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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: FOSTER-DAVIS FOUNDATION, INC.

A Employer identification number: 06-0811599

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 1669 — Room/suite

B Telephone number: 203-571-1515

City or town, state, and ZIP code: GREENWICH, CT 06836

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1 Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 9,132,286.

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

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

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 ▶ [X] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	26,648.	26,648.		STATEMENT 1
4	Dividends and interest from securities	165,152.	165,152.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	249,872.			
b	Gross sales price for all assets on line 6a 623.				
7	Capital gain net income (from Part IV, line 2)		249,872.		
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	-8.	-8.		STATEMENT 3
12	Total. Add lines 1 through 11	441,664.	441,664.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 4	4,385.	0.		0.
c	Other professional fees				
17	Interest				
18	Taxes STMT 5	28,925.	28,925.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 6	56,216.	56,216.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	89,526.	85,141.		0.
25	Contributions, gifts, grants paid	532,300.			532,300.
26	Total expenses and disbursements. Add lines 24 and 25	621,826.	85,141.		532,300.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-180,162.			
b	Net investment income (if negative, enter -0-)		356,523.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Revenue — Operating and Administrative Expenses

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223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions.

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14160508 133666 FDF 2012.03040 FOSTER-DAVIS FOUNDATION, IN FDF 1 001

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	139.	6,199.	6,199.
	2	Savings and temporary cash investments	964,478.	1,197,724.	1,197,724.
	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	317,019.	317,019.	405,657.
	b	Investments - corporate stock STMT 10	5,483,522.	5,215,219.	6,996,666.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 11	626,170.	516,818.	525,203.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 12)	2,417.	837.	837.
	16	**Total assets** (to be completed by all filers)	7,393,745.	7,253,816.	9,132,286.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	7,636,353.	7,636,353.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	-242,608.	-382,537.	
	30	**Total net assets or fund balances**	7,393,745.	7,253,816.	
	31	**Total liabilities and net assets/fund balances**	7,393,745.	7,253,816.	

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	7,393,745.
2	Enter amount from Part I, line 27a	2	-180,162.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	53,508.
4	Add lines 1, 2, and 3	4	7,267,091.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	13,275.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,253,816.

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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	SEE SCHEDULE	P		
b	SEE SCHEDULE	P		
c	FROM PASS THROUGH ENTITIES	P		
d	CAPITAL GAINS DIVIDENDS			
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				43,641.
b				204,081.
c				1,527.
d	623.			623.
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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				43,641.
b				204,081.
c				1,527.
d				623.
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	249,872.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	503,580.	9,072,142.	.055508
2010	500,500.	9,244,528.	.054140
2009	404,350.	8,047,755.	.050244
2008	611,812.	9,295,819.	.065816
2007	623,000.	11,248,593.	.055385

2	Total of line 1, column (d)	2	.281093
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.056219
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,781,385.
5	Multiply line 4 by line 3	5	493,681.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,565.
7	Add lines 5 and 6	7	497,246.
8	Enter qualifying distributions from Part XII, line 4	8	532,300.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter. ____ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	3,565.
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	3,565.
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	3,565.
6 Credits/Payments.				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	13,998.		
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	13,998.
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter amount owed ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶			10	10,433.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ▶ 10,433.	Refunded ▶		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file Form 1120-POL for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ PATRICIA BAM Telephone no ▶ 203-571-1515
Located at ▶ ONE GORHAM ISLAND, SUITE 200, WESTPORT, CT ZIP+4 ▶ 06880

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______ , ______ , ______ , ______				
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ ______ , ______ , ______ , ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)*	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 2012?		4b		X

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

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

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

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

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

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

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

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

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X (No)

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
SEE STATEMENT 13		0.	0.	0.

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

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

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

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

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

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

Total number of others receiving over $50,000 for professional services ▶	0

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the *number of organizations and other beneficiaries served, conferences convened, research papers produced, etc*	Expenses
1 N/A	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:		
a	Average monthly fair market value of securities	1a	7,828,838.
b	Average of monthly cash balances	1b	1,085,897.
c	Fair market value of all other assets	1c	377.
d	*Total (add lines 1a, b, and c)*	1d	8,915,112.
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	8,915,112.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	133,727.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,781,385.
6	**Minimum investment return.** Enter 5% of line 5	6	439,069.

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	439,069.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,565.		
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	4,634.		
c	Add lines 2a and 2b			2c	8,199.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	430,870.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	430,870.
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	430,870.

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	532,300.
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	532,300.
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	3,565.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	528,735.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				430,870.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 80,653.				
b From 2008 152,397.				
c From 2009 4,731.				
d From 2010 48,346.				
e From 2011 71,082.				
f Total of lines 3a through e	357,209.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 532,300.				
a Applied to 2011, but not more than line 2a			0.	
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 2012 distributable amount				430,870.
e Remaining amount distributed out of corpus	101,430.			
5 Excess distributions carryover applied to 2012 (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	458,639.			
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 2011. Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by *section 170(b)(1)(F) or 4942(g)(3)*	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	80,653.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	377,986.			
10 Analysis of line 9:				
a Excess from 2008 152,397.				
b Excess from 2009 4,731.				
c Excess from 2010 48,346.				
d Excess from 2011 71,082.				
e Excess from 2012 101,430.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter. (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

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

NONE

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ABILIS INC.	NONE	NONE	GENERAL CHARITABLE PURPOSE	500.
AMERICAN LEPROSY MISSIONS	NONE	NONE	GENERAL CHARITABLE PURPOSE	500.
AMERICAN LIVER FOUNDATION	NONE	NONE	GENERAL CHARITABLE PURPOSE	1,000.
ATLANTIC SALMON FEDERATION	NONE	NONE	GENERAL CHARITABLE PURPOSE	3,000.
CALIFORNIA ACADEMY OF SCIENCES	NONE	NONE	GENERAL CHARITABLE PURPOSE	35,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	532,300.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	26,648.	
4 Dividends and interest from securities			14	165,152.	
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			14	-8.	
8 Gain or (loss) from sales of assets other than inventory			18	249,872.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		441,664.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 441,664.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes [X] 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 05/13/13 — Title VP

May the IRS discuss this return with the preparer shown below (see instr)? [X] Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
THOMAS KRYWINSKI		5/13/13		P00738725

Firm's name ▶ BLUM, SHAPIRO & COMPANY, P.C — Firm's EIN ▶ 06-1009205

Firm's address ▶ 2 ENTERPRISE DRIVE, PO BOX 2488
SHELTON, CT 06484-1488 — Phone no. 203-944-8723

Form 990-PF (2012)

223622
12-05-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CHESHIRE ACADEMY	NONE	NONE	GENERAL CHARITABLE PURPOSE	1,000.
CITIZENS AGAINST GOVERNMENT WASTE	NONE	NONE	GENERAL CHARITABLE PURPOSE	1,000.
COLD SPRING HARBOR FISH HATCHERY & AQUARIUM	NONE	NONE	GENERAL CHARITABLE PURPOSE	500.
COLUMBIA SCHOOL OF GENERAL STUDIES	NONE	NONE	GENERAL CHARITABLE PURPOSE	2,500.
CONGREGATION AGUDATH SHALOM	NONE	NONE	GENERAL CHARITABLE PURPOSE	2,000.
CONNECTICUT HUMANE SOCIETY	NONE	NONE	GENERAL CHARITABLE PURPOSE	500.
CORAL REEF ALLIANCE (THE)	NONE	NONE	GENERAL CHARITABLE PURPOSE	500.
DANBURY HOSPITAL DEVELOPMENT FUND	NONE	NONE	GENERAL CHARITABLE PURPOSE	60,000.
DUKE UNIVERSITY SCHOOL OF ENGINEERING	NONE	NONE	GENERAL CHARITABLE PURPOSE	5,000.
ENVIRONMENTAL DEFENSE FUND	NONE	NONE	GENERAL CHARITABLE PURPOSE	5,000.
Total from continuation sheets				492,300.

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FINCA	NONE	NONE	GENERAL CHARITABLE PURPOSE	500.
GOODWILL INDUSTRIES	NONE	NONE	GENERAL CHARITABLE PURPOSE	1,000.
GREENWICH EMERGENCY MEDICAL SERVICE	NONE	NONE	GENERAL CHARITABLE PURPOSE	500.
HABITAT FOR HUMANITY INTERNATIONAL	NONE	NONE	GENERAL CHARITABLE PURPOSE	500.
HEIFER PROJECT INTERNATIONAL	NONE	NONE	GENERAL CHARITABLE PURPOSE	1,000.
INTERNATIONAL CAMPAIGN FOR TIBET	NONE	NONE	GENERAL CHARITABLE PURPOSE	1,000.
JIMMY FUND/PAN MASS CHALLENGE	NONE	NONE	GENERAL CHARITABLE PURPOSE	3,500.
KIDS EMPOWERED BY YOUR SUPPORT	NONE	NONE	GENERAL CHARITABLE PURPOSE	1,000.
NATIONAL ALLIANCE FOR RESEARCH ON SCHIZOPHRENIA & DEPRESSION	NONE	NONE	GENERAL CHARITABLE PURPOSE	50,000.
NORTH ATLANTIC SALMON FUND	NONE	NONE	GENERAL CHARITABLE PURPOSE	5,000.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NORTHFIELD MOUNT HERMON SCHOOL	NONE	NONE	GENERAL CHARITABLE PURPOSE	5,000.
NYU STERN SCHOOL OF BUSINESS	NONE	NONE	GENERAL CHARITABLE PURPOSE	2,500.
PETS FOR THE ELDERLY FOUNDATION	NONE	NONE	GENERAL CHARITABLE PURPOSE	1,000.
RAINFOREST ALLIANCE	NONE	NONE	GENERAL CHARITABLE PURPOSE	3,000.
REEF ENVIRONMENTAL	NONE	NONE	GENERAL CHARITABLE PURPOSE	500.
RESOURCES FIRST	NONE	NONE	GENERAL CHARITABLE PURPOSE	10,000.
SMILE TRAIN (THE)	NONE	NONE	GENERAL CHARITABLE PURPOSE	500.
STEADMAN PHILIPPON RESEARCH INSTITUTE	NONE	NONE	GENERAL CHARITABLE PURPOSE	5,000.
SUSTAINABLE HARVEST	NONE	NONE	GENERAL CHARITABLE PURPOSE	500.
TALMAGE HILL COMMUNITY CHURCH	NONE	NONE	GENERAL CHARITABLE PURPOSE	500.
Total from continuation sheets				

223631
05-01-12

FOSTER-DAVIS FOUNDATION, INC. 06-0811599

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
UNIVERSITY OF CONNECTICUT	NONE	NONE	GENERAL CHARITABLE PURPOSE	25,000.
WAVENY CARE CENTER	NONE	NONE	GENERAL CHARITABLE PURPOSE	1,500.
WILDLIFE IN CRISIS, INC	NONE	NONE	GENERAL CHARITABLE PURPOSE	500.
WILTON FAMILY YMCA	NONE	NONE	GENERAL CHARITABLE PURPOSE	15,000.
WILTON HOCKEY BOOSTER ASSOCIATION	NONE	NONE	GENERAL CHARITABLE PURPOSE	500.
WOUNDED WARRIOR PROJECT	NONE	NONE	GENERAL CHARITABLE PURPOSE	1,000.
YALE UNIVERSITY - PEABODY MUSEUM	NONE	NONE	GENERAL CHARITABLE PURPOSE	179,000.
YALE UNIVERSITY - SCHOOL OF DRAMA	NONE	NONE	GENERAL CHARITABLE PURPOSE	75,000.
YOUTH IN TRANSITITON, INC	NONE	NONE	GENERAL CHARITABLE PURPOSE	4,800.
AMBLER FARM	NONE	NONE	GENERAL CHARITABLE PURPOSE	13,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ALZHEIMER'S ASSOCIATION	NONE	NONE	GENERAL CHARITABLE PURPOSE	500.
CONNECTICUT FUND FOR THE ENVIRONMENT	NONE	NONE	GENERAL CHARITABLE PURPOSE	500.
FAIRFIELD COUNTY HOSPICE HOUSE INC	NONE	NONE	GENERAL CHARITABLE PURPOSE	1,000.
MULTIPLE MYELOMA RESEARCH FOUNDATION	NONE	NONE	GENERAL CHARITABLE PURPOSE	500.
NORTH EAST COMMUNITY CYCLES	NONE	NONE	GENERAL CHARITABLE PURPOSE	1,000.
ST. LUKES CHURCH	NONE	NONE	GENERAL CHARITABLE PURPOSE	1,000.
TRINITY COLLEGE	NONE	NONE	GENERAL CHARITABLE PURPOSE	1,000.
US ENGLISH FOUNDATION	NONE	NONE	GENERAL CHARITABLE PURPOSE	1,000.
Total from continuation sheets				

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

SOURCE	AMOUNT
CASH AND CASH EQUIVALENTS	112.
CLASS ACTION SETTLEMENTS	273.
FROM PASS THROUGH ENTITIES	13.
U.S. GOVERNMENT OBLIGATIONS	26,250.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	26,648.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAPITAL GAIN DISTRIBUTION	623.	623.	0.
FROM PASS THROUGH ENTITIES	31.	0.	31.
MUTUAL FUNDS	23,764.	0.	23,764.
STOCK	141,357.	0.	141,357.
TOTAL TO FM 990-PF, PART I, LN 4	165,775.	623.	165,152.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FROM PASS THROUGH ENTITIES	-8.	-8.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-8.	-8.	

FOSTER-DAVIS FOUNDATION, INC. 06-0811599

FORM 990-PF — ACCOUNTING FEES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION	4,385.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	4,385.	0.		0.

FORM 990-PF — TAXES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	19,600.	19,600.		0.
FOREIGN TAX PAID	5,605.	5,605.		0.
CONNECTICUT TAX	3,720.	3,720.		0.
TO FORM 990-PF, PG 1, LN 18	28,925.	28,925.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK AND CUSTODY FEES	4,878.	4,878.		0.
ADMINISTRATION EXPENSES	51,298.	51,298.		0.
MISCELLANEOUS EXPENSES	40.	40.		0.
TO FORM 990-PF, PG 1, LN 23	56,216.	56,216.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
GAIN FROM PUBLICLY TRADED PARTNERSHIPS REPORTED ON 990-T	53,007.
DEPLETION ADJUSTMENTS - BOOK ONLY	501.
TOTAL TO FORM 990-PF, PART III, LINE 3	53,508.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
NONDEDUCTIBLE EXPENSES FROM PASSTHROUGH ENTITIES	82.
PUBLICLY TRADED PARTNERSHIP LOSSES REPORTED ON 990-T	13,193.
TOTAL TO FORM 990-PF, PART III, LINE 5	13,275.

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
US GOVERNMENT OBLIGATIONS	X		317,019.	405,657.
TOTAL U.S. GOVERNMENT OBLIGATIONS			317,019.	405,657.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			317,019.	405,657.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	5,215,219.	6,996,666.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,215,219.	6,996,666.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIPS & OTHER INVEST.	COST	0.	0.
MUTUAL FUNDS	COST	516,818.	525,203.
TOTAL TO FORM 990-PF, PART II, LINE 13		516,818.	525,203.

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DUE FROM DEUTSCHE BANK	2,417.	837.	837.
TO FORM 990-PF, PART II, LINE 15	2,417.	837.	837.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
FOSTER BAM P.O. BOX 1669 GREENWICH, CT 06830	PRESIDENT 0.00	0.	0.	0.
EDWARD F. RODENBACH P.O. BOX 1669 GREENWICH, CT 06830	VP/SEC./DI 0.00	0.	0.	0.
HOWARD S. TUTHILL P.O. BOX 1669 GREENWICH, CT 06830	DIRECTOR 0.00	0.	0.	0.
S. CAROL BAM P.O. BOX 1669 GREENWICH, CT 06830	ASSISTANT V.P. 0.00	0.	0.	0.
ERIC F. BAM P.O. BOX 1669 GREENWICH, CT 06830	ASSISTANT V.P. 0.00	0.	0.	0.
PATRICIA S. BAM P.O. BOX 1669 GREENWICH, CT 06830	TREASURER 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

CIS3SCVXVV

Foster Davis Foundation, Inc.

LONG TERM REALIZED GAINS AND LOSSES

From 01-01-12 Through 12-31-12

Security	Open Date	Close Date	Quantity	Cost Basis	Proceeds	Gain Or Loss Long Term
ABB Ltd (ADR)	05-02-11	07-26-12	500	13,625.15	8,527.30	-5,097.85
Aflac Incorporated	03-14-11	11-08-12	100	5,449 92	4,981 38	-468 54
Aflac Incorporated	01-13-10	11-08-12	100	5,110 14	4,981.39	-128.75
Alliance Holdings GP, L P (PTP)	03-30-11	06-18-12	300	14,510 95	11,394.91	-3,116.04
Alliance Holdings GP, L.P (PTP)	03-10-11	06-18-12	600	27,405 62	22,789.83	-4,615.79
Alliance Holdings GP, L.P. (PTP)	05-04-11	06-18-12	400	17,632 17	15,193.22	-2,438 95
America Movil S A.B de C.V (ADR)	03-24-11	04-05-12	600	16,804.74	14,439 04	-2,365 70
America Movil S A.B de C.V. (ADR)	04-08-10	04-05-12	1,200	30,193 38	28,878 07	-1,315.31
America Movil S A B de C V (ADR)	01-07-10	04-05-12	600	14,788 17	14,439.04	-349 13
America Movil S A B de C.V. (ADR)	01-04-10	04-05-12	600	14,529 09	14,439.03	-90 06
America Movil S A B de C V. (ADR)	01-14-10	04-05-12	600	14,146 50	14,439 04	292.54
America Movil S A B de C.V (ADR)	12-08-09	04-05-12	400	9,322.80	9,626 02	303 22
Apple Inc	10-03-08	03-15-12	100	9,980.98	58,518 58	48,537 60
Apple Inc	10-03-08	08-22-12	50	4,990.49	32,583 39	27,592.90
C R Bard, Inc	03-03-10	10-09-12	200	16,843 00	20,756 03	3,913.03
CVS Caremark Corporation	05-11-10	02-17-12	300	10,816.50	13,314.24	2,497.74
Chicago Bridge & Iron Company N V	11-01-05	07-31-12	500	10,536 75	17,357 86	6,821 11
Cliffs Natural Resources Inc.	09-01-11	09-11-12	300	12,244.37	12,244 37	
Corning Incorporated	07-27-11	08-31-12	500	8,035.90	6,049.01	-1,986.89
Deere & Company	02-17-09	03-05-12	500	17,239 95	40,537 72	23,297 77
Deere & Company	02-24-09	03-05-12	300	8,194.50	24,322.63	16,128 13
Ecolab Inc	03-10-11	07-31-12	300	14,077.26	19,243.01	5,165.75
Fiserv, Inc	04-26-11	12-10-12	300	19,250 64	23,979.21	4,728.57
Flextronics International Ltd.	05-03-10	01-20-12	800	6,334 00	5,290 22	-1,043.78
Flextronics International Ltd.	02-14-03	01-20-12	1,700	13,074 53	11,241 71	-1,832.82
Flextronics International Ltd.	10-08-02	01-20-12	500	3,080 00	3,306 38	226 38
Flextronics International Ltd	10-08-02	01-24-12	1,500	9,240.00	10,173.55	933.55
Flextronics International Ltd.	10-03-08	01-24-12	4,500	27,472 05	30,520.66	3,048.61
Flextronics International Ltd	07-09-10	01-24-12	1,000	5,986.50	6,782 37	795 87
Flextronics International Ltd	10-27-08	01-24-12	1,500	5,713.80	10,173.55	4,459.75
Flextronics International Ltd	11-19-08	01-24-12	3,000	7,041 60	20,347.11	13,305 51
Flextronics International Ltd	02-27-09	01-24-12	2,000	4,255 00	13,564 74	9,309 74
Gol Linhas Aereas Inteligentes S A (ADR	10-06-10	07-20-12	1,000	16,719 40	4,537 09	-12,182 31
Johnson & Johnson	04-07-94	03-06-12	500	4,573 47	32,303 66	27,730 19
Johnson & Johnson	04-07-94	04-12-12	500	4,573.47	31,901 43	27,327.96
Johnson & Johnson	04-07-94	08-02-12	300	2,744 08	20,404 04	17,659.96
Johnson & Johnson	04-07-94	11-13-12	200	1,829 39	13,936 68	12,107 29
Medtronic, Inc	07-12-06	08-22-12	600	28,675 92	24,524 09	-4,151 83
Medtronic, Inc	08-03-06	08-22-12	800	36,147.12	32,698 78	-3,448.34
Medtronic, Inc.	05-26-10	08-22-12	500	19,915 00	20,436 74	521 74
Medtronic, Inc	03-25-09	08-22-12	300	8,505 69	12,262.05	3,756 36
Molycorp, Inc	05-16-11	09-10-12	300	3,781 59	3,781.59	
Novartis AG (ADR)	05-04-10	01-18-12	500	24,941.70	28,584 45	3,642 75
Novartis AG (ADR)	05-19-10	01-20-12	1,000	45,943.30	56,263 91	10,320 61
Novartis AG (ADR)	02-25-09	01-20-12	500	18,992 30	28,131 96	9,139 66
Novartis AG (ADR)	02-25-09	02-29-12	500	18,992.30	27,354 16	8,361 86
Novartis AG (ADR)	02-24-09	02-29-12	500	18,982.70	27,354 15	8,371 45
Novartis AG (ADR)	03-03-09	02-29-12	500	17,048 50	27,354.16	10,305.66
PPG Industries, Inc	10-08-08	07-20-12	100	5,161 24	11,016 25	5,855 01
PPG Industries, Inc	10-08-08	11-13-12	100	5,161.24	11,801.23	6,639.99
PepsiCo, Inc	04-08-10	06-21-12	200	13,173 00	13,804 69	631.69
PepsiCo, Inc	12-01-09	06-21-12	200	12,725 34	13,804 69	1,079 35
PepsiCo, Inc.	12-01-09	06-26-12	100	6,362 67	6,901.34	538 67
PepsiCo, Inc	09-14-09	06-26-12	300	17,551.50	20,704.04	3,152 54

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Foster Davis Foundation, Inc.

LONG TERM REALIZED GAINS AND LOSSES

From 01-01-12 Through 12-31-12

Security	Open Date	Close Date	Quantity	Cost Basis	Proceeds	Gain Or Loss Long Term
PepsiCo, Inc	04-22-09	06-26-12	400	19,375 00	27,605 38	8,230 38
Petroleo Brasileiro S.A (ADR)	04-16-10	04-02-12	1,100	46,453 33	29,333 04	-17,120.29
Petroleo Brasileiro S A (ADR)	05-04-10	04-02-12	500	19,863 80	13,333 20	-6,530.60
Petroleo Brasileiro S A (ADR)	10-12-10	04-02-12	300	10,420 83	7,999 92	-2,420.91
Petroleo Brasileiro S.A (ADR)	05-20-10	04-02-12	400	13,445 56	10,666 56	-2,779.00
Petroleo Brasileiro S.A (ADR)	10-22-10	04-02-12	300	9,595 26	7,999 92	-1,595 34
Power-One, Inc	01-24-11	07-17-12	2,000	22,539 82	8,399 21	-14,140.61
Precision Castparts Corp	09-30-08	11-07-12	100	7,874 27	17,521 85	9,647.58
Proctor & Gamble Company (The)	02-10-09	06-05-12	500	26,011 40	30,537 91	4,526.51
Proctor & Gamble Company (The)	03-04-09	06-05-12	300	14,135 82	18,322 75	4,186 93
Proctor & Gamble Company (The)	03-06-09	06-05-12	200	9,246 50	12,215 17	2,968.67
QUALCOMM Incorporated	02-01-11	04-16-12	200	10,862 20	13,151 80	2,289 60
QUALCOMM Incorporated	02-01-11	07-17-12	200	10,862 20	10,702 26	-159.94
QUALCOMM Incorporated	03-21-11	07-17-12	200	10,729 50	10,702 26	-27 24
Teck Resources Limited	05-02-11	10-11-12	500	27,743 30	15,512 15	-12,231 15
Teck Resources Limited	05-02-11	12-13-12	100	5,548 66	3,513.42	-2,035 24
Teck Resources Limited	05-05-11	12-13-12	100	5,031 50	3,513 42	-1,518.08
The Mosaic Company	06-09-11	07-17-12	200	13,653 34	11,519.94	-2,133 40
Titanium Metals Corporation	11-29-10	03-20-12	300	5,074 50	4,148 83	-925.67
Titanium Metals Corporation	08-09-11	11-20-12	300	4,178 01	4,972 39	794 38
Titanium Metals Corporation	07-11-08	11-20-12	500	5,916.75	8,287 31	2,370.56
Titanium Metals Corporation	10-03-08	12-27-12	1,000	9,043 00	16,474 63	7,431 63
Titanium Metals Corporation	11-06-08	12-27-12	1,000	8,764 90	16,474 63	7,709 73
Titanium Metals Corporation	10-20-08	12-27-12	1,000	8,404 60	16,474.63	8,070.03
Titanium Metals Corporation	01-09-09	12-27-12	800	6,396 00	13,179 71	6,783 71
Titanium Metals Corporation	01-12-09	12-27-12	400	3,041.88	6,589 85	3,547.97
Titanium Metals Corporation	03-16-09	12-27-12	1,000	5,033 20	16,474 63	11,441 43
Total S.A (ADR)	04-27-11	07-16-12	100	6,244 23	4,379 98	-1,864 25
Transocean Ltd	08-07-06	04-04-12	179	12,357 16	9,313 89	-3,043 27
Transocean Ltd	08-11-06	04-04-12	280	18,658 30	14,569 22	-4,089 08
Transocean Ltd	02-24-09	04-04-12	200	11,036 14	10,406 59	-629.55
Transocean Ltd	12-08-08	04-04-12	200	10,505 20	10,406 59	-98.61
Transocean Ltd	06-01-10	04-04-12	200	10,331 00	10,406 59	75.59
Transocean Ltd	06-02-10	04-04-12	200	9,600 34	10,406 58	806 24
Transocean Ltd	06-09-10	04-04-12	200	9,193.00	10,406 59	1,213 59
Visa Inc.	02-18-11	03-06-12	200	15,151 86	22,819 38	7,667 52
Visa Inc	02-18-11	04-23-12	300	22,727 79	35,359 33	12,631 54
Visa Inc.	02-22-11	04-23-12	200	14,782 00	23,572 89	8,790 89
WPX Energy, Inc	04-25-03	01-03-12	0	1 22	5 11	3 89
WPX Energy, Inc	04-25-03	02-09-12	266	979 45	4,814 02	3,834 57
WPX Energy, Inc.	01-31-03	02-09-12	1,667	3,003.06	30,125 04	27,121 98
Williams Companies, Inc.	04-25-03	10-19-12	300	1,649 75	10,399 80	8,750.05
Williams Partners L.P. (PTP)	06-11-10	10-08-12	500	12,943.23	27,293 89	14,350 66
Williams Partners L P. (PTP)	05-07-10	10-09-12	1,000	22,392 36	54,234.78	31,842 42
Alpine Accelerating Dividend Fund	12-03-09	02-09-12	3,262 643	40,000 00	42,283 85	2,283.85
Alpine Dynamic Dividend Fund	04-12-04	12-06-12	18,994 530	230,815 18	65,151.24	-165,663 94
Alpine Dynamic Dividend Fund	12-01-09	12-06-12	2,923 977	15,000 00	10,029 24	-4,970 76
J.P. Morgan Alerian MLP Index(ETN)	05-04-11	06-18-12	500 000	18,512 50	18,002 79	-509.71

Foster Davis Foundation, Inc.

LONG TERM REALIZED GAINS AND LOSSES

From 01-01-12 Through 12-31-12

Security	Open Date	Close Date	Quantity	Cost Basis	Proceeds	Gain Or Loss Long Term
J P. Morgan Alerian MLP Index(ETN)	07-14-10	06-18-12	800 000	25,876 72	28,804.47	2,927.75
	TOTAL GAINS					
	TOTAL LOSSES					
				1,581,433.00	**1,823,114.42**	**241,681.42**
	TOTAL REALIZED GAIN/LOSS241,681 42					

Less Gain Reported on 990-T

Alliance Holdings GP LP 1330

Williams Partners (38 930)

Adjusted Long Term Gain 204 081

Report run at 10:31 AM on April 25, 2013

048.001

Foster Davis Foundation, Inc.

SHORT TERM REALIZED GAINS AND LOSSES

From 01-01-12 Through 12-31-12

Security	Open Date	Close Date	Quantity	Cost Basis	Proceeds	Gain Or Loss Short Term
Alliance Holdings GP, L.P. (PTP)	09-01-11	06-18-12	100	4,519.64	3,798 30	-721.34
Alliance Holdings GP, L.P. (PTP)	04-12-12	06-18-12	700	27,028 29	26,588 14	-440 15
Alliance Resource Partners LP	06-18-12	07-12-12	1,100	59,763 36	65,282 88	5,519 52
Alliance Resource Partners LP	06-19-12	07-12-12	200	10,855 35	11,869.61	1,014 26
BHP Billiton Ltd. (ADR)	02-03-12	02-16-12	300	24,475.50	23,009 40	-1,466 10
BHP Billiton PLC (ADR)	02-16-12	05-02-12	400	25,441 28	26,128 57	687.29
BHP Billiton PLC (ADR)	08-23-11	05-02-12	700	44,035 95	45,725.01	1,689 06
BPZ Resources, Inc	08-02-11	02-08-12	5,000	17,471 00	18,117 65	646 65
Boardwalk Pipeline Partners, LP (PTP)	01-20-12	03-15-12	700	18,492 46	18,928 78	436.32
Boardwalk Pipeline Partners, LP (PTP)	06-06-11	03-15-12	500	12,841.60	13,520.56	678 96
Boardwalk Pipeline Partners, LP (PTP)	06-21-11	03-15-12	500	12,773.15	13,520 55	747.40
Boardwalk Pipeline Partners, LP (PTP)	11-28-11	03-15-12	600	14,622 06	16,224.67	1,602 61
Boardwalk Pipeline Partners, LP (PTP)	08-05-11	03-15-12	700	17,050.88	18,928 78	1,877.90
Boardwalk Pipeline Partners, LP (PTP)	08-24-11	03-15-12	500	11,114.40	13,520 55	2,406 15
Celgene Corporation	05-02-12	05-08-12	200	14,415.50	13,994 45	-421.05
Celgene Corporation	08-22-11	05-08-12	200	11,115 64	13,994 44	2,878 80
Celgene Corporation	08-19-11	05-08-12	300	16,458 66	20,991 67	4,533.01
Celgene Corporation	08-09-11	05-08-12	300	16,187 37	20,991 67	4,804 30
Celgene Corporation	06-21-12	07-17-12	500	29,868.45	33,455 85	3,587 40
Chicago Bridge & Iron Company N.V.	05-31-12	07-31-12	200	7,115.00	6,943.14	-171.86
Cliffs Natural Resources Inc	09-01-11	09-11-12	300	12,244 37	12,244 37	
Cliffs Natural Resources Inc	10-27-11	10-11-12	200	14,253 64	8,166 70	-6,086.94
Cliffs Natural Resources Inc	02-29-12	10-11-12	300	20,432.94	12,250 04	-8,182 90
Corning Incorporated	06-15-11	04-26-12	500	9,001 95	7,112 69	-1,889 26
Corning Incorporated	07-27-11	04-26-12	500	8,035 90	7,112 69	-923.21
Dover Corporation	01-31-12	03-05-12	200	12,776 14	12,549.35	-226 79
Dover Corporation	08-05-11	03-05-12	400	22,086 64	25,098.71	3,012 07
Dover Corporation	08-22-11	03-05-12	200	10,248.40	12,549 35	2,300 95
Ecolab Inc	07-20-11	02-17-12	300	15,387.00	18,535 37	3,148 37
Ecolab Inc	07-20-11	06-11-12	200	10,258 00	13,301.34	3,043.34
Ecolab Inc	09-06-11	06-11-12	100	5,051.33	6,650.67	1,599.34
Ecolab Inc	09-06-11	06-21-12	200	10,102.66	13,178.48	3,075.82
Ecolab Inc	09-06-11	07-31-12	400	20,205.32	25,657.34	5,452.02
Ecolab Inc	08-09-11	07-31-12	300	13,376 91	19,243.01	5,866 10
Emerson Electric Co	02-03-12	06-20-12	500	26,230 25	23,089.73	-3,140.52
Encana Corporation	12-14-11	02-14-12	800	14,451 92	15,243 70	791.78
Enterprise Products Partners L P (PTP)	03-15-12	08-07-12	600	29,035 36	32,060 46	3,025.10
Enterprise Products Partners LP (PTP)	05-03-12	08-07-12	500	24,936.58	26,717 05	1,780 47
Enterprise Products Partners L P (PTP)	06-20-12	08-07-12	400	18,817.79	21,373.64	2,555.85
Exelis Inc	10-27-11	03-02-12	200	2,178 23	2,255 24	77 01
Exelis Inc.	10-18-11	03-02-12	400	4,340 01	4,510 47	170 46
Intel Corporation	02-03-12	04-26-12	1,000	26,957 40	28,055.77	1,098.37
Molycorp, Inc	05-16-11	09-10-12	300	3,781 59	3,781 59	
PepsiCo, Inc	10-27-11	06-26-12	200	12,501.00	13,802 69	1,301 69
Petroleo Brasileiro S.A (ADR)	05-04-11	04-02-12	300	10,759.50	7,999.92	-2,759.58
Petroleo Brasileiro S.A (ADR)	05-13-11	04-02-12	200	6,714 90	5,333.28	-1,381 62
Petroleo Brasileiro S A (ADR)	05-20-11	04-02-12	300	10,009.50	7,999.92	-2,009.58
Petroleo Brasileiro S A (ADR)	10-25-11	04-02-12	600	14,847 66	15,999 84	1,152 18
QUALCOMM Incorporated	05-18-12	07-17-12	200	11,429.10	10,702.26	-726 84
QUALCOMM Incorporated	10-04-12	12-31-12	300	18,640 17	18,291.64	-348.53
Thomson-Reuters Corporation	02-28-12	06-13-12	1,200	34,595 64	33,592.52	-1,003 12
Titanium Metals Corporation	06-15-11	03-20-12	500	8,197.50	6,914 73	-1,282 77
Titanium Metals Corporation	08-09-11	03-20-12	200	2,785 34	2,765 89	-19 45
Titanium Metals Corporation	03-20-12	11-20-12	2,000	27,787.20	33,149 25	5,362.05

Report run at 10 31 AM on April 25, 2013

043.001

Foster Davis Foundation, Inc.

SHORT TERM REALIZED GAINS AND LOSSES

From 01-01-12 Through 12-31-12

Security	Open Date	Close Date	Quantity	Cost Basis	Proceeds	Gain Or Loss Short Term
Titanium Metals Corporation	05-17-12	11-20-12	1,000	12,486.30	16,574 63	4,088 33
Titanium Metals Corporation	06-21-12	11-20-12	200	2,187 24	3,314 93	1,127 69
Titanium Metals Corporation	06-21-12	12-27-12	800	8,748.96	13,179.70	4,430 74
Transocean Ltd	06-17-11	04-04-12	300	18,564 24	15,609.88	-2,954 36
Transocean Ltd.	01-11-12	04-04-12	400	16,338 00	20,813.17	4,475.17
Transocean Ltd	05-07-12	09-05-12	600	28,831 74	27,926 43	-905.31
Transocean Ltd.	05-15-12	09-05-12	400	17,659 44	18,617 62	958.18
Williams Partners L.P. (PTP)	04-26-12	07-12-12	200	11,292.68	10,385.24	-907.44
Williams Partners L.P. (PTP)	04-26-12	10-08-12	300	15,211.66	16,376 33	1,164 67
Williams Partners L.P. (PTP)	06-05-12	10-08-12	200	8,978.56	10,917 55	1,938 99
J.P Morgan Alerian MLP Index(ETN)	08-22-11	06-18-12	700 000	24,293.78	25,203.92	910 14
	TOTAL GAINS					97,016 51
	TOTAL LOSSES					-37,968 72
				1,052,695.98	1,111,743.77	59,047.79

TOTAL REALIZED GAIN/LOSS59,047.79

Less Gain Reported on 990-T:

Alliance Resource Partners <3241>

Boardwalk Pipeline Partners <7375>

Enterprise Products Partners <4791>

Adjusted Short Term Gain 43641

048.001

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