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 separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052 **2014** Open to Public Inspection

For calendar year 2014 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) Room/suite
1100 N MARKET ST, DE3-C070

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 change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 19,968,922.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

	Line	Description	(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			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	24.	24.		STATEMENT 1
	4	Dividends and interest from securities	563,970.	563,970.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	<35,169.>			
	b	Gross sales price for all assets on line 6a 1,497,287.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	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	<116,170.>	365.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	412,655.	564,359.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	8,696.	4,348.		4,348.
	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 STMT 4	26,562.	2,762.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	6,400.	0.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	41,658.	7,110.		4,348.
	25	Contributions, gifts, grants paid	867,000.			867,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	908,658.	7,110.		871,348.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	<496,003.>			
	b	**Net investment income** (if negative, enter -0-)		557,249.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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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			
	2 Savings and temporary cash investments	150,216.	532,021.	532,021.
	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	10,611,266.	10,571,362.	14,887,620.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	2,743,996.	1,908,975.	4,549,281.
	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 I)	13,505,478.	13,012,358.	19,968,922.
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	13,505,478.	13,012,358.	
	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	13,505,478.	13,012,358.	
	31 Total liabilities and net assets/fund balances	13,505,478.	13,012,358.	

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	13,505,478.
2 Enter amount from Part I, line 27a	2	<496,003.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	5,053.
4 Add lines 1, 2, and 3	4	13,014,528.
5 Decreases not included in line 2 (itemize) ▶ 2014 FOREIGN TREATY RATE ADJ	5	2,170.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,012,358.

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	1,497,287.		1,532,456.	<35,169.>

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				<35,169.>

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	<35,169.>
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))
2013	776,003.	17,642,778.	.043984
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

2 Total of line 1, column (d)	2	.232683
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	.046537
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	19,294,298.
5 Multiply line 4 by line 3	5	897,899.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,572.
7 Add lines 5 and 6	7	903,471.
8 Enter qualifying distributions from Part XII, line 4	8	871,348.

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	11,145.
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	11,145.
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	11,145.
6 Credits/Payments				
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	21,721.		
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	21,721.
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	10,576.
11 Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶	10,576.	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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
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.			
c Did the foundation file **Form 1120-POL** for this year?	1c		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.*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	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*	8b	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WILLMINGTON 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

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1) 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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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		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 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 ▶ ________, ________, ________, ________			
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 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.)* 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 2014?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? [ ] Yes [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions) [ ] Yes [X] 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 [X] No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A [ ] Yes [ ] No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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 [X] 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		8,696.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

Form **990-PF** (2014)

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	19,063,712.
b	Average of monthly cash balances			1b	524,408.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	19,588,120.
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	19,588,120.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	293,822.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	19,294,298.
6	**Minimum investment return.** Enter 5% of line 5			6	964,715.

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	964,715.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	11,145.		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	11,145.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	953,570.
4	Recoveries of amounts treated as qualifying distributions			4	5,000.
5	Add lines 3 and 4			5	958,570.
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	958,570.

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	871,348.
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	871,348.
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	871,348.

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				958,570.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			862,826.	
b Total for prior years ____ , ____ , ____		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 ▶ $ 871,348.				
a Applied to 2013, but not more than line 2a			862,826.	
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				8,522.
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 instr			0.	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				950,048.
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	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 XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

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

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

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ [X] 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	5,000.
BENEVOLENCE FARM PO BOX 1033 CARRBORO, NC 27510	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	5,000.
BIRTHDAY WISHES INC PO BOX 590645 NEWTON CENTRE, MA 02459	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	1,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	867,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	24.	
4 Dividends and interest from securities			14	563,970.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	480000	<116,535.>	16	365.	
8 Gain or (loss) from sales of assets other than inventory			18	<35,169.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		<116,535.>		529,190.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 412,655.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule

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

Sign Here

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

[signature] 7/2/15 WILM TRUST CO, TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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	ENERPRISE PRODUCTS PARTNERS LP	P	VARIOUS	VARIOUS
d	KINDER MORGAN ENERGY PARTNERS LP	P	VARIOUS	VARIOUS
e	SUBURBAN PROPANE PARTNERS, LP	P	VARIOUS	VARIOUS
f	SEE ATTACHED	P	VARIOUS	VARIOUS
g	SEE ATTACHED	P	VARIOUS	VARIOUS
h	ENTERPRISE PRODUCT PARTNERS	P	VARIOUS	VARIOUS
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			8,162.	<8,162.>
b	2,884.			2,884.
c	612.			612.
d			408.	<408.>
e			6,430.	<6,430.>
f	408,990.		439,183.	<30,193.>
g	1,034,709.		1,078,273.	<43,564.>
h	36,166.			36,166.
i	13,926.			13,926.
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				<8,162.>
b				2,884.
c				612.
d				<408.>
e				<6,430.>
f				<30,193.>
g				<43,564.>
h				36,166.
i				13,926.
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	<35,169.>
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

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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	2,000.
BOWDOIN COLLEGE 3530 COLLEGE STATION BRUNSWICK, ME 04011	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	100,000.
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	5,000.
CENTER FOR THE ARTS IN NATICK 14 SUMMER STREET NATICK, MA 01760	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	10,000.
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	65,000.
COLLECTIVE THEATER ARTS & FILM, LTD. 208 W 37TH STREET NEW YORK, NY 10018	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	10,000.
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.
Total from continuation sheets				845,000.

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
DUKE UNIVERSITY BOX 104132 DURHAM, NC 27708	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	109,000.
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	5,000.
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	15,000.
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	2,000.
HARVARD UNIVERSITY GRADUATE SCHOOL OF EDUCATION APPIAN WAY CAMBRIDGE, MA 02138	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	2,000.
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
HOME FOR LITTLE WANDERERS 271 HUNTINGTON AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	1,000.
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.
LAKE RESCUE ASSOCIATION PO BOX 372 LUDLOW, VT 05149	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	1,000.
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	20,000.
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.
Total from continuation sheets				

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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
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.
MOUNT DESERT LAND AND GARDEN PRESERVE PO BOX 208 SEAL HARBOR, ME 04675	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	2,000.
MUSEUM OF MODERN ART 11 WEST 53 STREET NEW YORK, NY 10019	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.
NEWTOWN FOOD PANTRY 1608 BEACON STREET NEWTOWN, MA 02468	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	1,000.
NEWTOWN NORTH HIGH SHCOOL PTSO (TRANSITIONING TOGETHER FUND) 457 WALNUT STREET NEWTOWN , MA 02460	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	2,000.
NORTH CAROLINA AGRICULTURE FOUNDATION INC NCSU BOX 7207 RALEIGH, NC 27695-7207	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	5,000.
Total from continuation sheets				

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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
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	2,000.
PRESERVATION DURHAM (HISTORICAL PRESERVATION SOCIETY OF DURHAM) 3001 ACADEMY ROAD, SUITE 130 DURHAM, NC 27707	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	10,000.
PRINCETON UNIVERSITY PO BOX 35 PRINCETON, NJ 08543	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	2,000.
RELIOUS COALITION FOR A NON-VIOLENT DURHAM INC PO BOX 52303 DURHAM , NC 27717	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	1,000.
SECOND STEP INC. PO 600213 NEWTONVILLE, MA 02460	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	1,000.
SHADY HILL SCHOOL 178 COOLIDGE HILL CAMBRIDGE, MA 02138	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	90,000.
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.
Total from continuation sheets				

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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
SOUTHEASTERN EFFORTS DEVELOPING SUSTAINABLE SPACES INC 706 GILBERT ST DURHAM, NC 27701	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	150,000.
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	10,000.
THE FOUNDATION FOR CHILDREN'S BOOKS INC. 398 WALNUT STREET NEWTOWN, MA 02460	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	1,000.
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.
WATERTOWN ARTS ON THE CHARLES INC. 321 ARSENAL STREET WATERTOWN, MA 02472	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	1,000.
WEST SUBURBAN YMCA 276 CHURCH STREET NEWTON CENTRE, MA 02458	N/A	PUBLIC CHARITY	SUPPORT OF OPERATIONS	1,000.
WHEELOCK COLLEGE - WHEELOCK FAMILY THEATRE 200 RIVERWAY BOSTON, MA 02215	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	24.	24.	
TOTAL TO PART I, LINE 3	24.	24.	

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	4,431.	0.	4,431.	4,431.	
CORPORATE INTEREST	62,500.	0.	62,500.	62,500.	
DOMESTIC DIVIDENDS	347,343.	13,926.	333,417.	333,417.	
ENTERPRISE PRODUCTS PARTNERS, LP - INTEREST	78.	0.	78.	78.	
FOREIGN DIVIDENDS	70,904.	0.	70,904.	70,904.	
FOREIGN INTEREST	20,397.	0.	20,397.	20,397.	
KINDER MORGAN ENERGY PARTNERS, LP - DIVIDENDS	241.	0.	241.	241.	
KINDER MORGAN ENERGY PARTNERS, LP - INTEREST	236.	0.	236.	236.	
NONQUALIFIED DIVIDENDS	69,325.	0.	69,325.	69,325.	
NONQUALIFIED DOMESTIC DIVS	20.	0.	20.	20.	
NUSTAR ENERGY, LP - INTEREST & DIVS	1,124.	0.	1,124.	1,124.	
SURBURBAN PROPANE LP - INTEREST	1,297.	0.	1,297.	1,297.	
TO PART I, LINE 4	577,896.	13,926.	563,970.	563,970.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AMERIGAS PARTNERS, LP	<62,115.>	0.	
ENTERPRISE PRODUCTS PARTNERS LP	7,862.	0.	
KINDER MORGAN ENERGY PARTNERS, LP	365.	365.	
NUSTAR ENERGY, LP	10,981.	0.	
SURBURBAN PROPANE LP	<84,834.>	0.	
TERRA NITROGEN LP	<22,072.>	0.	
KINDER MORGAN ENERGY PARTNERS, LP	33,643.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<116,170.>	365.	

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	2,170.	2,170.		0.
FOREIGN TAX WITHHELD - NUSTAR ENERGY LP	567.	567.		0.
2013 FEDERAL EXCISE TAXES PAID	9,000.	0.		0.
2014 FEDERAL EXCISE TAXES PAID	14,800.	0.		0.
FOREIGN TAX WITHHELD - KINDER MORGAN	25.	25.		0.
TO FORM 990-PF, PG 1, LN 18	26,562.	2,762.		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	210.	0.		0.
NUSTAR ENERGY, LP - NON-DEDUCTIBLE OTHER EXPENSES	271.	0.		0.

ENTERPRISE PRODUCTS PARTNERS, LP - NON-DEDUCTIBLE EXPENSES	46.	0.		0.
SURBURBAN PROPANE LP - NON-DEDUCTIBLE EXPENSES	558.	0.		0.
TERRA NITROGEN COMPANY LP - NON-DEDUCTIBLE EXPENSES	19.	0.		0.
KINDER MORGAN ENERGY PARTNERS, LP	2,850.	0.		0.
KINDER MORGAN ENERGY PARTNERS, LP - FREED UP LOSSES	2,446.	0.		0.
TO FORM 990-PF, PG 1, LN 23	6,400.	0.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
DIVIDENDS TAXABLE IN 2014, RECEIVED IN 2015	3.
STOP PAYMENT ON 2013 DISTRIBUTION	5,000.
ROUNDING	50.
TOTAL TO FORM 990-PF, PART III, LINE 3	5,053.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS AND CONVERTIBLES (SEE ATTACHED)	8,393,430.	12,725,920.
PREFERRED STOCKS (SEE ATTACHED)	2,177,932.	2,161,700.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,571,362.	14,887,620.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PUBLICLY TRADED PARTNERSHIP INTERESTS (SEE ATTACHED)	COST	1,908,975.	4,549,281.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,908,975.	4,549,281.

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

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	8,696.	0.	0.
H. KEITH H. BRODIE 63 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		8,696.	0.	0.

TAX PREPARER 168
TRUST ADMINISTRATOR 712
INVESTMENT OFFICER 1278

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	MARKET DISCOUNT	TERM	NC	8949
38243 0000 AMERICAN CAPITAL LTD - 02503Y103 - MINOR = 43									
SOLD		08/19/2014	595533 57						
ACQ	29999 2100	04/07/2008	467158 35	1046465 41	-579307 06	0 00	LT	Y	F
	8243 7900	06/18/2009	128375 22	26544 18	101831 04	0 00	LT	Y	F
500000 0000 AUSTRALIA(CMNWLTH) 4 500% 10/21/14 - B3NHKB9 - MINOR = 34									
SOLD		10/21/2014	439175 12						
ACQ	500000 0000	11/21/2012	439175 12	535728 92	-96553 80	0 00	LT	Y	F
410425 1300 AUSTRALIA DOLLAR SPOT - SPT999AUD - MINOR = 11									
SOLD		12/17/2014	335727 76						
ACQ	410425 1300		335727 76	360497 01	-24769 25	0 00	ST	Y	C
5200 0000 KINDER MORGAN ENERGY PARTNERS LP - 494550106 - MINOR = 98									
SOLD		12/19/2014	519220 00						
ACQ	5200 0000	04/08/2003	519220 00	-11246 18	530466 18	0 00	LT	Y	F
CHANGED 06/08/15 SAK									
1976 KINDER MORGAN INC - 49456B101 - MINOR = 43									
SOLD		12/26/2014	8 36						
ACQ	1976	11/24/2014	8 36	8 21	0 15	0 00	ST		C
89574 8700 AUSTRALIA DOLLAR SPOT - SPT999AUD - MINOR = 11									
SOLD		12/30/2014	73254 33						
ACQ	89574 8700		73254 33	78678 11	-5423 78	0 00	ST	Y	C
		TOTALS	1962919 14	2036675 66					

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	-30193 03	0 00	-43563 64	0 00	0 00	0 00*
COVERED FROM ABOVE	0 15	0 00	0 00	0 00	0 00	
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIV/DIST	0 00	0 00	13925 60			0 00
	-30192 88	0 00	-29638 04	0 00	0 00	0 00

STATE	SHORT TERM	LONG TERM 28%	LONG TERM	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	-30193 03	0 00	-43563 64	0 00	0 00	0 00*
COVERED FROM ABOVE	0 15	0 00	0 00	0 00	0.00	
COMMON TRUST FUND	0 00	0.00	0 00			0 00
CAPITAL GAIN DIV/DIST	0 00	0 00	13925 60			0 00
	-30192 88	0 00	-29638 04	0 00	0 00	0 00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0 00	0.00
DELAWARE	N/A	N/A

Investment Detail

Account: 009606-007 CO-TT FOR DEVONWOOD FOUNDATION

Across Account(s) Combine Principal and Income

As of Date 12/31/2014

Major Security Type	Description	Quantity	Market Value	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss
COMMON EQUITY SECURITIES	WEIS MARKETS INC	10,000 0000	478,200 00	47 8200	360,825 04	36 0825	117,374 96
		10,000 0000	**478,200 00**		**360,825.04**		**117,374 96**
COMMON EQUITY SECURITIES	AMERIGAS PARTNERS LP	26,000 0000	1,245,920 00	47 9200	565,446 82	29 6126	475,991 18
COMMON EQUITY SECURITIES	ENTERPRISE PRODUCTS PARTNERS LIMITED PARTNERSHIP	35,320 0000	1,275,758 40	. 36 1200	0 00	1 1224	1,236,116 41
COMMON EQUITY SECURITIES	KINDER MORGAN INCORPORATED	11,577 0000	489,822 87	42 3100	480,850 69	41 5350	8,972 18
COMMON EQUITY SECURITIES	NUSTAR ENERGY LP	9,300 0000	537,075 00	57 7500	149,067 32	24 4193	309,975 68
COMMON EQUITY SECURITIES	SEADRILL LIMITED	20,000 0000	238,800 00	11 9400	745,981 00	37 2991	(507,181 00)
COMMON EQUITY SECURITIES	SPECTRA ENERGY CORPORATION	19,000 0000	689,700 00	36 3000	508,752 36	26 7764	180,947 64
COMMON EQUITY SECURITIES	TOTAL SA SPONSORED ADR (CHANGED FROM TOTAL FINA ELF S A SPONSORED ADR)	4,500 0000	230,400 00	51 2000	242,437 04	53 8749	(12,037 04)
		125,697.0000	**4,707,476 27**		**2,692,535 23**		**1,692,785 05**
COMMON EQUITY SECURITIES	NEW YORK COMMUNITY BANCORP INC	30,000 0000	480,000 00	16 0000	548,324 10	18 2775	(68,324 10)
COMMON EQUITY SECURITIES	PLUM CREEK TIMBER CO INC	4,000 0000	171,160 00	42 7900	92,239 20	23 0598	78,920 80
		34,000.0000	**651,160.00**		**640,563.30**		**10,596 70**
COMMON EQUITY SECURITIES	ABBVIE INC	18,300 0000	1,197,552 00	65 4400	552,638 58	30 1988	644,913 42
COMMON EQUITY SECURITIES	BRISTOL-MYERS SQUIBB CO	40,000 0000	2,361,200 00	59 0300	889,532 00	22 2383	1,471,668 00
COMMON EQUITY SECURITIES	GLAXOSMITHKLINE PLC ADR	10,000 0000	427,400 00	42 7400	377,846 01	37 7846	49,553 99
COMMON EQUITY SECURITIES	JOHNSON & JOHNSON	8,600 0000	899,302 00	104 5700	500,235 36	58 1669	399,066 64
		76,900.0000	**4,885,454.00**		**2,320,251.95**		**2,565,202.05**
COMMON EQUITY SECURITIES	DIEBOLD INC COMMON	3,000 0000	103,920 00	34 6400	97,132 80	32 3776	6,787 20
		3,000.0000	**103,920.00**		**97,132.80**		**6,787.20**
COMMON EQUITY SECURITIES	APPLE INC	1,750 0000	193,165 00	110 3800	100,057 76	57 1759	93,107 24
		1,750.0000	**193,165.00**		**100,057.76**		**93,107.24**
COMMON EQUITY SECURITIES	E I DUPONT DE NEMOURS & CO COMMON	6,000 0000	443,640 00	73 9400	255,729 33	42 6216	187,910 67
COMMON EQUITY SECURITIES	NUCOR CORP COMMON	3,500 0000	171,675 00	49 0500	126,603 40	36 1724	45,071 60
COMMON EQUITY SECURITIES	PACKAGING CORP OF AMER COM	20,000 0000	1,561,000 00	78 0500	512,926 00	25 6463	1,048,074 00
COMMON EQUITY SECURITIES	POTLATCH HOLDINGS INC	4,832 0000	202,315 84	41 8700	172,744 00	35 7500	29,571 84
COMMON EQUITY SECURITIES	TERRA NITROGEN COMPANY LP	3,009 0000	309,024 30	102 7000	617,601 00	239 3479	(411,173 60)
		37,341.0000	**2,687,655.14**		**1,685,603.73**		**899,454 51**

Investment Detail

Account: 009606-007 CO-TT FOR DEVONWOOD FOUNDATION

Across Account(s) Combine Principal and Income

As of Date 12/31/2014

Major Security Type	Description	Quantity	Market Value	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss
COMMON EQUITY SECURITIES	SUBURBAN PROPANE PARTNERS LP LIMITED PARTNERSHIP	16,000 0000	691,680 00	43 2300	576,860 00	46 4954	(52,247 00)
		16,000.0000	**691,680 00**		**576,860 00**		**(52,247 00)**
COMMON EQUITY SECURITIES	CONSOLIDATED EDISON INCORPORATED	5,000 0000	330,050 00	66 0100	217,482 50	43 4965	112,567 50
COMMON EQUITY SECURITIES	GREAT PLAINS ENERGY INC COM	20,000 0000	568,200 00	28 4100	597,251 00	29 8626	(29,051 00)
COMMON EQUITY SECURITIES	SCANA CORP NEW COM	15,000 0000	906,000 00	60 4000	510,276 00	34 0184	395,724 00
COMMON EQUITY SECURITIES	WESTAR ENERGY INC	26,000 0000	1,072,240 00	41 2400	503,565 40	19 3679	568,674 60
		66,000.0000	**2,876,490.00**		**1,828,574.90**		**1,047,915 10**
COMMON EQUITY SECURITIES		**370,688.0000**	**17,275,200.41**		**10,302,404.71**		**6,380,975 81**
MONEY MARKET FUNDS	WILMINGTON US GOVERNMENT MONEY MARKET FUND CLASS SELECT	532,021 1100	532,021 11	1 0000	532,021 11	1 0000	0 00
		532,021.1100	**532,021.11**		**532,021 11**		**0.00**
TOTAL MONEY MARKET FUNDS		**532,021.1100**	**532,021.11**		**532,021.11**		**0.00**
PREFERRED EQUITY SECURITI	RBS CAPITAL FUNDING TR V 5 900% PREFERRED SERIES E CALLABLE	47,000 0000	1,142,100 00	24 3000	1,164,739 00	24 7817	(22,639 00)
		47,000.0000	**1,142,100 00**		**1,164,739 00**		**(22,639 00)**
PREFERRED EQUITY SECURITI	MORGAN STANLEY CAPITAL TRUST III PREFERRED 6 25% SERIES 03/01/33 CALLABLE	40,000 0000	1,019,600 00	25 4900	1,013,193 32	25 3298	6,406 68
		40,000.0000	**1,019,600 00**		**1,013,193 32**		**6,406.68**
PREFERRED EQUITY SECURITIES		**87,000.0000**	**2,161,700 00**		**2,177,932 32**		**(16,232 32)**
		989,709.1100	**19,968,921.52**		**13,012,358.14**		**6,364,743 49**

Form **8868** (Rev. January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at** ***www.irs.gov/form8868***

OMB No. 1545-1709

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

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

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

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

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

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

Type or print		**Enter filer's identifying number**
	Name of exempt organization or other filer, see instructions. DEVONWOOD FOUNDATION 009606-007 C/O WILMINGTON TRUST COMPANY	Employer identification number (EIN) or 51-6024607
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 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) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (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

- The books are in the care of ▶ WILMINGTON TRUST COMPANY 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2015, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2014 or
▶ [ ] tax year beginning ______, and ending ______.

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

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 5,761.
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.	3b	$ 21,721.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

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