



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

| | | | |
|---|--|--|--|
| Name of foundation THE DAVENPORT FAMILY FOUNDATION C/O BALDWIN FAMILY OFFICE LLC | | A Employer identification number 23-7871419 | |
| Number and street (or P O box number if mail is not delivered to street address) 100 FOUR FALLS CORP CTR NO 202 | | B Telephone number (see instructions) (610) 260-1555 | |
| City or town, state or province, country, and ZIP or foreign postal code WEST CONSHOHOCKEN, PA 19428 | | 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) <input checked="" type="checkbox"/> \$ 51,422,127 | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> | |
| J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <u>Modified Cash</u> (Part I, column (d) must be on cash basis.) | | | |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc , received (attach schedule) | | | | |
| | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities. | 1,585,391 | 1,585,391 | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) _____ | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 118,097 | | | |
| | b Gross sales price for all assets on line 6a 4,088,229 | | | | |
| | 7 Capital gain net income (from Part IV, line 2) . . . | | 118,097 | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) (attach schedule) | | | | |
| | 11 Other income (attach schedule) | | | | |
| | 12 Total. Add lines 1 through 11 | 1,703,488 | 1,703,488 | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 165,000 | 16,500 | | 148,500 |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | 35,022 | 3,502 | | 31,520 |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) | 12,153 | 1,215 | | 10,938 |
| | c Other professional fees (attach schedule) | 193,207 | 193,207 | | 0 |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) | 47,361 | 2,277 | | 0 |
| | 19 Depreciation (attach schedule) and depletion . . . | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) | 2,669 | 0 | | 2,669 |
| | 24 Total operating and administrative expenses. | | | | |
| | Add lines 13 through 23 | 455,412 | 216,701 | | 193,627 |
| | 25 Contributions, gifts, grants paid | 2,408,650 | | | 2,408,650 |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 2,864,062 | 216,701 | | 2,602,277 |
| | 27 Subtract line 26 from line 12 | | | | |
| | a Excess of revenue over expenses and disbursements | -1,160,574 | | | |
| | b Net investment income (if negative, enter -0-) | | 1,486,787 | | |
| | c Adjusted net income (if negative, enter -0-) | | | | |
| | | | | | |

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | Beginning of year | End of year | |
|-----------------------------|--|---|-------------------|----------------|-----------------------|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash—non-interest-bearing | 9,560 | 20,971 | 20,971 |
| | 2 | Savings and temporary cash investments | 482,395 | 592,758 | 592,758 |
| | 3 | Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | |
| | 4 | Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10a | Investments—U S and state government obligations (attach schedule) | 8,336,990 | 6,244,164 | 6,244,164 |
| | b | Investments—corporate stock (attach schedule) | 34,225,789 | 36,890,807 | 36,890,807 |
| | c | Investments—corporate bonds (attach schedule). | 6,927,284 | 7,673,427 | 7,673,427 |
| | 11 | Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | | |
| | 12 | Investments—mortgage loans | | | |
| | 13 | Investments—other (attach schedule) | | | |
| | 14 | Land, buildings, and equipment basis ▶ _____ 4,567 Less accumulated depreciation (attach schedule) ▶ 4,567 | | | |
| 15 | Other assets (describe ▶ _____) | | | | |
| 16 | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | 49,982,018 | 51,422,127 | 51,422,127 | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ▶ _____) | | | |
| | 23 | Total liabilities (add lines 17 through 22) | 0 | 0 | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | |
| | 24 | Unrestricted | 49,982,018 | 51,422,127 | |
| | 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 (see instructions) | 49,982,018 | 51,422,127 | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | 49,982,018 | 51,422,127 | | |

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 | 49,982,018 |
| 2 | Enter amount from Part I, line 27a | 2 | -1,160,574 |
| 3 | Other increases not included in line 2 (itemize) ▶ _____ | 3 | 2,600,683 |
| 4 | Add lines 1, 2, and 3 | 4 | 51,422,127 |
| 5 | Decreases not included in line 2 (itemize) ▶ _____ | 5 | 0 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 51,422,127 |

Part IV

Capital Gains and Losses for Tax on Investment Income

| | | | | |
|---|-------------------------------------|--|--------------------------------------|----------------------------------|
| (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co) | | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo , day, yr) | (d) Date sold (mo , day, yr) |
| 1 a | SALES OF PUBLICLY TRADED SECURITIES | P | | |
| b | SALES OF PUBLICLY TRADED SECURITIES | P | | |
| c | CAPITAL GAINS DIVIDENDS | P | | |
| 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 258,242 | | 257,059 | 1,183 |
| b 3,829,926 | | 3,713,073 | 116,853 |
| c 61 | | | 61 |
| d | | | |
| e | | | |

| | | | |
|---|--------------------------------------|---|--|
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| a | | | 1,183 |
| b | | | 116,853 |
| c | | | 61 |
| 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 | 118,097 |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 | } | 3 | |

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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)) |
| 2013 | 2,191,618 | 47,779,364 | 0 045870 |
| 2012 | 1,936,046 | 44,397,475 | 0 043607 |
| 2011 | 1,915,869 | 42,112,248 | 0 045494 |
| 2010 | 1,919,773 | 39,443,167 | 0 048672 |
| 2009 | 2,074,776 | 36,863,314 | 0 056283 |

| | | | |
|---|---|---|------------|
| 2 | Total of line 1, column (d). | 2 | 0 239926 |
| 3 | Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | 0 047985 |
| 4 | Enter the net value of noncharitable-use assets for 2014 from Part X, line 5. | 4 | 50,351,246 |
| 5 | Multiply line 4 by line 3. | 5 | 2,416,105 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). | 6 | 14,868 |
| 7 | Add lines 5 and 6. | 7 | 2,430,973 |
| 8 | Enter qualifying distributions from Part XII, line 4. | 8 | 2,602,277 |

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

Part VI

Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

| | | | | | |
|----|--|--|----|--------|--------|
| 1a | | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 | | | |
| 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 | 14,868 |
| 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 | 14,868 |
| 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 | 14,868 |
| 6 | | Credits/Payments | | | |
| a | | 2014 estimated tax payments and 2013 overpayment credited to 2014 | 6a | 31,000 | |
| 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 | 31,000 |
| 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 | |
| 10 | | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. | | 10 | 16,132 |
| 11 | | Enter the amount of line 10 to be Credited to 2015 estimated tax <input checked="" type="checkbox"/> 16,132 Refunded <input type="checkbox"/> | | 11 | 0 |

Part VII-A

Statements Regarding Activities

| | | | | |
|----|--|----|-----|----|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | Yes | No |
| b | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i> | 1b | | No |
| c | Did the foundation file Form 1120-POL for this year? | 1c | | No |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0 | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0 | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i> | 2 | | No |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i> | 3 | | No |
| 4a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? | 4a | | No |
| b | If "Yes," has it filed a tax return on Form 990-T for this year? | 4b | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> | 5 | | No |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | Yes | |
| 7 | Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i> | 7 | Yes | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions): <input checked="" type="checkbox"/> PA | | | |
| 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? <i>If "No," attach explanation.</i> | 8b | Yes | |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i> | 9 | | No |
| 10 | Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> | 10 | | No |

Part VII-A

Statements Regarding Activities *(continued)*

| | | | | |
|---|---|----|-----|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). | 11 | | No |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | No |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | Yes | |
| Website address N/A | | | | |
| 14 | The books are in care of BALDWIN FAMILY OFFICE - E MECK Telephone no (610) 260-0689 Located at 100 FOUR FALLS CORP CTR S202 WEST CONSHOHOCKEN PA ZIP+4 19428 | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year. | 15 | | |
| 16 | At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | Yes | No |
| See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country | | | | |

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

| | | | | |
|---|--|----|-----|----|
| File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. | | | Yes | No |
| 1a | During the year did the foundation (either directly or indirectly) | | | |
| | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No | | | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No | | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No | | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No | | | |
| | (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No | | | |
| | (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No | | | |
| b | If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. | 1b | | No |
| 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 2014? | 1c | | No |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | | |
| a | At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? Yes No If "Yes," list the years 20 , 20 , 20 , 20 | | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). | 2b | | |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20 | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No | | | |
| b | If "Yes," did it have excess business holdings in 2014 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 2014.). | 3b | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | No |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014? | 4b | | No |

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).

☐ Yes ☒ No

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

☐ Yes ☒ No

b

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

5b

Organizations relying on a current notice regarding disaster assistance check here.

☒

c

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

☐ Yes ☐ No

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b

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

6b

No

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

7a

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

☐ Yes ☒ No

b

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

7b

Part VIII

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

1

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|--|---|---|---|---------------------------------------|
| PETER D DAVENPORT | EXECUTIVE TRUSTEE | 75,000 | 35,022 | 0 |
| 100 FOUR FALLS CORP CTR STE 202 WEST CONSHOHOCKEN, PA 19428 | 25 00 | | | |
| SCOTT D DAVENPORT | TRUSTEE | 30,000 | 0 | 0 |
| 100 FOUR FALLS CORP CTR STE 202 WEST CONSHOHOCKEN, PA 19428 | 6 00 | | | |
| CYNTHIA L BORGER | TRUSTEE | 30,000 | 0 | 0 |
| 100 FOUR FALLS CORP CTR STE 202 WEST CONSHOHOCKEN, PA 19428 | 6 00 | | | |
| ELIZABETH S WOOLEVER | TRUSTEE | 30,000 | 0 | 0 |
| 100 FOUR FALLS CORP CTR STE 202 WEST CONSHOHOCKEN, PA 19428 | 6 00 | | | |

2

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

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

Total

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

0

Part VIII

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

| 3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE". | | |
|--|---------------------|------------------|
| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services. | | 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 | |
| 2 | |
| 3 | |
| 4 | |

Part IX-B

Summary of Program-Related Investments (see instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|--------|
| 1 | |
| | |
| | |
| 2 | |
| | |
| | |
| All other program-related investments. See instructions. | |
| 3 | |
| | |
| | |
| Total. Add lines 1 through 3. | 0 |

Part X

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

| | | | |
|---|--|----|------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes | | |
| a | Average monthly fair market value of securities. | 1a | 50,514,335 |
| b | Average of monthly cash balances. | 1b | 603,681 |
| c | Fair market value of all other assets (see instructions). | 1c | 0 |
| d | Total (add lines 1a, b, and c). | 1d | 51,118,016 |
| 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 | 51,118,016 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 766,770 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 50,351,246 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 2,517,562 |

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 | 2,517,562 |
| 2a | Tax on investment income for 2014 from Part VI, line 5. | 2a | 14,868 |
| b | Income tax for 2014 (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | 14,868 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | 3 | 2,502,694 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | 0 |
| 5 | Add lines 3 and 4. | 5 | 2,502,694 |
| 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 | 2,502,694 |

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 | 2,602,277 |
| 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 | 2,602,277 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). | 5 | 14,868 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | 6 | 2,587,409 |
| Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years | | | |

Part XIII

Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2013 | (c) 2013 | (d) 2014 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2014 from Part XI, line 7 | | | | 2,502,694 |
| 2 Undistributed income, if any, as of the end of 2014 | | | | |
| a Enter amount for 2013 only. | | | 2,306,815 | |
| b Total for prior years 20____, 20____, 20____ | | 0 | | |
| 3 Excess distributions carryover, if any, to 2014 | | | | |
| a From 2009. | | | | |
| b From 2010. | | | | |
| c From 2011. | | | | |
| d From 2012. | | | | |
| e From 2013. | | | | |
| f Total of lines 3a through e. | 0 | | | |
| 4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 2,602,277 | | | | |
| a Applied to 2013, but not more than line 2a | | | 2,306,815 | |
| 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 2014 distributable amount. | | | | 295,462 |
| e Remaining amount distributed out of corpus | 0 | | | |
| 5 Excess distributions carryover applied to 2014 (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 2013 Subtract line 4a from line 2a Taxable amount—see instructions | | | 0 | |
| f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 | | | | 2,207,232 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). | 0 | | | |
| 8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . . . | 0 | | | |
| 9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a | 0 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2010. . . . | | | | |
| b Excess from 2011. . . . | | | | |
| c Excess from 2012. . . . | | | | |
| d Excess from 2013. . . . | | | | |
| e Excess from 2014. . . . | | | | |

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling.

b

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

| | | | | | | |
|----|--|----------|---------------|----------|----------|-----------|
| 2a | Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | Tax year | Prior 3 years | | | (e) Total |
| | | (a) 2014 | (b) 2013 | (c) 2012 | (d) 2011 | |
| | 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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

PETER D DAVENPORT

b

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

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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


| Recipient | 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 See Additional Data Table | | | | |
| Total | | | 3a | 2,408,650 |
| b Approved for future payment | | | | |
| Total | | | 3b | 0 |

Enter gross amounts unless otherwise indicated


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

Form **990-PF** (2014)

Form 990PF Part XV Line 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 | | | | |
| AMERICAN SWEDISH HISTORICAL FOUNDATION 1900 PATTISON AVE PHILADELPHIA,PA 19145 | NONE | PUBLIC CHARITY | GENERAL OPERATIONS | 119,650 |
| FRIENDS OF AUBORN HEIGHTS PRESERVE INC PO BOX 61 YORKLYN,DE 19736 | NONE | PUBLIC CHARITY | RECONSTRUCTION OF EMBANKMENT AND TRACK REPAIRS | 20,000 |
| BRANDYWINE CONSERVANCY PO BOX 141 CHADDS FORD,PA 19317 | NONE | PUBLIC CHARITY | HORACE PIPPEN EXHIBITION | 100,000 |
| CHESTER COUNTY FOOD BANK 1208 HORSESHOE ROAD DOWNINGTOWN,PA 19335 | NONE | PUBLIC CHARITY | SUPPORT EXISTING PROGRAMS | 100,000 |
| FIRST BOOK - PHILADELPHIA RODIN PLACE SUITE 201 2000 HAMILTON STREET PHILADELPHIA,PA 19116 | NONE | PUBLIC CHARITY | SUPPLIES | 20,000 |
| KALMAR NYCKEL FOUNDATION 1124 EAST SEVENTH ST WILMINGTON,DE 19801 | NONE | PUBLIC CHARITY | DIGITAL PROGRAMMIING FOR EDUCATION | 100,000 |
| MALVERN PREPARATORY SCHOOL WARREN AVE MALVERN,PA 19355 | NONE | PUBLIC CHARITY | ADDITION TO SCHOLARSHIP FUND | 100,000 |
| MELMARK INC 2600 WAYLAND AVE BERWYN,PA 19312 | NONE | PUBLIC CHARITY | INFRASTRUCTURE - GUIDE RAILS,FENCING AND SIDEWALKS | 165,000 |
| MERCERSBURG ACADEMY (THE) 300 E SEMINARY STREET MERCERSBURG,PA 17236 | NONE | PUBLIC CHARITY | ADDITION TO SCHOLARSHIP FUND | 200,000 |
| OPERATION WARM 1653 BRINTONS BRIDGE ROAD CHADDS FORD,PA 19317 | NONE | PUBLIC CHARITY | PURCHASE WINTER COATS | 200,000 |
| PHILADELPHIA SKATING CLUB 116 JOHN STREET SUITE 1201 NEWYORK,NY 16375 | NONE | PUBLIC CHARITY | PURCHASE OF ZAMBONI | 30,000 |
| PHILADELPHIA ZOO 3400 WEST GIRARD AVE PHILADELPHIA,PA 19104 | NONE | PUBLIC CHARITY | ULTASOUND UNIT AND PORTABLE BLOOD ANALYZER | 63,000 |
| RADCLIFFE CREEK SCHOOL INC 201 TALBOT BOULEVARD CHESTERTOWN,MD 21620 | NONE | PUBLIC CHARITY | GENERAL OPERATIONS | 16,000 |
| SULTANA PROJECTS INC 105 S CROSS ST CHESTERTOWN,MD 21620 | NONE | PUBLIC CHARITY | EDUCATION CENTER | 25,000 |
| SULTANA PROJECTS INC 105 S CROSS ST CHESTERTOWN,MD 21620 | NONE | PUBLIC CHARITY | EDUCATION CENTER | 25,000 |
| Total  3a | | | | 2,408,650 |

Form 990PF Part XV Line 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 <i>Paid during the year</i> | | | | |
| TUFTS UNIVERSITY BALLOU HALL MEDFORD, MA 02155 | NONE | PUBLIC CHARITY | CLASSROOM AND GALLERY IN GLI COMPLEX | 1,000,000 |
| WASHINGTON COLLEGE 300 WASHINGTON AVE CHESTERTOWN, MD 21620 | NONE | PUBLIC CHARITY | ENVIRONMENTAL LABORATORY | 100,000 |
| WETLANDS INSTITUTE (THE) 1075 STONE HARBOR BLVD STONE HARBOR, NJ 08247 | NONE | PUBLIC CHARITY | SALT MARSH RESEARCH PLATFORM | 25,000 |
| Total  3a | | | | 2,408,650 |

TY 2014 Accounting Fees Schedule**Name:** THE DAVENPORT FAMILY FOUNDATION

C/O BALDWIN FAMILY OFFICE LLC

EIN: 23-7871419

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-------------------------------|--------|--------------------------|------------------------|---|
| ACCOUNTING/ADMIN FEES | 12,153 | 1,215 | | 10,938 |
| BALDWIN FAMILY OFFICE FEES | 0 | 0 | | 0 |

TY 2014 Investments Corporate Bonds Schedule

Name: THE DAVENPORT FAMILY FOUNDATION

C/O BALDWIN FAMILY OFFICE LLC

EIN: 23-7871419

| Name of Bond | End of Year Book Value | End of Year Fair Market Value |
|---|------------------------|-------------------------------|
| AMERICAN EXPRESS CREDIT CORP DTD 7/29/2013 1.3% 7/29/2016 330000 PV | 331,439 | 331,439 |
| APPLE INC NT DTD 5/3/2013 2.4% 600000 PV | 583,200 | 583,200 |
| BOEING COMPANY DTD 3/13/2009 6% 3/15/2019 173000PV | 199,659 | 199,659 |
| CISCO SYS INC SR NT DTD 3/16/2011 3.15% 3/14/2017 180000 PV | 188,154 | 188,154 |
| COCA COLA CO DTD 08/10/2011 3.3% 9/1/2021 340000PV | 356,993 | 356,993 |
| EMC CORP DTD 6/6/2013 1.875% 6/1/2018 625000PV | 622,875 | 622,875 |
| UNITED TECHNOLOGIES CORP DTD 4/29/2005 4.875% 5/1/2015 445000 PV (SOLD) | 0 | 0 |
| CATERPILLAR FIN SERVICE CORP DTD 9/26/2008 7.05% 10/1/2018 500000 PV | 589,855 | 589,855 |
| GENERAL ELEC CAP CORP DTD 2/11/2011 5.3% 2/11/2021 550000 PV | 628,095 | 628,095 |
| HONEYWELL INTERNATIONAL DTD 2/20/2009 5% 2/15/2019 600000 PV | 672,552 | 672,552 |
| IBM CORP DTD 11/1/1989 8.375% 11/1/2019 470000 PV | 601,600 | 601,600 |
| JOHN DEERE CAP DTD 7/12/2011 3.9% 7/12/2021 300000 PV | 325,134 | 325,134 |
| ORACLE CORP DTD 4/9/2008 5.75% 4/15/2018 550000 PV | 621,753 | 621,753 |
| PEPSICO INC DTD 10/24/2008 7.9% 11/1/2018 410000 PV | 498,806 | 498,806 |
| TOYOTA MOTOR CREDIT CORP DTD 9/15/2011 2% 9/15/2016 325000 PV | 330,892 | 330,892 |
| WACHOVIA BANK NA DTD 3/9/2006 5.6% 3/15/2016 380000 PV | 400,771 | 400,771 |
| WAL-MART STORES DTD 2/15/2000 7.55% 2/15/2030 325000 PV | 478,628 | 478,628 |
| WAL-MART STORES INC DTD 8/24/2007 5.8% 2/15/2018 215000 PV | 243,021 | 243,021 |

TY 2014 Investments Corporate
Stock Schedule

Name: THE DAVENPORT FAMILY FOUNDATION
C/O BALDWIN FAMILY OFFICE LLC
EIN: 23-7871419

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---|------------------------|-------------------------------|
| 3M CO 4600 SHARES | 755,872 | 755,872 |
| ABBOTT LABORATORIES 5000 SHARES | 225,100 | 225,100 |
| ABBVIE 5000 SHARES | 327,200 | 327,200 |
| ALTRIA GROUP INC 17000 SHARES | 837,590 | 837,590 |
| AMERICAN EXPRESS CO. 7000 SHARES | 651,280 | 651,280 |
| APACHE CORP 2000 SHARES | 125,340 | 125,340 |
| APPLE INC. 14000 SHARES | 1,543,320 | 1,543,320 |
| AT&T INC 10000 SHARES | 335,900 | 335,900 |
| AUTOMATIC DATA PROCESSING INC. 8550 SHARES | 712,814 | 712,814 |
| CATERPILLAR INC. 1500 SHARES | 137,295 | 137,295 |
| CDK GLOBAL INC 2850SH | 116,166 | 116,166 |
| CHEVRON CORP 7000 SHARES | 785,260 | 785,260 |
| CISCO SYSTEMS 15500 SHARES | 431,133 | 431,133 |
| COLGATE PALMOLIVE CO. 3400 SHARES | 235,246 | 235,246 |
| CONOCOPHILLIPS 7000 SHARES | 483,420 | 483,420 |
| CORNING INC. 10000 SHARES | 229,300 | 229,300 |
| DANAHER CORP 10000 SHARES | 857,100 | 857,100 |
| DOMINION RESOURCES INC VIRGINIA 3100 SHARES | 238,390 | 238,390 |
| EASTMAN CHEMICAL CO. 12000 SHARES | 910,320 | 910,320 |
| ELI LILLY & CO 6500 SHARES | 448,435 | 448,435 |
| EMERSON ELECTRIC CO. 8500 SHARES | 524,705 | 524,705 |
| EXELON CORPORATION 3000 SHARES | 111,240 | 111,240 |
| EXXON MOBIL CORPORATION 6890 SHARES | 636,981 | 636,981 |
| FRANKLIN RESOURCES INC. 5100 SHARES | 282,387 | 282,387 |
| GENERAL ELECTRIC CO. 8400 SHARES | 212,268 | 212,268 |
| HONEYWELL INTERNATIONAL INC 10000 SHARES | 999,200 | 999,200 |
| ILLINOIS TOOL WORKS 3000 SHARES | 284,100 | 284,100 |
| INTEL CORP. 11900 SHARES | 431,851 | 431,851 |
| INTL BUSINESS MACHINES CORP. 4400 SHARES | 705,936 | 705,936 |
| JOHNSON & JOHNSON 6800 SHARES | 711,076 | 711,076 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|--|------------------------|-------------------------------|
| JPMORGAN CHASE & CO 8500 SHARES | 531,930 | 531,930 |
| KELLOGG CO. 8000 SHARES | 523,520 | 523,520 |
| LOCKHEED MARTIN CORP. 3500 SHARES | 673,995 | 673,995 |
| MCDONALDS CORP. 2500 SHARES | 234,250 | 234,250 |
| MEDTRONIC INC. 6000 SHARES | 435,200 | 435,200 |
| MERCK & CO INC 4500 SHARES | 255,555 | 255,555 |
| MICROSOFT CORP. 17000 SHARES | 789,650 | 789,650 |
| NEXTERA ENERGY INC 7500 SHARES | 797,175 | 797,175 |
| NORTHERN TRUST CORP 2500 SHARES | 168,500 | 168,500 |
| NOVARTIS AG ADR 5500 SHARES | 509,630 | 509,630 |
| OMNICOM GROUP 8467 SHARES | 655,938 | 655,938 |
| ORACLE CORP 15000 SHARES | 674,550 | 674,550 |
| PEPSICO INC. 8500 SHARES | 803,760 | 803,760 |
| PFIZER INC. 271370 SHARES | 8,453,176 | 8,453,176 |
| PG&E CORP 9000 SHARES | 479,160 | 479,160 |
| PHILLIPS 66 3500 SHARES | 250,950 | 250,950 |
| PROCTER & GAMBLE CO. 9400 SHARES | 856,246 | 856,246 |
| QUALCOMM CORP. 6500 SHARES | 483,145 | 483,145 |
| SCHLUMBERGER LTD. 8000 SHARES | 683,280 | 683,280 |
| TARGET CORP 6000 SHARES | 455,460 | 455,460 |
| UNITED TECHNOLOGIES CORP. 9000 SHARES | 1,035,000 | 1,035,000 |
| VARIAN MEDICAL SYSTEMS INC 6400 SHARES | 553,664 | 553,664 |
| WALT DISNEY CO. 5000 SHARES | 470,950 | 470,950 |
| WATERS CORP 3000 SHARES | 338,160 | 338,160 |
| YUM BRANDS INC 6750 SHARES | 491,738 | 491,738 |

TY 2014 Investments Government Obligations Schedule

Name: THE DAVENPORT FAMILY FOUNDATION
C/O BALDWIN FAMILY OFFICE LLC

EIN: 23-7871419

| | |
|--|-----------|
| US Government Securities - End of | |
| Year Book Value: | 6,244,164 |
| US Government Securities - End of | |
| Year Fair Market Value: | 6,244,164 |
| State & Local Government | |
| Securities - End of Year Book | |
| Value: | 0 |
| State & Local Government | |
| Securities - End of Year Fair | |
| Market Value: | 0 |

TY 2014 Other Expenses Schedule**Name:** THE DAVENPORT FAMILY FOUNDATION

C/O BALDWIN FAMILY OFFICE LLC

EIN: 23-7871419

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-------------|-----------------------------------|--------------------------|---------------------|--|
| TELEPHONE | 323 | 0 | | 323 |
| INSURANCE | 2,200 | 0 | | 2,200 |
| BANK FEES | 146 | 0 | | 146 |

TY 2014 Other Increases Schedule

Name: THE DAVENPORT FAMILY FOUNDATION
C/O BALDWIN FAMILY OFFICE LLC
EIN: 23-7871419

| Description | Amount |
|--|-----------|
| NET CHANGE IN UNREALIZED APPRECIATION FOR TAX YEAR | 2,600,683 |

TY 2014 Other Professional Fees Schedule**Name:** THE DAVENPORT FAMILY FOUNDATION

C/O BALDWIN FAMILY OFFICE LLC

EIN: 23-7871419

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------|---------|--------------------------|------------------------|---|
| INVESTMENT FEES | 193,207 | 193,207 | | 0 |

TY 2014 Taxes Schedule**Name:** THE DAVENPORT FAMILY FOUNDATION

C/O BALDWIN FAMILY OFFICE LLC

EIN: 23-7871419

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---------------|--------|--------------------------|------------------------|---|
| FOREIGN TAXES | 2,277 | 2,277 | | 0 |
| EXCISE TAXES | 45,084 | 0 | | 0 |