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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 <b>Louise M. Davies Foundation</b>		A Employer identification number <b>23-7359841</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>180 Montgomery Street</b>	Room/suite <b>1616</b>	B Telephone number <b>415-364-9700</b>
City or town, state, and ZIP code <b>San Francisco, CA 94104</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>30,456,719.</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		583.	583.		Statement 1
4 Dividends and interest from securities		567,622.	567,622.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		18,671.			
b Gross sales price for all assets on line 6a		1,647,248.			
7 Capital gain net income (from Part IV, line 2)			18,671.		
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		586,876.	586,876.		
13 Compensation of officers, directors, trustees, etc.		55,000.	11,000.		44,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 3		44,400.	8,880.		35,520.
b Accounting fees Stmt 4		15,219.	7,610.		7,609.
c Other professional fees Stmt 5		86,945.	86,945.		0.
17 Interest					
18 Taxes Stmt 6		14,924.	5,012.		0.
19 Depreciation and depletion					
20 Occupancy		10,800.	5,400.		5,400.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 7		10,171.	5,058.		5,111.
24 Total operating and administrative expenses. Add lines 13 through 23		237,459.	129,905.		97,640.
25 Contributions, gifts, grants paid		877,500.			877,500.
26 Total expenses and disbursements. Add lines 24 and 25		1,114,959.	129,905.		975,140.
27 Subtract line 26 from line 12		<528,083.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			456,971.		
c Adjusted net income (if negative, enter -0-)				N/A	

**Part II Balance Sheets**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing		1.	1.
	2 Savings and temporary cash investments	574,507.	757,219.	757,219.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 8	11,280,381.	10,717,983.	14,015,081.
	c Investments - corporate bonds Stmt 9	6,096,912.	5,948,514.	6,237,118.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ Statement 10)	983,300.	983,300.	9,447,300.	
16 Total assets (to be completed by all filers)	18,935,100.	18,407,017.	30,456,719.	
<b>Liabilities</b>	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.	
<b>Net Assets or Fund Balances</b>	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	18,935,100.	18,407,017.	
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	18,935,100.	18,407,017.		
31 Total liabilities and net assets/fund balances	18,935,100.	18,407,017.		

**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	18,935,100.
2 Enter amount from Part I, line 27a	2	<528,083.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	18,407,017.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,407,017.

**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)
<b>1a Publicly traded securities</b>	P		
<b>b Capital Gains Dividends</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 1,574,374.		1,628,577.	<54,203.>
b 72,874.			72,874.
c			
d			
e			

  

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			<54,203.>
b			72,874.
c			
d			
e			

  

<b>2 Capital gain net income or (net capital loss)</b>	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	18,671.
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b>		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))
2010	925,322.	20,360,706.	.045446
2009	814,796.	18,028,475.	.045195
2008	1,043,517.	21,782,056.	.047907
2007	1,215,201.	25,098,170.	.048418
2006	1,214,458.	23,785,751.	.051058

  

<b>2 Total of line 1, column (d)</b>	2	.238024
<b>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</b>	3	.047605
<b>4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5</b>	4	21,690,865.
<b>5 Multiply line 4 by line 3</b>	5	1,032,594.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>	6	4,570.
<b>7 Add lines 5 and 6</b>	7	1,037,164.
<b>8 Enter qualifying distributions from Part XII, line 4</b>	8	975,140.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	9,139.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	9,139.
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	9,139.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 8,375.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	8,375.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	764.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	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		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ Philip Hudner Telephone no ▶ 415-364-9700 Located at ▶ 180 Montgomery Street, #1616, San Francisco, CA ZIP+4 ▶ 94104			
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			
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	Yes	No
				X

**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? Statement 11 <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Statement 11 <input checked="" type="checkbox"/> Yes <input 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 ▶ <input type="checkbox"/>	1b	X
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?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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.) 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 2011?	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
Philip Hudner 180 Montgomery Street, #1616 San Francisco, CA 94104	President	0.00	0.	0.
Ann C. Matthews 180 Montgomery Street, #1616 San Francisco, CA 94104	Secretary & Treasurer	0.00	0.	0.
Philip Hudner 180 Montgomery Street, #1616 San Francisco, CA 94104	Director	12.00	55,000.	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 X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	21,423,423.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	597,760.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	22,021,183.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	22,021,183.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	330,318.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	21,690,865.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	1,084,543.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,084,543.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	9,139.
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	9,139.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,075,404.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,075,404.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	1,075,404.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	975,140.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	975,140.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	975,140.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				1,075,404.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			279,357.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006				
<b>b</b> From 2007				
<b>c</b> From 2008				
<b>d</b> From 2009				
<b>e</b> From 2010				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 975,140.				
<b>a</b> Applied to 2010, but not more than line 2a			279,357.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2011 distributable amount				695,783.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				379,621.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007				
<b>b</b> Excess from 2008				
<b>c</b> Excess from 2009				
<b>d</b> Excess from 2010				
<b>e</b> Excess from 2011				



**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
<b>a Paid during the year</b>				
Statement 12				877,500.
<b>Total</b>			<b>3a</b>	877,500.
<b>b Approved for future payment</b>				
None				
<b>Total</b>			<b>3b</b>	0.



## Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 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**

## (2) Other assets

**b Other transactions:**

**(1) Sales of assets to a noncharitable exempt organization**

**(2) Purchases of assets from a noncharitable exempt organization**

**(3) Rental of facilities, equipment, or other assets**

#### (4) Reimbursement arrangements

**(5) Loans or loan guarantees**

**(6) Performance of services or membership or fundraising solicitations**

**c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

**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.

[illegible]

- 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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date \_\_\_\_\_

Title

President

May the IRS discuss this return with the preparer shown below (see instr. 1)?

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

Check ☐ if  
self-employed

PTIN

Bryan D. Kirk, Esq.

Firm's name ► Botto Law Group LLP

Firm's address ► 180 Montgomery Street, 16th Floor  
San Francisco, CA 94104

Firm's EIN ▶

Phone no 415-364-9700

Form **990-PF** (2011)

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Blackrock Temp Fund 24	510.
Interest on checking accounts	73.
Total to Form 990-PF, Part I, line 3, Column A	583.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Corporate dividends	456,436.	72,874.	383,562.
Corporate interest	184,060.	0.	184,060.
Total to Fm 990-PF, Part I, ln 4	640,496.	72,874.	567,622.



Form 990-PF	Legal Fees	Statement	3
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Botto Law Group LLP	41,925.	8,385.		33,540.
Howard, Rice et al.	2,475.	495.		1,980.
To Fm 990-PF, Pg 1, ln 16a	44,400.	8,880.		35,520.

Form 990-PF	Accounting Fees	Statement	4
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
R.K. Taylor & Associates	15,219.	7,610.		7,609.
To Form 990-PF, Pg 1, ln 16b	15,219.	7,610.		7,609.

Form 990-PF	Other Professional Fees	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Santa Barbara Bank & Trust, custody fees	86,945.	86,945.		0.
To Form 990-PF, Pg 1, ln 16c	86,945.	86,945.		0.

Form 990-PF Taxes Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2010 excise tax	3,812.	0.		0.
2011 estimated excise tax	6,100.	0.		0.
Foreign tax withholdings	5,012.	5,012.		0.
To Form 990-PF, Pg 1, ln 18	14,924.	5,012.		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
The Hartford, business owners insurance	2,005.	1,002.		1,003.
The Hartford, directors and officers insurance	3,526.	1,763.		1,763.
Foreign conversion expenses	266.	266.		0.
Franchise Tax Board, filing fee	10.	0.		10.
Attorney General's Registry of Charitable Trusts, renewal fee	75.	0.		75.
Secretarial services	4,057.	2,027.		2,028.
Postage expenses	142.	0.		142.
Tax preparation fee	90.	0.		90.
To Form 990-PF, Pg 1, ln 23	10,171.	5,058.		5,111.

Form 990-PF	Corporate Stock	Statement	8
Description	Book Value	Fair Market Value	
3M Co, 3,800 shs	262,895.	310,574.	
Abbott Laboratories, 4,000 shs	163,153.	224,920.	
Altria Group Inc, 2,700 shs	45,452.	80,055.	
Amgen Inc, 3,800 shs	157,521.	243,998.	
Apple Inc, 2,000 shs	221,432.	810,000.	
Caterpillar Inc, 5,000 shs	157,700.	453,000.	
Cisco Sys Inc, 6,900 shs	129,839.	124,752.	
Conocophillips, 8,300 shs	301,569.	604,821.	
Dreyfus Emerging Mrkts Cl A, 52,428.032 shs	748,709.	472,901.	
Du Pont E I De Nemours & Co, 4,800 shs	214,635.	219,744.	
Emerson Electric Co, 4,400 shs	132,946.	204,996.	
Exelon Corp, 3,900 shs	111,968.	169,143.	
Exxon Mobil Corp, 5,700 shs	258,027.	483,132.	
Freeport-McMoran Copper & Gold Inc, 9,600 shs	409,660.	353,184.	
General Electric Co, 5,400 shs	95,363.	96,714.	
Goldman Sachs Group Inc, 2,200 shs (SOLD)	0.	0.	
Hewlett Packard Co, 7,800 shs	183,671.	200,928.	
Intel Corp, 12,500 shs	238,187.	303,125.	
International Business Machines Corp, 2,879 shs	281,147.	529,391.	
Johnson & Johnson, 3,600 shs	196,282.	236,088.	
Kraft Foods Inc Cl A, 3,400 shs	93,960.	127,024.	
Lilly Eli & Co, 3,200 shs	177,278.	132,992.	
Lockheed Martin Corp, 4,200 shs	163,352.	339,780.	
Matthews Pacific Tiger Fd Cl I, 13,321.048 shs	299,335.	270,817.	
McDonalds Corp, 4,800 shs	276,093.	481,584.	
Microsoft Corp, 6,300 shs	150,897.	163,548.	
Pepsico Inc, 4,900 shs	207,699.	325,115.	
Philip Morris International, 2,700 shs	103,572.	211,896.	
Procter & Gamble Co, 4,300 shs	184,549.	286,853.	
T. Rowe Price Intl Stock Fd #37, 79,263.673 shs	954,666.	974,151.	
T. Rowe Price Mid-Cap Eq Growth Fd, 56,422.608 shs	1,289,832.	1,517,204.	
Teva Pharmaceutical Inds Ltd ADR, 4,200 shs	134,210.	169,512.	
Toyota Mtr Corp Spon ADR, 3,400 shs	256,545.	224,842.	
United Technologies Corp, 3,800 shs	167,312.	277,742.	
Vale S A ADR, 4,400 shs	107,497.	94,380.	
Vanguard Small-Cap Ind Fd - Sig #1345, 41,200.403 shs	886,020.	1,239,308.	
Wal Mart Stores Inc, 2,200 shs	117,532.	131,472.	
Walgreen Co, 6,700 shs	194,633.	221,502.	
Wellpoint Inc, 5,300 shs	329,565.	351,125.	
Wells Fargo & Co New, 12,800 shs	313,280.	352,768.	
Western Union Co, 4,200 shs (SOLD)	0.	0.	
Total to Form 990-PF, Part II, line 10b	10,717,983.	14,015,081.	

Form 990-PF	Corporate Bonds	Statement	9
Description	Book Value	Fair Market Value	
Aberdeen Asia Pacific Income Fd, 36,000 shs	232,074.	263,880.	
Berkshire Hathaway 4.75% due 5/15/12, 350,000 par value	355,075.	354,865.	
Blackrock International Bond Fd Cl I #325, 11,680.470 shs	126,026.	120,659.	
Conocophillips 5.75% due 2/1/19, 200,000 par value	199,302.	241,000.	
General Electric Co 2.80% due 1/8/13, 325,000 par value	328,472.	331,175.	
General Electric Co 5.25% due 12/6/17, 400,000 par value	398,996.	459,104.	
Goldman Sachs Group 3.625% due 8/1/12, 150,000 par value	151,952.	150,903.	
Goldman Sachs Group 5.95% due 1/18/18, 200,000 par value	197,220.	204,844.	
Hershey Company 5.45% due 9/1/16, 100,000 par value	102,000.	117,568.	
Hewlett Packard Co 2.95% due 8/15/12, 175,000 par value	177,807.	176,614.	
JP Morgan Chase & Co 2.2% due 6/15/12, 100,000 par value	100,461.	100,947.	
McDonalds Corp 5.8% due 10/15/17, 200,000 par value	201,600.	243,628.	
Merrill Lynch & Co 5.7% due 5/2/17, 300,000 par value	292,485.	275,517.	
Microsoft Corp 2.95% due 6/1/14, 200,000 par value	201,340.	212,454.	
Morgan Stanely 5.55% due 4/27/17, 200,000 par value	200,158.	192,962.	
Morgan Stanely 6% due 5/13/14, 200,000 par value	201,888.	201,942.	
Philip Morris International 4.875% due 5/16/13, 200,000 par value	200,650.	211,050.	
Vanguard High Yield Corp Fd Adm #529, 59,188.518 shs	374,071.	336,783.	
Vanguard Inflation-Protected Securities Fd Adm #5119, 18,846.948 shs	463,092.	522,249.	
Vanguard Short Term Fed Fd Adm #549, 56,563.275 shs	616,192.	613,146.	
Verizon Communications 5.5% due 2/15/18, 200,000 par value	199,266.	233,162.	
Wal Mart Stores Inc 3.2% due 5/15/14, 200,000 par value	200,846.	211,218.	
Walt Disney Co 6% due 7/17/17, 100,000 par value	100,000.	121,225.	
Wells Fargo & Co 3.625% due 4/15/15, 325,000 par value	327,541.	340,223.	
Total to Form 990-PF, Part II, line 10c	5,948,514.	6,237,118.	

Form 990-PF	Other Assets		Statement 10
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Western art collection	983,300.	983,300.	9,447,300.
To Form 990-PF, Part II, line 15	983,300.	983,300.	9,447,300.



LOUISE M. DAVIES FOUNDATION

EIN: 23-7359841

2011 Return of Private Foundation

Statement 11

Part VII-B, Line 1a

In 2011, Louise M. Davies Foundation (the "foundation") maintained its office at the offices of Botto Law Group LLP. The foundation paid below-market rent to Botto Law Group LLP for office space and use of office equipment including telephone, copier and facsimile machines. The foundation also paid a reasonable rate to Botto Law Group LLP for secretarial services.

During 2011 the foundation engaged Botto Law Group LLP to render legal services to the foundation and paid Botto Law Group LLP reasonable compensation for the services. The compensation paid to Botto Law Group LLP was not excessive and the services rendered by Botto Law Group LLP were reasonable and necessary for carrying out the exempt purpose of the foundation.

During 2011 Philip Hudner, an officer and director of the foundation, was a salaried employee of Botto Law Group LLP. Mr. Hudner was not a partner of Botto Law Group LLP and did not share in the profits of Botto Law Group LLP. Mr. Hudner's daughter, Mollie Hudner Thompson, was a partner of Botto Law Group LLP but did not own more than 35 percent of the profit interests in Botto Law Group LLP.

During 2011 the foundation engaged Howard Rice Nemerovski Canady Falk & Rabkin to render legal services to the foundation and the foundation paid Howard Rice Nemerovski Canady Falk & Rabkin reasonable compensation for the services. The compensation paid to Howard Rice Nemerovski Canady Falk & Rabkin was not excessive and the services rendered by Howard Rice Nemerovski Canady Falk & Rabkin were reasonable and necessary for carrying out the exempt purpose of the foundation.

During 2011 Ann C. Matthews, an officer of the foundation, was a salaried employee of Howard Rice Nemerovski Canady Falk & Rabkin. Ms. Matthews was not a partner of Howard Rice Nemerovski Canady Falk & Rabkin and did not share in the profits of Howard Rice Nemerovski Canady Falk & Rabkin.

Louise M. Davies Foundation

EIN: 23-7359841

2011 Return of Private Foundation

Statement 12

Part XV, Line 3a, Grants Paid During the Year

<u>Recipient Name &amp; Address</u>	<u>Relation- ship</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
<u>GRANTS FROM CATHOLIC SCHOOL FUND</u>				
Bay Area Scholarships for Inner-city Children Fund 268 Bush Street, Suite 2717 San Francisco, CA 94104	N/A	501(c)(3)	Scholarships to Catholic elementary and secondary schools in San Francisco	60,000
Cathedral of St. Mary of The Assumption 1111 Gough Street San Francisco, CA 94109-6686	N/A	501(c)(3)	Support Docent School program	7,500
Domican Sisters of Mission San Jose 1555 34th Avenue Oakland, CA 94601-3062	N/A	501(c)(3)	Support Office of School Development	12,500
Immaculate Conception Academy 3625 24th Street San Francisco, CA 94110-3607	N/A	501(c)(3)	General support for high school	50,000
Kolbe Academy & Trinity Prep 2055 Redwood Road Napa, CA 94558	N/A	501(c)(3)	General support for pre-K through 12th grade school	10,000
Marin Catholic High School 675 Sir Francis Drake Blvd. Kentfield, CA 94904	N/A	501(c)(3)	General support for high school	20,000
Megan Furth Academy (now known as Mission Dolores Academy) 2445 Pine Street San Francisco, CA 94115	N/A	501(c)(3)	General support for elementary and junior high school	5,000
Sacred Heart Cathedral Preparatory 1055 Ellis Street San Francisco, CA 94109-7795	N/A	501(c)(3)	General support for high school	7,500

Louise M. Davies Foundation

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2011 Return of Private Foundation

Statement 12

Part XV, Line 3a, Grants Paid During the Year

<u>Recipient Name &amp; Address</u>	<u>Relation- ship</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Sacred Heart Schools 150 Valparaiso Avenue Atherton, CA 94027-4402	N/A	501(c)(3)	General support for preschool through 12th grade schools	2,500
St. Anthony-Immaculate Conception School 299 Precita Avenue San Francisco, CA 94110	N/A	501(c)(3)	General support for elementary school	50,000
Saint Elizabeth High School 1530 34th Avenue Oakland, CA 94601-3024	N/A	501(c)(3)	General support for high school	5,000
Saint James School 321 Fair Oaks Street San Francisco, CA 94110-3616	N/A	501(c)(3)	General support for elementary and junior high school	50,000
Saint Martin de Porres Catholic School 675 41st Street Oakland, CA 94609	N/A	501(c)(3)	General support for elementary and junior high school	25,000
St. Paul's School 1690 Church Street San Francisco, CA 94131	N/A	501(c)(3)	General support for elementary and junior high school	2,500
St. Peter's School 1266 Florida Street San Francisco, CA 94110	N/A	501(c)(3)	General support for elementary school	45,000
St. Vincent's School for Boys One St. Vincent Drive San Rafael, CA 94903	N/A	501(c)(3)	General support for residential treatment home for boys ages 7 to 17	2,500

Louise M. Davies Foundation

EIN: 23-7359841

2011 Return of Private Foundation

Statement 12

Part XV, Line 3a, Grants Paid During the Year

<u>Recipient Name &amp; Address</u>	<u>Relation- ship</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
School of the Epiphany 600 Italy Avenue San Francisco, CA 94112	N/A	501(c)(3)	General support for elementary and junior high school	2,500
Wood Rose Academy 4347 Cowell Road Concord, CA 94518-1807	N/A	501(c)(3)	General support for elementary and junior high school	20,000
Woodside Priory School 302 Portola Road Portola Valley, CA 94028	N/A	501(c)(3)	Contribution to John Erkman Scholarship Fund	2,500
<u>GRANTS FROM GENERAL FUND</u>				
42nd Street Moon 601 Van Ness Avenue, #E3621 San Francisco, CA 94102	N/A	501(c)(3)	General support for theater organization	5,000
Acton Institute 161 Ottawa N.W., Suite 301 Grand Rapids, MI 49503	N/A	501(c)(3)	Support education programs	5,000
Asian Art Museum Foundation 200 Larkin Street San Francisco, CA 94102	N/A	501(c)(3)	Support docent program	15,000
Bullis-Purissima Elementary School Foundation 102 W. Portola Avenue Los Altos, CA 94022	N/A	501(c)(3)	General support for elementary school	15,000
California Historical Society 678 Mission Street San Francisco, CA 94105	N/A	501(c)(3)	General support for historical society	5,000

Louise M. Davies Foundation

EIN: 23-7359841

2011 Return of Private Foundation

Statement 12

Part XV, Line 3a, Grants Paid During the Year

<u>Recipient Name &amp; Address</u>	<u>Relation- ship</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
California Missions Foundation 26555 Carmel Rancho Blvd., Suite 7 Carmel, CA 93923	N/A	501(c)(3)	Support Mission San Juan Bautista	25,000
Catholic League for Religious and Civil Rights 450 Seventh Avenue, 34th Floor New York, NY 10123	N/A	501(c)(3)	General support for religious and civil rights organization	12,500
Fellowship of Catholic University Students, Inc. P.O. Box 33656 Denver, CO 80233	N/A	501(c)(3)	General support for outreach organization	7,500
The Guardsmen P.O. Box 29250 San Francisco, CA 94129-0250	N/A	501(c)(3)	Support scholarship program	3,500
Holy Family Day Home 299 Dolores Street San Francisco, CA 94103-2221	N/A	501(c)(3)	Support scholarships	5,000
Immaculate Heart Radio 3256 Penryn Road, Suite 100 Loomis, CA 95650	N/A	501(c)(3)	General support for radio station network	50,000
Keep the Faith, Inc. 70 Lake Street Ramsey, NJ 07446-2546	N/A	501(c)(3)	Support printing of educational materials	15,000
Keys School 2890 Middlefield Road Palo Alto, CA 94306	N/A	501(c)(3)	General support for elementary and junior high school	20,000
The Lumen Christi Institute 1220 East 58th Street Chicago, IL 60637	N/A	501(c)(3)	General support for research organization	7,500

Louise M. Davies Foundation

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2011 Return of Private Foundation

Statement 12

Part XV, Line 3a, Grants Paid During the Year

<u>Recipient Name &amp; Address</u>	<u>Relation- ship</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Monterey Museum of Art 559 Pacific Street Monterey, CA 93940	N/A	501(c)(3)	Support maintenance of Davies Collection of Western Art	15,000
National Catholic Bioethics Center 6399 Drexel Road Philadelphia, PA 19151	N/A	501(c)(3)	General support for education and research organization	2,500
The Ocean Foundation 1990 M Street NW, Suite 250 Washington, DC 20036	N/A	501(c)(3)	Support Oceangate project	5,000
Pacific Legal Foundation 930 G Street Sacramento, CA 95814	N/A	501(c)(3)	General support for legal assistance organization	10,000
St. Anthony Foundation 121 Golden Gate Avenue San Francisco, CA 94102	N/A	501(c)(3)	General support for community services	5,000
St. Dominic's Catholic Church 2390 Bush Street San Francisco, CA 94115	N/A	501(c)(3)	Support church restoration	10,000
The Saint Joseph Foundation 11107 Wurzbach, Suite 601B San Antonio, TX 78230-2570	N/A	501(c)(3)	General support for church rights organization	20,000
St. Patrick Catholic Church 756 Mission Street San Francisco, CA 94103	N/A	501(c)(3)	Support Latin Mass	2,500
St. Vincent de Paul Society of San Francisco 1237 Van Ness Avenue San Francisco, CA 94109	N/A	501(c)(3)	Support community services	2,500

Louise M. Davies Foundation

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2011 Return of Private Foundation

Statement 12

Part XV, Line 3a, Grants Paid During the Year

<u>Recipient Name &amp; Address</u>	<u>Relation- ship</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
San Francisco Opera Association 301 Van Ness Avenue San Francisco, CA 94102-4509	N/A	501(c)(3)	General support for opera	75,000
San Francisco Symphony Davies Symphony Hall San Francisco, CA 94102-4585	N/A	501(c)(3)	Support school ticket program, Christmas performance and Guest Conductor Endowment Fund	101,500
The Society of California Pioneers 300 4th Street San Francisco, CA 94107-1272	N/A	501(c)(3)	General support for historical society	10,000
Sovereign Military Hospitaller, Order of Malta, Western Association, U.S.A. 465 California Street, Suite 818 San Francisco, CA 94104	N/A	501(c)(3)	Support Parish Nurse Program and Defense of the Faith Program	5,000
Thomas Aquinas College 10000 North Ojai Road Santa Paula, CA 93060	N/A	501(c)(3)	General support for college	25,000
West Coast Ragtime Society P.O. Box 13346 Sacramento, CA 95813-3346	N/A	501(c)(3)	General support for music society	2,500
Wyoming Catholic College P.O. Box 750 Lander, WY 82520	N/A	501(c)(3)	General support for college	<u>15,000</u>
Total Grants Paid in 2011				<u>\$877,500</u>