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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning **OCT 1, 2012**, and ending **SEP 30, 2013**

Name of foundation M.E. DAVENPORT FUND A PRIVATE FOUNDATION, INC.		A Employer identification number 38-2646809
Number and street (or P O box number if mail is not delivered to street address) 433 EAST FULTON	Room/suite	B Telephone number (616) 732-1098
City or town, state, and ZIP code GRAND RAPIDS, MI 49503		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 18,562,008.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		1,500.		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		18.	18.		STATEMENT 1
4 Dividends and interest from securities		486,871.	486,871.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		625,244.			
b Gross sales price for all assets on line 6a		7,351,843.			
7 Capital gain net income (from Part IV, line 2)			625,244.		
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		115,042.	115,042.		STATEMENT 3
12 Total Add lines 1 through 11		1,228,675.	1,227,175.		
13 Compensation of officers, directors, trustees, etc.		75,000.	13,500.		61,500.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		27,122.	6,386.		20,736.
16a Legal fees		546.	546.		0.
b Accounting fees		27,000.	27,000.		0.
c Other professional fees		85,974.	73,651.		12,323.
17 Interest					
18 Taxes		23,975.	1,031.		0.
19 Depreciation and depletion		837.	837.		
20 Occupancy					
21 Travel, conferences, and meetings		4,196.	1,049.		3,147.
22 Printing and publications					
23 Other expenses		11,301.	8,075.		3,226.
24 Total operating and administrative expenses. Add lines 13 through 23		255,951.	132,075.		100,932.
25 Contributions, gifts, grants paid		742,031.			742,031.
26 Total expenses and disbursements. Add lines 24 and 25		997,982.	132,075.		842,963.
27 Subtract line 26 from line 12		230,693.			
a Excess of revenue over expenses and disbursements			1,095,100.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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**M.E. DAVENPORT FUND
A PRIVATE FOUNDATION, INC.**

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	195,078.	116,581.	116,581.
	2 Savings and temporary cash investments	938,314.	175,949.	175,949.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 9	1,034,642.	821,086.	821,086.
	b Investments - corporate stock STMT 10	11,446,390.	14,458,903.	14,458,903.
	c Investments - corporate bonds STMT 11	3,320,310.	2,873,261.	2,873,261.
11 Investments - land, buildings, and equipment basis ▶ 65,000.				
Less accumulated depreciation ▶	65,000.	65,000.	65,000.	
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶ 8,879.				
Less accumulated depreciation ▶ 8,158.	1,558.	721.	721.	
15 Other assets (describe ▶ STATEMENT 12)	57,693.	50,507.	50,507.	
16 Total assets (to be completed by all filers)	17,058,985.	18,562,008.	18,562,008.	
Liabilities	17 Accounts payable and accrued expenses	32,696.	43,315.	
	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)	32,696.	43,315.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	17,026,289.	18,518,693.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	17,026,289.	18,518,693.		
31 Total liabilities and net assets/fund balances	17,058,985.	18,562,008.		

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)	17,026,289.
2 Enter amount from Part I, line 27a	230,693.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	1,261,711.
4 Add lines 1, 2, and 3	18,518,693.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	18,518,693.

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	P		
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 7,351,843.		6,726,599.	625,244.
b			
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			625,244.
b			
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	625,244.
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	814,099.	16,441,653.	.049514
2010	824,470.	16,730,301.	.049280
2009	770,236.	16,344,671.	.047125
2008	627,745.	15,575,472.	.040303
2007	719,184.	14,549,402.	.049430

2 Total of line 1, column (d)	2	.235652
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	.047130
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	17,468,861.
5 Multiply line 4 by line 3	5	823,307.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,951.
7 Add lines 5 and 6	7	834,258.
8 Enter qualifying distributions from Part XII, line 4	8	842,963.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	10,951.
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	10,951.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	10,951.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,600.
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	5,600.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	5,351.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax. Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c 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 \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) MI		
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

Form 990-PF (2012)

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 ► MS. MARGARET MOCERI Telephone no ► (616) 234-6280 Located at ► 433 E. FULTON STREET, GRAND RAPIDS, MI ZIP+4 ► 49503			
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? <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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <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 ► N/A	1b	
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? If "Yes," list the years ► N/A <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.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Form **990-PF** (2012)

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?
Organizations relying on a current notice regarding disaster assistance check here

N/A

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

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		78,225.	6,756.	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

Form 990-PF (2012)

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 DAVENPORT UNIVERSITY	
	399,643.
2 LINC COMMUNITY REVITALIZATION	
	95,000.
3 GRAND RAPIDS COMMUNITY COLLEGE	
	50,000.
4 UPREP ACADEMY	
	50,000.

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.

Form 990-PF (2012)

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	16,613,170.
b	Average of monthly cash balances	1b	1,056,714.
c	Fair market value of all other assets	1c	65,000.
d	Total (add lines 1a, b, and c)	1d	17,734,884.
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	17,734,884.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	266,023.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,468,861.
6	Minimum investment return. Enter 5% of line 5	6	873,443.

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	873,443.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	10,951.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	10,951.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	862,492.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	862,492.
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	862,492.

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	842,963.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	842,963.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	10,951.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	832,012.

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.

M.E. DAVENPORT FUND
A PRIVATE FOUNDATION, INC.

Form 990-PF (2012)

38-2646809 Page 9

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				862,492.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			731,823.	
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 ▶ \$ 842,963.				
a Applied to 2011, but not more than line 2a			731,823.	
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				111,140.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		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				751,352.
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 ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ☐ 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

SEE STATEMENT 14

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	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				
CAMP BLODGETT 1545 BUCHANAN AVE SW GRAND RAPIDS, MI 49507			EDUCATIONAL/PILOT YEAR 2012	2,500.
D.A. BLODGETT/LIGHTHOUSE ACADEMY NORTH 805 LEONARD ST NE GRAND RAPIDS, MI 49503			EDUCATIONAL/LIGHTHOUSE CLASSES	5,000.
CAMP NEW DAY PO BOX 94 HOPKINS, MI 49328			EDUCATIONAL/CHILDREN OF INCARCERATED PARENTS	3,490.
COUNCIL OF MICHIGAN FOUNDATIONS ONE SOUTH HARBOR AVE, SUITE 3 GRAND HAVEN, MI 49417			CHARITABLE/OPERATIONAL SUPPORT	3,000.
DAVENPORT UNIVERSITY 6191 KRAFT AVE SE GRAND RAPIDS, MI 49512			EDUCATIONAL/FACILITY SUPPORT & PRESERVATION	399,643.
Total	SEE CONTINUATION SHEET(S)			742,031.
b Approved for future payment				
NONE				
Total				0.

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

[illegible]

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

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

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No


b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

and belief, it is true, correct, and complete Declaration of pre


Signature of officer or trustee

Date 1/2/2014

President

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

PATRICK J LEIKERT

Preparer's signature

Preparer's signature *CPA Peter H. Teichert*

Date

1/2/14

Check ☐ self-employed

PTIN

P00111319

Firm's name ► **DOLINKA, VANNOORD & COMPANY PLLP**

Firm's EIN ► 38-2426290

Firm's address ► 360 EAST BELTLINE NE STE 200
GRAND RAPIDS, MI 49506-1208

Phone no (616) 459-2233

Form 990-PF (2012)

M.E. DAVENPORT FUND
A PRIVATE FOUNDATION, INC.

38-2646809

Part XV- Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GRAND RAPIDS COMMUNITY COLLEGE 143 BOSTWICK AVE NE GRAND RAPIDS, MI 49503			EDUCATIONAL/FACILITY RENOVATION	50,000.
FAMILY PROMISE/PARTNERS IN HOUSING 906 S DIVISION GRAND RAPIDS, MI 49507			CHARITABLE/MOBILE HOME PURCHASES	20,400.
INDIAN TRAILS CAMP 1859 LAKE MICHIGAN DRIVE NW GRAND RAPIDS, MI 49534			EDUCATIONAL/VOCATIONAL TRAINING	18,040.
LITERACY CENTER OF WEST MICHIGAN 1120 MONROE AVE NW, SUITE 240 GRAND RAPIDS, MI 49503			EDUCATIONAL/LITERACY CAMPAIGN	10,000.
NEIGHBORHOOD VENTURES 1514 WEALTHY STREET SE, SUITE 214 GRAND RAPIDS, MI 49506			CHARITABLE/RESTORE BUSINESS RECRUITMENT PROGRAM	28,958.
KENT ISD "PROJECT NORTHSTAR" 2930 KNAPP ST NE GRAND RAPIDS, MI 49525			EDUCATIONAL/AT-RISK SCHOOL ACADEMIC MENTORING	20,000.
PILGRIM MANOR FOUNDATION 2000 LEONARD ST NE GRAND RAPIDS, MI 49505			CHARITABLE/PARTNERS IN JOURNEY CAMPAIGN	20,000.
LINC COMMUNITY REVITALIZATION 1167 MADISON AVENUE SE GRAND RAPIDS, MI 49507			CHARITABLE/BUSINESS CORRIDOR DEVELOPMENT	95,000.
PETER WHITE LIBRARY 217 NORTH FRONT ST MARQUETTE, MI 49855			EDUCATIONAL/PRIME TIME FAMILY READING PROGRAM	3,000.
ROOSEVELT PARK NEIGHBORHOOD ASSOCIATION 1260 GRANDVILLE AVENUE SW GRAND RAPIDS, MI 49503			EDUCATIONAL/SUMMER YOUTH CAREER CAMP	3,000.
Total from continuation sheets				328,398.

38-2646809

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

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

SOURCE	AMOUNT
FOUNDERS BANK	18.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	18.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	299,562.	0.	299,562.
INTEREST	187,309.	0.	187,309.
TOTAL TO FM 990-PF, PART I, LN 4	486,871.	0.	486,871.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
TIMBER ROYALTY REVENUE	115,042.	115,042.	
TOTAL TO FORM 990-PF, PART I, LINE 11	115,042.	115,042.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	546.	546.		0.
TO FM 990-PF, PG 1, LN 16A	546.	546.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING	27,000.	27,000.		0.	
TO FORM 990-PF, PG 1, LN 16B	27,000.	27,000.		0.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	73,651.	73,651.		0.	
OTHER FEES	12,323.	0.		12,323.	
TO FORM 990-PF, PG 1, LN 16C	85,974.	73,651.		12,323.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROPERTY TAXES	1,031.	1,031.		0.	
FEDERAL EXCISE TAXES	22,944.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	23,975.	1,031.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INSURANCE	2,346.	2,111.		235.	
OFFICE SUPPLIES	2,965.	2,669.		296.	
DUES & FEES	2,405.	2,165.		240.	
BANK FEES	360.	324.		36.	
BOARD STIPEND	3,225.	806.		2,419.	
TO FORM 990-PF, PG 1, LN 23	11,301.	8,075.		3,226.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	9
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT OBLIGATION	X		821,086.	821,086.
TOTAL U.S. GOVERNMENT OBLIGATIONS			821,086.	821,086.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			821,086.	821,086.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	14,458,903.	14,458,903.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,458,903.	14,458,903.

FORM 990-PF	CORPORATE BONDS	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	2,873,261.	2,873,261.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,873,261.	2,873,261.

FORM 990-PF	OTHER ASSETS	STATEMENT	12
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAIDS AND ACCRUALS	57,693.	50,507.	50,507.
TO FORM 990-PF, PART II, LINE 15	57,693.	50,507.	50,507.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARGARET E. MOCERI 433 EAST FULTON GRAND RAPIDS, MI 49503	TRUSTEE/PRES 30.00	40,000.	6,756.	0.
MARCIA A. SNEDEN 433 EAST FULTON GRAND RAPIDS, MI 49503	TRUSTEE 1.00	1,075.	0.	0.
MARY P. SULLIVAN 433 EAST FULTON GRAND RAPIDS, MI 49503	TRUSTEE/SECR 4.00	1,075.	0.	0.
GREGORY C. MOCERI 433 EAST FULTON GRAND RAPIDS, MI 49503	TRUSTEE/V.P.-TREASURER 4.00	0.	0.	0.
DONALD MAINE 433 EAST FULTON GRAND RAPIDS, MI 49503	TRUSTEE/INTERIM EXECUTIVE 20.00	35,000.	0.	0.
WILLIAM SULLIVAN 433 EAST FULTON GRAND RAPIDS, MI 49503	TRUSTEE 1.00	1,075.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		78,225.	6,756.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDMARGARET MOCERI
433 EAST FULTON
GRAND RAPIDS, MI 49503TELEPHONE NUMBER

616-234-6280

FORM AND CONTENT OF APPLICATIONSNO SPECIFIC APPLICATION FORMAT BUT MUST SPECIFY TYPE OF ORGANIZATION AND
PURPOSE OF REQUEST. ALSO, MUST SUBMIT A BUDGET AND SCHEDULE OF FINANCIAL
SUPPORT.ANY SUBMISSION DEADLINES

ANNUALLY BY JUNE 30

RESTRICTIONS AND LIMITATIONS ON AWARDS

AWARDS CONCENTRATED IN MICHIGAN AND PRIMARILY FOR EDUCATIONAL PROGRAMS.

M.E. Davenport Foundation
#38-2646809
FORM 990-PF
9/30/2013

OFFICE EQUIPMENT & DEPRECIATION SCHEUDLE

ITEM	DEPR EXPENSE	ACCUM DEPRE	BOOK VALUE
OFFICE FUNITURE & EQUIPMENT	837	(8,158)	8,879

M.E. DAVENPORT FOUNDATION
#38-2646809
FORM 990-PF
9/30/2013

Page 2, Part II, Line 10, Investments

U.S. AND STATE GOVERNMENT OBLIGATIONS	VALUE
Fed Hm Ln Mtg 6.5% 5/15/23	9,634
Fed Home Ln Bk 5% 11/17/17	172,921
Fed Home Ln Bk 5.375% 5/18/16	112,615
Fed Natl Mtg 4.375% 10/15/15	108,062
Fed Natl Mtg 6.5% 7/25/23	8,519
Fed Natl Mtg 7.0% 8/25/23	12,957
GNMA PL 287226 9.50% 4/15/20	751
GNMA PL 392189 8.0% 5/15/24	2,962
US Treas Nt 3.875% 5/15/18	167,789
US Treas Nt 4.25% 11/15/17	112,781
US Treas Nt 4.625% 11/15/16	112,094
TOTAL U.S. AND STATE GOVERNMENT OBLIGATIONS	821,085

SECURITIES	VALUE
Aflac Inc	86,786
AT&T Incorporated	94,696
Abbvie Inc	89,460
Anadarko Petroleum Corp	130,186
Apple Inc	133,490
Autoliv Inc	113,607
Bank of America Corp	118,680
CVS Caremark Corp	147,550
Capital One Financial CP	103,110
Chevron Corporation	91,125
Cisco Systems Inc	79,665
Comcast Corp New Cl A	108,276
Conagra Foods Incorporated	106,190
Cummins Inc	152,801
Delaware SMID Cap Growth Cl A	680,873
Dow Chemical Company	134,400
EMC Corp Mass	122,688
EnSCO Plc Class A	80,625
Facebook Inc Cl A	145,667
Fidelity Advisors Large Cap Cl A	1,155,302
Fidelity Advisors Small Cap Cl A	498,005
Fleming Capital JP Morgan Mid Cap Cl A	434,623
General Electric Company	148,118
Goldman Sachs US Equity Dividend & Premium Cl A	468,119
Hartford Growth Opportunities Cl A	628,306

Hertz Global Hldgs Inc	101,936
Hotchkis & Wiley Mid Cap Cl A	574,670
Intel Corp	91,684
Intl Business Machines	92,590
JPMorgan Chase & Co	144,732
Keycorp Inc	99,180
Kohls Corp	103,500
Lord Abbet Growth Leaders	689,753
Marsico Flexible Cap	610,852
Microsoft Corp	129,792
Morgan Stanley	80,850
Mylan Inc	145,046
Natixis Funds Tr I	996,440
Newmont Mining Corp	59,010
Oppenheimer Intl Diversified Cl A	500,527
Oracle Corporation	92,876
Pultegroup Inc	66,000
Royal Dutch Shell B Adrf	103,275
Sanofi ADR	146,827
Schlumberger LTD	97,196
Stryker Corp	141,939
Symantec Corp	133,650
T. Rowe Price Equity	181,683
Thornburg Intl Growth Cl A	850,476
US Bancorp Del New	102,424
UnitedHealth Group Inc.	107,415
Verizon Communications	140,025
Virtus Emerging Markets Opportunities Cl A	517,451
Voyageur Mut Fds III Delaware Inc Select Growth	1,161,464
3M Company	143,292

TOTAL SECURITIES

14,458,903

CORPORATE BONDS

VALUE

AFLAC Inc 8.5%	194,191
American Express 6 15%	175,193
Amgen Inc 4.85%	157,102
AT&T Inc 4.45%	157,791
Bank of New York 4.6%	164,439
Bank of America 5 75%	168,926
Consolidated Edis 4 7%	101,460
Credit Suisse 4.875%	158,364
Du Ponte E I De 5.25%	11,305
E I Du Pont 6.0%	177,876
General Electric Cap 5.0%	162,981
General Electric Cap 5 0%	16,298
Hewlett-Packard 5.4%	110,720
McDonalds 5.0%	172,591

Metlife Inc 5.0%	100,628
Procter & Gamble 4 85%	109,298
Shell Intl Finl 3.1%	15,665
Sysco Corp 2 6%	94,660
Target Corp 5.875%	170,605
United Tech Crp 4 875%	160,326
Verizon Comms 5.5%	168,689
Verizon Comm Inc 5 55%	11,003
Wal-Mart 5 375%	11,394
Wyeth 5 5%	<u>101,756</u>
TOTAL CORPORATE BONDS	<u><u>2,873,261</u></u>

M E Davenport Foundation
#38-2646809
FORM 990-PF
9/30/2013

Security	Quantity		How Acquired	Date Acquired	Date Sold	Cost or Basis	Sale Amount	Realized
	Sold							Gain/(Loss)
Pimco Global Multi-Asset Cl P	45,940	Purchase	Various	10/1/12		538,653	533,358	(5,295)
Marsico Flexible Cap	58,005	Purchase	Various	10/17/12		812,305	928,655	116,350
Reynolds Blue Chip Growth	13,293	Purchase	Various	1/29/13		687,059	811,782	124,723
JP Morgan Large Cap Growth Cl A	30,973	Purchase	Various	6/13/13		752,555	818,621	66,066
Lord Abbet Short Duration Income	168,478	Purchase	Various	6/13/13		783,424	775,000	(8,424)
Oppenheimer Intl Diversified Cl A	23,112	Purchase	Various	6/13/13		284,982	300,000	15,018
Lord Abbet Short Duration Income	87,527	Purchase	Various	6/13/13		407,002	400,000	(7,002)
Lord Abbet Short Duration Income	66,575	Purchase	Various	6/13/13		309,574	303,582	(5,992)
Abbott Labs	100,000	Purchase	Various	11/13/12		97,218	105,350	8,132
Alabama Power	100,000	Purchase	Various	12/15/12		101,572	100,000	(1,572)
US Treasury Notes 4 25% 08/15/15	150,000	Purchase	Various	2/6/13		148,611	164,730	16,119
Oracle Corp	100,000	Purchase	Various	4/15/13		102,106	100,000	(2,106)
Wisconsin Elec PW	100,000	Purchase	Various	5/15/13		94,762	100,000	5,238
Allstate Corp	150,000	Purchase	Various	6/20/13		172,319	183,554	11,235
Apple Inc	40	Purchase	Various	12/17/12		26,496	20,265	(6,231)
Autoliv Inc	300	Purchase	Various	12/17/12		17,779	18,846	1,067
EnSCO PLC Class A	300	Purchase	Various	12/17/12		17,448	17,177	(271)
Intel Corp	1,000	Purchase	Various	12/17/12		27,022	20,552	(6,470)
Microsoft Corp	900	Purchase	Various	12/17/12		28,094	24,319	(3,775)
News Corp	1,000	Purchase	Various	12/17/12		23,071	24,783	1,712
AFLAC	300	Purchase	Various	12/17/12		15,893	16,167	274
AT&T Inc	700	Purchase	Various	12/17/12		23,766	23,849	83
Abbott Laboratories	500	Purchase	Various	12/17/12		22,755	32,632	9,877
Anadarko Petroleum Corp	300	Purchase	Various	12/17/12		12,506	22,386	9,880
Apache Corp	100	Purchase	Various	12/17/12		12,353	7,689	(4,664)
Bank of America Corp	1,000	Purchase	Various	12/17/12		14,669	10,853	(3,816)
Bemis Co Inc	500	Purchase	Various	12/17/12		15,733	16,437	704
Capital One Financial	400	Purchase	Various	12/17/12		18,216	23,167	4,951
Chevron Corporation	150	Purchase	Various	12/17/12		9,797	16,261	6,464
Cisco Systems Inc	1,700	Purchase	Various	12/17/12		37,801	33,939	(3,862)
Coca Cola Company	400	Purchase	Various	12/17/12		6,685	15,055	6,370
Coca Cola Company	200	Purchase	Various	12/17/12		4,342	7,527	3,185
Conagra Foods Inc	900	Purchase	Various	12/17/12		22,480	27,209	4,729
Dow Chemical Company	800	Purchase	Various	12/17/12		22,791	25,370	2,579
EMC Corp Mass	1,200	Purchase	Various	12/17/12		20,029	30,005	9,976
Fedex Corp	200	Purchase	Various	12/17/12		18,272	18,180	(92)
General Electric Company	1,300	Purchase	Various	12/17/12		36,740	28,334	(8,406)
Intl Business Machines	100	Purchase	Various	12/17/12		9,096	19,338	10,242
JPMorgan & Chase	500	Purchase	Various	12/17/12		17,343	21,623	4,280
JPMorgan & Chase	100	Purchase	Various	12/17/12		3,469	4,325	856
KeyCorp Inc New	2,100	Purchase	Various	12/17/12		16,297	17,472	1,175
Kohls Corp	500	Purchase	Various	12/17/12		26,330	21,877	(4,453)
Morgan Stanley	600	Purchase	Various	12/17/12		14,398	11,032	(3,366)
Mylan Inc	1,300	Purchase	Various	12/17/12		24,837	36,535	11,698
Newmont Mining Corp	300	Purchase	Various	12/17/12		11,895	13,305	1,410
Newmont Mining Corp	100	Purchase	Various	12/17/12		3,965	4,435	470
Oracle Corporation	700	Purchase	Various	12/17/12		9,030	22,595	13,565
Royal Dutch Shell	300	Purchase	Various	12/17/12		14,433	21,352	6,919
Stryker Corp	500	Purchase	Various	12/17/12		24,380	28,001	3,621
Symantec Corp	1,100	Purchase	Various	12/17/12		19,371	20,737	1,366
US Bankcorp	700	Purchase	Various	12/17/12		15,442	22,351	6,909
Unitedhealth Group	300	Purchase	Various	12/17/12		13,083	16,272	3,189
Verizon Communications	700	Purchase	Various	12/17/12		24,059	30,750	6,691
Wal-Mart Stores Inc	400	Purchase	Various	12/17/12		18,688	27,780	9,092
3M Company	300	Purchase	Various	12/17/12		24,195	27,846	3,651
Abbott Laboratories	300	Purchase	Various	5/29/13		13,653	11,320	(2,333)
Abbott Laboratories	1,700	Purchase	Various	5/29/13		77,369	64,145	(13,224)
Bemis Co Inc	2,300	Purchase	Various	5/29/13		72,370	90,320	17,950
News Corp New CL A	4,200	Purchase	Various	6/28/13		83,028	129,381	46,353
Cisco Systems Inc	1,800	Purchase	Various	7/2/13		40,025	44,176	4,151
Wal-Mart Stores	1,600	Purchase	Various	7/2/13		74,753	120,748	45,995
Cisco Systems Inc	1,600	Purchase	Various	7/22/13		35,578	40,926	5,348
Coca Cola Company	2,600	Purchase	Various	7/22/13		56,451	106,040	49,589
News Corp New CL A	1,050	Purchase	Various	7/22/13		-	16,711	16,711
Fedex Corporation	1,100	Purchase	Various	9/9/13		109,522	118,639	9,117
Mylan Inc	1,900	Purchase	Various	9/9/13		36,300	67,432	31,132
Apache Corp	650	Purchase	Various	9/16/13		80,295	56,773	(23,522)
3M Company	100	Purchase	Various	9/16/13		8,064	11,972	3,908
						6,726,599	7,351,843	625,244