( )

Note: *If the loss on line 15, column (3), is more than $3 000* ***or*** *if Form 1041 page 1 line 22 (or Form 990-T line 34) is a loss complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) 17

18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero 18

19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) 19

20 Add lines 18 and 19 20

21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶ 21

22 Subtract line 21 from line 20 If zero or less, enter -0- 22

23 Subtract line 22 from line 17 If zero or less, enter -0- 23

24 Enter the **smaller** of the amount on line 17 or $2,300 24

25 Is the amount on line 23 equal to or more than the amount on line 24?

☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box

☐ **No.** Enter the amount from line 23 25

26 Subtract line 25 from line 24 26

27 Are the amounts on lines 22 and 26 the same?

☐ **Yes.** Skip lines 27 thru 30 go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22 27

28 Enter the amount from line 26 (If line 26 is blank, enter -0-) 28

29 Subtract line 28 from line 27 29

30 Multiply line 29 by 15% (15) 30

31 Figure the tax on the amount on line 23 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 31

32 Add lines 30 and 31 32

33 Figure the tax on the amount on line 17 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 33

34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) 34

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
THE DAVIS HILL FOUNDATION, INC.

Employer identification number
20-5927078

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of Z Co)	(b) Date acquired (mo day yr)	(c) Date sold (mo day yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SANFORD BERNSTEIN - SEE ATTACHED SCHEDULE			87,760.	80,765.	6,995.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 6,995.

JSA
0F1222 1 000

Form **8868**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

OMB No 1545-1709

- 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

Electronic filing *(e-file)* You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

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

Type or print File by the due date for filing your return See instructions	Name of exempt organization THE DAVIS HILL FOUNDATION, INC.	Employer identification number 20-5927078
	Number, street, and room or suite no If a P O box see instructions C/O ERICA JONG, 205 EAST 68TH STREET	
	City, town or post office state and ZIP code For a foreign address see instructions NEW YORK, NY 10021	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ COHEN & SCHAEFFER, PC

Telephone No ▶ 212 972-6490 FAX No ▶ 212 687-2705

- 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 11, to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ ☒ calendar year 20 10 or
▶ ☐ tax year beginning ______, 20 ___, and ending ______, 20 ___

2 If the tax year entered in line 1 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	$ 250.
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	3b	$
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 250.

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

For Paperwork Reduction Act Notice, see Instructions