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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

ENVELOPE
POSTMARK DATE
NOV 05 2013

For calendar year 2012 or tax year beginning 9/1/2012, and ending 8/31/2013

Name of foundation FRED D DAVIS MEMORIAL FOUNDATION		A Employer identification number 59-6717509
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A - 1 W 4th St 4th Floor MAC D4000-041		B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Winston Salem NC 27101-3818		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 706,820	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐		

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

	(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 (attach schedule)				
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	20,218	20,218		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	92,325			
b Gross sales price for all assets on line 6a 794,278				
7 Capital gain net income (from Part IV, line 2)		92,325		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	112,543	112,543	0	
13 Compensation of officers, directors, trustees, etc	11,057	8,293		2,764
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	995			995
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	1,183	285		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses.				
Add lines 13 through 23	13,235	8,578	0	3,759
25 Contributions, gifts, grants paid	31,000			31,000
26 Total expenses and disbursements. Add lines 24 and 25	44,235	8,578	0	34,759
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	68,308			
b Net investment income (if negative, enter -0-)		103,965		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments	19,005	21,793	21,793	
	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 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				
	10 a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)				
	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)	611,927	677,748	685,027		
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)	630,932	699,541	706,820		
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	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	630,932	699,541		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	630,932	699,541			
31	Total liabilities and net assets/fund balances (see instructions)	630,932	699,541			

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	630,932
2	Enter amount from Part I, line 27a	2	68,308
3	Other increases not included in line 2 (itemize) ☐ Cost Basis Adjustment	3	301
4	Add lines 1, 2, and 3	4	699,541
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	699,541

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Page **3****Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(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			0
b			0
c			0
d			0
e			0

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			0
b			0
c			0
d			0
e			0

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	92,325
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	0

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	30,021	680,882	0.044091
2010	32,404	708,344	0.045746
2009	34,414	648,651	0.053055
2008	40,591	582,514	0.069682
2007	41,072	829,860	0.049493

2 Total of line 1, column (d)	2	0.262067
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	0.052413
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	717,524
5 Multiply line 4 by line 3	5	37,608
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,040
7 Add lines 5 and 6	7	38,648
8 Enter qualifying distributions from Part XII, line 4 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	8	34,759

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

1 a 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	2,079
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3 Add lines 1 and 2	3	2,079
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	2,079
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	591
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	591
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,488
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ Refunded ☐	11	0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of WELLS FARGO BANK N A Telephone no 888-730-4933 Located at 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 27101-3818			
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
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years 20 , 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	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 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	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?

Organizations relying on a current notice regarding disaster assistance check here

☒**5b** N/A**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

If "Yes" to 6b file Form 8870

6b X**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** N/A**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
Wells Fargo Bank, N.A. 1 W 4th St 4th Floor MAC D4000-041 Winston S	Trustee 4 00	11,057		

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
NONE				

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). 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		

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 NONE	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	680,744
b	Average of monthly cash balances	1b	47,707
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	728,451
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	
3	Subtract line 2 from line 1d	3	728,451
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	10,927
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	717,524
6	Minimum investment return. Enter 5% of line 5	6	35,876

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	35,876
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,079
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,079
3	Distributable amount before adjustments Subtract line 2c from line 1	3	33,797
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	33,797
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	33,797

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	34,759
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	34,759
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	34,759

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				33,797
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			32,843	
b Total for prior years 20____, 20____, 20____				
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 ▶ \$ 34,759				
a Applied to 2011, but not more than line 2a			32,843	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				1,916
e Remaining amount distributed out of corpus				
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				
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			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				31,881
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				
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				

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

N/A

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

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

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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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

- 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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	31,000
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	20,218	
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					
8 Gain or (loss) from sales of assets other than inventory			18	92,325	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0		112,543	0
13 Total. Add line 12, columns (b), (d), and (e)				13	112,543

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | | | | |
|--|--------------|-----|----|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | | |

[illegible]

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

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

**Sign
Here**

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

John A. Salente SVP Wells Fargo Bank N.A.

11/5/2013

SVP Wells Fargo Bank N.A

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

PTIN

JOSEPH J. CASTRIANO

11/5/2013

Check ☒ if
self-employed

P01251603

Firm's name ► PricewaterhouseCoopers, LLP

Firm's EIN ► 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777

Phone no	412-355-6000
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FRED D DAVIS MEMORIAL FOUNDATION

59-6717509 Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

IVAN, COLE & BONNETTE

Street

ONE INDEPENDENT DRIVE SUITE 3131

City

JACKSONVILLE

State

FL

Zip Code

32202

Foreign Country

Relationship

NONE

Foundation Status

501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

31,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

11/5/2013 11:06:43 AM - 4019032106 - 6428 - VWS - FRED D DAVIS MEMORIAL FOUNDATION

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Amount		Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Short Term CG Distributions										20,230		Capital Gains/Losses		794,278		701,953		92,325	
										0		Other sales		0		0		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss					
1	X	AMER CENT SMALL CAP GRW	025083320		9/12/2007		12/27/2012	8,233	7,883				0	350					
2	X	AMER CENT SMALL CAP GRW	025083320		9/12/2007		1/29/2013	9,788	8,557				0	1,231					
3	X	AMER CENT SMALL CAP GRW	025083320		9/30/2009		1/29/2013	383	240				0	143					
4	X	AMER CENT SMALL CAP GRW	025083320		9/30/2009		3/12/2013	6,241	3,760				0	2,481					
5	X	ARTISAN INTERNATIONAL FU	04314H204		3/14/2013		7/10/2013	2,519	2,497				0	22					
6	X	ARTISAN INTERNATIONAL FU	04314H204		3/14/2013		8/1/2013	1,889	1,761				0	108					
7	X	ARTISAN INTERNATIONAL FU	04314H204		3/14/2013		8/12/2013	836	788				0	48					
8	X	ARTISAN MID CAP FUND-INS	04314H600		7/12/2013		8/1/2013	977	941				0	36					
9	X	ARTISAN MID CAP FUND-INS	04314H600		7/12/2013		8/12/2013	1,400	1,364				0	36					
10	X	DIAMOND HILL LONG-SHORT	25264S833		3/14/2013		7/10/2013	3,773	3,618				0	155					
11	X	DIAMOND HILL LONG-SHORT	25264S833		1/31/2013		7/10/2013	938	871				0	67					
12	X	DIAMOND HILL LONG-SHORT	25264S833		1/31/2013		8/12/2013	729	661				0	68					
13	X	DODGE & COX INT'L STOCK F	256206103		3/14/2013		7/10/2013	2,492	2,462				0	30					
14	X	DODGE & COX INT'L STOCK F	256206103		3/14/2013		8/1/2013	1,750	1,654				0	96					
15	X	DODGE & COX INT'L STOCK F	256206103		3/14/2013		8/12/2013	1,141	1,066				0	75					
16	X	DODGE & COX INCOME FD CC	256210105		3/14/2013		7/10/2013	10,586	10,951				0	-355					
17	X	DODGE & COX INCOME FD CC	256210105		3/14/2013		8/1/2013	757	777				0	-20					
18	X	DREYFUS EMG MKT DEBT LO	261980494		1/31/2013		8/1/2013	752	838				85	-1					
19	X	DREYFUS EMG MKT DEBT LO	261980494		1/12/2013		8/12/2013	721	795				0	-74					
20	X	DRIEHAUS ACTIVE INCOME F	262028855		3/14/2013		8/12/2013	731	733				0	-2					
21	X	DREYFUS THE BOSTON CA S	26203E851		9/12/2007		12/27/2012	8,237	7,793				0	444					
22	X	DREYFUS THE BOSTON CA S	26203E851		9/12/2007		12/29/2013	10,058	8,795				0	1,263					
23	X	DREYFUS THE BOSTON CA S	26203E851		9/30/2009		2/11/2013	4,576	3,000				0	1,576					
24	X	DREYFUS THE BOSTON CA S	26203E851		9/12/2007		2/11/2013	1,442	1,246				0	196					
25	X	JP MORGAN MID CAP VALUE	339128100		3/14/2013		8/1/2013	1,522	1,374				0	148					
26	X	GATEWAY FUND - Y #1986	367829884		12/27/2012		7/10/2013	7,976	7,700				0	276					
27	X	GATEWAY FUND - Y #1986	367829884		1/31/2013		7/10/2013	11,302	11,125				0	177					
28	X	GATEWAY FUND - Y #1986	367829884		3/14/2013		7/10/2013	6,743	6,748				0	-5					
29	X	GOLDMAN SACHS GRTH OPP	38142Y401		9/30/2009		12/27/2012	10,375	8,056				0	2,319					
30	X	GOLDMAN SACHS GRTH OPP	38142Y401		9/30/2009		1/29/2013	12,483	9,101				0	3,382					
31	X	GOLDMAN SACHS GRTH OPP	38142Y401		9/30/2009		3/12/2013	7,629	5,382				0	2,247					
32	X	HARBOR CAPITAL APRCION	411511504		3/14/2013		7/10/2013	14,071	13,245				0	826					
33	X	HARBOR CAPITAL APRCION	411511504		3/14/2013		8/1/2013	1,501	1,351				0	150					
34	X	HARBOR CAPITAL APRCION	411511504		1/31/2013		8/1/2013	313	273				0	40					
35	X	HARBOR CAPITAL APRCION	411511504		1/31/2013		8/12/2013	1,454	1,275				0	179					
36	X	HUSSMAN STRATEGIC GROW	448108100		12/27/2012		1/29/2013	2,176	2,309				0	-133					
37	X	HUSSMAN STRATEGIC GROW	448108100		12/27/2012		1/29/2013	1,492	1,583				0	-91					
38	X	HUSSMAN STRATEGIC GROW	448108100		12/27/2012		3/12/2013	2,194	2,309				0	-115					
39	X	ING REAL ESTATE FUND CL-I	44981V706		9/30/2009		12/27/2012	14,972	9,088				0	5,884					
40	X	ING REAL ESTATE FUND CL-I	44981V706		9/30/2009		1/29/2013	17,644	10,263				0	7,381					
41	X	ING REAL ESTATE FUND CL-I	44981V706		9/30/2009		3/12/2013	10,469	6,076				0	4,393					
42	X	ISHARES CORE S & P 500 ETF	464287200		12/27/2012		7/10/2013	5,307	4,997				0	310					
43	X	ISHARES CORE S & P 500 ETF	464287200		12/29/2013		7/10/2013	8,955	8,134				0	821					
44	X	ISHARES CORE S & P 500 ETF	464287200		1/29/2013		8/12/2013	849	753				0	96					
45	X	ISHARES RUSSELL 2000 GRO	464287648		12/27/2012		1/29/2013	5,214	4,766				0	448					
46	X	ISHARES RUSSELL 2000 GRO	464287648		12/27/2012		3/12/2013	3,304	2,887				0	407					
47	X	KALMAR GR WWAL SM CAP F	483438206		3/14/2013		8/12/2013	909	789				0	120					
48	X	LAUDUS MONDRIAN INTL FL-I	51855Q655		12/27/2012		8/1/2013	748	813				65	0					
49	X	LAZARD EMERGING MKTS PT	52106N889		9/12/2007		12/27/2012	11,816	14,646				0	-2,830					
50	X	LAZARD EMERGING MKTS PT	52106N889		9/12/2007		1/29/2013	13,581	16,519				0	-2,938					
51	X	LAZARD EMERGING MKTS PT	52106N889		9/12/2007		3/12/2013	8,063	9,798				0	-1,735					
52	X	MFS VALUE FUND-CLASS I #8	552983694		3/14/2013		7/10/2013	9,278	8,742				0	536					
53	X	MFS VALUE FUND-CLASS I #8	552983694		1/31/2013		7/10/2013	1,173	1,048				0	125					
54	X	MFS VALUE FUND-CLASS I #8	552983694		1/31/2013		8/1/2013	1,165	1,002				0	163					
55	X	MFS VALUE FUND-CLASS I #8	552983694		1/31/2013		8/12/2013	747	650				0	97					
56	X	MERGER FD SH BEN INT #260	589509108		12/27/2012		8/12/2013	724	725				0	-1					
57	X	MORGAN STANLEY INS INTN	61744J317		9/30/2009		12/27/2012	9,217	8,395				0	822					
58	X	MORGAN STANLEY INS INTN	61744J317		9/30/2009		1/29/2013	5,161	4,605				0	556					
59	X	MORGAN STANLEY INS INTN	61744J317		8/15/2012		1/29/2013	5,437	4,639				0	798					
60	X	MORGAN STANLEY INS INTN	61744J317		8/15/2012		3/12/2013	6,370	5,361				0	1,009					
61	X	OPPENHEIMER DEVELOPING	683974505		1/31/2013		8/1/2013	1,304	1,326				0	-22					
62	X	OPPENHEIMER DEVELOPING	683974505		1/31/2013		8/12/2013	738	752				0	-14					
63	X	PIMCO TOTAL RETN FD II INS	693390551		8/8/2011		12/27/2012	5,066	4,988				0	67					
64	X	PIMCO TOTAL RETN FD II INS	693390551		8/28/2008		12/27/2012	19,688	18,799				0	869					
65	X	PIMCO TOTAL RETN FD II INS	693390551		8/28/2008		1/29/2013	27,698	26,673				0	1,025					
66	X	PIMCO TOTAL RETN FD II INS	693390551		8/28/2008		3/12/2013	16,419	15,796				0	623					
67	X	PIMCO TOTAL RETN FD-INST #1	693390700		12/27/2012		7/10/2013	9,752	10,273				0	-521					
68	X	PIMCO TOTAL RETN FD-INST #1	693390700		12/27/2012		8/1/2013	751	787				0	-36					

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Totals										Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Capital Gains/Losses										794,278		701,953		92,325	
Other sales										0		0		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	
69	X PIMCO TOTAL RET FD-INST #	693390700			12/27/2012		8/12/2013	724	753					0	-29
70	X PIMCO HIGH YIELD FD-INST #	693390841			9/12/2007		3/12/2013	10,081	9,852					0	229
71	X PIMCO FOREIGN BD FD USD	693390882			8/8/2011		12/27/2012	2,024	2,000					0	24
72	X PIMCO FOREIGN BD FD USD	693390882			9/12/2007		12/27/2012	2,499	2,341					0	158
73	X PIMCO FOREIGN BD FD USD	693390882			9/12/2007		1/29/2013	5,488	6,084					0	404
74	X PIMCO FOREIGN BD FD USD	693390882			9/12/2007		3/12/2013	3,657	3,410					0	247
75	X PIMCO REAL RETURN FUND	693391104			9/12/2007		12/27/2012	10,451	9,263					0	1,188
76	X PIMCO REAL RETURN FUND	693391104			9/12/2007		1/29/2013	11,640	10,452					0	1,188
77	X PIMCO REAL RETURN FUND	693391104			9/12/2007		3/12/2013	6,880	6,188					0	692
78	X PIMCO EMERG MKTS BD-INST	693391559			3/17/2009		12/27/2012	7,301	4,738					0	2,563
79	X PIMCO EMERG MKTS BD-INST	693391559			3/17/2009		1/29/2013	8,237	5,946					0	2,891
80	X PIMCO EMERG MKTS BD-INST	693391559			3/17/2009		3/12/2013	4,817	3,172					0	1,645
81	X PIMCO COMMODITY REAL RE	722005667			9/30/2009		12/27/2012	7,195	8,321					0	-1,126
82	X PIMCO COMMODITY REAL RE	722005667			9/30/2009		1/29/2013	8,193	9,389					0	-1,196
83	X PIMCO COMMODITY REAL RE	722005667			9/30/2009		3/12/2013	4,761	5,564					0	-803
84	X RIDGEWORTH SEIX HY BD-1#	766287645			3/14/2013		8/1/2013	756	770				14	0	0
85	X T ROWE PRICE SHORT TERM	77957P105			8/12/2010		12/27/2012	21,418	21,550					0	-132
86	X T ROWE PRICE SHORT TERM	77957P105			8/12/2010		1/29/2013	14,384	14,503					0	-119
87	X T ROWE PRICE SHORT TERM	77957P105			8/12/2010		3/12/2013	8,165	8,233					0	-68
88	X T ROWE PRICE SHORT TERM	77957P105			8/12/2010		8/12/2013	723	737					0	-14
89	X SPDR DJ WILSHIRE INTERNA	78463X863			3/12/2013		8/12/2013	1,060	1,098					0	-38
90	X VANGUARD FTSE EMERGING	922042858			1/29/2013		8/1/2013	997	1,114				117	0	-90
91	X VANGUARD FTSE EMERGING	922042858			1/29/2013		8/12/2012	757	847					0	2,192
92	X CRM MID CAP VALUE FD-INST	92934R769			9/30/2009		1/29/2013	11,006	7,808					0	3,198
93	X CRM MID CAP VALUE FD-INST	92934R769			9/30/2009		3/12/2013	6,703	4,609					0	2,094
94	X WELLS FARGO ADV DS US CR	94984B157			11/30/1990		12/27/2012	43,962	41,132					0	2,830
95	X WELLS FARGO ADV DS US CR	94984B157			11/30/1990		1/29/2013	52,878	46,401					0	6,477
96	X WELLS FARGO ADV DS US CR	94984B157			9/16/2002		3/12/2013	18,028	13,638					0	4,390
97	X WELLS FARGO ADV DS US CR	94984B157			12/16/2002		3/12/2013	11,064	8,294					0	2,770
98	X WELLS FARGO ADV DS US CR	94984B157			2/14/2003		3/12/2013	450	311					0	139
99	X WELLS FARGO ADV DS US CR	94984B157			11/30/1990		3/12/2013	2,946	2,493					0	453
100	X WELLS FARGO ADV INTL EQ	94984B348			9/3/2003		12/27/2012	58,000	54,524					0	3,476
101	X PIMCO HIGH YIELD FD-INST	693390841			9/12/2007		12/27/2012	14,977	14,744					0	233
102	X PIMCO HIGH YIELD FD-INST	693390841			9/12/2007		1/29/2013	17,037	16,634					0	403
103	X PIMCO HIGH YIELD FD-INST	693390841			9/12/2007		1/29/2013	17,037	16,634					0	403

Part I, Line 16b (990-PF) - Accounting Fees

		995	0	0	995
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Tax Prep Fees	995			995

Part I, Line 18 (990-PF) - Taxes

		1,183	285	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Tax Withheld	285	285		
2	PY Excise Tax Due	307			
3	Estimated Excise Payments	591			

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Short Term CG Distributions		Amount		20,230		774,048		0		281		702,234		72,095		0		0		72,095		Gain Minus Excess of FMV Over Adjusted Basis or Losses	
Description of Property Sold		CUSIP #		Date Acquired		Date Sold		Gross Sales Price		Depreciation Allowed		Adjustments		Cost or Other Basis Plus Expense of Sale		Gain or Loss		FMV as of 12/31/13		Adjusted Basis as of 12/31/13		Excess of FMV Over Adj. Basis		Gain Minus Excess of FMV Over Adjusted Basis or Losses	
1	JAMER CENT SMALL CAP GRWTH INST	025083320		9/12/2007	12/27/2012			8,233						7,883		350								350	
2	JAMER CENT SMALL CAP GRWTH INST	025083320		9/12/2007	12/27/2012			9,788						8,557		1,231								1,231	
3	JAMER CENT SMALL CAP GRWTH INST	025083320		9/12/2007	12/27/2012			383						1,240		143								143	
4	JAMER CENT SMALL CAP GRWTH INST	025083320		9/12/2007	12/27/2012			6,241						2,497		2,519								2,481	
5	ARTISAN INTERNATIONAL FUND #661	043141204		3/14/2013	7/10/2013			1,969						1,781		108								22	
6	ARTISAN INTERNATIONAL FUND #661	043141204		3/14/2013	7/10/2013			836						1,941		36								48	
7	ARTISAN INTERNATIONAL FUND #661	043141204		3/14/2013	7/10/2013			977						3,618		155								36	
8	ARTISAN MID CAP FUND-INST #1333	043141600		7/12/2013	8/1/2013			3,773						871		67								67	
9	ARTISAN MID CAP FUND-INST #1333	043141600		7/12/2013	8/1/2013			938						2,462		30								30	
10	DIAMOND HILL LONG-SHORT FD CL I	252645833		1/31/2013	7/10/2013			2,492						1,854		96								96	
11	DIAMOND HILL LONG-SHORT FD CL I	252645833		1/31/2013	7/10/2013			1,750						1,066		75								75	
12	DODGE & COX INTL STOCK FD #1048	256206103		3/14/2013	8/1/2013			1,141						10,951		-355								-355	
13	DODGE & COX INTL STOCK FD #1048	256206103		3/14/2013	8/1/2013			10,598						1,777		-20								-20	
14	DODGE & COX INCOME FD COM #147	256210105		3/14/2013	8/1/2013			757						1,838		-74								-74	
15	DODGE & COX INCOME FD COM #147	256210105		3/14/2013	8/1/2013			721						1,795		-177								-177	
16	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		1/12/2013	8/1/2013			731						7,793		444								444	
17	DREYFUS THE BOSTON CA SIC - I	262028555		9/12/2007	12/27/2012			8,237						6,795		1,263								1,263	
18	DREYFUS THE BOSTON CA SIC - I	262028555		9/12/2007	12/27/2012			10,058						3,000		1,576								1,576	
19	DREYFUS THE BOSTON CA SIC - I	262028555		9/12/2007	12/27/2012			4,576						1,246		196								196	
20	DREYFUS THE BOSTON CA SIC - I	262028555		9/12/2007	12/27/2012			1,443						1,374		148								148	
21	DREYFUS THE BOSTON CA SIC - I	262028555		9/12/2007	12/27/2012			7,076						7,700		278								278	
22	GATEWAY FUND - Y #1988	367839884		1/12/2013	7/10/2013			11,302						11,125		177								177	
23	GATEWAY FUND - Y #1988	367839884		1/12/2013	7/10/2013			8,243						5,748		-5								-5	
24	GOLDMAN SACHS GRTH OPP FDI	113381421401		9/30/2009	12/27/2012			10,175						5,055		2,319								2,319	
25	GOLDMAN SACHS GRTH OPP FDI	113381421401		9/30/2009	12/27/2012			12,453						5,001		3,382								3,382	
26	HARBOR CAPITAL APFION-INST #20	411511504		9/30/2009	12/27/2012			1,629						13,455		2,421								2,421	
27	HARBOR CAPITAL APFION-INST #20	411511504		9/30/2009	12/27/2012			1,301						1,551		150								150	
28	HARBOR CAPITAL APFION-INST #20	411511504		9/30/2009	12/27/2012			2,176						2,705		179								179	
29	HARBOR CAPITAL APFION-INST #20	411511504		9/30/2009	12/27/2012			1,893						1,583		-133								-133	
30	HARBOR CAPITAL APFION-INST #20	411511504		9/30/2009	12/27/2012			2,844						2,305		-115								-115	
31	HARBOR CAPITAL APFION-INST #20	411511504		9/30/2009	12/27/2012			1,772						5,988		5,884								5,884	
32	HARBOR CAPITAL APFION-INST #20	411511504		9/30/2009	12/27/2012			1,772						10,953		7,381								7,381	
33	HARBOR CAPITAL APFION-INST #20	411511504		9/30/2009	12/27/2012			10,655						8,976		4,303								4,303	
34	HARBOR CAPITAL APFION-INST #20	411511504		9/30/2009	12/27/2012			5,307						8,997		310								310	
35	HARBOR CAPITAL APFION-INST #20	411511504		9/30/2009	12/27/2012			8,955						8,154		821								821	
36	HARBOR CAPITAL APFION-INST #20	411511504		9/30/2009	12/27/2012			849						1,753		38								38	
37	HARBOR CAPITAL APFION-INST #20	411511504		9/30/2009	12/27/2012			5,714						4,766		446								446	
38	HARBOR CAPITAL APFION-INST #20	411511504		9/30/2009	12/27/2012			3,304						2,897		407								407	
39	KALMAR GR WVAL SM CAP FD #2	483438206		3/14/2013	8/1/2013			909						1,789		120								120	
40	LAZARD EMERGING MKTS PFTL #38	521068889		9/12/2007	12/27/2012			748						1,813		0								0	
41	LAZARD EMERGING MKTS PFTL #38	521068889		9/12/2007	12/27/2012			11,816						14,646		-2,830								-2,830	
42	LAZARD EMERGING MKTS PFTL #38	521068889		9/12/2007	12/27/2012			13,581						18,519		-2,938								-2,938	
43	LAZARD EMERGING MKTS PFTL #38	521068889		9/12/2007	12/27/2012			8,063						9,798		-1,735								-1,735	
44	LAZARD EMERGING MKTS PFTL #38	521068889		9/12/2007	12/27/2012			9,278						8,742		538								538	
45	MFS VALUE FUND-CLASS I #893	552983894		1/31/2013	8/1/2013			1,173						1,048		125								125	
46	MFS VALUE FUND-CLASS I #893	552983894		1/31/2013	8/1/2013			1,165						1,002		163								163	
47	MFS VALUE FUND-CLASS I #893	552983894		1/31/2013	8/1/2013			747						650		97								97	
48	MFS VALUE FUND-CLASS I #893	552983894		1/31/2013	8/1/2013			724						8,395		-1								-1	
49	MORGAN STANLEY INTN RETI	800161744317		9/30/2009	12/27/2012			9,217						8,955		822								822	
50	MORGAN STANLEY INTN RETI	800161744317		9/30/2009	12/27/2012			5,161						4,605		556								556	
51	MORGAN STANLEY INTN RETI	800161744317		9/30/2009	12/27/2012			5,437						4,539		798								798	
52	MORGAN STANLEY INTN RETI	800161744317		9/30/2009	12/27/2012			6,370						5,361		1,009								1,009	
53	MORGAN STANLEY INTN RETI	800161744317		9/30/2009	12/27/2012			1,304						1,752		-22								-22	
54	MORGAN STANLEY INTN RETI	800161744317		9/30/2009	12/27/2012			5,065						4,993		738								738	
55	MORGAN STANLEY INTN RETI	800161744317		9/30/2009	12/27/2012			19,668						18,799		869								869	
56	MORGAN STANLEY INTN RETI	800161744317		9/30/2009	12/27/2012			27,698						28,573		1,025								1,025	
57	MORGAN STANLEY INTN RETI	800161744317		9/30/2009	12/27/2012			16,419						15,796		623								623	
58	MORGAN STANLEY INTN RETI	800161744317		9/30/2009	12/27/2012			9,752						10,273		-521								-521	
59	MORGAN STANLEY INTN RETI	800161744317		9/30/2009	12/27/2012			751						1,787		-36								-36	
60	MORGAN STANLEY INTN RETI	800161744317		9/30/2009	12/27/2012			724						1,753		-29								-29	
61	MORGAN STANLEY INTN RETI	800161744317		9/30/2009	12/27/2012			10,081						9,852		229								229	
62	MORGAN STANLEY INTN RETI	800161744317		9/30/2009	12/27/2012			2,024						2,000		24								24	
63	MORGAN STANLEY INTN RETI	800161744317		9/30/2009	12/27/2012			2,499						2,541		158								158	
64	MORGAN STANLEY INTN RETI	800161744317		9/30/2009	12/27/2012			6,488						6,094		404								404	
65	MORGAN STANLEY INTN RETI	800161744317		9/30/2009	12/27/2012			10,451						9,410		247								247	
66	MORGAN STANLEY INTN RETI	800161744317		9/30/2009	12/27/2012			10,451						10,452		1,188								1,188	
67	MORGAN STANLEY INTN RETI	800161744317		9/30/2009	12/27/2012			6,880						6,188		692								692	
68	MORGAN STANLEY INTN RETI	800161744317		9/30																					

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	1/9/2013	2	148
3 Second quarter estimated tax payment	2/11/2013	3	148
4 Third quarter estimated tax payment	5/7/2013	4	148
5 Fourth quarter estimated tax payment	8/9/2013	5	147
6 Other payments		6	0
7 Total		7	591

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	32,843
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	32,843

Account #	Security Type	EIN	CUSIP	Asset Name	FMV	Fed Cost
4019032106	Cash	59-6717509			0	0
4019032106	Savings & Temp Inv	59-6717509	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	20,847.99	20,847.99
4019032106	Savings & Temp Inv	59-6717509	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	944.79	944.79
				Total Cash Savings, & Temp Inv.	21,792.78	21,792.78
4019032106	Invest - Other	59-6717509	04314H204	ARTISAN INTERNATIONAL FUND #661	31,217.53	27,947.97
4019032106	Invest - Other	59-6717509	256210105	DODGE & COX INCOME FD COM #147	45,646.60	46,940.56
4019032106	Invest - Other	59-6717509	411511504	HARBOR CAPITAL APRCTION-INST #2012	47,405.50	41,549.04
4019032106	Invest - Other	59-6717509	589509108	MERGER FD SH BEN INT #260	21,417.11	21,250.67
4019032106	Invest - Other	59-6717509	693390700	PIMCO TOTAL RET FD-INST #35	44,638.09	47,067.85
4019032106	Invest - Other	59-6717509	693390882	PIMCO FOREIGN BD FD USD H-INST #103	14,654.27	14,116.43
4019032106	Invest - Other	59-6717509	77957P105	T ROWE PRICE SHORT TERM BD FD #55	31,542.16	31,995.02
4019032106	Invest - Other	59-6717509	04314H600	ARTISAN MID CAP FUND-INS #1333	28,087.51	24,391.11
4019032106	Invest - Other	59-6717509	464287200	ISHARES CORE S & P 500 ETF	12,330.00	10,620.00
4019032106	Invest - Other	59-6717509	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	14,170.48	15,036.82
4019032106	Invest - Other	59-6717509	277923728	EATON VANCE GLOBAL MACRO - I #0088	7,195.02	7,339.53
4019032106	Invest - Other	59-6717509	256206103	DODGE & COX INT'L STOCK FD #1048	30,918.93	28,371.93
4019032106	Invest - Other	59-6717509	552983694	MFS VALUE FUND-CLASS I #893	31,023.37	27,126.93
4019032106	Invest - Other	59-6717509	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	34,515.41	38,667.52
4019032106	Invest - Other	59-6717509	262028855	DRIEHAUS ACTIVE INCOME FUND	28,660.54	28,661.16
4019032106	Invest - Other	59-6717509	339128100	JP MORGAN MID CAP VALUE-I #758	18,422.12	16,227.28
4019032106	Invest - Other	59-6717509	638727885	ASG GLOBAL ALTERNATIVES-Y #1993	21,538.24	22,016.87
4019032106	Invest - Other	59-6717509	922908553	VANGUARD REIT VIPER	23,929.50	25,045.35
4019032106	Invest - Other	59-6717509	483438206	KALMAR GR W/VALSM CAP FD #2	13,445.83	11,588.96
4019032106	Invest - Other	59-6717509	00203H859	AQR MANAGED FUTURES STR-I #15213	7,293.55	7,336.80
4019032106	Invest - Other	59-6717509	922042858	VANGUARD FTSE EMERGING MARKETS ETF	26,177.68	30,287.15
4019032106	Invest - Other	59-6717509	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	26,243.00	27,510.50
4019032106	Invest - Other	59-6717509	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	23,905.05	25,432.49
4019032106	Invest - Other	59-6717509	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	13,971.15	12,570.70
4019032106	Invest - Other	59-6717509	76628T645	RIDGEWORTH SEIX-HY BD-I #5855	35,913.10	36,787.83
4019032106	Invest - Other	59-6717509	22544R305	CREDIT SUISSE COMM RET ST-I #2156	37,670.84	40,483.30
4019032106	Invest - Other	59-6717509	487300808	KEELEY SMALL CAP VAL FD CL I #2251	13,094.51	11,378.22
				Total Other Investments	685,027.09	677,747.99

Statement A

FRED D DAVIS MEMORIAL FOUNDATION

EIN: 56-6717509

Florida Attorney General does not require and prefers that we do not furnish a copy of Form 990-PF to their office