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

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

2012

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

Louise M. Davies Foundation

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

180 Montgomery Street

Room/suite

1616

A Employer identification number

23-7359841

City or town, state, and ZIP code

San Francisco, CA 94104

B Telephone number

415-364-9700

G Check all that apply

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

C If exemption application is pending, check here ► H Check type of organization Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationD 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ►

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

J Accounting method

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 ►

► \$ 31,632,282. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		922.	922.		Statement 1
4 Dividends and interest from securities		596,916.	596,916.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		199,035.			
b Gross sales price for all assets on line 6a	1,314,018.				
7 Capital gain net income (from Part IV, line 2)			199,035.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		796,873.	796,873.		
13 Compensation of officers, directors, trustees, etc		55,000.	11,000.		44,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 3		65,362.	13,072.		52,290.
b Accounting fees					
c Other professional fees Stmt 4		86,533.	86,533.		0.
17 Interest Stmt 5		18,207.	5,979.		0.
18 Taxes					
19 Depreciation and depletion					
20 Occupancy		12,000.	6,000.		6,000.
21 Travel, conferences, and meetings		949.	0.		949.
22 Printing and publications					
23 Other expenses Stmt 6		7,190.	3,555.		3,635.
24 Total operating and administrative expenses. Add lines 13 through 23		245,241.	126,139.		106,874.
25 Contributions, gifts, grants paid		802,000.			802,000.
26 Total expenses and disbursements. Add lines 24 and 25		1,047,241.	126,139.		908,874.
27 Subtract line 26 from line 12		<250,368.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			670,734.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
			1.	<3. >	<3. >
Assets	1 Cash - non-interest-bearing		757,219.	858,093.	858,093.
	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				
	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 7	10,717,983.	10,405,308.	14,956,619.
	b Investments - corporate stock	Stmt 8	5,948,514.	5,909,951.	6,370,273.
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
Liabilities	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ► Statement 9)		983,300.	983,300.	9,447,300.
Net Assets or Fund Balances	16 Total assets (to be completed by all filers)		18,407,017.	18,156,649.	31,632,282.
	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.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		18,407,017.	18,156,649.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		0.	0.	
	30 Total net assets or fund balances		18,407,017.	18,156,649.	
	31 Total liabilities and net assets/fund balances		18,407,017.	18,156,649.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 18,407,017.
2 Enter amount from Part I, line 27a	2 <250,368.>
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 18,156,649.
5 Decreases not included in line 2 (itemize) ►	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 18,156,649.

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 Publicly Traded Securities			P		
b Capital Gains Dividends					
c					
d					
e					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 1,304,703.			1,114,983.	189,720.	
b 9,315.				9,315.	
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(I) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (l) over col (j), if any		
a				189,720.	
b				9,315.	
c					
d					
e					
2 Capital gain net income or (net capital loss)		If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	199,035.
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	975,140.	21,690,865.	.044956
2010	925,322.	20,360,706.	.045446
2009	814,796.	18,028,475.	.045195
2008	1,043,517.	21,782,056.	.047907
2007	1,215,201.	25,098,170.	.048418

2 Total of line 1, column (d)

2 .231922

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 .046384

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 21,745,486.

5 Multiply line 4 by line 3

5 1,008,643.

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

6 6,707.

7 Add lines 5 and 6

7 1,015,350.

8 Enter qualifying distributions from Part XII, line 4

8 908,874.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	1 2 3 4 5	13,415. 0. 13,415. 0. 13,415.
Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	6a 6b 6c 6d	9,139. 4,861.
3	Add lines 1 and 2		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5	Tax based on Investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments	7 8 9 10 11	14,000. 0. 585. 585.
a	2012 estimated tax payments and 2011 overpayment credited to 2012		
b	Exempt foreign organizations - tax withheld at source		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld		
7	Total credits and payments Add lines 6a through 6d		
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► 0. Refunded ►		

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a 1b 1c	Yes X Yes X	
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?			
<i>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.</i>				
c	Did the foundation file Form 1120-POL for this year?			
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.	2 3 4a 4b 5	X X X X	
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? <i>If "Yes," attach a detailed description of the activities.</i>			
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? <i>If "Yes," attach a conformed copy of the changes</i>			
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	N/A	X X X X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?			
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>			
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?			
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	6 7 8b 9	X X X X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation			
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			
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)

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 ► Philip Hudner Telephone no ► 415-364-9700
Located at ► 180 Montgomery Street, #1616, San Francisco, CA ZIP+4 ► 94104

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

16 At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ► 16 Yes No

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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Statement 10 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Statement 10 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► 1b <input type="checkbox"/> X		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? ► 1c <input type="checkbox"/> 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? If "Yes," list the years ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) ► 2b <input type="checkbox"/> N/A		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 2b <input type="checkbox"/> N/A		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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 <input type="checkbox"/> N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ► 4a <input type="checkbox"/> 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 <input type="checkbox"/> X		

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

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

 Yes No(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
(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 Yes No(3) Provide a grant to an individual for travel, study, or other similar purposes?
(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

6b

X

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

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

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

 Yes No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Philip Hudner 180 Montgomery Street, #1616 San Francisco, CA 94104	President 0.00	0.	0.	0.
Ann C. Matthews 180 Montgomery Street, #1616 San Francisco, CA 94104	Secretary & Treasurer 0.00	0.	0.	0.
Philip Hudner 180 Montgomery Street, #1616 San Francisco, CA 94104	Director 12.00	55,000.	0.	0.

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

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

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

►

0

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

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

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



0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

	Expenses
1 N/A	
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	
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	1a	21,331,638.
a Average monthly fair market value of securities	1b	744,998.
b Average of monthly cash balances	1c	
c Fair market value of all other assets	1d	22,076,636.
d Total (add lines 1a, b, and c)		
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	22,076,636.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	331,150.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	21,745,486.
6 Minimum investment return. Enter 5% of line 5	6	1,087,274.

Part XI Distributable Amount (see instructions) (Section 4942(l)(3) and (l)(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	1,087,274.
2a Tax on investment income for 2012 from Part VI, line 5	2a	13,415.
b Income tax for 2012 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	13,415.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	1,073,859.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,073,859.
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	1,073,859.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	908,874.
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b Program-related investments - total from Part IX-B	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3 Amounts set aside for specific charitable projects that satisfy the	3b	
a Suitability test (prior IRS approval required)	4	908,874.
b Cash distribution test (attach the required schedule)	5	0.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	908,874.
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		
6 Adjusted qualifying distributions. Subtract line 5 from line 4		

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				1,073,859.
2 Undistributed income, if any, as of the end of 2012			379,621.	
a Enter amount for 2011 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 908,874.			379,621.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2012 distributable amount				529,253.
e Remaining amount distributed out of corpus		0.		0.
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income Subtract line 4b from line 2b			0.	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b Taxable amount - see instructions			0.	
e Undistributed income for 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				
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		0.		
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				

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

942(j)(3) or 4942(j)(5)

- 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 ~~Section 4942(f)(3)(B) and 23~~
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 ► 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.

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

6 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	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
Name and address (home or business)				
a Paid during the year				
STATEMENT 11				802,000.
Total				► 3a 802,000.
b Approved for future payment				
None				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Part XVI B Relationship of Activities

Relationship of Activities to the Accomplishment of Exempt Purposes

Louise M. Davies Foundation

23-7359841

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

Source	Amount
Blackrock Temp Fund 24	822.
Interest on checking accounts	100.
Total to Form 990-PF, Part I, line 3, Column A	922.

Form 990-PF

Dividends and Interest from Securities

Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Corporate dividends	430,118.	9,315.	420,803.
Corporate interest	176,113.	0.	176,113.
Total to Fm 990-PF, Part I, ln 4	606,231.	9,315.	596,916.

Form 990-PF

Legal Fees

Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Botto Law Group LLP Ann Matthews, Esq.	64,837. 525.	12,967. 105.		51,870. 420.
To Fm 990-PF, Pg 1, ln 16a	<u>65,362.</u>	<u>13,072.</u>		<u>52,290.</u>

Form 990-PF

Other Professional Fees

Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Santa Barbara Bank & Trust, custody fees	86,533.	86,533.		0.
To Form 990-PF, Pg 1, ln 16c	86,533.	86,533.		0.

Form 990-PF

Taxes

Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2011 excise tax	764.	0.		0.
2012 estimated excise tax	9,139.	0.		0.
Foreign tax withholdings	5,979.	5,979.		0.
2010 excise tax	2,325.	0.		0.
To Form 990-PF, Pg 1, ln 18	18,207.	5,979.		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
The Hartford, business owners insurance	1,850.	925.		925.
Foreign conversion expenses	159.	159.		0.
Franchise Tax Board, filing fee	10.	0.		10.
Attorney General's Registry of Charitable Trusts, renewal fee	75.	0.		75.
Secretarial services	4,943.	2,471.		2,472.
Postage expenses	133.	0.		133.
Secretary of State, filing fee	20.	0.		20.
To Form 990-PF, Pg 1, ln 23	7,190.	3,555.		3,635.

Form 990-PF

Corporate Stock

Statement 7

Description	Book Value	Fair Market Value
3M Co, 3,800 shs	262,895.	352,830.
Abbott Laboratories, 4,000 shs	163,153.	262,000.
Altria Group Inc, 2,700 shs	45,452.	84,888.
Amgen Inc, 3,800 shs	157,521.	327,560.
Apple Inc, 1,600 shs	182,172.	851,476.
Apple Inc, 400 shs (SOLD)	0.	0.
Caterpillar Inc, 5,000 shs	157,700.	448,043.
Cisco Sys Inc, 6,900 shs	129,839.	135,581.
Conocophillips, 8,300 shs (SPIN OFF)	232,479.	481,317.
Dreyfus Emerging Mrkts Cl A, 52,428.032 shs	764,462.	544,203.
Du Pont E I De Nemours & Co, 4,800 shs	214,635.	215,897.
Emerson Electric Co, 4,400 shs	132,946.	233,024.
Exelon Corp, 3,900 shs (SOLD)	0.	0.
Exxon Mobil Corp, 5,700 shs	258,027.	493,335.
Freeport-McMoran Copper & Gold Inc, 9,600 shs	409,660.	328,320.
General Electric Co, 5,400 shs	95,363.	113,346.
Hewlett Packard Co, 7,800 shs (SOLD)	0.	0.
Intel Corp, 12,500 shs	238,187.	257,750.
International Business Machines Corp, 2,879 shs	281,147.	551,472.
Johnson & Johnson, 3,600 shs	196,282.	252,360.
Kraft Foods Group Inc, 1,133 shs	32,962.	51,518.
Kraft Foods Inc Cl A, 3,400 shs (SPIN OFF)	0.	0.
Lilly Eli & Co, 3,200 shs	177,278.	157,824.
Lockheed Martin Corp, 4,200 shs	163,352.	387,618.
Matthews Pacific Tiger Fd Cl I, 13,332.345 shs	299,608.	325,576.
McDonalds Corp, 4,800 shs	276,093.	423,408.
Microsoft Corp, 6,300 shs	150,897.	168,271.
Mondelez Intl Inc Cl A, 3,400 shs	60,990.	86,541.
Pepsico Inc, 4,900 shs	207,699.	335,307.
Philip Morris International, 2,700 shs	103,572.	225,828.
Phillips 66 Com, 4,150 shs	69,089.	220,365.
Procter & Gamble Co, 4,300 shs	184,549.	291,927.
T. Rowe Price Intl Stock Fd #37, 79,263.673 shs	954,666.	1,141,397.
T. Rowe Price Mid-Cap Eq Growth Fd, 56,625.037 shs	1,296,039.	1,732,726.
Teva Pharmaceutical Inds Ltd ADR, 4,200 shs	134,210.	156,828.
Toyota Mtr Corp Spon ADR, 3,400 shs	256,545.	317,050.
United Technologies Corp, 3,800 shs	167,312.	311,638.
Vale S A ADR, 4,400 shs	107,497.	92,224.
Vanguard Small-Cap Ind Fd - Sig #1345, 41,200.403 shs	886,020.	1,438,718.
Wal Mart Stores Inc, 2,200 shs	117,532.	150,106.
Walgreen Co, 6,700 shs	194,633.	247,967.
Wellpoint Inc, 5,300 shs	329,565.	322,876.
Wells Fargo & Co New, 12,800 shs	313,280.	437,504.
Total to Form 990-PF, Part II, line 10b	10,405,308.	14,956,619.

Form 990-PF

Corporate Bonds

Statement 8

Description	Book Value	Fair Market Value
Aberdeen Asia Pacific Income Fd, 36,000 shs	232,074.	278,640.
Berkshire Hathaway 4.75% due 5/15/12, 350,000 par value (MATURED)	0.	0.
Blackrock International Bond Fd Cl I #325, 12,136.710 shs	130,653.	121,610.
Conocophillips 5.75% due 2/1/19, 200,000 par value	199,378.	245,984.
General Electric Co 2.80% due 1/8/13, 325,000 par value	326,167.	325,091.
General Electric Co 5.25% due 12/6/17, 400,000 par value	398,996.	471,660.
Goldman Sachs Group 3.625% due 8/1/12, 150,000 par value (MATURED)	0.	0.
Goldman Sachs Group 5.95% due 1/18/18, 200,000 par value	197,580.	232,738.
Hershey Company 5.45% due 9/1/16, 100,000 par value	102,000.	115,115.
Hewlett Packard Co 2.95% due 8/15/12, 175,000 par value (MATURED)	0.	0.
Hewlett Packard Co Glbl Nt 3% due 9/15/16, 350,000 par value	358,918.	352,240.
JP Morgan Chase & Co 2.2% due 6/15/12, 100,000 par value (MATURED)	0.	0.
McDonalds Corp 5.8% due 10/15/17, 200,000 par value	201,600.	242,992.
Merrill Lynch & Co 5.7% due 5/2/17, 300,000 par value	292,485.	329,250.
Microsoft Corp 2.95% due 6/1/14, 200,000 par value	200,814.	207,368.
Morgan Stanely 5.55% due 4/27/17, 200,000 par value	200,132.	221,726.
Morgan Stanely 6% due 5/13/14, 200,000 par value	201,164.	211,794.
Philip Morris International 4.875% due 5/16/13, 200,000 par value	200,650.	203,238.
Pimco Low Duration Fd #36, 35,421.311 shs	373,691.	372,278.
Vanguard HY Corp Fd Adm #529, 59,188.518 shs	374,071.	361,641.
Vanguard Inflation-Protected Securities Fd Adm #5119, 19,063.623 shs	469,274.	544,076.
Vanguard Sh Trm Fed Fd Adm #549, 57,256.227 shs	623,678.	618,367.
Verizon Com 5.5% due 2/15/18, 200,000 par value	199,266.	240,174.
Wal Mart Stores Inc 3.2% due 5/15/14, 200,000 par value	200,514.	207,762.
Walt Disney Co 6% due 7/17/17, 100,000 par value	100,000.	121,112.
Wells Fargo & Co 3.625% due 4/15/15, 325,000 par value	326,846.	345,417.
Total to Form 990-PF, Part II, line 10c	5,909,951.	6,370,273.

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

LOUISE M. DAVIES FOUNDATION

EIN: 23-7359841

2012 Return of Private Foundation

Statement 10

Part VII-B, Line 1a

In 2012, Louise M. Davies Foundation (the "foundation") maintained its office at the offices of Botto Law Group LLP. The foundation paid below-market rent to Botto Law Group LLP for office space and use of office equipment including telephone, copier and facsimile machines. The foundation also paid a reasonable rate to Botto Law Group LLP for secretarial services.

During 2012 the foundation engaged Botto Law Group LLP to render legal services to the foundation and paid Botto Law Group LLP reasonable compensation for the services. The compensation paid to Botto Law Group LLP was not excessive and the services rendered by Botto Law Group LLP were reasonable and necessary for carrying out the exempt purpose of the foundation.

During 2012 Philip Hudner, an officer and director of the foundation, was a salaried employee of Botto Law Group LLP. Mr. Hudner was not a partner of Botto Law Group LLP and did not share in the profits of Botto Law Group LLP. Mr. Hudner's daughter, Mollie Hudner Thompson, was a partner of Botto Law Group LLP but did not own more than 35 percent of the profit interests in Botto Law Group LLP.

During 2012 the foundation engaged Ann C. Matthews, Esq., an officer of the foundation, to render legal services to the foundation and the foundation paid her reasonable compensation for the services. The compensation paid to Ann C. Matthews, Esq., was not excessive and the services rendered by her were reasonable and necessary for carrying out the exempt purpose of the foundation.

Louise M. Davies Foundation

EIN: 23-7359841

2012 Return of Private Foundation

Statement 11

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

<u>Recipient Name & Address</u>	<u>Relation- ship</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
<u>GRANTS FROM CATHOLIC SCHOOL FUND</u>				
Archbishop Riordan High School 175 Phelan Avenue San Francisco, CA 94112	N/A	501(c)(3)	Scholarships for school boarding program	\$5,000
Bay Area Scholarships for Inner-city Children Fund 268 Bush Street, Suite 2717 San Francisco, CA 94104	N/A	501(c)(3)	Scholarships to Catholic elementary and secondary schools in San Francisco	50,000
Cathedral of St. Mary of The Assumption 1111 Gough Street San Francisco, CA 94109-6686	N/A	501(c)(3)	Support Docent School Program	7,500
Dominican Sisters of Mission San Jose 1555 34th Avenue Oakland, CA 94601-0465	N/A	501(c)(3)	Support Office of School Development	12,500
Immaculate Conception Academy 3625 24th Street San Francisco, CA 94110-3607	N/A	501(c)(3)	General support for high school	50,000
Kolbe Academy & Trinity Prep 2055 Redwood Road Napa, CA 94558	N/A	501(c)(3)	General support for pre-K through 12th grade school	5,000
Marin Catholic High School 675 Sir Francis Drake Blvd. Kentfield, CA 94904	N/A	501(c)(3)	Scholarships	25,000

Louise M. Davies Foundation

EIN: 23-7359841

2012 Return of Private Foundation

Statement 11

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

<u>Recipient Name & Address</u>	<u>Relation- ship</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Mission Dolores Academy 3371 16th Street San Francisco, CA 94114	N/A	501(c)(3)	General support for elementary and junior high school	5,000
Sacred Heart Cathedral Preparatory 1055 Ellis Street San Francisco, CA 94109-7795	N/A	501(c)(3)	General support for high school	7,500
Sacred Heart Schools 150 Valparaiso Avenue Atherton, CA 94027-4402	N/A	501(c)(3)	General support for preschool through 12th grade schools	2,500
St. Anthony-Immaculate Conception School 299 Precita Avenue San Francisco, CA 94110	N/A	501(c)(3)	General support for elementary school	50,000
Saint Elizabeth High School 1530 34th Avenue Oakland, CA 94601-3024	N/A	501(c)(3)	General support for high school	5,000
Saint James School 321 Fair Oaks Street San Francisco, CA 94110-3616	N/A	501(c)(3)	General support for elementary and junior high school	50,000
Saint Martin de Porres Catholic School 675 41st Street Oakland, CA 94609	N/A	501(c)(3)	General support for elementary and junior high school	25,000

Louise M. Davies Foundation

EIN: 23-7359841

2012 Return of Private Foundation

Statement 11

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

<u>Recipient Name & Address</u>	<u>Relation- ship</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
St. Paul's School 1690 Church Street San Francisco, CA 94131	N/A	501(c)(3)	General support for elementary and junior high school	2,500
St. Peter's School 1266 Florida Street San Francisco, CA 94110	N/A	501(c)(3)	General support for elementary school	75,000
St. Vincent's School for Boys One St. Vincent Drive San Rafael, CA 94903	N/A	501(c)(3)	General support for residential treatment home for boys ages 7 to 17	2,500
School of the Epiphany 600 Italy Avenue San Francisco, CA 94112	N/A	501(c)(3)	General support for elementary and junior high school	2,500
Wood Rose Academy 4347 Cowell Road Concord, CA 94518-1807	N/A	501(c)(3)	General support for elementary and junior high school	20,000
Woodside Priory School 302 Portola Road Portola Valley, CA 94028	N/A	501(c)(3)	Contribution to John Erkman Scholarship Fund	5,000
<u>GRANTS FROM GENERAL FUND</u>				
Acton Institute 161 Ottawa N.W., Suite 301 Grand Rapids, MI 49503	N/A	501(c)(3)	Support education programs	2,500

Louise M. Davies Foundation

EIN: 23-7359841

2012 Return of Private Foundation

Statement 11

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

<u>Recipient Name & Address</u>	<u>Relation- ship</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Bullis-Purissima Elementary School Foundation 102 W. Portola Avenue Los Altos, CA 94022	N/A	501(c)(3)	General support for elementary school	15,000
Buckelew Programs 900 5th Avenue, Suite 150 San Rafael, CA 94901	N/A	501(c)(3)	General support for mental health and addiction services organization	5,000
Catholic League for Religious and Civil Rights 450 Seventh Avenue New York, NY 10123	N/A	501(c)(3)	General support for religious and civil rights organization	10,000
Diocese of Monterey P.O. Box 2048 Monterey, CA 93942	N/A	501(c)(3)	Support improvements at Mission San Juan Bautista	1,500
Fellowship of Catholic University Students, Inc. P.O. Box 33656 Denver, CO 80233	N/A	501(c)(3)	General support for outreach organization	7,500
The Guardsmen P.O. Box 29250 San Francisco, CA 94129-0250	N/A	501(c)(3)	Support scholarship program	5,000
IHR Educational Broadcasting 3256 Penryn Road, Suite 100 Loomis, CA 95650	N/A	501(c)(3)	General support for radio station network	40,000
Keep the Faith, Inc. 70 Lake Street Ramsey, NJ 07446-2546	N/A	501(c)(3)	General support for religious organization	15,000

Louise M. Davies Foundation

EIN: 23-7359841

2012 Return of Private Foundation

Statement 11

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

<u>Recipient Name & Address</u>	<u>Relation- ship</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Keys School 2890 Middlefield Road Palo Alto, CA 94306	N/A	501(c)(3)	General support for elementary and junior high school	20,000
The LightHouse for the Blind and Visually Impaired 214 Van Ness Avenue San Francisco, CA 94102	N/A	501(c)(3)	General support for organization assisting the blind and visually impaired	2,000
Lumen Christi Institute 1220 East 58th Street Chicago, IL 60637	N/A	501(c)(3)	General support for research organization	2,500
Monterey Museum of Art 559 Pacific Street Monterey, CA 93940	N/A	501(c)(3)	Support maintenance of Davies Collection of Western Art	15,000
National Catholic Bioethics Center 6399 Drexel Road Philadelphia, PA 19151	N/A	501(c)(3)	General support for education and research organization	2,500
The Ocean Foundation 1990 M Street NW, Suite 250 Washington, DC 20036	N/A	501(c)(3)	Support OceanGate project	5,000
Pacific Legal Foundation 930 G Street Sacramento, CA 95814	N/A	501(c)(3)	General support for legal assistance organization	10,000

Louise M. Davies Foundation

EIN: 23-7359841

2012 Return of Private Foundation

Statement 11Part XV, Line 3a, Grants Paid During the Year

<u>Recipient Name & Address</u>	<u>Relation- ship</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
St. Anthony Foundation 150 Golden Gate Avenue San Francisco, CA 94102	N/A	501(c)(3)	General support for community services	2,500
The Saint Joseph Foundation 11107 Wurzbach, Suite 601B San Antonio, TX 78230-2570	N/A	501(c)(3)	General support for church rights organization	20,000
St. Patrick Catholic Church 756 Mission Street San Francisco, CA 94103	N/A	501(c)(3)	Support Latin Mass	2,500
St. Vincent de Paul Society of San Francisco 1237 Van Ness Avenue, Suite 2000 San Francisco, CA 94109	N/A	501(c)(3)	Support community services	2,000
San Francisco Opera Association 301 Van Ness Avenue San Francisco, CA 94102-4509	N/A	501(c)(3)	General support for opera	50,000
San Francisco Symphony Davies Symphony Hall 201 Van Ness Avenue San Francisco, CA 94102-4585	N/A	501(c)(3)	Support Christmas programs and Guest Conductor Endowment Fund	101,500
The Society of California Pioneers 300 4th Street San Francisco, CA 94107-1272	N/A	501(c)(3)	General support for historical society	10,000

Louise M. Davies Foundation

EIN: 23-7359841

2012 Return of Private Foundation

Statement 11

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

<u>Recipient Name & Address</u>	<u>Relation- ship</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Sovereign Military Hospitaller, Order of Malta, Western Association, U.S.A. 465 California Street, Suite 818 San Francisco, CA 94104	N/A	501(c)(3)	Support Growing the Faith Program and Catholic textbook project	5,000
Thomas Aquinas College 10000 North Ojai Road Santa Paula, CA 93060	N/A	501(c)(3)	Support scholarship fund	25,000
West Coast Ragtime Society P.O. Box 13346 Sacramento, CA 95813-3346	N/A	501(c)(3)	General support for music society	2,500
Wyoming Catholic College P.O. Box 750 Lander, WY 82520	N/A	501(c)(3)	General support for college	<u>15,000</u>
Total Grants Paid in 2012				<u>\$802,000</u>

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ►
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ►

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. Louise M. Davies Foundation	Employer identification number (EIN) or 23-7359841
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 180 Montgomery Street, Suite 1616	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. San Francisco, CA 94104	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► **Botto Law Group LLP**

Telephone No. ► (415) 364-9732 FAX No. ► (415) 364-0075

- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► calendar year 20 12 or

► tax year beginning _____, 20 _____, and ending _____, 20 _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	14,000
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	9,139
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	4,861

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.