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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

2016

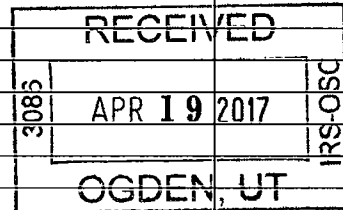
Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation DEVON CREEK FOUNDATION C/O STERLING FOUNDATION MANAGEMENT, LLC		A Employer identification number 47-1903487
Number and street (or P.O. box number if mail is not delivered to street address) 12030 SUNRISE VALLEY DRIVE	Room/suite 450	B Telephone number 703-437-9720
City or town, state or province, country, and ZIP or foreign postal code RESTON, VA 20191		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☒ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 7,065,465.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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	100.		N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	168,621.	168,621.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-6,585.			
	b Gross sales price for all assets on line 6a	859,660.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total Add lines 1 through 11	162,136.	168,621.		
	13 Compensation of officers, directors, trustees, etc	102,000.	0.		102,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	43,007.	0.		43,007.
	16a Legal fees STMT 2	5,586.	2,793.		2,793.
	b Accounting fees				
	c Other professional fees STMT 3	84,439.	29,531.		50,468.
	17 Interest				
	18 Taxes STMT 4	13,240.	0.		8,447.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	23,948.	0.		23,948.
22 Printing and publications					
23 Other expenses STMT 5	9,114.	0.		8,517.	
24 Total operating and administrative expenses Add lines 13 through 23	281,334.	32,324.		239,180.	
25 Contributions, gifts, grants paid	258,045.			258,045.	
26 Total expenses and disbursements Add lines 24 and 25	539,379.	32,324.		497,225.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-377,243.				
b Net investment income (if negative, enter -0-)		136,297.			
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	12,782.	44,724.	44,724.
	2 Savings and temporary cash investments	25,402.	434.	434.
	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			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 6	7,563,604.	7,179,397.	7,020,307.	
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)	7,601,788.	7,224,555.	7,065,465.	
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 ▶ DUE TO STERLING)	0.	10.		
23 Total liabilities (add lines 17 through 22)	0.	10.		
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	7,601,788.	7,224,545.	
	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			
	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	7,601,788.	7,224,545.	
	31 Total liabilities and net assets/fund balances	7,601,788.	7,224,555.	

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 7,601,788.
2 Enter amount from Part I, line 27a	2 -377,243.
3 Other increases not included in line 2 (itemize) ▶	3 0.
4 Add lines 1, 2, and 3	4 7,224,545.
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 7,224,545.

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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 BERNSTEIN	P	12/30/15	12/31/16
b CAPITAL GAINS DIVIDENDS			
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 845,406.		866,245.	-20,839.
b 14,254.			14,254.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			-20,839.
b			14,254.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-6,585.
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))
2015	275,267.	7,402,046.	.037188
2014	51,373.	7,481,451.	.006867
2013			
2012			
2011			

2 Total of line 1, column (d)	2	.044055
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	.022028
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	7,083,564.
5 Multiply line 4 by line 3	5	156,037.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,363.
7 Add lines 5 and 6	7	157,400.
8 Enter qualifying distributions from Part XII, line 4	8	497,225.

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.

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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)		1	1,363.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	1,363.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	1,363.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	2,428.	
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	2,428.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	4.	
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	1,061.	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>VA, FL</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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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? Website address ► <u>WWW.DEVONCREEK.ORG</u>	13	X
14 The books are in care of ► <u>STERLING FOUNDATION MANAGEMENT</u> Telephone no ► <u>703-437-9720</u> Located at ► <u>12030 SUNRISE VALLEY DR., STE 450, RESTON, VA</u> ZIP+4 ► <u>20191</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ 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 c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____	2b	
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 2016 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 2016) 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 2016?	4b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)?

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 ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHAEL F. CHENOWETH 12030 SUNRISE VALLEY DRIVE RESTON, VA 20191	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
PAMELA B. PIERCE 12030 SUNRISE VALLEY DRIVE RESTON, VA 20191	SEC'Y/DIRECTOR 1.00	0.	0.	0.
JONI L. CHENOWETH 12030 SUNRISE VALLEY DRIVE RESTON, VA 20191	MEDICAL DIRECTOR/DIRECTOR 1.00	102,000.	43,007.	0.

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

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

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,128,389.
b	Average of monthly cash balances	1b	63,047.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,191,436.
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	7,191,436.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	107,872.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,083,564.
6	Minimum investment return. Enter 5% of line 5	6	354,178.

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	354,178.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,363.
b	Income tax for 2016 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,363.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	352,815.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	352,815.
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	352,815.

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	497,225.
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	497,225.
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	1,363.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	495,862.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				352,815.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			138,294.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 497,225.				
a Applied to 2015, but not more than line 2a			138,294.	
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 2016 distributable amount				352,815.
e Remaining amount distributed out of corpus	6,116.			
5 Excess distributions carryover applied to 2016 (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:	6,116.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	6,116.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
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 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	6,116.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016	6,116.			

N/A

Form **990-PF** (2016)

DEVON CREEK FOUNDATION

Form 990-PF (2016)

C/O STERLING FOUNDATION MANAGEMENT, LLC

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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				
ACLU OF FLORIDA 4500 BISCAYNE BLVD, SUITE 340 MIAMI, FL 33137	NONE	501(C)(3)	GENERAL	6,000.
AFRICAN MISSION HEALTHCARE FOUNDATION P.O. BOX 2783 WESTERVILLE, OH 43086	NONE	501(C)(3)	GENERAL	2,000.
ALDERGATE UNITED METHODIST CHURCH 14230 SE NEWPORT WAY BELLEVUE, WA 98006	NONE	501(C)(3)	FOR THE CHRISTIE MCLEAN ETHIOPIA PROJECTS	5,500.
ALL SOULS UNITARIAN CHURCH 5805 EAST 56TH STREET INDIANAPOLIS, IN 46226	NONE	501(C)(3)	GENERAL	1,000.
AMNESTY INTERNATIONAL USA, INC. 5 PENN PLAZA, 16TH FLOOR NEW YORK, NY 10001	NONE	501(C)(3)	GENERAL	1,000.
Total	SEE CONTINUATION SHEET(S)			258,045.
b Approved for future payment				
NONE				
Total				0.

Form 990-PF (2016)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	168,621.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	-6,585.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a						
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		0.		162,036.	0.
13	Total Add line 12, columns (b), (d), and (e)				162,036.	162,036.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Part XVII

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

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
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, this return is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date 4/19/17

OFFICER
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
BARRY B. BONDROFF,
CPA

Preparer's signature 

Date
3/13/17

Check ☐ if self-employed

PTIN

P00087387

Firm's name ► GORFINE, SCHILLER & GARDYN, PA

Firm's EIN ▶ 52-1231901

Firm's address ► 10045 RED RUN BLVD, SUITE 250
OWINGS MILLS, MD 21117

Phone no **410-356-5900**

DEVON CREEK FOUNDATION

C/O STERLING FOUNDATION MANAGEMENT, LLC

47-1903487

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
APOPO US 1133 15TH STREET NW, 12TH FLOORWASHINGTON D.C WASHINGTON, DC 20005	NONE	501(C)(3)	GENERAL	2,000.
CPR FOUNDATIONS OF THE CAROLINAS 314 VINTAGE HILL LANE HUNTERSVILLE, NC 28078	NONE	501(C)(3)	GENERAL	5,000.
CHILDREN'S MEDICAL CENTER FOUNDATION 2777 N. STEMMONS FWY., STE. 700 DALLAS, TX 75207	NONE	501(C)(3)	SUPPORT OF "CHILDREN HELPING CHILDREN" TENNIS TOURNAMENT	1,000.
DAYS FOR GIRLS INTERNATIONAL 1610 GROVER STREET, SUITE B22 LYNDEN, WA 98264	NONE	501(C)(3)	GENERAL	1,000.
DIGNITY PERIOD 1036 DAUTEL LANE SAINT LOUIS, MO 63146	NONE	501(C)(3)	GENERAL	10,000.
EVERGLADES LAW CENTER 331 W. CENTRAL AVENUE, SUITE 213 WINTER HAVEN, FL 33880	NONE	501(C)(3)	GENERAL	5,000.
FAMILY LEGACY MISSIONS INTERNATIONAL 5005 WEST ROYAL LANE, SUITE 252 IRVING, TX 75063	NONE	501(C)(3)	STEPHEN'S LIFE VISION HOME.	5,000.
FLORIDA GRAND OPERA 8390 NORTHWEST 25TH STREET MIAMI, FL 33122	NONE	501(C)(3)	GENERAL	2,000.
FRIENDS OF WLRN, INC. 169 E. FLAGLER STREET, SUITE 1400 MIAMI, FL 33131	NONE	501(C)(3)	FRIENDS OF WLRN, INC.	2,000.
HDI INC. 8 ESSEX STREET NEWBURYPORT, MA 01950-2716	NONE	501(C)(3)	FOR THE PARTNERSHIP FOR MATERNAL, NEWBORN, AND CHILD HEALTH WORLD HEALTH ORGANIZATION	2,000.
Total from continuation sheets				242,545.

DEVON CREEK FOUNDATION

C/O STERLING FOUNDATION MANAGEMENT, LLC

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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
HEALING HANDS OF JOY 294 CLINTON STREET, APT. 2 BROOKLYN, NY 11201	NONE	501(C)(3)	GENERAL	10,000.
HEIFER INTERNATIONAL P.O. BOX 727 LITTLE ROCK, AR 72203	NONE	501(C)(3)	GENERAL	2,000.
HIMALAYAN CATARACT PROJECT, INC. P.O. BOX 55 WATERBURY, VT 05676	NONE	501(C)(3)	GENERAL	1,500.
HUMAN RIGHTS WATCH 350 FIFTH AVENUE, 34TH FLOOR NEW YORK, NY 10118-3299	NONE	501(C)(3)	DIRECTED GRANT FOR GIRLS NOT BRIDES	1,000.
IZAAK WALTON LEAGUE OF AMERICA, INC. 707 CONSERVATION LANE GAITHERSBURG, MD 20878	NONE	501(C)(3)	GENERAL	4,400.
IZAAK WALTON LEAGUE OF AMERICA, CYPRESS CHAPTER P.O. BOX 236 HOMESTEAD, FL 33090	NONE	501(C)(3)	COLLEGE SCHOLARSHIP PROGRAM	3,000.
IZAAK WALTON LEAGUE OF AMERICA, FL KEYS DIV. 140 MADEIRA RD. ISLAMORADA, FL 33036	NONE	501(C)(3)	GENERAL	17,000.
IZAAK WALTON LEAGUE OF AMERICA, MN DIV. 2233 UNIVERSITY AVENUE W, SUITE 339 ST. PAUL, MN 55114	NONE	501(C)(3)	MINNESOTA DIVISION ENERGY CONSERVATION CAMPAIGN	9,270.
METRO INDIANAPOLIS PUBLIC BROADCASTING 294 CLINTON STREET, APT. 2 INDIANAPOLIS, IN 46202	NONE	501(C)(3)	GENERAL	2,000.
MIAMI WATERKEEPER INC. 12568 N KENDALL DRIVE MIAMI, FL 33186	NONE	501(C)(3)	GENERAL	1,000.
Total from continuation sheets				

DEVON CREEK FOUNDATION

C/O STERLING FOUNDATION MANAGEMENT, LLC

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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
MITZVAH FUND OF ANIMALS 210 CENTER ROAD MONTPELIER, VT 05602	NONE	501(C)(3)	GENERAL	1,000.
MULTIPLE SCLEROSIS FOUNDATION 3520 N. ANDREWS AVENUE FORT LAUDERDALE, FL 33309	NONE	501(C)(3)	GENERAL	4,000.
OPERATION FISTULA 401 CONGRESS AVE, SUITE 1540 AUSTIN, TX 78701	NONE	501(C)(3)	GENERAL	5,000.
PEOPLE'S HEALTH AND WELLNESS CLINIC 553 NORTH MAIN STREET BARRE, VT 05641	NONE	501(C)(3)	GENERAL	1,000.
PATTERSON PARK NEIGHBORHOOD ASSOCIATION, INC. PO BOX 844 BALTIMORE, MD 21203	NONE	501(C)(3)	ALLEY ARTS & GREENS PROJECT	500.
PROTECT YOUR SISTER PROJECT 12030 SUNRISE VALLEY DRIVE, SUITE 450 RESTON, VA 20191	SAME BOARD OF DIRECTORS	501(C)(3)	GENERAL	70,100.
SOUTHERN ALLIANCE FOR CLEAN ENERGY P.O. BOX 1842 KNOXVILLE, TN 37901	NONE	501(C)(3)	GENERAL	16,000.
TRICKLEUP 104 W. 27TH STREET, 12TH FLOOR NEW YORK, NY 10001	NONE	501(C)(3)	GENERAL	5,500.
UGANDA FISTULA FUND FOR TEREWODE 2293 ALDER STREET EUGENE, OR 97405	NONE	501(C)(3)	GENERAL	5,000.
UNITE FOR SIGHT, INC. 234 CHURCH STREET, 15TH FLOOR NEW HAVEN, CT 06510	NONE	501(C)(3)	GENERAL	1,275.
Total from continuation sheets				

DEVON CREEK FOUNDATION

C/O STERLING FOUNDATION MANAGEMENT, LLC

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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
VERMONT PUBLIC RADIO 365 TROY AVE COLCHESTER, VT 05466-3307	NONE	501(C)(3)	GENERAL	1,000.
WOMEN'S EMERGENCY NETWORK, INC. P.O. BOX 566392 MIAMI, FL 33156	NONE	501(C)(3)	GENERAL	40,000.
WORLDWIDE FISTULA FUND 1100 E. WOODFIELD ROAD, SUITE 350 SCHAUMBERG, IL 60173	NONE	501(C)(3)	GENERAL	2,000.
WPBT2 P.O. BOX 610002 MIAMI, FL 33261	NONE	501(C)(3)	GENERAL	2,000.
1ST HUNGARIAN CHURCH OF CHRIST MIAMI 2230 NW 14TH ST MIAMI, FL 33125	NONE	501(C)(3)	TO SUPPORT THE HUNGARIAN REFORM CHURCH OF PETOHAZA ROMANIA	2,000.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SANFORD C. BERNSTEIN & CO, LLC	182,875.	14,254.	168,621.	168,621.	
TO PART I, LINE 4	182,875.	14,254.	168,621.	168,621.	

FORM 990-PF	LEGAL FEES				STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5,586.	2,793.		2,793.
TO FM 990-PF, PG 1, LN 16A	5,586.	2,793.		2,793.

FORM 990-PF	OTHER PROFESSIONAL FEES				STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	66,607.	13,321.		48,846.
PAYROLL FEES	1,622.	0.		1,622.
INVESTMENT FEES	16,210.	16,210.		0.
TO FORM 990-PF, PG 1, LN 16C	84,439.	29,531.		50,468.

FORM 990-PF	TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	4,793.	0.		0.
PAYROLL TAXES	8,447.	0.		8,447.
TO FORM 990-PF, PG 1, LN 18	13,240.	0.		8,447.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEES	597.	0.		0.
SUPPLIES	3,479.	0.		3,479.
BOOKS AND SUBSCRIPTIONS	1,305.	0.		1,305.
POSTAGE, PRINTING AND COPYING	608.	0.		608.
OUTSIDE SERVICES	3,000.	0.		3,000.
TELEPHONE	125.	0.		125.
TO FORM 990-PF, PG 1, LN 23	9,114.	0.		8,517.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BERNSTEIN & CO	COST	7,179,397.	7,020,307.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,179,397.	7,020,307.