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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 01-01-2012 , and ending 12-31-2012

Name of foundation
SADIE AND HARRY DAVIS FOUNDATION INC

% JANET L MULLIGAN

Number and street (or P O box number if mail is not delivered to street address) Room/suite
C/O TANTON CO LLP
37 W 57TH STREET 5TH FLOOR Suite

City or town, state, and ZIP code
NEW YORK, NY 10019

A Employer identification number
20-3515375

B Telephone number (see instructions)
(212) 583-1100

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 13,420,741

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	224,407	224,407		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	300,042			
	b	Gross sales price for all assets on line 6a 386,636				
	7	Capital gain net income (from Part IV, line 2)		300,042		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	123	123		
	12	**Total.** Add lines 1 through 11	524,572	524,572		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,900	725	0	2,175
	c	Other professional fees (attach schedule)	37,295			37,295
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	4,000			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	53,915	50,067		3,848
	24	**Total operating and administrative expenses.** Add lines 13 through 23	98,110	50,792	0	43,318
	25	Contributions, gifts, grants paid	622,286			622,286
	26	**Total expenses and disbursements.** Add lines 24 and 25	720,396	50,792	0	665,604
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-195,824			
	b	**Net investment income** (if negative, enter -0-)		473,780		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II	Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
	Assets			
1	Cash—non-interest-bearing	138,228	75,932	75,932
2	Savings and temporary cash investments			
3	Accounts receivable ▶ ; Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ ; Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ ; Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	7,834,428	11,750,859	13,344,809
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶ ; Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	4,049,959		
14	Land, buildings, and equipment basis ▶ ; Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	12,022,615	11,826,791	13,420,741
	Liabilities			
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
	Net Assets or Fund Balances			
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	12,022,615	11,826,791	
30	**Total net assets or fund balances** (see page 17 of the instructions)	12,022,615	11,826,791	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	12,022,615	11,826,791	

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	12,022,615
2	Enter amount from Part I, line 27a	2	-195,824
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	11,826,791
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	11,826,791

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)
1 a	AMAZON COM	P	2009-08-04	2012-08-02
b	APPLE INC	P	2008-03-25	2012-08-02
c	APPLE INC	P	2008-03-25	2012-08-27
d	ORBITAL SCIENCES CORP	P	2011-02-07	2012-12-12
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	101,563		32,019	69,544
b	97,011		22,373	74,638
c	33,778		6,992	26,786
d	34,212		25,210	9,002
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				69,544
b				74,638
c				26,786
d				9,002
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	300,042
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	304,799	12,372,431	0 024635
2010	317,722	11,050,136	0 028753
2009	420,848	8,808,476	0 047778
2008	393,807	10,675,714	0 036888
2007	108,745	4,114,810	0 026428

2	**Total** of line 1, column (d).	2	0 164482
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	0 032896
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	12,579,171
5	Multiply line 4 by line 3.	5	413,804
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	4,738
7	Add lines 5 and 6.	7	418,542
8	Enter qualifying distributions from Part XII, line 4.	8	665,604

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter ____________ (attach copy of letter if necessary–see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	4,738
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	4,738
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	4,738
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,867		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,100		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	5,967
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	22
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	1,207
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,207	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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		No
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		No

Website address ▶

14 The books are in care of ▶JANET L MULLIGAN Telephone no ▶(212) 583-1100

Located at ▶37 W57TH ST NEW YORK NY ZIP +4 ▶10019

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 |

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		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☑ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		No
	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		No
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 ▶ 2010 , 20____ , 20____ , 20____				
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)		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 ▶ 20____ , 20____ , 20____ , 20____				
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.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**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?	**7b**		**No**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Total number of other employees paid over $50,000 ▶				

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Total number of others receiving over $50,000 for professional services. . . . . ▶		

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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	

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	7,968,254
b	Average of monthly cash balances	1b	39,436
c	Fair market value of all other assets (see instructions)	1c	4,763,042
d	**Total** (add lines 1a, b, and c)	1d	12,770,732
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	12,770,732
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	191,561
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,579,171
6	**Minimum investment return.** Enter 5% of line 5	6	628,959

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	628,959
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,738		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,738
3	Distributable amount before adjustments Subtract line 2c from line 1			3	624,221
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	624,221
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	624,221

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	665,604
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	665,604
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	4,738
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	660,866

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					624,221
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				614,247	
b Total for prior years 2010 , 2009 , 2008			24,428		
3 Excess distributions carryover, if any, to 2012					
a From 2007.					
b From 2008.					
c From 2009.					
d From 2010.					
e From 2011.	0				
f **Total** of lines 3a through e.		0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 665,604					
a Applied to 2011, but not more than line 2a				614,247	
b Applied to undistributed income of prior years (Election required—see instructions).			24,428		
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2012 distributable amount.					26,929
e Remaining amount distributed out of corpus		0			
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		0			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount —see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					597,292
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		0			
10 Analysis of line 9					
a Excess from 2008. . . .					
b Excess from 2009. . . .					
c Excess from 2010. . . .					
d Excess from 2011. . . .					
e Excess from 2012. . . .	0				

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

1a 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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a 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 organization 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))

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				622,286
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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					
4 Dividends and interest from securities. . . .			14	224,407	
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.			01	123	
8 Gain or (loss) from sales of assets other than inventory			18	300,042	
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). .				524,572	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 524,572

(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) (See instructions)

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)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2013-05-09 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Firm's name	TANTON AND COMPANY LLP		Firm's EIN	
Firm's address	37 WEST 57TH STREET 5TH FLOOR NEW YORK, NY 100193411		Phone no (212) 583-1100	

Form 990PF Part VIII Line 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
PATRICIA D KLINGENSTEIN C/O TANTON CO LLP NEW YORK, NY 10019	DIRECTOR 0 5	0		
JOHN KLINGENSTEIN C/O TANTON CO LLP NEW YORK, NY 10019	DIRECTOR 0 5	0		
THOMAS KLINGENSTEIN 580 WEST END AVENUE APT 3 NEW YORK, NY 10024	DIRECTOR 0 5	0		
NANCY K SIMPKINS C/O TANTON CO LLP NEW YORK, NY 10019	DIRECTOR 0 5	0		
ANDREW D KLINGENSTEIN C/O TANTON CO LLP NEW YORK, NY 10019	DIRECTOR 5 0	0		
SARAH K MARTELL C/O TANTON CO LLP NEW YORK, NY 10019	DIRECTOR 0 5	0		
NANCY PERLMAN c/o tanton Co 37 w57th street new york, NY 10019	DIRECTOR 0 5	0		
JULIE KLINGENSTEIN C/O TANTON CO 37 W57TH ST NEW YORK, NY 10019	DIRECTOR 0 5	0		
C MICHAEL MARTELL C/O TANTON CO 37 W57TH ST NEW YORK, NY 10019	DIRECTOR 0 5	0		

Form 990PF Part XV Line 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*				
MAINEHEAITH 465 CONGRESS STREET SUITE 600 PORTLAND, ME 04101	NONE	SECTION 501(C)(3)	FROM THE FIRST TOOTH PROGRAM FOR 2011	556,586
MAINE PHILANTROPY CENTER 314 Forest Avenue Portland, ME 04101	NONE	SECTION 501(C)(3)	Memebership support for 2012	700
PORTLAND COMMUNITY HEALTH CENTER 180 Park Ave Portland, ME 04102	NONE	SECTION 501(C)(3)	GENERAL PURPOSE	5,000
SACOPEE VALLEY HEALTH CENTER 70 Main St Porter, ME 04047	NONE	SECTION 501(C)(3)	GENERAL PURPOSE	10,000
HEALTH ACCESS NETWORK 21 Winn Road Lee, ME 04455	NONE	SECTION 501(C)(3)	GENERAL PURPOSE	10,000
CENTER FOR GRIEVING CHILDREN 3300 Henry Avenue SUITE 110 Philadelphia, PA 19129	NONE	SECTION 501(C)(3)	SMALL GRANTS PROGRAM	7,500
NORTHEAST HEARING AND SPEECH CENTER 205 75 W Commercial St Portland, ME 04101	NONE	SECTION 501(C)(3)	SMALL GRANTS PROGRAM	7,500
PORTLAND PUBLIC HEALTH 389 Congress Street PORTLAND, ME 04101	NONE	SECTION 501(C)(3)	SMALL GRANTS PROGRAM	7,500
SUSAN L CURTIS FOUNDATION 1321 Washington Avenue Suite 104 Portland, ME 04103	NONE	SECTION 501(C)(3)	SMALL GRANTS PROGRAM	6,000
HEALTH COMMUNITIES OF THE CAPITAL AREA 36 Brunswick Ave Gardiner, ME 04345	NONE	SECTION 501(C)(3)	SMALL GRANTS PROGRAM	4,000
MAINELY GIRLS PO BOX 793 Rockport, ME 04856	NONE	SECTION 501(C)(3)	GENERAL PURPOSE	7,500
Total . . . . ▶ **3a**				622,286

TY 2012 Accounting Fees Schedule

Name: SADIE AND HARRY DAVIS FOUNDATION INC

EIN: 20-3515375

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TANTON & CO LLP	2,900	725		2,175

TY 2012 Applied to Prior Year Election

Name: SADIE AND HARRY DAVIS FOUNDATION INC

EIN: 20-3515375

Election: AS DESCRIBED UNDER REG SEC 53.4942(2)-3(D)(2)TAXPAYER HEREBY ELECTS TO APPLY CURRENT YEAR DISTRIBUTIONS TO PRIOR YEAR UNDISTRIBUTED AMOUNTS

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: SADIE AND HARRY DAVIS FOUNDATION INC

EIN: 20-3515375

TY 2012 Investments Corporate Stock Schedule

Name: SADIE AND HARRY DAVIS FOUNDATION INC

EIN: 20-3515375

Name of Stock	End of Year Book Value	End of Year Fair Market Value
THRU BROKERAGE ACCOUNTS	11,750,859	13,344,809

TY 2012 Investments - Other Schedule

Name: SADIE AND HARRY DAVIS FOUNDATION INC

EIN: 20-3515375

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SHELTERED GROWTH			

TY 2012 Land, Etc. Schedule

Name: SADIE AND HARRY DAVIS FOUNDATION INC

EIN: 20-3515375

TY 2012 Other Expenses Schedule

Name: SADIE AND HARRY DAVIS FOUNDATION INC

EIN: 20-3515375

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	31,089	31,089		
MISC FDN EXPENSES				
FOREIGN TAX PAID	296			296
STATE FILING FEES	750			750
DEDUCTIONS REL TO PORTFOLIO	18,978	18,978		
BANK CHARGES	2,802			2,802

TY 2012 Other Income Schedule

Name: SADIE AND HARRY DAVIS FOUNDATION INC

EIN: 20-3515375

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Miscellaneous Income	123	123	

TY 2012 Other Professional Fees Schedule

Name: SADIE AND HARRY DAVIS FOUNDATION INC

EIN: 20-3515375

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING FEES	37,295			37,295

TY 2012 Taxes Schedule

Name: SADIE AND HARRY DAVIS FOUNDATION INC

EIN: 20-3515375

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES PAID	4,000			

SADIE AND HARRY DAVIS FOUNDATION INC

DECEMBER 31, 2012

Interest and Dividend Income

Thru Brokerage

01/05/2012	GlaxoSmithKlein PLC	3,925 75
01/05/2012	Merck & Co Inc	3,780 00
01/05/2012	General Electric Co	2,040 00
01/05/2012	Monsanto Co	876 00
02/13/2012	Vodafone Group PLC	543 45
02/13/2012	Vodafone Group PLC	405 63
02/13/2012	Yum Brands Inc	2,052 00
02/13/2012	Colgate Palmolive Co	1,624 00
03/13/2012	Avon Products Inc	2,551 85
03/13/2012	Broadcom Corp	980 00
03/13/2012	United Parcel Service Inc	2,679 00
03/13/2012	Lilly Eli Co	3,920 00
03/13/2012	Target Corp	2,295 00
03/13/2012	Carnival Corp	2,487 50
03/13/2012	Bank of America Corporation	169 86
03/13/2012	Beston Dickinson	1,453 50
03/13/2012	Corning Inc	1,012 50
03/13/2012	Western Union Co	613 20
04/13/2012	Merck & Co Inc	3,780 00
04/13/2012	GlaxoSmithKlein PLC	4,796 31
04/13/2012	GlaxoSmithKlein PLC	1,141 98
04/13/2012	General Electric Co	2,040 00
04/13/2012	Monsanto Co	876 00
04/13/2012	Zimmer Hldgs	1,041 30
05/07/2012	Yum Brands Inc	2,052 00
05/07/2012	Colgate Palmolive Co	1,736 00
05/07/2012	United Parcel Service Inc	2,679 00
06/13/2012	Avon Products Inc	2,551 85
06/13/2012	Lilly Eli Co	3,920 00
06/13/2012	Target Corp	2,295 00
06/13/2012	Carnival Corp	2,487 50
06/13/2012	Broadcom Corp	980 00
06/13/2012	Bank of America Corporation	169 86
06/13/2012	Becton Dickinson & Co	1,453 50
06/13/2012	Corning Inc	1,012 50
06/13/2012	Western Union Co	613 20
07/11/2012	GlaxoSmithKlein PLC	3,969 99
07/11/2012	Merck & Co Inc	3,780 00
07/11/2012	General Electric Co	2,040 00
07/11/2012	Monsanto Co	876 00
07/11/2012	Zimmer Hldgs	1,041 30
08/01/2012	Vodafone Group PLC	866 96
08/01/2012	Yum Brands Inc	2,052 00

SADIE AND HARRY DAVIS FOUNDATION INC

DECEMBER 31, 2012

	08/01/2012	Colgate Palmolive Co	1,736 00
	08/01/2012	Apple Inc	2,517 50
	09/13/2012	Avon Products Inc	2,551 85
	09/13/2012	United Parcel Service Inc	2,679 00
	09/13/2012	Lilly Eli Co	3,920 00
	09/13/2012	Target Corp	2,754 00
	09/13/2012	Carnival Corp	2,487 50
	09/13/2012	Broadcom Corp	980 00
	09/13/2012	Bank of America Corporation	169 86
	09/13/2012	Becton Dickinson & Co	1,453 50
	09/13/2012	Corning Inc	1,012 50
	10/10/2012	GlaxoSmithKlein PLC	3,816 85
	10/10/2012	Merck & Co Inc	3,780 00
	10/10/2012	Western Union Co	613 20
	10/10/2012	General Electric Co	2,040 00
	10/10/2012	Monsanto Co	1,095 00
	10/10/2012	Zimmer Hldgs	1,041 30
	11/13/2012	Yum Brands Inc	2,412 00
	11/13/2012	Apple Inc	2,385 00
	11/13/2012	Colgate Palmolive Co	1,736 00
	12/31/2012	Avon Products Inc	665 70
	12/31/2012	United Parcel Service Inc	2,679 00
	12/31/2012	Broadcom Corp	980 00
	12/31/2012	Lilly Eli Co	3,920 00
	12/31/2012	Target Corp	2,754 00
	12/31/2012	Carnival Corp	2,487 50
	12/31/2012	Corning Inc	1,215 00
	12/31/2012	ISHARES TR	32,354 97
	12/31/2012	Vanguard intl	2,186 10
	12/31/2012	Bank of America Corporation	169 86
	12/31/2012	Carnival Corp	4,975 00
	12/31/2012	DICKS SPORTING	3,928 00
	12/31/2012	Interdigital Inc	2,775 00
	12/31/2012	Interdigital Inc	185 00
	12/31/2012	Becton Dickinson & Co	1,598 85
	12/31/2012	Western Union Co	766 50
		Interest	2 05
Total Thru Brokerage			188,485 08
From passs Thru			
		Shelter Growth Fund LLC	35,922 00
Total Interest and Dividend			224,407 08

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

SADIE & HARRY DAVIS FOUNDATION INC
C/O THOMAS D. KLINGENSTEIN

Portfolio Holdings

Advantage Bank Deposits

(NOT COVERED BY SIPC)

As described in the ABD Program's Terms & Conditions, the current yield is based on the average daily balance during the prior month's interest cycle, interest cycles run from mid-month to mid-month

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
ADVANTAGE BANK DEPOSIT FDIC INSURED AT VARIOUS BKS	CASH	73,566.7500	ABDXX	1.00000	1.00000	73,566 75	73,566.75	0.005%	3	0.55
TOTAL ADVANTAGE BANK DEPOSITS						**73,566.75**	**73,566.75**		**3**	**0.55**

Equities

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
AMDOCS LTD ORD	(Q) CASH	723	DOX	18 55380	33 99000	13,414 43	24,574.77	11,160	1 529%	375	0 18
FLEXTRONICS INTL LTD ORD	(Q) CASH	26,960	FLEX	10.14000	6 21000	273,374 40	167,421.60	(105,953)			1.25
ADOBE SYS INC	(Q) CASH	8,004	ADBE	27 70470	37.68000	221,748.30	301,590.72	79,842			2 25
AMAZON COM INC	(F) CASH	1,770	AMZN	86 57460	250.87000	153,237.04	444,039 90	290,803			3 31
APOLLO GROUP INC CL A	(N) CASH	2,960	APOL	61.38000	20 92000	181,684 80	61,923 20	(119,762)			0 46
APPLE INC	(Q) CASH	900	AAPL	139 83150	532 17290	125,848 35	478,955 61	353,107	1.991%	9,540	3 57
AVON PRODS INC	(F) CASH	11,095	AVP	38.06000	14 36000	422,275 70	159,324 20	(262,952)	1.671%	2,662	1.19
BANK OF AMERICA CORPORATION	(I) CASH	16,986	BAC	27.40400	11.61000	465,464 38	197,207 46	(268,277)	0.344%	679	1 47
BECTON DICKINSON & CO	(L) CASH	3,230	BDX	90.42000	78.19000	292,056.60	252,553.70	(39,503)	2.532%	6,395	1.88
BROADCOM CORP CL A	(Q) CASH	9,800	BRCM	18 91000	33 21000	185,318.00	325,458 00	140,140	1.204%	3,920	2 43
CAPITAL ONE FINL CORP	(I) CASH	946	COF	12 21490	57 93000	11,555.33	54,801.78	43,246	0 345%	189	0 41

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
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STATEMENT OF ACCOUNT

SIPC

SADIE & HARRY DAVIS FOUNDATION INC
C/O THOMAS D. KLINGENSTEIN

Period Ending
12/31/12

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
CARNIVAL CORP PAIRED CTF	(S) CASH	9,950	CCL	39 35000	36 77000	391,532 50	365,861 50	(25,671)	2 719%	9,950	2 73
CELGENE CORP	(L) CASH	2,760	CELG	56 40990	78 47000	155,691 32	216,577 20	60,886			1 61
COGNIZANT TECHNOLOGY SOLUTIONS CL A	(Q) CASH	6,050	CTSH	30 21000	73 88230	182,770 50	446,987.91	264,217			3 33
COLGATE PALMOLIVE CO	(F) CASH	2,800	CL	76 09000	104 54000	213,052 00	292,712 00	79,660	2 372%	6,944	2 18
CORNING INC	(C) CASH	13,500	GLW	23 23000	12 62000	313,605 00	170,370 00	(143,235)	2 852%	4,860	1 27
COVANCE INC	(L) CASH	1,450	CVD	84 41000	57 77000	122,394 50	83,766 50	(38,628)			0 62
DICKS SPORTING GOODS INC	(H) CASH	1,964	DKS	20 77310	45 49000	40,798 37	89,342 36	48,544	1 099%	982	0 67
ELECTRONIC ARTS INC	(Q) CASH	1,406	EA	8 43920	14 52000	11,865 55	20,415 12	8,550			0 15
FEI CO	(Q) CASH	1,479	FEIC	19 99140	55 47040	29,567 28	82,040 72	52,473	0 576%	473	0 61
FURIEX PHARMACEUTICALS INC	(L) CASH	220	FURX	19 00650	19 26000	4,181 44	4,237 20	56			0 03
GENERAL ELECTRIC CO	(T) CASH	12,000	GE	33 14000	20 99000	397,680 00	251,880 00	(145,800)	3 620%	9,120	1 88
GILEAD SCIENCES INC	(L) CASH	4,381	GILD	40 75800	73 45000	178,560.76	321,784 45	143,224			2 40
GLAXOSMITHKLINE PLC SPONSORED ADR	(L) CASH	7,230	GSK	43 91000	43 47000	317,469 30	314,288 10	(3,181)	5 335%	16,768	2 34
INFORMATICA CORP	(Q) CASH	2,719	INFA	13 56020	30 32000	36,870 18	82,440 08	45,570			0 61
INGREDION INC	(J) CASH	1,612	INGR	12 66750	64 43000	20,419 93	103,861 16	83,441	1 614%	1,676	0 77
INTERDIGITAL INC	(R) CASH	1,850	IDCC	25 06350	41 09000	46,367 47	76,016 50	29,649	0 973%	740	0 57
ESC LEHMAN BROS HLDGS INC UDLY# 524908100	CASH	960	524ESC100	50 99000	UNPRICED	48,950 40	0 00	N/A			
LILLY ELI & CO	(L) CASH	8,000	LLY	50 02000	49 32000	400,160 00	394,560 00	(5,600)	3 974%	15,680	2 94
MERCK & CO INC NEW	(L) CASH	9,000	MRK	44 30000	40 94000	398,700 00	368,460 00	(30,240)	4 201%	15,480	2 75
MONSANTO CO NEW	(A) CASH	2,920	MON	67 70870	94 65000	197,709 41	276,378 00	78,669	1 584%	4,380	2 06
MONSTER WORLDWIDE INC	(P) CASH	9,300	MWW	26 59000	5 62000	247,287 00	52,266 00	(195,021)			0 39
NU SKIN ENTERPRISES INC CL A	(L) CASH	2,606	NUS	17 55380	37 05000	45,745 20	96,552 30	50,807	2 159%	2,084	0 72
PARAMETRIC TECHNOLOGY CORP COM NEW	(Q) CASH	1,902	PMTC	13 82500	22 51000	26,295 15	42,814 02	16,519			0 32
RESMED INC	(L) CASH	930	RMD	24 91990	41 57000	23,175 51	38,660 10	15,485	1 635%	632	0 29

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
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STATEMENT OF ACCOUNT

SIPC

PAGE 3/5

Period Ending
12/31/12

SADIE & HARRY DAVIS FOUNDATION INC
C/O THOMAS D. KLINGENSTEIN

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
SHIRE PLC SPONSORED ADR	(L) CASH	646	SHPG	29 82890	92.18000	19,269 49	59,548.28	40,279	0.499%	297	0 44
SILICON LABORATORIES INC	(Q) CASH	1,499	SLAB	33.36940	41.79930	50,020 73	62,657.15	12,636			0 47
TARGET CORP	(P) CASH	7,650	TGT	52 61000	59 17000	402,466 50	452,650 50	50,184	2 433%	11,016	3 37
ULTIMATE SOFTWARE GROUP INC	(Q) CASH	1,334	ULTI	25 98170	94.41000	34,659 59	125,942 94	91,283			0 94
UNITED PARCEL SERVICE INC CL B	(P) CASH	4,700	UPS	70 24000	73.73000	330,128 00	346,531 00	16,403	3.092%	10,716	2 58
URBAN OUTFITTERS INC	(B) CASH	2,129	URBN	23 67620	39 36000	50,406 63	83,797.44	33,391			0.62
VALEANT PHARMACEUTICALS INTL I	(L) CASH	1,984	VRX	10.72880	59 77000	21,285 84	118,583 68	97,298			0.88
VIASAT INC	(M) CASH	1,654	VSAT	28 12150	38 90000	46,512.96	64,340 60	17,828			0 48
VODAFONE GROUP PLC NEW SPONS ADR NEW	(R) CASH	875	VOD	32 23000	25.19000	28,201.25	22,041 25	(6,160)	5 955%	1,312	0.16
WESTERN UN CO	(P) CASH	6,132	WU	15 69270	13.61000	96,227.87	83,456.52	(12,771)	3 673%	3,065	0.62
YAHOO INC	(Q) CASH	12,900	YHOO	27.78000	19 90000	358,362 00	256,710.00	(101,652)			1.91
YUM BRANDS INC	(J) CASH	7,200	YUM	34 45000	66 40000	248,040 00	478,080 00	230,040	2 018%	9,648	3 56
ZIMMER HLDGS INC	(L) CASH	5,785	ZMH	75 29000	66.66000	435,552 65	385,628 10	(49,925)	1 080%	4,165	2.87
SUB-TOTAL COMMON STOCK						**8,317,979.61**	**9,200,089.62**	**931,059**		**153,755**	**68.54**
TOTAL EQUITIES						**8,317,979.61**	**9,200,089.62**	**931,059**		**153,755**	**68.54**

COMMON STOCK HOLDINGS SUMMARY BY INDUSTRY CODE

(Q)	26%	TECHNOLOGY	(F)	9%	CONSUMER GOODS	(N)	.67%	PUBLIC SERVICES	(I)	2%	FINANCIAL	(L)	28%	HEALTHCARE
(S)	3%	TRANSPORTATION	(C)	1%	BASIC INDUSTRY	(H)	97%	ENTERTAINMENT	(T)	2%	UTILITIES	(J)	6%	FOOD & BEVERAGES
(R)	1%	TELECOMMUNICATIONS	(A)	3%	AGRICULTURE	(P)	10%	RETAIL SERVICES	(B)	.91%	APPAREL & ACCESSORIES	(M)	.77%	MEDIA & COMMUNICATION

Mutual Funds

Exchange Traded Funds

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
ISHARES TR RUSL 2000 GROW CLOSED END SBI/CBI ETF	CASH	41,217	IWO	65.64540	95 31000	2,705,706 45	3,928,392.27	1,222,686	1 463%	57,490	29 28

OPPENHEIMER

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STATEMENT OF ACCOUNT

SIPC

SADIE & HARRY DAVIS FOUNDATION INC
C/O THOMAS D KLINGENSTEIN

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Period Ending 12/31/12

Exchange Traded Funds

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
VANGUARD INTL EQUITY INDEX FD MSCI EMR MKT ETF CLOSED END SBI/CBI ETF	CASH	4,858	VWO	38 58540	44 53000	187,447 87	216,326 74	28,879	2 189%	4,736	1 61
SUB-TOTAL EXCHANGE TRADED FUNDS						2,893,154 32	4,144,719.01	1,251,565		62,227	30 91
TOTAL MUTUAL FUNDS						2,893,154 32	4,144,719.01	1,251,565		62,227	30.91

	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
Total Portfolio Holdings	$11,284,700.68	$13,418,375.38	$2,182,624	1.609%	215,986	100%