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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.

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

THE SCOTT &amp; SUSAN DAVIDSON FDN INC.

Number and street (or P O box number if mail is not delivered to street address)

C/O M H DAVIDSON &amp; CO 65 EAST 55TH ST

Room/suite

19TH

City or town, state, and ZIP code

NEW YORK, NY 10022

G Check all that apply:

Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

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

J Accounting method:

(from Part II, col. (c), line 16)

 Cash  Accrual

► \$ 3,160,793. (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))

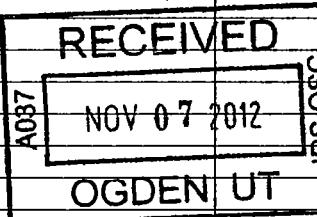
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

<b>SCANNED NOV 08 2012</b> <b>Revenue</b>  <b>Operating and Administrative Expenses</b>	1 Contributions, gifts, grants, etc., received	141,869.		N/A
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments	4,003.	4,003.	STATEMENT 2
	4 Dividends and interest from securities	9,574.	9,574.	STATEMENT 3
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	85,681.		STATEMENT 1
	b Gross sales price for all assets on line 6a	111,234.		
	7 Capital gain net income (from Part IV, line 2)		85,446.	
	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	35,952.	36,099.	
	12 Total. Add lines 1 through 11	277,079.	135,122.	STATEMENT 4
	13 Compensation of officers, directors, trustees, etc	0.	0.	0.
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees			
	b Accounting fees	3,800.	1,900.	1,550.
	c Other professional fees			
	17 Interest			
	18 Taxes	5,326.	326.	0.
	19 Depreciation and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses	699.	449.	250.
	24 Total operating and administrative expenses Add lines 13 through 23	9,825.	2,675.	1,800.
	25 Contributions, gifts, grants paid	158,550.		158,550.
	26 Total expenses and disbursements. Add lines 24 and 25	168,375.	2,675.	160,350.
	27 Subtract line 26 from line 12:			
	a Excess of revenue over expenses and disbursements	108,704.		
	b Net investment income (if negative, enter -0-)		132,447.	
	c Adjusted net income (if negative, enter -0-)			N/A



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year
			(a) Book Value	(b) Book Value
Assets	1	Cash - non-interest-bearing	29,678.	17,185.
	2	Savings and temporary cash investments	1,285,259.	1,260,666.
	3	Accounts receivable ►		
		Less: allowance for doubtful accounts ►		
	4	Pledges receivable ►		
		Less: allowance for doubtful accounts ►		
	5	Grants receivable		
	6	Receivables due from officers, directors, trustees, and other disqualified persons		
	7	Other notes and loans receivable ►		
		Less: allowance for doubtful accounts ►		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges		
	10a	Investments - U.S. and state government obligations	STMT 9	93,578.
	b	Investments - corporate stock	STMT 10	362,685.
	c	Investments - corporate bonds		
	11	Investments - land, buildings, and equipment basis ►		
		Less accumulated depreciation ►		
	12	Investments - mortgage loans		
	13	Investments - other	STMT 11	1,392,460.
	14	Land, buildings, and equipment basis ►		
		Less accumulated depreciation ►		
	15	Other assets (describe ►	STATEMENT 12)	0.
				365.
	16	Total assets (to be completed by all filers)		3,163,660.
				3,039,699.
				3,160,793.
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 ►	)	
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)		0.
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>		
		and complete lines 24 through 26 and lines 30 and 31		
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>		
		and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds		1,525,854.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.
	29	Retained earnings, accumulated income, endowment, or other funds		1,637,806.
	30	Total net assets or fund balances		3,163,660.
	31	Total liabilities and net assets/fund balances		3,039,699.

## Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,163,660.
2	Enter amount from Part I, line 27a	2	108,704.
3	Other increases not included in line 2 (itemize) ► 2010 990-T REFUND	3	5,335.
4	Add lines 1, 2, and 3	4	3,277,699.
5	Decreases not included in line 2 (itemize) ►	5	238,000.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,039,699.

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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					
b	<b>SEE ATTACHED STATEMENT</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	<b>111,234.</b>		<b>173,234.</b>	<b>85,446.</b>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col. (h)) gain minus col. (k), but not less than -0- or Losses (from col. (h))	
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a					
b					
c					
d					
e				<b>85,446.</b>	
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	<b>85,446.</b>	
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	<b>N/A</b>	

**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))
2010	<b>152,071.</b>	<b>3,032,446.</b>	<b>.050148</b>
2009	<b>129,470.</b>	<b>2,941,902.</b>	<b>.044009</b>
2008	<b>86,914.</b>	<b>2,612,223.</b>	<b>.033272</b>
2007	<b>54,470.</b>	<b>2,733,544.</b>	<b>.019927</b>
2006	<b>116,990.</b>	<b>2,412,103.</b>	<b>.048501</b>

2 Total of line 1, column (d)

**.195857**

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

**.039171**

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

**3,165,493.**

5 Multiply line 4 by line 3

**123,996.**

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

**1,324.**

7 Add lines 5 and 6

**125,320.**

8 Enter qualifying distributions from Part XII, line 4

**160,350.**If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.  
See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 3 Add lines 1 and 2 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 6 Credits/Payments: a 2011 estimated tax payments and 2010 overpayment credited to 2011 b Exempt foreign organizations - tax withheld at source c Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withheld 7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ►	1	1,324.
2			2	0.
3			3	1,324.
4			4	0.
5			5	1,324.
6a	6,592.		7	6,592.
6b			8	
6c			9	
6d			10	5,268.
			11	0.

## Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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.	Yes	No	
1a			X		
1b			X		
1c			X		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?			X	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes			X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?			X	
4b	b If "Yes," has it filed a tax return on Form 990-T for this year?			X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?			X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?			X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		X		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <b>NY</b>				
8b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		X		
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X		
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X		

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	<input checked="" type="checkbox"/>
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>N/A</b>	13	<input checked="" type="checkbox"/>
14	The books are in care of ► <b>SCOTT E. DAVIDSON</b> Located at ► <b>65 EAST 55TH STREET, 19TH FLOOR, NEW YORK, NY</b>	Telephone no. ► <b>212-446-4080</b> ZIP+4 ► <b>10022</b>	
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	<input type="checkbox"/> <b>N/A</b>
16	At any time during calendar year 2011, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</b>

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<b>N/A</b>	
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 2011?	1b	
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	<b>N/A</b>	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2011 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 2011.)	<b>N/A</b>	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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 2011?	4a	
		4b	<input checked="" type="checkbox"/> X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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

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?

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SCOTT E. DAVIDSON C/O M.H. DAVIDSON & CO 65 EAST 55TH S NEW YORK, NY 10022	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
SUSAN DAVIDSON C/O M.H. DAVIDSON & CO 65 EAST 55TH S NEW YORK, NY 10022	SECRETARY/DIRECTOR 1.00	0.	0.	0.
STEPHEN DOWICZ C/O M.H. DAVIDSON & CO 65 EAST 55TH S NEW YORK, NY 10022	SECRETARY/DIRECTOR 1.00	0.	0.	0.

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

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

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

► 0

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**Part VIII** **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
<b>NONE</b>		

**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
<b>1</b> <b>N/A</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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**

	Amount
<b>1</b> <b>N/A</b>	
<b>2</b>	
<b>All other program-related investments. See instructions.</b>	
<b>3</b>	
<b>Total. Add lines 1 through 3</b>	<b>► 0.</b>

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	413,026.
b Average of monthly cash balances	1b	1,325,197.
c Fair market value of all other assets	1c	1,475,475.
d Total (add lines 1a, b, and c)	1d	3,213,698.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	3,213,698.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	48,205.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,165,493.
6 Minimum investment return. Enter 5% of line 5	6	158,275.

**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	158,275.
2a Tax on investment income for 2011 from Part VI, line 5	2a	1,324.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,324.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	156,951.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	156,951.
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	156,951.

**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	160,350.
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	160,350.
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	1,324.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	159,026.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				156,951.
2 Undistributed income, if any, as of the end of 2011			137,496.	
a Enter amount for 2010 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 160,350.			137,496.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2011 distributable amount				22,854.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2011 (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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				134,097.
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 2006 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				



## Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
CONVENT OF THE SACRED HEART 1 EAST 91ST STREET NEW YORK, NY 10128	NONE	EXEMPT	UNRESTRICTED GRANT FOR EXEMPT PURPOSES	2,500.
DEERWOOD FOUNDATION 213 SOUTH STREET PORTSMOUTH, NH 03801	NONE	EXEMPT	UNRESTRICTED GRANT FOR EXEMPT PURPOSES	2,500.
MEMORIAL SLOAN KETTERING 1275 YORK AVENUE NEW YORK, NY 10065	NONE	EXEMPT	UNRESTRICTED GRANT FOR EXEMPT PURPOSES	30,000.
ROBIN HOOD 826 BROADWAY NEW YORK, NY 10003	NONE	EXEMPT	UNRESTRICTED GRANT FOR EXEMPT PURPOSES	25,000.
RYE PRESBYTERIAN CHURCH 882 BOSTON POST RD RYE, NY 10580	NONE	EXEMPT	UNRESTRICTED GRANT FOR EXEMPT PURPOSES	5,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			► 3a 158,550.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				► 3b 0

## Part XV Supplementary Information

## 3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RYE COUNTRY DAY SCHOOL 1601 BOSTON POST RD RYE, NY 10580	NONE	EXEMPT	UNRESTRICTED GRANT FOR EXEMPT PURPOSES	57,500.
THE CARVER CENTER 400 WESTCHESTER AVE PORTCHESTER, NY 10573	NONE	EXEMPT	UNRESTRICTED GRANT FOR EXEMPT PURPOSES	10,000.
UNIVERSITY OF MIAMI 1252 MEMORIAL DRIVE CORAL GABLES, FL 33146	NONE	EXEMPT	UNRESTRICTED GRANT FOR EXEMPT PURPOSES	7,500.
PREP FOR PREP 328 WEST 71ST STREET NEW YORK, NY 10023	NONE	EXEMPT	UNRESTRICTED GRANT FOR EXEMPT PURPOSES	10,000.
REGIONAL YMCA BROOKFIELD CT 2 HUCKLEBERRY HILL ROAD BROOKFIELD, CT 06804	NONE	EXEMPT	UNRESTRICTED GRANT FOR EXEMPT PURPOSES	1,000.
HACKLEY SCHOOL 293 BENEDICT AVENUE TARRYTOWN, NY 10591	NONE	EXEMPT	UNRESTRICTED GRANT FOR EXEMPT PURPOSES	5,000.
NYS TROOPERS SIGNAL 30 BENEFIT FUND 120 STATE STREET ALBANY, NY 12207	NONE	EXEMPT	UNRESTRICTED GRANT FOR EXEMPT PURPOSES	2,500.
ASSOC FOR FIRE FIGHTERS & PARAMEDICS 1720 EAST GARRY AVENUE SANTA ANA, CA 92705	NONE	EXEMPT	UNRESTRICTED GRANT FOR EXEMPT PURPOSES	50.
<b>Total from continuation sheets</b>				<b>93,550.</b>

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) Amount		
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	4,003.
4 Dividends and interest from securities			14	9,574.
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	900,000	<147.>14		36,099.
8 Gain or (loss) from sales of assets other than inventory	900,000	235. 18		85,446.
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)		88.		135,122.
13 Total. Add line 12, columns (b), (d), and (e)			13	135,210.
(See worksheet in line 13 instructions to verify calculations.)				

## **Relationship of Activities to the Accomplishment of Exempt Purposes**

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

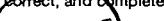
	<b>Yes</b>	<b>No</b>
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation 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.		

**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		

<b>Sign Here</b>	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) is based on all information of which preparer has any knowledge 		
	Date	Title	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No May the IRS discuss this return with the preparer shown below (see instr.)?
	10-31-12 ► PRESIDENT		
	Signature of officer or trustee		

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

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2011****Name of the organization**THE SCOTT & SUSAN DAVIDSON FDN INC.**Employer identification number**13-4088730**Organization type (check one)****Filers of:****Section:**

Form 990 or 990-EZ

 501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

**Special Rules**

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total 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 total 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 Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

THE SCOTT &amp; SUSAN DAVIDSON FDN INC.

Employer identification number

13-4088730

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SCOTT E. DAVIDSON 777 FOREST AVENUE RYE, NY 10580	\$ 21,956.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	SCOTT E. DAVIDSON 777 FOREST AVENUE RYE, NY 10580	\$ 38,314.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	SCOTT E. DAVIDSON 777 FOREST AVENUE RYE, NY 10580	\$ 81,599.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

THE SCOTT &amp; SUSAN DAVIDSON FDN INC.

Employer identification number

13-4088730

**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	11,884 SHS GABRIEL RESOURCES LTD	\$ 21,956.	04/30/11
2	614 SHS VISTEON CORP	\$ 36,995.	04/30/11
3	2,220 SHS AMERICAN CAPITAL LTD	\$ 81,599.	08/30/11
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

---

**Name of organization**

**Employer identification number**

THE SCOTT & SUSAN DAVIDSON FDN INC.

13-4088730

### Part III

**Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total 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) ► \$**

Use duplicate copies of Part III if additional space is needed.

THE SCOTT &amp; SUSAN DAVIDSON FDN INC.

## Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a THRU M.H. DAVIDSON & CO	P	VARIOUS	12/31/11
b UBT	P	VARIOUS	12/31/11
c THRU MHD MANAGEMENT & CO	P	VARIOUS	12/31/11
d THRU DK GROUP LLC	P	VARIOUS	12/31/11
e THRU ICAHN ENTERPRISES	P	VARIOUS	12/31/11
f CASH IN LIEU	P	VARIOUS	12/31/11
g 614 SHS VISTEON CORP	P	VARIOUS	12/31/11
h 12278 SHS PARMALAT SPA	P	VARIOUS	12/31/11
i 38,800 SHS PROGRESS ENERGY	P	VARIOUS	12/31/11
j UBI CAPITAL GAINS/LOSSES PICKED UP ON 990-T		VARIOUS	12/31/11
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			54,001.
b			<235. >
c			73,682.
d			15,327.
e			4,632.
f			39.
g 36,995.		24,309.	12,686.
h 45,139.		132,394.	<87,255. >
i 29,100.		16,296.	12,804.
j		235.	<235. >
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			54,001.
b			<235. >
c			73,682.
d			15,327.
e			4,632.
f			39.
g			12,686.
h			<87,255. >
i			12,804.
j			<235. >
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	85,446.
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

123591  
05-01-11

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER	DATE	
				ACQUIRED	ACQUIRED	DATE SOLD
THRU M.H. DAVIDSON & CO				PURCHASED	VARIOUS	12/31/11
	0.	0.	0.		0.	54,001.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER	DATE	
				ACQUIRED	ACQUIRED	DATE SOLD
UBT				PURCHASED	VARIOUS	12/31/11
	0.	0.	0.		0.	<235.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER	DATE	
				ACQUIRED	ACQUIRED	DATE SOLD
THRU MHD MANAGEMENT & CO				PURCHASED	VARIOUS	12/31/11
	0.	0.	0.		0.	73,682.

(A) DESCRIPTION OF PROPERTY			MANNER	DATE	
			ACQUIRED	ACQUIRED	DATE SOLD
THRU DK GROUP LLC			PURCHASED	VARIOUS	12/31/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E)	(F)
0.	0.	0.	0.	15,327.

(A) DESCRIPTION OF PROPERTY			MANNER	DATE	
			ACQUIRED	ACQUIRED	DATE SOLD
THRU ICAHN ENTERPRISES			PURCHASED	VARIOUS	12/31/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E)	(F)
0.	0.	0.	0.	4,632.

(A) DESCRIPTION OF PROPERTY			MANNER	DATE	
			ACQUIRED	ACQUIRED	DATE SOLD
CASH IN LIEU			PURCHASED	VARIOUS	12/31/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E)	(F)
0.	0.	0.	0.	39.

(A) DESCRIPTION OF PROPERTY			MANNER	DATE	
			ACQUIRED	ACQUIRED	DATE SOLD
614 SHS VISTEON CORP			PURCHASED	VARIOUS	12/31/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E)	(F)
36,995.	24,309.	0.	0.	12,686.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
12278 SHS PARMALAT SPA		PURCHASED	VARIOUS	12/31/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
45,139.	132,394.	0.	0.	<87,255.00

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
38,800 SHS PROGRESS ENERGY		PURCHASED	VARIOUS	12/31/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
29,100.	16,296.	0.	0.	12,804.00

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBI CAPITAL GAINS/LOSSES PICKED UP ON 990-T		PURCHASED	VARIOUS	12/31/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.00

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	85,681.00

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS	STATEMENT	2
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SOURCE	AMOUNT
JP MORGAN	4,000.
JP MORGAN CHASE BANK, N.A.	3.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4,003.00

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT

3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
JP MORGAN	1,337.	0.	1,337.
JP MORGAN - LIQ DIVS	8,237.	0.	8,237.
TOTAL TO FM 990-PF, PART I, LN 4	9,574.	0.	9,574.

FORM 990-PF

OTHER INCOME

STATEMENT

4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
THRU M.H. DAVIDSON	22,113.	22,113.	
UBTI TAXES ON 990-T, M.H. DAVIDSON & CO	<193.>	0.	
THRU MHD MANAGEMENT CO	16,667.	16,667.	
UBTI TAXES ON 990-T, MHD MANAGEMENT CO	46.	0.	
THRU ICAHN ENTERPRISES	<4,581.>	<4,581.>	
THRU DK GROUP LLC	1,900.	1,900.	
TOTAL TO FORM 990-PF, PART I, LINE 11	35,952.	36,099.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	3,800.	1,900.		1,550.
TO FORM 990-PF, PG 1, LN 16B	3,800.	1,900.		1,550.

## FORM 990-PF

## TAXES

## STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX	5,000.	0.		0.
FOREIGN TAX PAID	326.	326.		0.
TO FORM 990-PF, PG 1, LN 18	5,326.	326.		0.

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NY DEPT OF LAW	250.	0.		250.
BANK FEES	231.	231.		0.
ADR FEES	218.	218.		0.
TO FORM 990-PF, PG 1, LN 23	699.	449.		250.

## FORM 990-PF

## OTHER DECREASES IN NET ASSETS OR FUND BALANCES

## STATEMENT 8

## DESCRIPTION

## AMOUNT

UNREALIZED LOSS	180,974.
BOOK/TAX DIFFERENCE FOR STOCK CONTRIBUTIONS	57,026.
TOTAL TO FORM 990-PF, PART III, LINE 5	238,000.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
100,000 UNITS US TREASURY NOTE 4% DUE 2/15/2014	X		93,578.	107,859.
TOTAL U.S. GOVERNMENT OBLIGATIONS			93,578.	107,859.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			93,578.	107,859.

FORM 990-PF

CORPORATE STOCK

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PROGRESSIVE ENERGY RIGHTS	0.	0.
ICAHN ENTERPRISES, LP F/K/A AMERICAN R/E		
PARTNERS	67,917.	72,316.
COMDISCO HOLDING CO	68,347.	15,541.
USG CORP NEW	55,220.	10,160.
PARMALAT SPA	0.	40,440.
GABRIEL RESOURCES	70,881.	128,145.
AMERICAN CAPITAL EQUITY	10,746.	14,941.
TOTAL TO FORM 990-PF, PART II, LINE 10B	273,111.	281,543.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
M.H. DAVIDSON & CO	COST	882,719.	988,569.
MHD MANAGEMENT CO	COST	339,612.	332,143.
DAVIDSON KEMPER CAPITAL MGMT, LLC	COST	0.	0.
DK GROUP LLC	COST	172,463.	172,463.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,394,794.	1,493,175.

FORM 990-PF

OTHER ASSETS

STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DISTRIBUTION RECEIVABLE	0.	365.	365.
TO FORM 990-PF, PART II, LINE 15	0.	365.	365.

FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 13

NAME OF MANAGER

SCOTT E. DAVIDSON  
SUSAN DAVIDSON