

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

▶ **Do not enter social security numbers on this form as it may be made public.**
 ▶ **Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.**

OMB No 1545-0052
2017
Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation THE DAVENPORT FAMILY FOUNDATION		A Employer identification number 23-7871419
Number and street (or P O box number if mail is not delivered to street address) PO BOX 2288	Room/suite	B Telephone number (see instructions) (610) 260-1555
City or town, state or province, country, and ZIP or foreign postal code SOUTHEASTERN, PA 19399		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 54,595,838	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <u>Modified Cash</u> (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,383,208	1,375,274		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	10,962,312			
	b Gross sales price for all assets on line 6a	38,898,067			
	7 Capital gain net income (from Part IV, line 2)		10,968,941		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	12,345,520	12,344,215			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	206,250	20,625		185,625
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	16,677	1,667		15,000
	c Other professional fees (attach schedule)	195,455	195,455		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	95,169	10,169		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	3,843	0		3,843
	24 Total operating and administrative expenses. Add lines 13 through 23	517,394	227,916		204,468
	25 Contributions, gifts, grants paid	4,564,289			4,564,289
26 Total expenses and disbursements. Add lines 24 and 25	5,081,683	227,916		4,768,757	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	7,263,837				
b Net investment income (if negative, enter -0-)		12,116,299			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		31,892	31,892
	2 Savings and temporary cash investments	695,292	2,272,157	2,272,157
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	5,889,028	5,546,642	5,546,642
	b Investments—corporate stock (attach schedule)	38,467,998	36,004,206	36,004,206
	c Investments—corporate bonds (attach schedule)	5,821,021	6,082,185	6,082,185
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	0	4,658,756	4,658,756
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	50,873,339	54,595,838	54,595,838	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	50,873,339	54,595,838	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions)	50,873,339	54,595,838		
31 Total liabilities and net assets/fund balances (see instructions) .	50,873,339	54,595,838		

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	50,873,339
2 Enter amount from Part I, line 27a		2	7,263,837
3 Other increases not included in line 2 (itemize) ▶ _____		3	0
4 Add lines 1, 2, and 3		4	58,137,176
5 Decreases not included in line 2 (itemize) ▶ _____		5	3,541,338
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .		6	54,595,838

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a GLENMEDE TRUST CO NA (PUBLICLY TRADED SECURITIES)			
b GLENMEDE TRUST CO NA (PUBLICLY TRADED SECURITIES)			
c CAPITAL GAINS DIVIDENDS	P		
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 8,146,136		8,061,702	84,434
b 30,751,104		19,867,424	10,883,680
c 827			827
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			84,434
b			10,883,680
c			827
d			
e			

2 Capital gain net income or (net capital loss)	2	10,968,941
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	2,683,367	49,505,748	0 054203
2015	2,329,887	50,819,512	0 045846
2014	2,587,409	50,351,246	0 051387
2013	2,191,618	47,779,364	0 045870
2012	1,936,046	44,397,475	0 043607

2 Total of line 1, column (d)	2	0 240913
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 048183
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	51,305,485
5 Multiply line 4 by line 3	5	2,472,052
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	121,163
7 Add lines 5 and 6	7	2,593,215
8 Enter qualifying distributions from Part XII, line 4	8	4,768,757

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)

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, tax under section 511, tax based on investment income, and credits/payments. Total tax due is 7,159.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state reporting. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-13 regarding controlled entities, donor advised funds, and public inspection requirements.

14 The books are in care of BALDWIN FAMILY OFFICE - E MECK Telephone no (610) 260-0689

Located at 100 FOUR FALLS CORP CTR S202 WEST CONSHOHOCKEN PA ZIP+4 19428

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15

16 At any time during calendar year 2017, 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? Includes instructions for exceptions and filing requirements for FinCEN Form 114.

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.

Main table for Part VII-B with 3 columns: Question, Yes, No. Rows 1a-1c, 2a-2c, 3a-3b, 4a-4b regarding Form 4720 exceptions and requirements.

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
<p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p>	5b		
<p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</i></p>			
<p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
<p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes" to 6b, file Form 8870</i></p>	6b		No
<p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	7b		

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

Part VIII

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

Table with 5 columns: (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. Includes entries for SCOTT D DAVENPORT, CYNTHIA L BORGER, and SANDRA SIMPSON.

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

Table with 5 columns: (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. All entries are NONE.

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

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

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. All entries are NONE.

Total number of others receiving over \$50,000 for professional services. 0

Part IX-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activities and Expenses. Includes instructions to list the four largest direct charitable activities.

Part IX-B Summary of Program-Related Investments (see instructions)

Table with 2 columns: Description of investments and Amount. Includes instructions to describe the two largest program-related investments.

Total. Add lines 1 through 3. 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	49,611,218
b	Average of monthly cash balances.	1b	2,475,569
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	52,086,787
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	52,086,787
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	781,302
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	51,305,485
6	Minimum investment return. Enter 5% of line 5.	6	2,565,274

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	2,565,274
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	121,163
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	121,163
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,444,111
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,444,111
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	2,444,111

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	4,768,757
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	4,768,757
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	121,163
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	4,647,594
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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				2,444,111
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			2,132,282	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>4,768,757</u>				
a Applied to 2016, but not more than line 2a			2,132,282	
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 2017 distributable amount.				2,444,111
e Remaining amount distributed out of corpus	192,364			
5 Excess distributions carryover applied to 2017 (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	192,364			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	192,364			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.	192,364			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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 organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				4,564,289
b <i>Approved for future payment</i>				
Total ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include various income categories like Program service revenue, Fees and contracts from government agencies, etc.

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

Table with 2 columns: Line No. and 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.

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

Part XVII

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...
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash.
(2) Other assets.
b Other transactions
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.
d If the answer to any of the above is "Yes," complete the following schedule...

Table with 3 columns: Question, Yes, No. Rows correspond to items 1a(1), 1a(2), 1b(1) through 1b(6), and 1c.

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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... [] Yes [x] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.


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.

Sign Here [Signature] 2018-10-24 [Title]

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

Table for Preparer Information: Print/Type preparer's name (ERIC T MECK), Preparer's Signature, Date (2018-10-24), Check if self-employed, PTIN (P01021036), Firm's name (BALDWIN FAMILY OFFICE LLC), Firm's EIN (23-3010166), Firm's address (100 FOUR FALLS CORP CTR STE 202 WEST CONSHOCKEN, PA 19428), Phone no (610) 260-1555.

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AI DUPONT CHILDRENS HOSPITAL 1600 ROCKLAND RD WILMINGTON, DE 19803	NONE	PUBLIC CHARITY	NEMOURS FUND FOR CHILDRENS HEALTH	50,000
BRANDYWINE CONSERVANCY PO BOX 141 CHADDS FORD, PA 19317	NONE	PUBLIC CHARITY	PUBLICATIONS	10,000
CHESTER COUNTY FOOD BANK 1208 HORSESHOE ROAD DOWNINGTOWN, PA 19335	NONE	PUBLIC CHARITY	GENERAL FUND FOR FOOD DISTRIBUTION	50,000
Total 				4,564,289
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COLD SPRING HARBOR LABORATORY PO BOX 100 ONE BUNGTOWN ROAD COLD SPRING HARBOR, NY 11724	NONE	PUBLIC CHARITY	DAVENPORT GENETIC SCREENING FACILITY	500,000
COMMUNITY COALITION 174 BRIDGE STREET PHOENIXVILLE, PA 19460	NONE	PUBLIC CHARITY	IPADS, IMPROVED WEBSITE, FOOD & GAS CARDS, FURNITURE	15,000
DELAWARE COMMUNITY FOUNDATION PO BOX 1636 WILMINGTON, DE 19899	NONE	PUBLIC CHARITY	GENERAL FUND	10,000
Total ▶ 3a				4,564,289

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FIGHTING BACK SCHOLARSHIP PROGRAM PO BOX 141 MALVERN, PA 19355	NONE	PUBLIC CHARITY	SCHOLARSHIPS/EQUIPMENT	11,000
FIRST BOOK - PHILADELPHIA RODIN PLACE SUITE 201 2000 HAMILTON STREET PHILADELPHIA, PA 19116	NONE	PUBLIC CHARITY	SUPPORT EXISTING PROGRAMS	9,000
GUMBO LIMBO NATURE CENTER 1801 N OCEAN BLVD BOCA RATON, FL 33432	NONE	PUBLIC CHARITY	SUPPORT EXISTING PROGRAMS	40,000
Total ▶				4,564,289
3a				


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HISTORIC RED CLAY VALLEY INC PO BOX 5787 WILMINGTON, DE 19808	NONE	PUBLIC CHARITY	HYRAIL SERVIC TRUCK	25,000
KALMAR NYCKEL FOUNDATION 1124 EAST SEVENTH ST WILMINGTON, DE 19801	NONE	PUBLIC CHARITY	STEM EDUCATION PROGRAM	100,000
KIND TO KIDS FOUNDATION 100 W 10TH STREET 606 WILMINGTON, DE 19801	NONE	PUBLIC CHARITY	LIFESKILLS PROGRAMS	25,000
Total ▶ 3a				4,564,289

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LANCASTER GENERAL HEALTH FOUNDATION 609 N CHERRY STREET PO BOX 3555 LANCASTER, PA 17604	NONE	PUBLIC CHARITY	ENDOWED SCHOLARSHIP	50,000
LANCASTER GENERAL HEALTH FOUNDATION 609 N CHERRY STREET PO BOX 3555 LANCASTER, PA 17604	NONE	PUBLIC CHARITY	PROFESSIONAL DEVELOPMENT OF NURSES	25,000
MALVERN PREPARATORY SCHOOL WARREN AVE MALVERN, PA 19355	NONE	PUBLIC CHARITY	ADDITION TO SCHOLARSHIP FUND	1,000,000
Total 3a			▶	4,564,289

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MALVERN PREPARATORY SCHOOL WARREN AVE MALVERN, PA 19355	NONE	PUBLIC CHARITY	SWIMMING POOL	4,700
MERCERSBERG ACADEMY 300 EAST SEMINARY ST MERCERSBURG, PA 17236	NONE	PUBLIC CHARITY	ADDITION TO SCHOLARSHIP FUND	405,000
PAOLIO HOSPITAL FOUNDATION 3803 WEST CHESTER PIKE STE 250 NEWTOWN SQUARE, PA 19073	NONE	PUBLIC CHARITY	EQUIPMENT	41,732
Total 				4,564,289
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PHILADELPHIA MUSEUM OF ART 2600 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19130	NONE	PUBLIC CHARITY	PRESERVATION EQUIPMENT	373,000
PHILADELPHIA MUSEUM OF ART 2600 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19130	NONE	PUBLIC CHARITY	GENERAL FUND	3,000
SANFORD SCHOOL 6900 LANCASTER PIKE HOCKESSIN, DE 19707	NONE	PUBLIC CHARITY	ADDITION TO SCHOLARSHIP FUND	475,000
Total ▶ 3a				4,564,289

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SANFORD SCHOOL 6900 LANCASTER PIKE HOCKESSIN, DE 19707	NONE	PUBLIC CHARITY	ELECTRONIC SCOREBOARD	13,000
STROUD WATER RESEARCH CENTER 970 SPENCER ROAD AVONDALE, PA 19311	NONE	PUBLIC CHARITY	RESEARCH	200,000
THE LAND CONSERVANCY OF SCC 541 CHANDLER MILL ROAD AVONDALE, PA 19311	NONE	PUBLIC CHARITY	GENERAL OPERATION	100,000
Total ▶ 3a				4,564,289

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE WETLANDS INSTITUTE 107 STONE HARBOR BLVD STONE HARBOR, NJ 08247	NONE	PUBLIC CHARITY	CONSERVATION	40,000
THOMAS JEFFERSON UNIVERSITY 130 S 9TH STREET PHILADELPHIA, PA 19107	NONE	PUBLIC CHARITY	MEDICAL RESEARCH	100,000
THORNCROFT EQUESTRIAN CENTER 190 LINE ROAD MALVERN, PA 19355	NONE	PUBLIC CHARITY	SUPPORT EXISTING PROGRAMS	12,474
Total ▶ 3a				4,564,289

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TICK TOCK EARLY LEARNING CENTER 1694 BALTIMORE PIKE AVONDALE, PA 19311	NONE	PUBLIC CHARITY	EXPANSION FOR FACILITY	100,000
TUFTS UNIVERSITYBALLOU HALL MEDFORD, MA 02155	NONE	PUBLIC CHARITY	ADDITION TO SCHOLARSHIP FUND	130,000
UNIVERSITY OF PENN 3451 WALNUT STREET SUITE 305 PHILADELPHIA, PA 19104	NONE	PUBLIC CHARITY	SCHOLARSHIP PROGRAM	50,000
Total ▶ 3a				4,564,289

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
VALLEY YOUTH HOUSE COMMITTEE 827-829 LINDEN STREET ALLENTOWN, PA 18101	NONE	PUBLIC CHARITY	MENTORING PROGRAM AND BAKCPACK EDUCATION PROGRAM	46,383
VANDERBILT UNIVERSITY GIFT PROCESSING VU STATION B 357727 2301 VANDERBILT PLACE NASHVILLE, TN 37235	NONE	PUBLIC CHARITY	SCHOLARSHIP	500,000
WASHINGTON COLLEGE 300 WASHINGTON AVE CHESTERTOWN, MD 21620	NONE	PUBLIC CHARITY	OUTFIT/SUPPORT ENVIRONMENTAL SCIENCE LAB	50,000
Total 3a			▶	4,564,289

TY 2017 Accounting Fees Schedule**Name:** THE DAVENPORT FAMILY FOUNDATION**EIN:** 23-7871419**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BALDWIN FAMILY OFFICE FEES	16,677	1,667		15,000

TY 2017 Investments Corporate Bonds Schedule

Name: THE DAVENPORT FAMILY FOUNDATION

EIN: 23-7871419

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AFLAC INCORPORATED DTD 3/12/15 2.4% 3/16/20	250,208	250,208
AMAZON.COM INC DTD 12/55/2014 4.8% 12/5/2034 - 200000PV (2017 PURCHASE)	234,746	234,746
AMDOCS LTD 2400SH (2017 PURCHASE)	157,152	157,152
APPLE INC NT DTD 5/3/2013 2.4% 600000 PV	593,826	593,826
APPLIED MATERIALS INC DTD 9/24/15 5.1% 10/1/35 - 260000PV (2017 PURCHASE)	312,611	312,611
BOEING COMPANY DTD 3/13/2009 6% 3/15/2019 173000PV	180,956	180,956
CATERPILLAR FIN SERVICE CORP DTD 9/26/2008 7.05% 10/1/2018 500000 PV	519,300	519,300
CISCO SYS INC SR GBL NT DTD 09/13/2016 2.2% 9/20/23 210000 PV	205,798	205,798
COCA COLA CO DTD 08/10/2011 3.3% 9/1/2021 340000PV	351,424	351,424
INTEL CORP DTD 7/29/15 3.1% 7/29/2022 - 300000PV	308,595	308,595
JOHN DEERE CAP DTD 7/12/2011 3.9% 7/12/2021 300000 PV	314,214	314,214
JPMORGAN CHASE DTD 05/10/2011 4.625% 5/10/2021 - 400000PV	427,068	427,068
MICROSOFT CORP DTD 11/03/2015 2.65% 11/3/2022	503,665	503,665
PEPSICO CAPITAL RESOURCES INC DTD 10/26/2010 4.875% 11/1/2040 (2017 PURCHASE)	240,798	240,798
TARGET CORP DTD 6/26/2013 4% 7/1/2042 - 150000PV	155,192	155,192
TOYOTA MOTOR CREDIT CORP DTD 4/8/2016 1.2% 4/6/2018 400000 PV	399,400	399,400
WAL-MART STORES DTD 2/15/2000 7.55% 2/15/2030 325000 PV	471,676	471,676
WELLS FARGO & CO DTD 03/04/16 2.5% 3/4/2021 200000 PV	199,908	199,908
WELLS FARGO & CO DTD 07/25/16 2.1% 7/26/2021 260000 PV	255,648	255,648

TY 2017 Investments Corporate Stock Schedule**Name:** THE DAVENPORT FAMILY FOUNDATION**EIN:** 23-7871419

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO 4,150 SHARES - PARTIAL SALE	976,786	976,786
ABBOTT LABORATORIES 5366 SHARES	306,238	306,238
ACCENTURE PLC 2610 SHARES (2017 PURCHASE)	399,565	399,565
ACTIVISION BLIZZARD INC 1174 SHARES (217 PURCHASE)	74,338	74,338
AES CORP. 7572 SHARES (2017 PURCHASE)	82,005	82,005
AETNA INC NEW 646 SHARES (2017 PURCHASE)	116,532	116,532
ALASKA AIR GROUP 1332 SHARES (2017 PURCHASE)	97,915	97,915
ALPHABET INC CAP STK CL A 899 SHARES - PARTIAL SALE	944,011	944,011
AMERICAN EXPRESS CO. 3099 SHARES (PARTIAL SALSE)	307,762	307,762
AMERICAN TOWER CORP 501 SHARES (2017 PURCHASE)	71,478	71,478
AMERPRIZE FINACIAL INC 993 SHARES (2017 PURCHASE)	168,284	168,284
AMETEK INC 7732 SHARES (2017 PURCHASE)	560,338	560,338
AMGEN 806 SHARES (2017 PURCHASE)	140,163	140,163
AMPHENOL CORP-CL A 3552 SHARES (2017 PURCHASE)	311,866	311,866
ANDEAVOR 836 SHARES (2017 PURCHASE)	95,588	95,588
ANTHEM INC 969 SHARE (2017 PURCHASE)	218,035	218,035
APPLE INC. 4168 SHARES (PARTIAL SALE)	705,351	705,351
APPLIED MATERIALS INC 3002 SH (2017 PURCHASE)	153,462	153,462
AT&T INC 4348 SHARES (PARTIAL SALE WAS 10000 SH)	169,050	169,050
AVERY DENNISON CORP. 1757 SH	201,809	201,809
BEST BUY CO INC 2302 SH (2017 PURCHASE)	157,618	157,618
BIOGEN IDEC INC 1686 SHARES (2017 PURCHASE)	537,109	537,109
BOEING CO. 5100 SHARES - PARTIAL SALE	1,504,041	1,504,041
BRIXMOR PPTY GROUP INC 4510 SHARES (2017 PURCHASE)	84,157	84,157
CAMPBELL SOUP CO. 5789 SHARES (2017 PURCHASE)	278,509	278,509
CARTER'S INC 2895 SHARES (2017 PURCHASE)	340,134	340,134
CBRE GROUP INC 3660 SHARES (2017 PURCHASE)	158,515	158,515
CELANESE CORP - SERIES A 700 SH (2017 PURCHASE)	74,956	74,956
CELGENE CORP 1002 SHARES (2017 PURCHASE)	104,569	104,569
CENTENE CORP 818 SHARES (2017 PURCHASE)	82,520	82,520

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CENTERPOINT ENERGY INC 3348 SHARES (2017 PURCHASE)	94,949	94,949
CHEVRON CORP 4172 SHARES (PARTIAL SALE)	522,293	522,293
CHUBB LIMITED 2142 SHARES (2017 PURCHASE)	313,010	313,010
CHURCH & DWIGHT INC DEL COM 2982 SHARES (2017 PURCHASE)	149,607	149,607
CISCO SYSTEMS 17005 SHARES	651,292	651,292
CITIZENS FINANCIAL GROUP INC 3443 SHARES (2017 PURCHASE)	144,537	144,537
CITRIX SYSTEMS INC 1017 SHARES (2017 PURCHASE)	89,496	89,496
CMS ENERGY CORP 1449 SHARES (2017 PURCHASE)	68,538	68,538
COCA COLA CO 3125 SH (2017 PURCHASE)	143,375	143,375
COGNIZANT TECH SOLUTIONS CRP 6779 SHARES (2017 PURCHASE)	482,155	482,155
COLGATE PALMOLIVE CO. 2900 SHARES (PARTIAL SALE)	218,805	218,805
COMCAST CORP-CL A 3423 SHARES (2017 PURCHASE)	137,091	137,091
COMERICA INC. 1855 SHARES (2017 PURCHASE)	161,033	161,033
CONSTELLATION BRANDS INC A 705 SHARES (2017 PURCHASE)	161,142	161,142
CUMMINS INC 615 SHARES (2017 PURCHASE)	108,634	108,634
CVS CORP 844 SHARES (2017 PURCHASE)	61,190	61,190
DISCOVER FINANCIAL SERVICES 3678 SHARES (2017 PURCHASE)	282,912	282,912
DOLLAR GENERAL CORP 2780 SHARES (2017 PURCHASE)	258,568	258,568
DOLLAR TREE INC 2860 SHARES (2017 PURCHASE)	306,907	306,907
DR PEPPER SNAPPLE GROUP 3783 SHARES (2017 PURCHASE)	367,178	367,178
EAST WEST BANCORP INC - 2414 SHARES (2017 PURCHASE)	146,844	146,844
EASTMAN CHEMICAL CO. 1357 SHARES (WAS 12000 SHARES)	125,712	125,712
EATON CORP PLC ORDINARY 1814 SHARES (2017 PURCHASE)	143,324	143,324
EBAY INC 4066 SHARES (2017 PURCHASE)	153,451	153,451
ELECTRONIC ARTS 1426 SHARES (2017 PURCHASE)	149,816	149,816
ELI LILLY & CO 1066 SHARES (WAS 6500 SHARES)	90,034	90,034
EVERSOURCE ENERGY 2263 SHARES (2017 PURCHASE)	142,976	142,976
EXPRESS SCRIPTS HOLDING INC 1109 SHARES (2017 PURCHASE)	82,776	82,776
EXTRA SPACE STORAGE INC 1158 SHARES (2017 PURCHASE)	101,267	101,267
F5 NETWORKS INC 1138 SHARES (2017 PURCHASE)	149,328	149,328

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FACEBOOK INC -A 951 SHARES (2017 PURCHASE)	167,813	167,813
FIFTH THIRD BANK 4779 SHARES (2017 PURCHASE)	144,995	144,995
GARTNER GROUP CLASS A 2041 SHARES (2017 PURCHASE)	251,349	251,349
GILEAD SCIENCES INC.3817 SHARES (2017 PURCHASE)	273,450	273,450
GLOBAL PAYMENTS INC. 4384 SHARES (2017 PURCHASE)	439,452	439,452
HALLIBURTON CO - 6156 SH	300,844	300,844
HANESBRANDS INC 7388 SHARES (2017 PURCHASE)	154,483	154,483
HOME DEPOT INC. - 3137 SHARES	594,556	594,556
HONEYWELL INTERNATIONAL INC 988 SHARES (2017 PURCHASE)	151,520	151,520
HUMANA INC 565 SHARES (2017 PURCHASE)	140,160	140,160
INGERSOLL-RAND PLC 1638 SHARES (2017 PURCHASE)	146,093	146,093
INTEL CORP. 3705 SHARES (WAS 11900 SHARES)	171,023	171,023
INVESCO LTD 8330 SHARES (2017 PURCHASE)	340,918	340,918
JABIL INC 2510 SHARES (2017 PURCHASE)	65,888	65,888
JM SMUCKER CO/THE-NEW COM 628 SHARES (2017 PURCHASE)	78,023	78,023
JOHNSON & JOHNSON 1072 SHARES (WAS 6800 SHARES)	149,780	149,780
JPMORGAN CHASE & CO 5715 SHARES (PARTIAL SALE)	611,162	611,162
JUNIPER NETWORKS INC 5776 SHARES (2017 PURCHASE)	164,616	164,616
KIMBERLY CLARK CORP. 1135 SHARES (2017 PURCHASE)	136,949	136,949
KINDER MORGAN INC 3547 SHARES (2017 PURCHASE)	64,094	64,094
LABORATORY CORP OF AMERICA INC 2136 SHARES (PARTIAL SALE)	340,713	340,713
LAM RESEARCH CORP 805 SHARES (2017 PURCHASE)	148,176	148,176
LEAR CORP 865 SHARES (2017 PURCHASE)	152,811	152,811
LIBERTY INTERACTIVE CORPORATION 2887 SHARES (2017 PURCHASE)	70,501	70,501
LINCOLN NATIONAL CORP IND 1581 SHARES (2017 PURCHASE)	121,531	121,531
LOCKHEED MARTIN CORP. 2270 SHARES - PARTIAL SALE	728,784	728,784
LOWES COS INC 1541 SHARES (2017 PURCHASE)	143,221	143,221
LYONDELLBASELL INDUSTRIES NV 1342 SHARES (2017 PURCHASE)	148,049	148,049
MANPOWER INC 1427 SHARES (2017 PURCHASE)	179,959	179,959
MARATHON PETROLEUM CORP 2583 SHARES (2017 PURCHASE)	170,426	170,426

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MASTERCARD INC CL A 2939 SHARES (2017 PURCHASE)	444,847	444,847
METLIFE INC 1946 SHARES (2017 PURCHASE)	98,390	98,390
MICROSOFT CORP. 1946 SHARES (WAS 17000 SHARES)	161,414	161,414
NATAPP INC 3317 SHARES (2017 PURCHASE)	183,496	183,496
OMNICOM GROUP 5885 SHARES (PARTIAL SALE)	428,605	428,605
ORACLE CORP 11215 SHARES (PARTIAL SALE)	530,245	530,245
OWENS CORNING 1805 SHARES (2017 PURCHASE)	165,952	165,952
PARKER-HANNIFIN CORP. 1545 SHARES (2017 PURCHASE)	308,351	308,351
PATTERSON COS INC 4661 SHARES (2017 PURCHASE)	168,402	168,402
PAYPAL HOLDINGS INC 3426 SHARES (2017 PURCHASE)	252,222	252,222
PEPSICO INC. 3808 SHARES(PARTIAL SALE)	456,655	456,655
PFIZER INC. 64,738 SHARES - PARTIAL SALE	2,344,810	2,344,810
PNC FINANCIAL SERVICES GROUP 2217 SHARES (2017 PURCHASE)	319,891	319,891
PRICELINE.COM INC 218 SHARES (2017 PURCHASE)	378,827	378,827
PRINCIPAL FINANCIAL GROUP 1043 SHARES (2017 PURCHASE)	73,594	73,594
PROGRESSIVE CORP OHIO 1727 SHARES (2017 PURCHASE)	97,265	97,265
RAYTHEON COMPANY 2343 SH (PARTIAL SALE)	440,133	440,133
REALOGY HLDGS CORP COM 2976 SHARES (2017 PURCHASE)	78,864	78,864
ROSS STORES INC 2482 SHARES (2017 PURCHASE)	199,181	199,181
ROYAL CARIBBEAN CRUISES LTD 1155 SHARES (2017 PURCHASE)	137,768	137,768
SCHLUMBERGER LTD. 3057 SHARES (PARTIAL SALE)	206,011	206,011
SIMON PROPERTY GROUP INC 453 SHARES (2017 PURCHASE)	77,798	77,798
SKYWORKS SOLUTIONS INC 1310 SHARES (2017 PURCHASE)	124,385	124,385
SMITH & NEPHEW PLC -SPON ADR 9809 SHARES (2017 PURCHASE)	343,413	343,413
SOUTHWEST AIRLINES 1448 SHARES (2017 PURCHASE)	94,772	94,772
SUNTRUST BANKS INC. 2376 SHARES (2017 PURCHASE)	153,466	153,466
SYNCHRONY FINANCIAL 4059 SHARES (2017 PURCHASE)	156,718	156,718
SYNOPSIS INC. 1788 SHARES (2017 PURCHASE)	152,409	152,409
T ROWE PRICE GROUP INC 3017 SHARES (2017 PURCHASE)	316,574	316,574
TARGET CORP 825 SHARES (2017 PURCHASE)	156,861	156,861

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TD AMERITRADE HOLDING CORP 2556 SHARES (2017 PURCHASE)	130,688	130,688
TEXAS INSTRUMENTS INC. 1004 SHARES (2017 PURCHASE)	104,858	104,858
THERMO FISHER SCIENTIFIC INC 758 SHARES (2017 PURCHASE)	143,929	143,929
TYSON FOODS INC. CLASS A 2571 SHARES (2017 PURCHASE)	208,431	208,431
UNION PACIFIC CORP. 806 SHARES (2017 PURCHASE)	108,085	108,085
UNITED TECHNOLOGIES CORP - 8079 SHARES (PARTIAL SALE)	1,030,638	1,030,638
UNITED THERAPEUTICS CORP 1092 SHARES (2017 PURCHASE)	161,561	161,561
UNITEDHEALTH GROUP INC 355 SHARES (2017 PURCHASE)	78,263	78,263
UNUMPROVIDENT CORP 3245 SHARES (2017 PURCHASE)	178,118	178,118
US BANCORP 6685 SHARES (2017 PURCHASE)	358,182	358,182
VALERO ENERGY CORP 2107 SHARES (2017 PURCHASE)	193,654	193,654
VMWARE INC-CLASS A 2177 SHARES (2017 PURCHASE)	272,822	272,822
WAL MART STORES INC. 3477 SHARES (2017 PURCHASE)	429,266	429,266
WALGREENS BOOTS ALLIANCE INC 1839 SHARES (2017 PURCHASE)	133,548	133,548
WATERS CORP WAS (2532 SHARES)(2017 PURCHASE)	489,157	489,157
WELLS FARGO CO 5871 SHARES (2017 PURCHASE)	356,194	356,194
WESTERN DIGITAL CORP. 1701 SHARES (2017 PURCHASE)	135,281	135,281
WYNDHAM WORLDWIDE CORP 1521 SHARES (2017 PURCHASE)	176,238	176,238
XCEL ENERGY INC 1698 SHARES (2017 PURCHASE)	81,691	81,691

TY 2017 Investments Government Obligations Schedule**Name:** THE DAVENPORT FAMILY FOUNDATION**EIN:** 23-7871419**US Government Securities - End
of Year Book Value:**

5,546,642

**US Government Securities - End
of Year Fair Market Value:**

5,546,642

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2017 Investments - Other Schedule**Name:** THE DAVENPORT FAMILY FOUNDATION**EIN:** 23-7871419**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ISHARES CORE MSCI EMERGING MARKETS - 17,800 SHARES (2017 PURCHASE)	FMV	1,012,820	1,012,820
ISHARES MSCI ACWI EX US INDEX (2017 PURCHASED)	FMV	2,766,231	2,766,231
ISHARES S&P SMALLCAP 600 - 11453 SHARES (2017 PURCHASE)	FMV	879,705	879,705

TY 2017 Other Decreases Schedule**Name:** THE DAVENPORT FAMILY FOUNDATION**EIN:** 23-7871419

Description	Amount
NET CHANGE IN UNREALIZED APPRECIATION FOR TAX YEAR	3,541,338

TY 2017 Other Expenses Schedule**Name:** THE DAVENPORT FAMILY FOUNDATION**EIN:** 23-7871419**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	2,299	0		2,299
BANK FEES	80	0		80
POSTAGE	714	0		714
DUES	750	0		750

TY 2017 Other Professional Fees Schedule**Name:** THE DAVENPORT FAMILY FOUNDATION**EIN:** 23-7871419

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	195,455	195,455		0

TY 2017 Taxes Schedule**Name:** THE DAVENPORT FAMILY FOUNDATION**EIN:** 23-7871419

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	85,000	0		0
FOREIGN TAXES	10,169	10,169		0