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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

DEVONWOOD FOUNDATION 009606-007
C/O WILMINGTON TRUST COMPANY

A Employer identification number

51-6024607

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

1100 N MARKET ST, DE3-C070

Room/suite

B Telephone number

(302) 651-1942

City or town, state or province, country, and ZIP or foreign postal code

WILMINGTON, DE 19890-0001

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 changeD 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 foundationE 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)

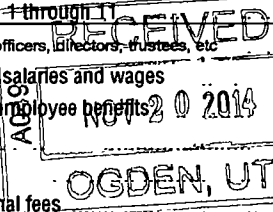
\$ 18,803,785.

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, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ If the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		13.	13.		STATEMENT 1
4 Dividends and interest from securities		602,410.	602,410.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		128,354.			
b Gross sales price for all assets on line 6a		2,877,064.			
7 Capital gain net income (from Part IV, line 2)			128,354.		
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		<30,270.>	363.		STATEMENT 3
12 Total. Add lines 1 through 11		700,507.	731,140.		
13 Compensation of officers, directors, trustees, etc.		8,005.	4,002.		4,003.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes		22,467.	3,182.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		581.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		31,053.	7,184.		4,003.
25 Contributions, gifts, grants paid		772,000.			772,000.
26 Total expenses and disbursements. Add lines 24 and 25		803,053.	7,184.		776,003.
27 Subtract line 26 from line 12.		<102,546.>			
a Excess of revenue over expenses and disbursements			723,956.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		<3,149.>		
	2	Savings and temporary cash investments		16,107.	150,216.	150,216.
	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				
	b	Investments - corporate stock	STMT 7	11,241,651.	10,611,266.	13,892,225.
	c	Investments - corporate bonds		1,504,930.		
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	STMT 8	850,814.	2,743,996.	4,761,344.	
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation					
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		13,610,353.	13,505,478.	18,803,785.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ☒					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		13,610,353.	13,505,478.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds		0.	0.		
30	Total net assets or fund balances		13,610,353.	13,505,478.		
31	Total liabilities and net assets/fund balances		13,610,353.	13,505,478.		

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	13,610,353.
2	Enter amount from Part I, line 27a	2	<102,546.>
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	13,507,807.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 6	5	2,329.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,505,478.

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			
b SEE ATTACHED STATEMENT			
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			
b			
c			
d			
e 2,877,064.		2,748,710.	128,354.

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			
b			
c			
d			
e			128,354.

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	128,354.
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))
2012	735,465.	15,873,539.	.046333
2011	683,079.	14,990,895.	.045566
2010	583,262.	13,742,877.	.042441
2009	641,200.	11,795,556.	.054359
2008	691,299.	13,165,916.	.052507

2 Total of line 1, column (d)	2	.241206
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	.048241
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	17,642,778.
5 Multiply line 4 by line 3	5	851,105.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,240.
7 Add lines 5 and 6	7	858,345.
8 Enter qualifying distributions from Part XII, line 4	8	776,003.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	14,479.
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	14,479.
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	14,479.
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	12,400.
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	9,000.
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	21,400.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,921.
11 Enter the amount of line 10 to be credited to 2014 estimated tax ☐ 6,921. Refunded ☐	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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
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	
4b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
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) ☐ DE		
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 2013 or the taxable year beginning in 2013 (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

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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 ► WILMINGTON TRUST COMPANY Telephone no ► (302) 651-1942 Located at ► 1100 N MARKET ST, DE3-C070, WILMINGTON, DE ZIP+4 ► 19890-0001			
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 2013, 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2013 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 2013.) 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 2013?	4b	X

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5bOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

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 9		8,005.	0.	0.

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

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

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

0

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Part 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	17,348,571.
b	Average of monthly cash balances	1b	562,879.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	17,911,450.
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	17,911,450.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	268,672.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,642,778.
6	Minimum investment return. Enter 5% of line 5	6	882,139.

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	882,139.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	14,479.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	14,479.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	867,660.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	867,660.
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	867,660.

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	776,003.
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	776,003.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	776,003.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				867,660.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			771,169.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 776,003.				
a Applied to 2012, but not more than line 2a			771,169.	
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 2013 distributable amount				4,834.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (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 2012 Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				862,826.
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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

N/A

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

[illegible]

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(i)(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 address of the person to whom applications should be addressed

N/A

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

N/A

c Any submission deadlines.

N/A

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

N/A

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ACTORS STUDIO 432 W 44TH STREET NEW YORK, NY 10036	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	10,000.
ALL NEWTON MUSIC SCHOOL INC 321 CHESTNUT STREET WEST NEWTON, MA 02465	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	1,000.
AMERICAN DANCE FESTIVAL PO BOX 90772 DURHAM, NC 27708	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	10,000.
BENELOVENCE FARM PO BOX 1033 CARRBORO, NC 27510	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	10,000.
BIRTHDAY WISHES INC PO BOX 590645 NEWTON CENTRE, MA 02459	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	1,000.
Total	SEE CONTINUATION SHEET(S)			772,000.
b Approved for future payment				
NONE				
Total				0.

Form 990-PF (2013)

2013.03040 DEVONWOOD FOUNDATION 009606 009606-1

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	NUSTAR ENERGY LP	P	VARIOUS	VARIOUS
b	AMERIGAS PARTNERS LP	P	VARIOUS	VARIOUS
c	ENTERPRISE PRODUCTS PARTNERS LP	P	VARIOUS	VARIOUS
d	KINDER MORGAN ENERGY PARTNERS LP	P	VARIOUS	VARIOUS
e	GEN ELEC CAP PFD	P	11/18/02	11/15/13
f	ABBOTT LABORATORIES	P	08/18/09	03/20/13
g	CATERP FIN SERV MTN	P	09/24/08	09/30/13
h	IBM CORP	P	10/10/08	10/15/13
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

(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 686.			686.
b 338.			338.
c 1,072.			1,072.
d 26,326.			26,326.
e 1,000,000.		1,031,273.	<31,273.>
f 335,497.		212,507.	122,990.
g 1,000,000.		1,005,560.	<5,560.>
h 500,000.		499,370.	630.
i 13,145.			13,145.
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			686.
b			338.
c			1,072.
d			26,326.
e			<31,273.>
f			122,990.
g			<5,560.>
h			630.
i			13,145.
j			
k			
l			
m			
n			
o			

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	128,354.
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 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
BOSTON COLLEGE 140 COMMONWEALTH AVE CHESTNUT HILL, MA 02467	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	1,000.
BOWDOIN COLLEGE 3530 COLLEGE STATION BRUNSWICK, ME 04011	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	50,000.
BOYS & GIRLS CLUBS OF BRATTLEBORO 17 FLAT STREET BRATTLEBORO, VT 05301	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	5,000.
CAROLINA FARM STEWARDSHIP ASSOCIATION PO BOX 448 PITTSBORO, NC 27312	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	10,000.
CENTER FOR THE ARTS IN NATICK 14 SUMMER STREET NATICK, MA 01760	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	5,000.
CHILDREN'S HOSPITAL CORPORATION 320 LONGWOOD AVE, FLOOR 8 BOSTON, MA 02115	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	5,000.
CINEMA CONSERVANCY INC 225 WEST 13TH ST NEW YORK, NY 10011-7701	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	60,000.
COLUMBIA UNIVERSITY COLLEGE OF PHYSICIANS & SURGEONS 630 WEST 168TH STREET NEW YORK, NY 10032	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	10,000.
COLUMBIA UNIVERSITY SCHOOL OF NURSING 622 W 113TH STREET NEW YORK, NY 10018	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	71,000.
DUKE UNIVERSITY BOX 104132 DURHAM, NC 27708	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	112,000.
Total from continuation sheets				740,000.

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
DURHAM ACADEMY 3601 ACADEMY ROAD DURHAM, NC 27705	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	11,000.
DURHAM ARTS COUNCIL 120 MORRIS STREET DURHAM, NC 27701	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	5,000.
DURHAM CENTRAL PARK 534 FOSTER STREET DURHAM, NC 27701	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	10,000.
DURHAM LIBRARY FOUNDATION PO BOX 3809 DURHAM, NC 27702	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	5,000.
EDIBLE SCHOOLYARD PROJECT 1517 SHATTUCK AVE BERKELEY, CA 94709	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	10,000.
EL FUTURO 136 E CHAPEL HILL STREET DURHAM, NC 27701	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	5,000.
FARMER FOODSHARE INC PO BOX 2873 CHAPEL HILL, NC 27515	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	1,000.
FRIENDS OF THE NEWTON FREE LIBRARY 330 HOMER STREET NEWTON, MA 02459	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	1,000.
HARVARD UNIVERSITY GRADUATE SCHOOL OF EDUCATION APPIAN WAY CAMBRIDGE, MA 02138	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	1,000.
HOME FOR LITTLE WANDERERS 271 HUNTINGTON AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ISLAND INSTITUTE PO BOX 648 ROCKLAND, ME 04841	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	5,000.
ISLAND READERS AND WRITERS PO BOX 227 MOUNT DESERT, ME 04660	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	2,000.
LAND INSTITUTE 2440 E WATER WELL ROAD SALINA, KS 67401	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	10,000.
MA CONFERENCE OF THE UNITED CHURCH OF CHRIST (SECOND CHURCH IN NEWTON) 60 HIGHLAND STREET WEST NEWTON, MA 02465	N/A	RELIGIOUS CHARITY	SUPPORT OF OPERATIONS	15,000.
MAINE COAST HERITAGE TRUST 1 BOWDOIN MILL ISLAND, SUITE 201 TOPSHAM, ME 04086	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	5,000.
MAINE COASTAL BOTANICAL GARDENS INC PO 26-30 BARTERS ISLAND ROAD BOOTHBAY, ME 04537	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	5,000.
MAINE SEACOAST MISSIONARY SOCIETY 127 WEST STREET BAR HARBOR, ME 04609	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	1,000.
MEDICAL TEAMS INTERNATIONAL PO BOX 10 TIGARD, OR 97207	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	1,000.
MILTON ACADEMY 170 CENTRE STREET MILTON, MA 02186	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	10,000.
MOUNT DESERT ISLAND HOSPITAL 10 WAYMAN LANE BAR HARBOR, ME 04609	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MOUNT DESERT LAND AND GARDEN PRESERVE PO BOX 208 SEAL HARBOR, ME 04675	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	2,000.
MUSEUM OF FINE ARTS - BOSTON 465 HUNTINGTON AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	4,000.
MUSEUM OF SCIENCE - BOSTON 1 SCIENCE PARK BOSTON, MA 02114	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	1,000.
NATICK SERVICE COUNCIL 2 WEBSTER STREET NATICK, MA 01760	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	1,000.
NEIGHBORHOOD HOUSE 1 KIMBALL ROAD NORTHEAST HARBOR, ME 04662	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	5,000.
NORTH CAROLINA AGRICULTURE FOUNDATION INC NCSU BOX 7207 RALEIGH, NC 27695-7207	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	10,000.
NORTH CAROLINA DANCE ALLIANCE PO BOX 10688 RALEIGH, NC 27605	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	5,000.
NORTH ROCKIES CONSERVATION COOPERATIVE PO BOX 2705 JACKSON, WY 83001	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	20,000.
PARTNERS IN HEALTH 959 KENNEBEC ROAD HAMPDEN, ME 04444	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	1,000.
PRESERVATION DURHAM (HISTORICAL PRESERVATION SOCIETY OF DURHAM) 3001 ACADEMY ROAD, SUITE 130 DURHAM, NC 27707	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PRINCETON UNIVERSITY PO BOX 35 PRINCETON, NJ 08543	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	4,000.
SHADY HILL SCHOOL 178 COOLIDGE HILL CAMBRIDGE, MA 02138	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	28,000.
SILENT SPRING INSTITUTE 29 CRAFTS STREET NEWTON, MA 02458	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	1,000.
SLOW FOOD NATION (SLOW FOOD USA) 20 JAY STREET, SUITE M04 BROOKLYN, NY 11201	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	5,000.
SOUTHEASTERN EFFORTS DEVELOPING SUSTAINABLE SPACES INC 706 GILBERT ST DURHAM, NC 27701	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	190,000.
ST. MARYS & ST. JUDES (ST. MARY'S BY THE SEA) PO BOX 105 NORTHEAST HARBOR, ME 04662	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	2,000.
THE BERRY CHILDRENS CENTER (FOR HANDICAPPED CHILDREN) 19 N. MAIN ST. PO BOX 582 NEW CASTLE, KY 40050	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	5,000.
TRIANGLE LAND CONSERVANCY 514 SOUTH DUKE STREET RALEIGH, NC 27701	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	5,000.
WALTHAM FIELDS COMMUNITY FARM (COMMUNITY FARMS OUTREACH) 240 BEAVER STREET WALTHAM, MA 02452	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	2,000.
WEST SUBURBAN YMCA 276 CHURCH STREET NEWTON CENTRE, MA 02458	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	1,000.
Total from continuation sheets				

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
WILMINGTON US GOV'T FUND W CLASS	13.	13.	
TOTAL TO PART I, LINE 3	13.	13.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AMERIGAS PARTNERS, LP - INTEREST	2,382.	0.	2,382.	2,382.	
CORPORATE INTEREST	164,964.	0.	164,964.	164,964.	
DOMESTIC DIVIDENDS	323,084.	13,145.	309,939.	309,939.	
ENTERPRISE PRODUCTS PARTNERS, LP - INTEREST	18.	0.	18.	18.	
FOREIGN DIVIDENDS	51,372.	0.	51,372.	51,372.	
FOREIGN INTEREST	20,041.	0.	20,041.	20,041.	
KINDER MORGAN ENERGY PARTNERS, LP - DIVIDENDS	369.	0.	369.	369.	
KINDER MORGAN ENERGY PARTNERS, LP - INTEREST	314.	0.	314.	314.	
NONQUALIFIED DIVIDENDS	51,994.	0.	51,994.	51,994.	
NONQUALIFIED DOMESTIC DIVS	38.	0.	38.	38.	
NUSTAR ENERGY, LP - INTEREST	902.	0.	902.	902.	
SURBURBAN PROPANE LP - INTEREST	24.	0.	24.	24.	
TERRA NITROGEN LP - INTEREST	53.	0.	53.	53.	
TO PART I, LINE 4	615,555.	13,145.	602,410.	602,410.	

FORM 990-PF	OTHER INCOME	STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AMERIGAS PARTNERS, LP	<16,122.>	0.	
ENTERPRISE PRODUCTS PARTNERS LP	12,793.	0.	
KINDER MORGAN ENERGY PARTNERS, LP	344.	344.	
NUSTAR ENERGY, LP	516.	0.	
NUSTAR ENERGY, LP	19.	19.	
SURBURBAN PROPANE LP	<20,531.>	0.	
TERRA NITROGEN LP	<7,289.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<30,270.>	363.	

FORM 990-PF	TAXES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD - COMMON STOCK	2,093.	2,093.		0.
FOREIGN TAX WITHHELD - NUSTAR ENERGY LP	1,089.	1,089.		0.
2012 FEDERAL EXCISE TAXES PAID	6,885.	0.		0.
2013 FEDERAL EXCISE TAXES PAID	12,400.	0.		0.
TO FORM 990-PF, PG 1, LN 18	22,467.	3,182.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
NUSTAR ENERGY, LP - NON-DEDUCTIBLE CASH CONTRIBUTIONS	298.	0.			0.
NUSTAR ENERGY, LP - NON-DEDUCTIBLE OTHER EXPENSES	195.	0.			0.
ENTERPRISE PRODUCTS PARTNERS, LP - NON-DEDUCTIBLE EXPENSES	53.	0.			0.

SURBURBAN PROPANE LP - NON-DEDUCTIBLE EXPENSES	35.	0.	0.
TO FORM 990-PF, PG 1, LN 23	581.	0.	0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
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DESCRIPTION	AMOUNT
DIVIDENDS TAXABLE IN 2013, RECEIVED IN 2014	2.
2013 FOREIGN TREATY RATE ADJ	2,093.
ROUNDING	234.
TOTAL TO FORM 990-PF, PART III, LINE 5	2,329.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS AND CONVERTIBLES (SEE ATTACHED)	8,433,334.	11,971,945.
PREFERRED STOCKS (SEE ATTACHED)	2,177,932.	1,920,280.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,611,266.	13,892,225.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NON-U.S. GOV'T AGENCY BONDS AND NOTES (SEE ATTACHED)	COST	535,729.	454,527.
PUBLICLY TRADED PARTNERSHIP INTERESTS (SEE ATTACHED)	COST	2,208,267.	4,306,817.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,743,996.	4,761,344.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 9
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILMINGTON TRUST COMPANY 1100 N. MARKET STREET WILMINGTON, DE 19890	ADMINISTRATIVE TRUSTEE 2.00	8,005.	0.	0.
J. KEITH H. BRODIE 53 BEVERLY DRIVE DURHAM, NC 27707	GENERAL TRUSTEE 0.00	0.	0.	0.
BRENDA B. BRODIE 63 BEVERLY DRIVE DURHAM, NC 27707	GENERAL TRUSTEE 0.00	0.	0.	0.
MELISSA B. HANENBERGER 56 VALENTINE STREET NEWTOWN, MA 02465	GENERAL TRUSTEE 0.00	0.	0.	0.
CAMERON K. BRODIE 880 EDGEWOOD AVENUE NORTH MILL VALLEY, CA 94941	GENERAL TRUSTEE 0.00	0.	0.	0.
TYLER H. BRODIE 225 WEST 13TH STREET NEW YORK, NY 10011	GENERAL TRUSTEE 0.00	0.	0.	0.
BRYSON B. BRODIE 243 WEST 11TH STREET NEW YORK, NY 10014	GENERAL TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		8,005.	0.	0.

Investment Detail						
Account: 009606-007 CO-TT FOR DEVONWOOD FOUNDATION						
Account and Portfolio level detail						
As of Date 12/31/2013						
Account	Category	Description	Quantity	Market Value	Federal Tax Cost	Unrealized Gain/Loss
009606-007	Common Stocks And Convertibles	ABBVIE INC	18,300 0000	966,423 00	552,638 58	413,784 42
009606-007	Common Stocks And Convertibles	AMERICAN CAPITAL LTD	38,243 0000	598,120 52	1,073,009 59	(474 889 07)
009606-007	Common Stocks And Convertibles	APPLE INC	250 0000	140,255 00	100,057 76	40,197 24
009606-007	Common Stocks And Convertibles	BRISTOL-MYERS SQUIBB CO	40,000 0000	2,126,000 00	889,532 00	1,236,468 00
009606-007	Common Stocks And Convertibles	CONSOLIDATED EDISON INCORPORATED	5,000 0000	276,400 00	217,482 50	58,917 50
009606-007	Common Stocks And Convertibles	DIEBOLD INC COMMON	3,000 0000	99,030 00	97,132 80	1,897 20
009606-007	Common Stocks And Convertibles	E I DUPONT DE NEMOURS & CO COMMON	6,000 0000	389,820 00	255,729 33	134,090 67
009606-007	Common Stocks And Convertibles	GLAXOSMITHKLINE PLC ADR	10,000 0000	533,900 00	377,846 01	156,053 99
009606-007	Common Stocks And Convertibles	GREAT PLAINS ENERGY INC COM	20,000 0000	484,800 00	597,251 00	(112,451 00)
009606-007	Common Stocks And Convertibles	JOHNSON & JOHNSON	8,600 0000	787,674 00	500,235 36	287,438 64
009606-007	Common Stocks And Convertibles	NEW YORK COMMUNITY BANCORP INC	30,000 0000	505,500 00	548,324 10	(42 824 10)
009606-007	Common Stocks And Convertibles	NUCOR CORP COMMON	3,500 0000	186,830 00	126,603 40	60,226 60
009606-007	Common Stocks And Convertibles	PACKAGING CORP OF AMER COM	20,000 0000	1,265,600 00	512,926 00	752,674 00
009606-007	Common Stocks And Convertibles	PLUM CREEK TIMBER CO INC	4,000 0000	186,040 00	92,239 20	93,800 80
009606-007	Common Stocks And Convertibles	POTLATCH HOLDINGS INC	4,832 0000	201,687 68	172,744 00	28,943 68
009606-007	Common Stocks And Convertibles	SCANA CORP NEW COM	15,000 0000	703,950 00	510,276 00	193,674 00
009606-007	Common Stocks And Convertibles	SEADRILL LIMITED	5,000 0000	205,400 00	193,726 00	11,674 00
009606-007	Common Stocks And Convertibles	SPECTRA ENERGY CORPORATION	19,000 0000	676,780 00	508,752 36	168,027 64
009606-007	Common Stocks And Convertibles	TOTAL SA SPONSORED ADR (CHANGED FROM TOTAL FINA ELF S A SPONSORED ADR)	4,500 0000	275,715 00	242,437 04	33,277 96
009606-007	Common Stocks And Convertibles	WEIS MARKETS INC	10,000 0000	525,600 00	360,825 04	164,774 96
009606-007	Common Stocks And Convertibles	WESTAR ENERGY INC	26,000 0000	836,420 00	503,565 40	332,854 60
	Subtotal Common Stocks And Convertibles			11,971,945.20	8,433,333 47	3,538,611.73
009606-007	Preferred Stocks	MORGAN STANLEY CAPITAL TRUST III PREFERRED 6 25% SERIES 03/01/33 CALLABLE	40,000 0000	959,600 00	1,013,193 32	(53 593 32)
009606-007	Preferred Stocks	RBS CAPITAL FUNDING TR V 5 900% PREFERRED SERIES E CALLABLE	47,000 0000	960,680 00	1,164,739 00	(204 059 00)
	Subtotal Preferred Stocks			1,920,280.00	2,177,932.32	(257,652.32)
		TOTAL Part II, Line 10(b)		13,892,225.20	10,611,265.79	3,280,959 41
	Part II, Line 13					
009606-007	Bonds And Notes	AUSTRALIAN (COMMONWEALTH OF) DTD 04/21/2010 4 50% 10/21/2014 NONCALLABLE	500,000 0000	454,526 75	535,728 92	(81 202 17)
	Subtotal Non-U.S Govt Agency Bonds and Notes			454,526.75	535,728 92	(81,202 17)
009606-007	Partnership Interests	AMERIGAS PARTNERS LIMITED PARTNERSHIP UNIT LTD PARTNERSHIP INT	25,000 0000	1,114,250 00	667,774 82	446,475 18
009606-007	Partnership Interests	KINDER MORGAN ENERGY PARTNERS L P UNIT LTD PARTNERSHIP INT	5,200 0000	419,432 00	0 00	419,432 00
009606-007	Partnership Interests	NUSTAR ENERGY LP	9,300 0000	474,207 00	186,906 32	287,300 68
009606-007	Partnership Interests	ENTERPRISE PRODUCTS PARTNERS L P COMMON	17,660 0000	1,170,858 00	5,789 99	1,165,068 01
009606-007	Partnership Interests	SUBURBAN PROPANE PARTNERS LP	15,000 0000	703,500 00	678,014 00	25,486 00
009606-007	Partnership Interests	TERRA NITROGEN COMPANY LP	3,009 0000	424,569 90	674,458 00	(249,888 10)
	Subtotal Partnership Interests			4,306,816.90	2,212,943 13	2,093,873.77
		TOTAL Part II, Line 13		4,761,343.65	2,748,672.05	2,012,671 60

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number, see instructions
File by the due date for filing your return. See instructions.	DEVONWOOD FOUNDATION 009606-007 C/O WILMINGTON TRUST COMPANY	Employer identification number (EIN) or 51-6024607
	Number, street, and room or suite no. If a P.O. box, see instructions. 1100 N MARKET ST, DE3-C070	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WILMINGTON, DE 19890-0001	

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

04

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

WILMINGTON TRUST COMPANY

• The books are in the care of ☒ 1100 N MARKET ST, DE3-C070 - WILMINGTON, DE 19890-0001

Telephone No. ☒ (302) 651-1942

Fax No. ☒ 302 651 1414

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.

5 For calendar year 2013, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO OBTAIN INFORMATION IN ORDER TO PREPARE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ 21,400.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$ 21,400.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☒ Gregory W. Dalton Title ☒ VP/WILM TRUST CO, TRUSTEE Date ☒ 8/15/2014

Form 8868 (Rev. 1-2014)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.		Employer identification number (EIN) or
	DEVONWOOD FOUNDATION 009606-007		51-6024607
	C/O WILMINGTON TRUST COMPANY		
	Number, street, and room or suite no. If a P.O. box, see instructions.		Social security number (SSN)
	1100 N MARKET ST, DE3-C070		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	WILMINGTON, DE 19890-0001		

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

Application Is For	Return Code	Application Is For	Return Code
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Signature and Verification must be completed for Part II only.

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Signature ☒ Gregory M. Patton Title ☒ VP/WILM TRUST CO, TRUSTEE Date ☒ 8/15/2014

Form 8868 (Rev. 1-2014)