

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

**2011**

Department of the Treasury  
Internal Revenue Service

**Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements.

**For calendar year 2011 or tax year beginning** \_\_\_\_\_, **and ending** \_\_\_\_\_

Name of foundation  
**HAROLD ALFOND FOUNDATION  
C/O DEXTER ENTERPRISES, INC.**

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite  
**TWO MONUMENT SQUARE**

City or town, state, and ZIP code  
**PORTLAND, ME 04101**

**G** Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

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

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16)  
**\$ 575,991,721.**

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

**A** Employer identification number  
**22-3281672**

**B** Telephone number  
**(207)828-7999**

**C** If exemption application is pending, check here

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

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

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

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received	0.		N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1,930,321.	1,864,524.		STATEMENT 1
	4 Dividends and interest from securities	2,458,677.	2,458,677.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,132,177.			
	b Gross sales price for all assets on line 6a	93,037,056.			
	7 Capital gain net income (from Part IV, line 2)		3,132,177.		
	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	152,555.	152,555.		STATEMENT 3	
12 <b>Total.</b> Add lines 1 through 11	7,673,730.	7,607,933.			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees	20,163.	10,980.		9,183.
	b Accounting fees	24,860.	9,940.		14,920.
	c Other professional fees	1,908,408.	1,490,037.		418,371.
	17 Interest				
	18 Taxes	197,291.	138,691.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	16,535.	6,614.		9,921.
	22 Printing and publications				
	23 Other expenses	900,513.	862,818.		8,156.
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	3,067,770.	2,519,080.		460,551.
	25 Contributions, gifts, grants paid	28,031,315.			28,031,315.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	31,099,085.	2,519,080.		28,491,866.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-23425355.				
b <b>Net investment income</b> (if negative, enter -0-)		5,088,853.			
c <b>Adjusted net income</b> (if negative, enter -0-)			N/A		

**HAROLD ALFOND FOUNDATION**  
**C/O DEXTER ENTERPRISES, INC.**

Form 990-PF (2011)

22-3281672 Page 2

<b>Part II Balance Sheets</b> 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
<b>Assets</b>	1 Cash - non-interest-bearing .....			
	2 Savings and temporary cash investments .....	362,727.	860,558.	860,558.
	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>STMT 9</b> .....	361,278.	0.	0.
	b Investments - corporate stock <b>STMT 10</b> .....	454,371,960.	413,106,372.	364,241,872.
	c Investments - corporate bonds <b>STMT 11</b> .....	41,988,034.	42,995,851.	45,166,362.
	11 Investments - land, buildings, and equipment: basis .....			
Less: accumulated depreciation .....				
12 Investments - mortgage loans .....				
13 Investments - other <b>STMT 12</b> .....	142,082,760.	173,316,288.	165,717,929.	
14 Land, buildings, and equipment: basis ▶ .....				
Less: accumulated depreciation .....				
15 Other assets (describe ▶ <b>STATEMENT 13</b> ) .....	8,608.	5,000.	5,000.	
<b>16 Total assets</b> (to be completed by all filers) .....	<b>639,175,367.</b>	<b>630,284,069.</b>	<b>575,991,721.</b>	
<b>Liabilities</b>	17 Accounts payable and accrued expenses .....			
	18 Grants payable .....			
	19 Deferred revenue .....	856,100.	250,784.	
	20 Loans from officers, directors, trustees, and other disqualified persons .....			
	21 Mortgages and other notes payable .....		15,139,373.	
	22 Other liabilities (describe ▶ .....			
<b>23 Total liabilities</b> (add lines 17 through 22) .....	<b>856,100.</b>	<b>15,390,157.</b>		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted .....			
	25 Temporarily restricted .....			
	26 Permanently restricted .....			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds .....	638,319,267.	614,893,912.	
	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.	
<b>30 Total net assets or fund balances</b> .....	<b>638,319,267.</b>	<b>614,893,912.</b>		
<b>31 Total liabilities and net assets/fund balances</b> .....	<b>639,175,367.</b>	<b>630,284,069.</b>		

**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	638,319,267.
2 Enter amount from Part I, line 27a .....	2	-23,425,355.
3 Other increases not included in line 2 (itemize) ▶ .....	3	0.
4 Add lines 1, 2, and 3 .....	4	614,893,912.
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	614,893,912.

**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.)
<b>1a</b>			
<b>b</b> SEE ATTACHED STATEMENTS			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 93,037,056.		90,896,987.	3,132,177.

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	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			3,132,177.

<b>2</b> 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 .....	<b>2</b>	3,132,177.
<b>3</b> 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 .....	<b>3</b>	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 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))
2010	10,720,167.	571,399,621.	.018761
2009	4,733,489.	479,318,495.	.009875
2008	11,285,532.	132,974,046.	.084870
2007	5,077,042.	72,784,172.	.069755
2006	2,676,944.	49,804,611.	.053749

<b>2</b> Total of line 1, column (d) .....	<b>2</b>	.237010
<b>3</b> 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 .....	<b>3</b>	.047402
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 .....	<b>4</b>	568,688,016.
<b>5</b> Multiply line 4 by line 3 .....	<b>5</b>	26,956,949.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) .....	<b>6</b>	50,889.
<b>7</b> Add lines 5 and 6 .....	<b>7</b>	27,007,838.
<b>8</b> Enter qualifying distributions from Part XII, line 4 .....	<b>8</b>	51,568,789.

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.

HAROLD ALFOND FOUNDATION  
C/O DEXTER ENTERPRISES, INC.

Form 990-PF (2011)

22-3281672 Page 4

**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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	50,889.
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	50,889.
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	50,889.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	57,259.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	40,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	97,259.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	46,370.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax	11	46,370.	Refunded
			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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c 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? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>ME</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? <i>If "No," attach explanation</i>	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Form 990-PF (2011)

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.HAROLDALFONDFOUNDATION.ORG	13	X	
14	The books are in care of ► DEXTER ENTERPRISES, INC. Telephone no. ► 207-828-7999 Located at ► TWO MONUMENT SQUARE, PORTLAND, ME ZIP+4 ► 04101			
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 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16		Yes No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	2b	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.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2011 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 2011.)	3b	N/A
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 2011?	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  No
  - (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
  - (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
  - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No
  - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No
- b** If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
Organizations relying on a current notice regarding disaster assistance check here  **N/A**
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
*If "Yes," attach the statement required by Regulations section 53.4945-5(d).* **N/A**
- 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?  Yes  No  
*If "Yes" to 6b, file Form 8870.*
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No **N/A**

<b>5b</b>			
<b>6b</b>			<b>X</b>
<b>7b</b>			

**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 14		0.	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
DEXTER ENTERPRISES, INC. TWO MONUMENT SQUARE, PORTLAND, ME 04101	INVESTMENT & GRANT ADMINISTRATION	665,494.
DEXTER US EQUITY TE LLC TWO MONUMENT SQUARE, PORTLAND, ME 04101	INVEST PORTFOLIO DEDUCTIONS	400,891.
HAMMOND ASSOCIATES/MERCER INVSTMT CONSULTING PO BOX 790051, ST. LOUIS, MO 63179-0051	INVESTMENT CONSULTING	300,000.
DEXTER INTERNATIONAL EQUITY TE LLC TWO MONUMENT SQUARE, PORTLAND, ME 04101	INVEST PORTFOLIO DEDUCTIONS	261,198.
DEXTER PRIVATE EQUITY TE LLC TWO MONUMENT SQUARE, PORTLAND, ME 04101	INVEST PORTFOLIO DEDUCTIONS	165,254.
<b>Total</b> number of others receiving over \$50,000 for professional services		<b>0</b>

**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
<b>1 NONE</b>	0.
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
SEE STATEMENT 15	23,076,923.
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3	<b>23,076,923.</b>

**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	574,992,309.
b	Average of monthly cash balances .....	1b	2,355,931.
c	Fair market value of all other assets .....	1c	
d	<b>Total</b> (add lines 1a, b, and c) .....	1d	577,348,240.
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	577,348,240.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) .....	4	8,660,224.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 .....	5	568,688,016.
6	<b>Minimum investment return.</b> Enter 5% of line 5 .....	6	28,434,401.

**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	28,434,401.
2a	Tax on investment income for 2011 from Part VI, line 5 .....	2a	50,889.
b	Income tax for 2011. (This does not include the tax from Part VI.) .....	2b	
c	Add lines 2a and 2b .....	2c	50,889.
3	Distributable amount before adjustments. Subtract line 2c from line 1 .....	3	28,383,512.
4	Recoveries of amounts treated as qualifying distributions .....	4	0.
5	Add lines 3 and 4 .....	5	28,383,512.
6	Deduction from distributable amount (see instructions) .....	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 .....	7	28,383,512.

**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	28,491,866.
b	Program-related investments - total from Part IX-B .....	1b	23,076,923.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 .....	4	51,568,789.
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	50,889.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 .....	6	51,517,900.

**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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				28,383,512.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			28,022,737.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 51,568,789.				
a Applied to 2010, but not more than line 2a			28,022,737.	
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 2011 distributable amount				23,546,052.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				4,837,460.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

**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 2011, 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)

	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**1 Information Regarding Foundation Managers:**

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

**NONE**

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

**NONE**

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

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

**a** The name, address, and telephone number of the person to whom applications should be addressed:  
**REFER TO GRANT GUIDELINES AT WWW.HAROLDALFONDFOUNDATION.ORG, 207-828-7999 DEXTER ENTERPRISES INC, TWO MONUMENT SQUARE, PORTLAND, ME 04011**

**b** The form in which applications should be submitted and information and materials they should include:  
**REFER TO GRANT GUIDELINES AT WWW.HAROLDALFONDFOUNDATION.ORG**

**c** Any submission deadlines:  
**REFER TO GRANT GUIDELINES AT WWW.HAROLDALFONDFOUNDATION.ORG**

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
**REFER TO GRANT GUIDELINES AT WWW.HAROLDALFONDFOUNDATION.ORG**

HAROLD ALFOND FOUNDATION  
C/O DEXTER ENTERPRISES, INC.

Form 990-PF (2011)

22-3281672 Page 11

**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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)				
<b>a Paid during the year</b>				
ALFOND SCHOLARSHIP FOUNDATION 15 MONUMENT SQUARE, 4TH FLOOR PORTLAND, ME 04101		501C3-509A3 SUPPRTG ORG TYPE 1	SCHOLARSHIPS	2,466,500.
ALFOND SCHOLARSHIP FOUNDATION 15 MONUMENT SQUARE, 4TH FLOOR PORTLAND, ME 04101		501C3-509A3 SUPPRTG ORG TYPE 1	OPERATING SUPPORT	615,000.
ALFOND YOUTH CENTER 126 NORTH STREET WATERVILLE, ME 04901		PUBLIC CHARITY 501C3-509A1:	2011 ANNUAL FUND CHALLENGE	120,000.
ALFOND YOUTH CENTER 126 NORTH STREET WATERVILLE, ME 04901		PUBLIC CHARITY 501C3-509A1:	CAMP TRACY	10,000.
ALFOND YOUTH CENTER 126 NORTH STREET WATERVILLE, ME 04901		PUBLIC CHARITY 501C3-509A1:	CONSULTING PROJECT	30,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>28,031,315.</b>
<b>b Approved for future payment</b>				
CITY OF WATERVILLE MAINE 1 COMMON STREET WATERVILLE, ME 04926		170C1 GOVERNMENTAL UNIT	QUARRY ROAD RECREATION AREA	385,000.
COLBY COLLEGE 4800 MAYFLOWER HILL WATERVILLE, ME 04901		PUBLIC CHARITY 501C3-509A1:	ATHLETIC ENDOWMENT	300,000.
COLBY COLLEGE 4800 MAYFLOWER HILL WATERVILLE, ME 04901		PUBLIC CHARITY 501C3-509A1:	ART MUSEUM	3,330,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>66,893,855.</b>

Form 990-PF (2011)

**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) Exclu- sion 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	1,930,321.	
4 Dividends and interest from securities .....			14	2,458,677.	
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 .....	531120		14	152,555.	
8 Gain or (loss) from sales of assets other than inventory .....	531120		18	3,132,177.	
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.	7,673,730.	0.
13 Total. Add line 12, columns (b), (d), and (e) .....				13 7,673,730.	

(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).
1	NOT APPLICABLE

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

<b>1</b> 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?				<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:					
(1)	Cash .....		1a(1)		X
(2)	Other assets .....		1a(2)		X
<b>b</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
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees .....			1c		X

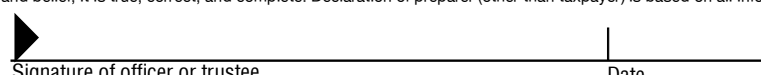
**d** If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement,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

<b>Sign Here</b>	<small>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.</small>	
	 Signature of officer or trustee	<b>TRUSTEE</b> Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>DANIEL P DOIRON</b>	Preparer's signature	Date <b>11/15/12</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P01206204</b>
	Firm's name ▶ <b>ALBIN RANDALL &amp; BENNETT</b>			Firm's EIN ▶ <b>01-0448006</b>	
	Firm's address ▶ <b>PO BOX 445, 130 MIDDLE STREET PORTLAND, ME 04112-0445</b>			Phone no. <b>207-772-1981</b>	

HAROLD ALFOND FOUNDATION  
C/O DEXTER ENTERPRISES, INC.

22-3281672

**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
AROOSTOOK MENTAL HEALTH SERVICES INC PO BOX 1018 CARIBOU, ME 04736		PUBLIC CHARITY 501C3-509A1:	TEEN LEADERSHIP CAMP	500.
BELGRADE LAKES ASSOCIATION PO BOX 551 BELGRADE LAKES, ME 04918		PUBLIC CHARITY 501C3-509A1:	DOCKS TO DOORWAYS	450,000.
BELGRADE REGIONAL CONSERVATION ALLIANCE PO BOX 250 BELGRADE LAKES, ME 04918		PUBLIC CHARITY 501C3-509A1:	HAROLD ALFOND MEMORIAL TOURNAMENT	25,000.
BELGRADE REGIONAL HEALTH CENTER SCHOOL STREET BELGRADE LAKES, ME 04918		PUBLIC CHARITY 501C3-509A1:	OPERATING SUPPORT	15,000.
BOSTON LYRIC OPERA 45 FRANKLIN STREET BOSTON, MA 02110		PUBLIC CHARITY 501C3-509A1:	UNRESTRICTED	20,000.
COLBY COLLEGE 4800 MAYFLOWER HILL WATERVILLE, ME 04901		PUBLIC CHARITY 501C3-509A1:	ART MUSEUM	1,670,000.
COLBY COLLEGE 4800 MAYFLOWER HILL WATERVILLE, ME 04901		PUBLIC CHARITY 501C3-509A1:	ATHLETIC ENDOWMENT	300,000.
KENTS HILL SCHOOL PO BOX 257 1614 MAIN STREET KENTS HILL, ME 04349		PUBLIC CHARITY 501C3-509A1:	KIN LEARNING CENTER	1,473,526.
LITTLE LEAGUE BASEBALL, INC. 75 OAKLAND STREET WATERVILLE, ME 04901		PUBLIC CHARITY 501C3-509A1:	GENERAL SUPPORT	150.
MAINE CHILDREN'S HOME FOR LITTLE WANDERERS 93 SILVER STREET WATERVILLE, ME 04901		PUBLIC CHARITY 501C3-509A1:	ANNUAL CAMPAIGN	15,000.
<b>Total from continuation sheets</b>				<b>24,789,815.</b>

**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
MAINEGENERAL MEDICAL CENTER 157 CAPITOL STREET AUGUSTA, ME 04330		PUBLIC CHARITY 501C3-509A1:	NEW REGIONAL HOSPITAL	9,539,373.
PINE TREE SOCIETY 149 FRONT STREET BATH, ME 04350		501C3-509A2 1/3 GRS RECPT ORG	NEW DINING HALL AT PINE TREE CAMP	500,000.
ROLLINS COLLEGE 100 HOLT AVENUE WINTER PARK, FL 32789-4499		PUBLIC CHARITY 501C3-509A1:	ALFOND INN AT ROLLINS	2,500,000.
SENATOR GEORGE J. MITCHELL SCHOLARSHIP RESEARCH INSTITUTE 22 MONUMENT SQUARE, SUITE 200 PORTLAND, ME 04101		PUBLIC CHARITY 501C3-509A1:	INSTITUTIONAL ENDOWMENT	450,000.
SOCIETY OF SAINT VINCENT DE PAUL 12247 GEORGIA AVENUE SILVER SPRING, MD 20902		PUBLIC CHARITY 501C3-509A1:	UNRESTRICTED	2,500.
SPECTRUM GENERATIONS 38 GOLD ST. WATERVILLE, ME 04901		PUBLIC CHARITY 501C3-509A1:	SUKEFORTH CHALLENGE GRANT	1,200.
SUSAN CURTIS FOUNDATION 1321 WASHINGTON AVE. SUITE 104 PORTLAND, ME 04103		PUBLIC CHARITY 501C3-509A1:	CAMP SUSAN CURTIS	14,700.
THE NATIONAL FOOTBALL FOUNDATION AND COLLEGE HALL OF FAME, INC. 433 LAS COLINAS BLVD. SUITE 1130 IRVING, TX 75039		501C3-509A2 1/3 GRS RECPT ORG	HAROLD ALFOND SCHOLARSHIP	18,000.
THOMAS COLLEGE 180 WEST RIVER ROAD WATERVILLE, ME 04901		PUBLIC CHARITY 501C3-509A1:	ACADEMIC CENTER & SCHOLARSHIPS	250,000.
THOMAS COLLEGE 180 WEST RIVER ROAD WATERVILLE, ME 04901		PUBLIC CHARITY 501C3-509A1:	M. MARNET SCHOLARSHIP ENDOWMENT	2,000.
<b>Total from continuation sheets</b> .....				

**Part XV** Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
TOWN OF MILO RECREATION DEPARTMENT 6 PLEASANT STREET MILO, ME 04463		170C1 GOVERNMENTAL UNIT	ATHLETIC COMPLEX IMPROVEMENTS	40,000.
UNITED STATES BIATHLON ASSOCIATION 49 PINELAND DRIVE SUITE 301A NEW GLOUCESTER, ME 04260		PUBLIC CHARITY 501C3-509A1:	UNRESTRICTED	20,000.
UNIVERSITY OF NEW ENGLAND 11 HILLS BEACH ROAD BIDDEFORD, ME 04005		PUBLIC CHARITY 501C3-509A1:	HAROLD ALFOND ATHLETIC COMPLEX	3,800,000.
UNITED WAY OF MID-MAINE, INC. 105 KENNEDY MEMORIAL DRIVE PO BOX 91 WATERVILLE, ME 04903		PUBLIC CHARITY 501C3-509A1:	2011 ANNUAL FUND	12,500.
UNIVERSITY OF MAINE 5747 MEMORIAL GYM ORONO, ME 04469		PUBLIC CHARITY 501C3-509A1:	ALFOND HOCKEY ARENA RENOVATION	2,500,000.
UNIVERSITY OF MAINE FOUNDATION TWO ALUMNI PLACE ORONO, ME 04469		PUBLIC CHARITY 501C3-509A1:	2010 FOOTBALL CHALLENGE	250,000.
WATERVILLE OPERA HOUSE IMPROVEMENT ASSOCIATION 93 MAIN STREET WATERVILLE, ME 04901		501C3-509A2 1/3 GRS RECPT ORG	EXPANSION / RENOVATION PROJECT	505,366.
WATERVILLE OPERA HOUSE IMPROVEMENT ASSOCIATION 93 MAIN STREET WATERVILLE, ME 04901		501C3-509A2 1/3 GRS RECPT ORG	2011-12 SEASON SPONSORSHIP	15,000.
WATERVILLE PUBLIC LIBRARY PO BOX 2060 WATERVILLE, ME 04901		170C1 GOVERNMENTAL UNIT	FINAL PHASE CAPITAL CAMPAIGN	400,000.
<b>Total from continuation sheets</b> .....				



HAROLD ALFOND FOUNDATION  
C/O DEXTER ENTERPRISES, INC.

22-3281672

**Part XV** Supplementary Information

**3 Grants and Contributions Approved for Future Payment (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
EDUCARE CENTRAL MAINE C/O KVCAP 97 WATER STREET WATERVILLE, ME 04901		PUBLIC CHARITY 501C3-509A1:	HAROLD ALFOND SCHOLARSHIPS	750,000.
GOOD WILL HOME ASSOCIATION PO BOX 159 HINCKLEY, ME 04944-0159		PUBLIC CHARITY 501C3-509A1:	KVCC PROJECT MANS CHARTER SCHOOL	1,500,000.
KENTS HILL SCHOOL PO BOX 257 1614 MAIN STREET KENTS HILL, ME 04349		PUBLIC CHARITY 501C3-509A1:	AKIN LEARNING CENTER	826,474.
MAINE COMMUNITY COLLEGE SYSTEM 323 STATE STREET AUGUSTA, ME 04330		170C1 GOVERNMENTAL UNIT	KVCC EXPANSION	9,350,000.
MAINEGENERAL MEDICAL CENTER 157 CAPITOL STREET AUGUSTA, ME 04330		PUBLIC CHARITY 501C3-509A1:	NEW REGIONAL HOSPITAL	25,460,627.
ROLLINS COLLEGE 100 HOLT AVENUE WINTER PARK, FL 32789-4499		PUBLIC CHARITY 501C3-509A1:	ALFOND INN AT ROLLINS	10,000,000.
THE NATIONAL FOOTBALL FOUNDATION AND COLLEGE HALL OF FAME, INC. 433 LAS COLINAS BLVD. SUITE 1130 IRVING, TX 75039		501C3-509A2 1/3 GRS RECPT ORG	RICHARD MACPHERSON COACHING FUND	31,730.
THOMAS COLLEGE 180 WEST RIVER ROAD WATERVILLE, ME 04901		PUBLIC CHARITY 501C3-509A1:	ACADEMIC CENTER & SCHOLARSHIPS	4,750,000.
UNIVERSITY OF MAINE 5747 MEMORIAL GYM ORONO, ME 04469		PUBLIC CHARITY 501C3-509A1:	ALFOND HOCKEY ARENA RENOVATION	500,000.
UNIVERSITY OF MAINE 5747 MEMORIAL GYM ORONO, ME 04469		PUBLIC CHARITY 501C3-509A1:	MEMORIAL GYM RENOVATION	2,000,000.
<b>Total from continuation sheets</b> .....				<b>62,878,855.</b>

**Part XV Supplementary Information**

3 Grants and Contributions Approved for Future Payment (Continuation)				
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)				
UNIVERSITY OF MAINE FOUNDATION TWO ALUMNI PLACE ORONO, ME 04469		PUBLIC CHARITY 501C3-509A1:	2011 FOOTBALL CHALLENGE	250,000.
UNIVERSITY OF NEW ENGLAND 11 HILLS BEACH ROAD BIDDEFORD, ME 04005		PUBLIC CHARITY 501C3-509A1:	HAROLD ALFOND ATHLETIC COMPLEX	6,200,000.
WATERVILLE OPERA HOUSE IMPROVEMENT ASSOCIATION 93 MAIN STREET WATERVILLE, ME 04901		501C3-509A2 1/3 GRS RECPT ORG	EXPANSION/RENOVATION PROJECT	950,024.
WATERVILLE OPERA HOUSE IMPROVEMENT ASSOCIATION 93 MAIN STREET WATERVILLE, ME 04901		501C3-509A2 1/3 GRS RECPT ORG	SET BUILDING SPACE	310,000.
<b>Total from continuation sheets .....</b>				

**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 PUBLICLY TRADED SECURITIES	P		
b LEGACY VENTURE IV K1 PASS THRU	P		
c LEGACY VENTURE V K1 PASS THRU	P		
d MAST DISTRESSED OPPORTUNITIES K1 PASS THRU	D		
e BLACKSTONE V AND VI K1 PASS THRU	P		
f DARWIN VENTURE CAPITAL K1 PASS THRU	P		
g STATE ST US GOVT CREDIT BOND INDEX K1 PASS THRU	P		
h STATE ST US GOVT CREDIT BOND INDEX GAIN ON LIQUID	P		
i OCH ZIFF FUND GAIN ON DISTRIBUTION	P		
j TISHMAN SPEYER K1 PASS THRU	D		
k REALTY ASSOCIATES IX - CAPITAL GAIN DISTRIBUTIONS	P		
l DEXTER PRIVATE EQUITY TE - DARWIN VENT CAP FUND I	P		
m CLASS ACTION - LITIGATION PROCEEDS	P		
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 93,037,056.		90,896,987.	2,140,069.
b			9,029.
c			36,375.
d			331,853.
e			53,092.
f			51,225.
g			-474,828.
h			90,849.
i			511,557.
j			260,140.
k			97,656.
l			22,192.
m			2,968.
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			2,140,069.
b			9,029.
c			36,375.
d			331,853.
e			53,092.
f			51,225.
g			-474,828.
h			90,849.
i			511,557.
j			260,140.
k			97,656.
l			22,192.
m			2,968.
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	3,132,177.
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

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

SOURCE	AMOUNT
TAX-EXEMPT INTEREST	65,797.
TAXABLE INTEREST INCOME	1,864,524.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,930,321.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
TAXABLE DIVIDEND INCOME	2,458,677.	0.	2,458,677.
TOTAL TO FM 990-PF, PART I, LN 4	2,458,677.	0.	2,458,677.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME PASS THRU FROM K-1S	12,201.	12,201.	
ORDINARY INCOME PASS THRU FROM K-1S	140,354.	140,354.	
TOTAL TO FORM 990-PF, PART I, LINE 11	152,555.	152,555.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	20,163.	10,980.		9,183.
TO FM 990-PF, PG 1, LN 16A	20,163.	10,980.		9,183.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAX PREPARATION	24,860.	9,940.		14,920.	
TO FORM 990-PF, PG 1, LN 16B	24,860.	9,940.		14,920.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DEXTER ENTERPRISES INVESTMENT ADVISORY FEES	665,494.	266,198.		399,296.	
PASS THRU FROM K-1S	923,839.	923,839.		0.	
INVESTMENT CONSULTING FEES	300,000.	300,000.		0.	
CHARITABLE CONSULTING FEES	19,075.	0.		19,075.	
TO FORM 990-PF, PG 1, LN 16C	1,908,408.	1,490,037.		418,371.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	138,691.	138,691.		0.	
NET INVESTMENT INCOME TAXES	57,500.	0.		0.	
NET STATE UBIT TAXES	1,100.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	197,291.	138,691.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT INTEREST PASS THRU FROM K-1S	131,404.	131,404.		0.	
NON DEDUCTIBLE INVESTMENT EXPENSES	29,539.	0.		0.	
NET RENTAL LOSSES PASS THRU FROM K-1S	24,073.	24,073.		0.	
CHARITABLE DONATIONS PASS THRU FROM K-1S	5,673.	0.		5,673.	
ORDINARY LOSS PASS THRU FROM K-1S	176,210.	176,210.		0.	
OTHER PORTFOLIO DEDUCTIONS PASS THRU FROM K-1S	529,475.	529,475.		0.	
ADVERTISING	239.	96.		143.	
INSURANCE	3,900.	1,560.		2,340.	
<b>TO FORM 990-PF, PG 1, LN 23</b>	<b>900,513.</b>	<b>862,818.</b>		<b>8,156.</b>	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
PASSIVE GOVERNMENT CREDIT BOND INDEX FUND	X		0.	0.	
TOTAL U.S. GOVERNMENT OBLIGATIONS					
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
<b>TOTAL TO FORM 990-PF, PART II, LINE 10A</b>			<b>0.</b>	<b>0.</b>	

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FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
2,900 SH BERKSHIRE HATHAWAY CL B	258,298.	221,270.
2,630 SH BERKSHIRE HATHAWAY CL A	355,254,699.	301,805,650.
709,462 SH QUANTUM CORP DIT & STORAGE	638,862.	1,702,709.
194,000 SH PEACE MARK HOLDINGS LMT	210,641.	37,557.
20 SH FIRST HORIZON NATIONAL CORP	2,124.	2,100.
DEXTER GLOBAL EQUITY TE, LLC	11,547,209.	13,561,147.
DEXTER US EQUITY TE, LLC	45,194,539.	46,911,439.
TOTAL TO FORM 990-PF, PART II, LINE 10B	413,106,372.	364,241,872.

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FORM 990-PF	CORPORATE BONDS	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DEXTER FIXED INCOME TE, LLC	42,995,851.	45,166,362.
TOTAL TO FORM 990-PF, PART II, LINE 10C	42,995,851.	45,166,362.

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FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
263,479 SH THE OPTIMA PARTNERS FOCUS FUND	COST	62.	62.
BLACKSTONE REAL ESTATE PARTNERS V AND VI, LP	COST	4,255,459.	4,270,992.
LEGACY VENTURE FUNDS	COST	2,939,258.	3,478,557.
OCH ZIFF CAPITAL ADVISORS	COST	1,137,317.	1,354,056.
SPECIAL OPPORTUNITIES FUNDS	COST	3,283,854.	3,117,677.
TISHMAN SPEYER INVESTMENTS: US REAL ESTATE VENTURE	COST	1,505,350.	626,807.
TISHMAN SPEYER INVESTMENTS: INTERNATIONAL REAL ESTATE VENTURE	COST	652,650.	114,239.
TISHMAN SPEYER INVESTMENTS: INDIA REAL ESTATE VENTURE	COST	686,362.	170,933.
TISHMAN SPEYER INVESTMENTS: 201 FOLSOM INVESTOR FEEDER, LP	COST	25,480.	0.
REALTY ASSOCIATES IX	COST	2,733,628.	3,007,622.
DEXTER HEDGE FUNDS TE, LLC	COST	81,235,771.	79,641,361.

DEXTER INTERNATIONAL EQUITY TE, LLC	COST	38,488,508.	36,877,965.
MAINEGENERAL PROGRAM RELATED INVESTMENT 238 SH BRKA COLLATERAL ACCOUNT	COST	32,152,298.	27,311,690.
MAST DISTRESSED OPPORTUNITIES I, LP	COST	47,739.	243,697.
DEXTER PRIVATE EQUITY TE, LLC	COST	3,173,449.	4,330,960.
DEXTER REAL ASSETS TE, LLC	COST	999,103.	1,171,311.
TOTAL TO FORM 990-PF, PART II, LINE 13		173,316,288.	165,717,929.

FORM 990-PF	OTHER ASSETS	STATEMENT 13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SPORTS MEMORABILIA COLLECTION	5,000.	5,000.	5,000.
37 SH WATERVILLE AREA INDUSTRIAL DEV CORP	3,608.	0.	0.
TO FORM 990-PF, PART II, LINE 15	8,608.	5,000.	5,000.



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FORM 990-PF                      PART VIII - LIST OF OFFICERS, DIRECTORS                      STATEMENT 14  
    TRUSTEES AND FOUNDATION MANAGERS

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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
THEODORE ALFOND C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE  2.00	  0.	  0.	  0.
WILLIAM ALFOND C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE  1.00	  0.	  0.	  0.
PETER ALFOND C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE  1.00	  0.	  0.	  0.
GREGORY POWELL - SEE STATEMENT 17 C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE  22.00	  0.	  0.	  0.
PETER LUNDER C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE  1.00	  0.	  0.	  0.
ROBERT MARDEN C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE  1.00	  0.	  0.	  0.
LARRY PUGH C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE  3.00	  0.	  0.	  0.
STEVEN P. AKIN C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE  2.00	  0.	  0.	  0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<hr/> 0. <hr/>	<hr/> 0. <hr/>	<hr/> 0. <hr/>

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FORM 990-PF                      SUMMARY OF PROGRAM-RELATED INVESTMENTS                      STATEMENT 15

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DESCRIPTION

INVESTMENT MADE TO ASSIST WITH FINANCING MAINEGENERAL MEDICAL CENTER'S NEW REGIONAL HOSPITAL. THE INVESTMENT CONSISTED OF BERKSHIRE HATHAWAY CLASS A COMMON STOCK PLEDGED AS COLLATERAL ON A SURETY BOND TO SUPPORT THE OBLIGATIONS OF MAINEGENERAL MEDICAL CENTER. THIS PROGRAM-RELATED INVESTMENT IS THE SUBJECT OF A PRIVATE LETTER RULING REQUEST DATED NOVEMBER 6, 2012. THE PRIVATE LETTER RULING CONTROL NUMBER ASSIGNED BY THE IRS WAS PLR149132-12.

AMOUNT

TO FORM 990-PF, PART IX-B, LINE 1

23,076,923.

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GENERAL EXPLANATION  
FORM AND LINE REFERENCES

STATEMENT 16

FORM/LINE IDENTIFIER

DESCRIPTION/RETURN REFERENCE

FORM 990-PF, PART VIII

FOUNDATION TRUSTEE POWELL ADDITIONAL  
INFORMATION

## GENERAL EXPLANATION

STATEMENT 17

GREGORY POWELL IS AN EMPLOYEE OF DEXTER ENTERPRISES, INC. DEXTER ENTERPRISES, INC. IS COMPENSATED UNDER A MANAGEMENT CONTRACT WITH THE FOUNDATION. SEE STATEMENT 6 FOR DEXTER ENTERPRISES, INC. INFORMATION.

GENERAL EXPLANATION  
FORM AND LINE REFERENCES

STATEMENT 18

FORM/LINE IDENTIFIER

DESCRIPTION/RETURN REFERENCE

FORM 990-PF, PART XV

INDIVIDUAL GRANT RECIPIENTS ARE NOT  
APPLICABLE

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GENERAL EXPLANATION

STATEMENT 19

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NONE OF THE GRANT RECIPIENTS ARE INDIVIDUALS, THEREFORE DISCLOSURE OF RELATIONSHIPS TO ANY FOUNDATION MANAGER OR SUBSTANTIAL CONTRIBUTOR IS NOT APPLICABLE.