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 , and ending

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
DAVIS FOUNDATION
6853007500 / R59647009

A Employer identification number
34-6566892

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O JPMORGAN CHASE BANK,NA;PO BOX 3038

B Telephone number
(414) 977-1210

City or town, state, and ZIP code
MILWAUKEE, WI 53201

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 ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 45,481,373.

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

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

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Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc , received	5,374,488.		N/A	
2 Check ▶ [ ] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	826.	826.		STATEMENT 1
4 Dividends and interest from securities	652,749.	627,064.		STATEMENT 2
5a Gross rents	1,452,192.	1,452,192.		STATEMENT 3
b Net rental income or (loss) 1,221,769.				STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10	3,054,949.			
b Gross sales price for all assets on line 6a 21,827,443.				
7 Capital gain net income (from Part IV, line 2)		3,054,949.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 **Total.** Add lines 1 through 11	10,535,204.	5,135,031.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	196,177.	147,133.		49,044.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 5	6,643.	6,643.		0.
b Accounting fees STMT 6	2,104.	0.		2,104.
c Other professional fees				
17 Interest				
18 Taxes STMT 7	148,816.	8,766.		0.
19 Depreciation and depletion	48,918.	48,918.		
20 Occupancy				
21 Travel, conferences, and meetings	15,362.	0.		15,362.
22 Printing and publications				
23 Other expenses STMT 8	179,982.	179,772.		210.
24 **Total operating and administrative expenses.** Add lines 13 through 23	598,002.	391,232.		66,720.
25 Contributions, gifts, grants paid	1,815,768.			1,815,768.
26 **Total expenses and disbursements.** Add lines 24 and 25	2,413,770.	391,232.		1,882,488.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	8,121,434.			
b **Net investment income** (if negative, enter -0-)		4,743,799.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	3,177,643.	130,615.	130,615.
	2 Savings and temporary cash investments	1,832,998.	970,282.	970,282.
	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 ▶ 263,964.			
	Less allowance for doubtful accounts ▶ 0.	263,964.	263,964.	263,964.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 11	6,375,751.	24,619,468.	28,150,715.
	c Investments - corporate bonds STMT 12	8,503,217.	11,112,576.	11,555,459.
	11 Investments - land, buildings, and equipment basis ▶ 1,500,002.			
	Less accumulated depreciation STMT 13▶ 621,662.	11,289,758.	878,340.	4,410,338.
	12 Investments - mortgage loans			
	13 Investments - other	2,011,950.		
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	33,455,281.	37,975,245.	45,481,373.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	33,455,281.	37,975,245.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	33,455,281.	37,975,245.	
	31 **Total liabilities and net assets/fund balances**	33,455,281.	37,975,245.	

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	33,455,281.
2	Enter amount from Part I, line 27a	2	8,121,434.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	24,362.
4	Add lines 1, 2, and 3	4	41,601,077.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	3,625,832.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	37,975,245.

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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	SALES OF PUBLICLY TRADED SECURITIES			
b	PROPERTY SALE - ONTARIO CA.	P		
c	CAPITAL GAINS DIVIDENDS			
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	12,698,928.		11,921,124.	777,804.
b	9,100,000.	3,622,011.	10,473,381.	2,248,630.
c	28,515.			28,515.
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				777,804.
b				2,248,630.
c				28,515.
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	3,054,949.
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))
2009	1,989,721.	38,051,199.	.052291
2008	2,013,875.	40,099,833.	.050222
2007	1,798,607.	40,633,738.	.044264
2006	960,724.	37,490,803.	.025626
2005	1,454,249.	35,105,129.	.041426

2 **Total** of line 1, column (d)	2	.213829
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	.042766
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	42,873,822.
5 Multiply line 4 by line 3	5	1,833,542.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	47,438.
7 Add lines 5 and 6	7	1,880,980.
8 Enter qualifying distributions from Part XII, line 4	8	1,882,488.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter. ________ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	47,438.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	47,438.
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	47,438.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 161,038.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 126,537.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	287,575.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	240,137.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 47,440. **Refunded** ▶	11	192,697.

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 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 ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH,CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 14	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 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 ▶ JPMORGAN CHASE BANK, NA Telephone no ▶ (216) 781-2052

Located at ▶ 1300EAST 9TH STREET, CLEVELAND, OH ZIP+4 ▶ 44114

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)* 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 2010?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b | |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JPMORGAN CHASE BANK, NA P O BOX 3038 MILWAUKEE, WI 53201	TRUSTEE 2.00	196,177.	0.	0.

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

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

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

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	0.
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	0.
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	40,738,244.
b	Average of monthly cash balances	1b	2,788,479.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	43,526,723.
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	43,526,723.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	652,901.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	42,873,822.
6	**Minimum investment return.** Enter 5% of line 5	6	2,143,691.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	2,143,691.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	47,438.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	97.		
c	Add lines 2a and 2b			2c	47,535.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,096,156.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	2,096,156.
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	2,096,156.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,882,488.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,882,488.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	47,438.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,835,050.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				2,096,156.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			1,815,594.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 1,882,488.				
a Applied to 2009, but not more than line 2a			1,815,594.	
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 2010 distributable amount				66,894.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				2,029,262.
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 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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 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))

NONE

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

NONE

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

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

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

JPMORGAN CHASE BANK, NA; C/O NCAA, (866) 300-6222
2200 ROSS AVENUE, DALLAS, TX 75201

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

LETTER

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 15				
Total			▶ 3a	1815768.
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 (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	826.	
4 Dividends and interest from securities			14	652,749.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	1,221,769.	
6 Net rental income or (loss) from personal property					
7 Other investment income			14		
8 Gain or (loss) from sales of assets other than inventory			18	3,054,949.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		4,930,293.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 4,930,293.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

~~AUTHORIZED OFFICER~~ NOV 14 2011 TRUSTEE

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ Firm's EIN ▶

Firm's address ▶ Phone no

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

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2010

Name of the organization	**Employer identification number**
DAVIS FOUNDATION 6853007500 / R59647009	34-6566892

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year. ▶ $ ____________

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

Name of organization
DAVIS FOUNDATION
6853007500 / R59647009

Employer identification number
34-6566892

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	VELMA DAVIS ESTATE C/O JPMORGAN CHASE, 1300 E 9TH ST CLEVELAND, OH 44114	$ 527,540.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
2	VELMA DAVIS IRREV TRUST R60465003 C/O JPMORGAN CHASE, 1300 E 9TH ST CLEVELAND, OH 44114	$ 493,081.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3	VELMA DAVIS IRREV TRUST R60465003 C/O JPMORGAN CHASE, 1300 E 9TH ST CLEVELAND, OH 44114	$ 212,506.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
4	VELMA DAVIS IRREV TRUST R60464006 C/O JPMORGAN CHASE, 1300 E 9TH ST CLEVELAND, OH 44114	$ 2,705,860.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
5	VELMA DAVIS IRREV TRUST R60464006 C/O JPMORGAN CHASE, 1300 E 9TH ST CLEVELAND, OH 44114	$ 1,435,501.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
DAVIS FOUNDATION 6853007500 / R59647009	34-6566892

Part II **Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	VARIOUS MUTUAL FUNDS & STOCKS	$ 519,314.	11/02/10
3	STATE OF OHIO BONDS	$ 319,331.	08/25/10
5	VARIOUS STOCKS	$ 1,496,858.	08/25/10
		$	
		$	
		$	

Name of organization	Employer identification number
DAVIS FOUNDATION 6853007500 / R59647009	34-6566892

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

2010 DEPRECIATION AND AMORTIZATION REPORT

100 PORT ROAD,PASCAGOULA, MS RENT 1

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	DAVIS INTL 1155 MEADOWBROOK AVE YOU	042898	ADS	40.00	17	115,024.			115,024.	33,671.		2,876.
2	SAMUEL STRAPPING SYSTEMS BUILDING 64	042898	ADS	40.00	17	1,841,667.			1,841,667.	539,073.		46,042.
	* TOTAL 990-PF RENTAL DEPR					1,956,691.		0.	1,956,691.	572,744.	0.	48,918.

(D) - Asset disposed

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

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

SOURCE	AMOUNT
MONEY MARKET FUND	826.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	826.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS & INTEREST	655,579.	28,515.	627,064.
MUNICIPAL BOND INTEREST	25,685.	0.	25,685.
TOTAL TO FM 990-PF, PART I, LN 4	681,264.	28,515.	652,749.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
100 PORT ROAD,PASCAGOULA, MS	1	409,992.
1155 MEADOWBROOK,YOUNGSTOWN, OH	2	25,200.
1498 EVANS CITY RD,EVANS CITY, PA	3	0.
640 CEL RIVER ROAD,ROCK HILL	6	117,000.
700 S MALAGA PL, ONTARIO, CA	7	900,000.
TOTAL TO FORM 990-PF, PART I, LINE 5A		1,452,192.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		48,918.	
R E MGMT FEES		37,359.	
R E INSURANCE		4,449.	
R E ICG TAX SERVICES		10.	
R E TRAVEL & INSPECTION		1,650.	

R E MISC APPRAISAL			0.	
	- SUBTOTAL -	1		92,386.
R E MGMT FEES			2,296.	
R E INSURANCE			758.	
R E ICG TAX SERVICES			40.	
R E LEGAL			3,650.	
R E APPRAISAL			0.	
R E REPAIRS/MAINT			11,500.	
	- SUBTOTAL -	2		18,244.
R E MGMT FEES			0.	
R E INSURANCE			0.	
R E UTILITIES			0.	
R E REPAIRS/MAINT			0.	
R E MISC-APPRAISAL			0.	
R E TRAVEL & INSPECTION			0.	
R E TAXES			0.	
R E LEGAL			0.	
R E ICG TAX SERVICES			0.	
R E REPAIRS/MAINT			0.	
R E MGMT FEES			10,661.	
R E INSURANCE			1,476.	
R E FACILITY MGMT			600.	
R E MISC APPRAISAL			2,000.	
R E UTILITIES			1,411.	
R E TAXES			8,155.	
R E LEGAL			9,334.	
	- SUBTOTAL -	6		33,637.
R E MGMT FEES			70,496.	
R E INSURANCE			11,205.	
R E ICG TAX SERVICES			20.	
R E CITY LICENSE FEE			1,130.	
R E REPAIRS/MAINT			3,305.	
R E LEGAL			0.	
R E APPRAISAL			0.	
	- SUBTOTAL -	7		86,156.
TOTAL RENTAL EXPENSES				230,423.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B				1,221,769.

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES - MILES STOCKBRIDGE	2,900.	2,900.		0.
LEGAL FEES - GRESHAM SAVAGE	0.	0.		0.
LEGAL FEES - FISCHER BEHAR	93.	93.		0.
R E LEGAL	3,650.	3,650.		0.
R E LEGAL	0.	0.		0.

R E LEGAL	0.	0.		0.
TO FM 990-PF, PG 1, LN 16A	6,643.	6,643.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEE	2,104.	0.		2,104.
TO FORM 990-PF, PG 1, LN 16B	2,104.	0.		2,104.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EST EXCISE TAX PAID - 12/31/10	140,050.	0.		0.
FOREIGN DIVIDEND TAX PAID	8,766.	8,766.		0.
TO FORM 990-PF, PG 1, LN 18	148,816.	8,766.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OHIO AG FILING FEES	200.	0.		200.
CALIFORNIA FRANCHISE TAX BOARD	10.	0.		10.
AMORTIZATION	1,917.	1,917.		0.
R E MGMT FEES	37,359.	37,359.		0.
R E INSURANCE	4,449.	4,449.		0.
R E ICG TAX SERVICES	10.	10.		0.
R E TRAVEL & INSPECTION	1,650.	1,650.		0.
R E MISC APPRAISAL	0.	0.		0.
R E MGMT FEES	2,296.	2,296.		0.
R E INSURANCE	758.	758.		0.
R E ICG TAX SERVICES	40.	40.		0.
R E APPRAISAL	0.	0.		0.

R E REPAIRS/MAINT	11,500.	11,500.		0.
R E MGMT FEES	0.	0.		0.
R E INSURANCE	0.	0.		0.
R E UTILITIES	0.	0.		0.
R E REPAIRS/MAINT	0.	0.		0.
R E MISC-APPRAISAL	0.	0.		0.
R E ICG TAX SERVICES	0.	0.		0.
R E REPAIRS/MAINT	0.	0.		0.
R E MGMT FEES	10,661.	10,661.		0.
R E INSURANCE	1,476.	1,476.		0.
R E FACILITY MGMT	600.	600.		0.
R E MISC APPRAISAL	2,000.	2,000.		0.
R E UTILITIES	1,411.	1,411.		0.
R E TAXES	8,155.	8,155.		0.
R E LEGAL	9,334.	9,334.		0.
R E MGMT FEES	70,496.	70,496.		0.
R E INSURANCE	11,205.	11,205.		0.
R E ICG TAX SERVICES	20.	20.		0.
R E CITY LICENSE FEE	1,130.	1,130.		0.
R E REPAIRS/MAINT	3,305.	3,305.		0.
R E APPRAISAL	0.	0.		0.
TO FORM 990-PF, PG 1, LN 23	179,982.	179,772.		210.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
BASIS ADJUSTMENT - RETURN OF CAPITAL	22,066.
BASIS ADJUSTMENT - MUTUAL FUND TIMING DIFFERENCES	936.
BASIS ADJUSTMENT - MISC	1,360.
TOTAL TO FORM 990-PF, PART III, LINE 3	24,362.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
BASIS ADJUSTMENT - ACCUMULATED DEPRECIATION (ONTARIO CA PROPERTY)	3,622,011.
BASIS ADJUSTMENT	3,821.
TOTAL TO FORM 990-PF, PART III, LINE 5	3,625,832.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ABBOTT LABORATORIES - 1120 SHS	57,692.	53,659.
ALEXION PHARMACEUTICALS INC - 200 SHS	11,561.	16,110.
AMAZON COM INC - 250 SHS	29,343.	45,000.
APACHE CORP - 530 SHS	52,836.	63,192.
APPLE INC. - 340 SHS	63,020.	109,670.
BB & T CORP - 455 SHS	9,139.	11,962.
BAKER HUGHES INC - 500 SHS	25,648.	28,585.
CVS CAREMARK CORPORATION - 1166 SHS	37,195.	40,542.
CAMPBELL SOUP COMPANY - 500 SHS	18,002.	17,375.
CARDINAL HEALTH INC - 650 SHS	18,860.	24,902.
CELGENE CORPORATION - 525 SHS	25,413.	31,049.
CISCO SYSTEMS INC - 3626 SHS	88,859.	73,354.
CITRIX SYSTEMS INC - 175 SHS	12,036.	11,972.
COLGATE PALMOLIVE CO - 300 SHS	23,641.	24,111.
WALT DISNEY CO - 1085 SHS	21,292.	40,698.
DOW CHEMICAL CO - 1000 SHS	28,793.	34,140.
E I DU PONT DE NEMOURS & CO - 1600 SHS	63,275.	79,808.
E M C CORP MASS - 1000 SHS	20,460.	22,900.
FREEPORT-MCMORAN COPPER & GOLD INC CL B - 585 SHS	32,283.	70,253.
GENERAL ELECTRIC CO - 1460 SHS	20,975.	26,703.
GENERAL MILLS INC - 680 SHS	17,899.	24,201.
INTERNATIONAL BUSINESS MACHINES CORP - 314 SHS	36,954.	46,083.
JOHNSON CONTROLS INC - 1715 SHS	37,427.	65,513.
KELLOGG CO - 200 SHS	9,762.	10,216.
LENNAR CORP - 400 SHS	6,181.	7,500.
LOWES COMPANIES INC - 700 SHS	16,149.	17,556.
MICROSOFT CORP - 4318 SHS	113,078.	120,515.
MORGAN STANLEY - 901 SHS	26,290.	24,516.
NATIONAL-OILWELL VARCO INC - 200 SHS	12,499.	13,450.
NIKE INC B - 285 SHS	16,130.	24,345.
NORFOLK SOUTHERN CORP - 1350 SHS	60,423.	84,807.
NOVELLUS SYSTEMS INC - 600 SHS	15,027.	19,392.
OCCIDENTAL PETROLEUM CORP - 710 SHS	49,817.	69,651.
ORACLE CORP - 1700 SHS	39,489.	53,210.
PACCAR INC - 880 SHS	28,697.	50,459.
PARKER-HANNIFIN CORP - 100 SHS	4,030.	8,630.
PEPSICO INC - 500 SHS	27,386.	32,665.
PFIZER INC - 4408 SHS	67,431.	77,184.
PROCTER & GAMBLE CO - 1160 SHS	67,659.	74,623.
QUALCOMM INC - 1254 SHS	50,539.	62,060.
T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA FUND - 63301.77 SHS	1,034,774.	1,214,128.
SANDISK CORP - 300 SHS	13,103.	14,958.
SOUTHERN CO - 600 SHS	18,205.	22,938.
SPRINT NEXTEL CORP - 3500 SHS	14,778.	14,805.
STAPLES INC - 1555 SHS	33,964.	35,407.

STATE STREET CORP - 300 SHS	11,930.	13,902.
SYSCO CORP - 525 SHS	15,431.	15,435.
UNITED TECHNOLOGIES CORP - 875 SHS	52,610.	68,880.
XILINX CORP - 700 SHS	19,812.	20,286.
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A - 400 SHS	20,270.	29,316.
SEMPRA ENERGY - 250 SHS	12,818.	13,120.
CITIGROUP INC - 10700 SHS	45,700.	50,611.
WELLS FARGO & CO - 1940 SHS	42,386.	60,121.
BANK OF AMERICA CORP - 3768 SHS	76,443.	50,265.
GOLDMAN SACHS GROUP INC - 320 SHS	30,788.	53,811.
DEVON ENERGY CORP - 495 SHS	31,144.	38,862.
EOG RESOURCES INC - 475 SHS	41,801.	43,420.
HONEYWELL INTERNATIONAL INC - 800 SHS	34,567.	42,528.
UNITEDHEALTH GROUP INC - 400 SHS	15,150.	14,444.
ISHARES S&P MIDCAP 400 INDEX FUND - 10070 SHS	725,486.	913,248.
VERIZON COMMUNICATIONS INC - 1663 SHS	54,506.	59,502.
COACH INC - 400 SHS	15,355.	22,124.
US BANCORP DEL - 900 SHS	19,116.	24,273.
ADVANCED AUTO PARTS INC - 350 SHS	12,368.	23,153.
3M CO - 225 SHS	19,420.	19,418.
YUM BRANDS INC - 910 SHS	31,519.	44,636.
COMCAST CORP CL A - 700 SHS	11,888.	15,379.
ARBITRAGE FUNDS - I CL I - 63110.43 SHS	827,561.	807,182.
ASTON OPTIMUM MID CAP FUND I - 15130.4 SHS	415,831.	489,468.
GOOGLE INC CL A - 66 SHS	21,648.	39,202.
WELLPOINT INC - 140 SHS	7,236.	7,960.
JPM US REAL ESTATE FD - SEL FUND 3037 - 109246.63 SHS	1,490,160.	1,702,062.
JPM INTREPID AMERICA FD - SEL FUND 1206 - 28502.15 SHS	502,275.	653,554.
JPM MID CAP GROWTH - SEL FUND 3120 - 75569.47 SHS	1,481,765.	1,737,342.
JPM ASIA 3 FD - SEL FUND 1134 - 43024.25 SHS	1,228,277.	1,629,758.
VANGUARD MSCI EMERGING MARKETS ETF - 36181 SHS	1,547,849.	1,741,970.
AT&T INC - 845 SHS	29,546.	24,826.
JPM TR I GROWTH ADVANTAGE FD - SEL FUND 1567 - 150193.65 SHS	1,074,865.	1,324,708.
CME GROUP INC CLASS A COMMON STOCK - 60 SHS	17,081.	19,305.
EATON VANCE MUT FDS TR GLOBAL MACRO - I - 158914.49 SHS	1,638,570.	1,632,052.
INVESCO LTD - 500 SHS	9,662.	12,030.
SPDR GOLD TRUST - 1065 SHS	116,266.	147,737.
ACE LTD NEW - 280 SHS	13,010.	17,430.
ARTIO INTERNATIONAL 3 II - I - 110186.75 SHS	1,113,675.	1,372,927.
TYCO INTERNATIONAL LTD - 500 SHS	18,657.	20,720.
TIME WARNER INC NEW - 2375 SHS	57,952.	76,404.
COVIDIEN PLC - 380 SHS	13,505.	17,351.
BARC ASIA MKT PLS NOTE 03/24/11 INITIAL LEVEL:09/18/09: 100.00 - 300000 SHS	296,250.	332,700.
MERCK AND CO INC - 1619 SHS	54,543.	58,349.
JPM RESEARCH MARKET NEUTRAL FD - SEL FUND - SEL - 52191.93 SHS	813,379.	805,843.
HSBC EAFE BREN 02/17/11 INITIAL LEVEL-1/08/10: - 250000 SHS	247,500.	252,050.

DB ASIA BREN 03/03/11 INITIAL LEVEL-ASIA:2/12/10: - 104000 SHS	102,960.	121,007.
HSBC SPX MKT PLS NOTE 08/18/11 INITIAL LEVEL-SPX:2/12/10: - 475000 SHS	469,063.	548,055.
BARC EAFE BREN 03/24/11 INITIAL LEVEL-3/5/10: - 260000 SHS	257,400.	269,074.
HIGHBRIDGE DYNAMIC COMM STRG FD -SEL STRATEGY FUND - SE - 94621.78 SHS	1,516,399.	1,832,824.
CS SPX NOTE 05/02/11 INITIAL LEVEL-SPX:4/01/10: - 400000 SHS	396,800.	424,480.
GS SPX CONT BUFF EQ NOTE 11/21/11 INITIAL LEVEL-SPX: 05/14/10: - 245000 SHS	241,938.	272,967.
HSBC EAFE BREN 06/30/11 INITIAL LEVEL-05/14/10: - 245000 SHS	242,550.	260,607.
NEXTERA ENERGY INC - 300 SHS	15,075.	15,597.
CS BREN EAFE 08/16/11 INITIAL LEVEL-07/23/10 - 240000 SHS	237,600.	254,640.
GS BREN SPX 08/16/11 INITIAL LEVEL-07/23/10 - 480000 SHS	475,200.	530,462.
DB BREN ASIA BASKET 10/6/11 INITIAL LEVEL - 9/17/10 ASIA BASKET: - 400000 S	396,000.	421,291.
HSBC BREN EAFE 10/6/11 INITIAL LEVEL - 9/17/10 - 580000 SHS	574,200.	588,062.
SG BREN SPX 10/6/11 INITIAL LEVEL - 9/17/10 - 772000 SHS	764,280.	823,570.
BARC BREN SPX 11/2/11 INITIAL LEVEL-10/15/10 - 600000 SHS	594,000.	627,420.
DB CONT BUFF EQ MID 11/23/11 INITIAL LEVEL-11/3/10 - 425000 SHS	420,750.	450,201.
MS COPPER QRN 12/14/11 11/30/2010 - 250000 SHS	247,500.	256,563.
GS CONT BUFF EQ SPX 6/22/12 INITIAL LEVEL-12/10/10 - 500000 SHS	493,750.	503,185.
JUNIPER NETWORKS INC - 1095 SHS	22,447.	40,427.
EXXON MOBIL CORP - 1498 SHS	118,113.	109,534.
METLIFE INC - 690 SHS	23,275.	30,664.
MARVELL TECHNOLOGY GROUP LTD - 700 SHS	14,289.	12,985.
PRUDENTIAL FINANCIAL INC - 530 SHS	19,387.	31,116.
CONOCOPHILLIPS - 695 SHS	32,446.	47,330.
BIOGEN IDEC INC - 300 SHS	16,847.	20,115.
BAIDU INC SPONS ADR - 175 SHS	16,132.	16,893.
TD AMERITRADE HOLDING CORPORATION - 965 SHS	16,393.	18,325.
MASTERCARD INC - CLASS A - 75 SHS	14,797.	16,808.
GENERAL MOTORS CO - 700 SHS	24,292.	25,802.
LLOYD OIL & GAS VENTURE LTD LTD PARTNERSHIP PERCENTAGE INTEREST AS SHARES -	0.	6,250.
TOTAL TO FORM 990-PF, PART II, LINE 10B	24,619,468.	28,150,715.

FORM 990-PF	CORPORATE BONDS	STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS TRUST HIGH YIELD FUND INSTITUTIONAL SHS - 278683.62 SHS	1,688,511.	2,034,390.
ISHARES BARCLAYS TIPS BOND FUND - 1861 SHS	194,205.	200,095.
JPM HIGH YIELD FD - SEL FUND 3580 5.95% - 248855.61 SHS	2,019,200.	2,028,173.
JPM STR INC OPP FD FUND 3844 2.00% - 68870.81 SHS	730,114.	814,742.
DREYFUS/LAUREL FDS TR PRM EMRGN MK I - 40395.46 SHS	585,226.	584,118.
LUCAS CNTY OHIO IMPT DTD 11/01/1995 5.40% DUE 12/01/2015 - 5000 SHS	5,000.	5,014.
OHIO ST BLDG AUTH REF ST FAC DTD 05/02/2007 5.00% DUE 04/01/2012 - 200000 SH	203,024.	210,664.
OHIO ST HIGHER EDL FAC-WITTENBERG UNIV 5.25% DUE 06/01/2019 - 150000 SHS	150,049.	150,047.
OHIO ST MENTAL HEALTH CAP FACS REF-SER 4.00% DUE 12/01/2012 - 200000 SHS	202,110.	210,052.
VAN WERT OHIO CITY SCH DIST SCH 4.15% DUE 12/01/2013 - 50000 SHS	50,295.	52,019.
JPM INTL CURRENCY INCOME FD INCOME FUND 1.74% - 54072.02 SHS	595,396.	608,310.
CITY OF COLUMBUS OHIO LIMITED TAX 5% E DEC 15 2011 DTD 12/14/2005 HELD BY DT	101,435.	104,147.
MIAMI EAST OHIO LOC SCHOOL DISTRICT SCH IMPT UNLIMITED TAX 4% DEC 1 2011 DTD	50,411.	51,381.
LEBANON OHIO CITY SCH DIST DTD 12/01/2001 5.00% DUE 12/01/2029 - 60000 SHS	60,974.	62,481.
MASON OHIO CITY SCH DIST SCH IMPT DTD 06/15/2001 4.25% DUE 12/01/2011 - 1000	100,816.	103,384.
FANNIE MAE 4 3/8% MAR 15 2013 DTD 3/28/2003 - 180000 SHS	193,665.	193,954.
U S A TREASURY NOTES 4 1/2% APR 30 2012 DTD 4/30/2007 - 350000 SHS	369,935.	369,264.
FANNIE MAE NOTES 4 7/8% MAY 18 2012 DTD 05/18/2007 - 335000 SHS	364,670.	354,986.
U S A NOTES 3 1/8% APR 30 2013 DTD 04/30/2008 - 255000 SHS	266,515.	269,385.
FREDDIE MAC NOTES 4 1/8% SEP 27 2013 DTD 08/20/2008 - 200000 SHS	216,750.	216,726.
U S A NOTES 3 1/8% SEP 30 2013 DTD 09/30/2008 - 300000 SHS	322,465.	318,258.
FANNIE MAE NOTES 3 5/8% FEB 12 2013 DTD 01/11/2008 - 345000 SHS	360,420.	365,776.
FFCB 1 7/8% DEC 07 2012 DTD 10/29/2009 - 140000 SHS	141,493.	143,223.
FFCB 1 3/4% FEB 21 2013 DTD 01/15/2010 - 20000 SHS	19,947.	20,375.

FHLMC NOTES 5 3/4% JAN 15 2012 DTD 1/14/2002 - 450000 SHS	498,719.	474,296.
U S A NOTES 4 3/4% JAN 31 2012 DTD 1/31/2007 - 170000 SHS	186,734.	177,995.
U S A NOTES 4 1/8% AUG 31 2012 DTD 08/31/2007 - 460000 SHS	494,689.	487,563.
U S A NOTES 3 3/8% JUL 31 2013 DTD 07/31/2008 - 350000 SHS	373,297.	373,324.
U S A TREASURY NOTES 2% NOV 30 2013 DTD 12/01/2008 - 215000 SHS	221,694.	221,349.
U S A TREASURY NOTES 1 7/8% JUN 15 2012 DTD 06/15/2009 - 185000 SHS	184,509.	188,894.
FREDDIE MAC NOTES 1 1/8% DEC 15 2011 DTD 10/21/2009 - 135000 SHS	134,799.	135,938.
FEDERAL HOME LOAN BANK 4 5/8% FEB 18 2011 DTD 1/6/2006 - 25000 SHS	25,509.	25,136.
TOTAL TO FORM 990-PF, PART II, LINE 10C	11,112,576.	11,555,459.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 13

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
DAVIS INTL 1155 MEADOWBROOK AVE YOUNGSTOWN, OH	115,024.	36,547.	78,477.
SAMUEL STRAPPING SYSTEMS BUILDING 640 CEL RIVER RD	1,841,667.	585,115.	1,256,552.
TOTAL TO FM 990-PF, PART II, LN 11	1,956,691.	621,662.	1,335,029.

FORM 990-PF — LIST OF SUBSTANTIAL CONTRIBUTORS — PART VII-A, LINE 10 — STATEMENT 14

NAME OF CONTRIBUTOR		ADDRESS
VELMA DAVIS ESTATE		C/O JPMORGAN CHASE, 1300 E 9TH ST CLEVELAND, OH 44114
VELMA DAVIS IRREV TR	R60465003	C/O JPMORGAN CHASE, 1300 E 9TH ST CLEVELAND, OH 44114
VELMA DAVIS IRREV TR	R60464006	C/O JPMORGAN CHASE, 1300 E 9TH ST CLEVELAND, OH 44114

FORM 990-PF — GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR — STATEMENT 15

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ABBA WOMENS RESOURCE CENTER 1250 FOREST AVE PORTLAND, ME 04103	NONE PROGRAM SUPPORT	PUBLIC CHARITY	50,000.
ALPHA CRISIS PREGNANCY CENTER, INC 751 MAIN ST SANFORD, ME 04073	NONE PROGRAM SUPPORT	PUBLIC CHARITY	50,000.
BUTLER INSTITUTE OF AMERICAN ART 524 WICK AVE YOUNGSTOWN, OH 44502	NONE PROGRAM SUPPORT	PUBLIC CHARITY	57,000.
CARE NET 44180 RIVERSIDE PKWY LANSDOWNE, VA 20176	NONE PROGRAM SUPPORT	PUBLIC CHARITY	25,000.
CENTER FOR RELIGIOUS HUMANISM 3307 THIRD AVE, W. SEATTLE, WA 98119	NONE PROGRAM SUPPORT	PUBLIC CHARITY	15,000.

CHILDRENS MUSEUM OF THE VALLEY 139 E BOARDMAN ST YOUNGSTOWN, OH 44503	NONE PROGRAM SUPPORT	PUBLIC CHARITY	1,000.
CHOSEN PEOPLE MINISTRIES, INC 241 E 51ST STREET NEW YORK, NY 10022	NONE PROGRAM SUPPORT	PUBLIC CHARITY	225,000.
CHRISTIAN HERITAGE SCHOOL, INC 575 WHITE PLAINS ROAD TRUMBULL, CT 06611	NONE PROGRAM SUPPORT	PUBLIC CHARITY	10,000.
COMPASSION INTERNATIONAL 12290 VOYAGER PKWY COLORADO SPRINGS, CO 80997	NONE PROGRAM SUPPORT	PUBLIC CHARITY	20,000.
FELLOWSHIP OF CHRISTIAN ATHLETES 8710 LEEDS ROAD KANSAS CITY, MO 64129	NONE PROGRAM SUPPORT	PUBLIC CHARITY	25,000.
FIRST COVENANT CHURCH 5210 GLENWOOD AVE YOUNGSTOWN, OH 44512	NONE PROGRAM SUPPORT	PUBLIC CHARITY	112,500.
FOUNDATION FOR THE BIBLICAL ARTS 25832 CORDOVA LAGUNA HILLS, CA 92653	NONE PROGRAM SUPPORT	PUBLIC CHARITY	25,000.
FRIENDS OF FELLOWS RIVERSIDE GARDENS 123 MCKINLEY AVE YOUNGSTOWN, OH 44509	NONE PROGRAM SUPPORT	PUBLIC CHARITY	125,000.
GIDEONS INTERNATIONAL 50 CENTURY BLVD NASHVILLE, TN 37214	NONE PROGRAM SUPPORT	PUBLIC CHARITY	20,000.
HARVEY CEDARS BIBLE CONFERENCE 12 CEDARS AVE HARVEY CEDARS, NJ 08008	NONE PROGRAM SUPPORT	PUBLIC CHARITY	166,668.

HIS MINISTRY PO BOX 221 AUBURN, WA 98071	NONE PROGRAM SUPPORT	PUBLIC CHARITY	10,000.
LET HER LIVE 130 AMBERWOOD RD PICKENS , SC 29671	NONE PROGRAM SUPPORT	PUBLIC CHARITY	8,600.
LIGONIER MINISTRIES 400 TECHNOLOGY PARK LAKE MARY, FL 32746	NONE PROGRAM SUPPORT	PUBLIC CHARITY	25,000.
PIEDMONT WOMENS CENTER PO BOX 26866 GREENVILLE, SC 29616	NONE PROGRAM SUPPORT	PUBLIC CHARITY	100,000.
PRASSO, INC 2718B WADE HAMPTON BLVD GREENVILLE , SC 29615	NONE PROGRAM SUPPORT	PUBLIC CHARITY	15,000.
RAVI ZACHARIAS INTL MINISTRY 4725 PEACHTREE CORNERS NORCROSS, GA 30092	NONE PROGRAM SUPPORT	PUBLIC CHARITY	450,000.
STEAMBOAT SPRINGS PREGNANCY RESOURCE CENTER PO BOX 774844 STEAMBOAT SPRINGS, CO 80477	NONE PROGRAM SUPPORT	PUBLIC CHARITY	100,000.
TEEN STRAIGHT TALK 1393 YOUNGSTOWN-KINGSVILLE RD VIENNA, OH 44473	NONE PROGRAM SUPPORT	PUBLIC CHARITY	10,000.
THE ROOT CELLAR 94 WASHINGTON AVE PORTLAND, ME 04101	NONE PROGRAM SUPPORT	PUBLIC CHARITY	15,000.
TRI CITIES CENTER FOR CHRISTIAN COUNSELING 1111 N EASTMAN RD KINGSPORT, TN 37664	NONE PROGRAM SUPPORT	PUBLIC CHARITY	15,000.

WORLD VISION INTERNATIONAL 800 W CHESTNUT AVE MONROVIA, CA 91016	NONE PROGRAM SUPPORT	PUBLIC CHARITY	25,000.
YMCA 17 NORTH CHAMPION ROAD YOUNGSTOWN, OH 44501	NONE PROGRAM SUPPORT	PUBLIC CHARITY	100,000.
YOUNGSTOWN HEARING AND SPEACH CENTER 6614 SOUTHERN BLVD YOUNGSTOWN, OH 44512	NONE PROGRAM SUPPORT	PUBLIC CHARITY	15,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			1,815,768.

COPY

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 ▶ [X]
- 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	Name of exempt organization DAVIS FOUNDATION 6853007500 / R59647009	**Employer identification number** 34-6566892
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 JPMORGAN CHASE BANK,NA;PO BOX 3038	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MILWAUKEE, WI 53201	

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 ▶ JPMORGAN CHASE BANK, NA 1300EAST 9TH STREET - CLEVELAND, OH 44114
  Telephone No ▶ (414) 977-1210 FAX No. ▶ (414) 977-1221
- 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 AUGUST 15, 2011 , to file the exempt organization return for the organization named above. The extension is for the organization's return for.
▶ [X] calendar year 2010 or
▶ [ ] tax year beginning ______ , and ending ______ .

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	$ 287,575.
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	$ 161,038.
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	$ 126,537.

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 Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 1-2011)

023841
01-03-11

COPY

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

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

File by the extended due date for filing your return See instructions

Name of exempt organization
DAVIS FOUNDATION
6853007500 / R59647009

Employer identification number
34-6566892

Number, street, and room or suite no. If a P.O box, see instructions.
C/O JPMORGAN CHASE BANK,NA;PO BOX 3038

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
MILWAUKEE, WI 53201

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-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

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

- The books are in the care of ▶ JPMORGAN CHASE BANK, NA 1300EAST 9TH STREET - CLEVELAND, OH 44114
  Telephone No ▶ (414) 977-1210 FAX No ▶ (414) 977-1221
- 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

4 I request an additional 3-month extension of time until NOVEMBER 15, 2011

5 For calendar year 2010 , or other tax year beginning ________ , and ending ________

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO PREPARE A COMPLETE AND ACCURATE RETURN.

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	$ 287,575.
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	$ 287,575.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, 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 ▶ [signature] Title ▶ CPA Date ▶ 5/7/11

Form **8868** (Rev. 1-2011)

023842
01-24-11