

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2007

Department of the Treasury
Internal Revenue Service (77)

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

For calendar year 2007, or tax year beginning

, and ending

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation HAROLD ALFOND FOUNDATION		A Employer identification number 22-3281672
	C/O DEXTER ENTERPRISES, INC.		B Telephone number (207) 828-7999
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
	TWO MONUMENT SQUARE		
City or town, state, and ZIP code PORTLAND, ME 04101			
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			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 159,875,796. (Part I, column (d) must be on cash basis.)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	104797471.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	624,846.	380,682.		STATEMENT 1
	4 Dividends and interest from securities	747,493.	747,493.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	10,479,541.			
	b Gross sales price for all assets on line 6a	47,057,175.			
	7 Capital gain net income (from Part IV, line 2)		6,330,444.		
	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	105,284.	105,284.		STATEMENT 3	
12 Total. Add lines 1 through 11	116754635.	7,563,903.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	24,204.	0.		24,204.
	b Accounting fees STMT 5	13,565.	5,426.		8,139.
	c Other professional fees STMT 6	428,640.	355,762.		72,878.
	17 Interest				
	18 Taxes STMT 7	156,274.	7,738.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	632.	0.		632.
	22 Printing and publications				
	23 Other expenses STMT 8	348,420.	335,829.		4,216.
	24 Total operating and administrative expenses. Add lines 13 through 23	971,735.	704,755.		110,069.
	25 Contributions, gifts, grants paid	4,966,973.			4,966,973.
26 Total expenses and disbursements. Add lines 24 and 25	5,938,708.	704,755.		5,077,042.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	110815927.				
b Net investment income (if negative, enter -0-)		6,859,148.			
c Adjusted net income (if negative, enter -0-)			N/A		

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	519,034.	7,408,976.	7,408,976.
	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 STMT 11	2,784,182.	4,668,038.	4,637,355.
	b	Investments - corporate stock STMT 12	24,357,331.	118,937,049.	125,550,485.
	c	Investments - corporate bonds STMT 13	226,464.	53,281.	53,315.
	11	Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 14	10,734,931.	24,566,485.	22,220,665.
	14	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 15)	5,000.	5,000.	5,000.
	16	Total assets (to be completed by all filers)	38,626,942.	155,638,829.	159,875,796.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	38,626,942.	155,638,829.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	Total net assets or fund balances	38,626,942.	155,638,829.	
	31	Total liabilities and net assets/fund balances	38,626,942.	155,638,829.	

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	38,626,942.
2	Enter amount from Part I, line 27a	2	110,815,927.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	6,195,960.
4	Add lines 1, 2, and 3	4	155,638,829.
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	155,638,829.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 42,908,078.		37,416,827.	6,330,444.

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			6,330,444.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	6,330,444.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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))
2006	2,676,944.	49,804,611.	.053749
2005	3,382,940.	27,530,396.	.122880
2004	1,180,276.	25,498,519.	.046288
2003	2,027,526.	22,440,334.	.090352
2002	2,363,958.	19,869,866.	.118972

2 Total of line 1, column (d)	2	.432241
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	.086448
4 Enter the net value of noncharitable-use assets for 2007 from Part X, line 5	4	72,784,172.
5 Multiply line 4 by line 3	5	6,292,046.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	68,591.
7 Add lines 5 and 6	7	6,360,637.
8 Enter qualifying distributions from Part XII, line 4 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.	8	5,077,042.

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C/O DEXTER ENTERPRISES, INC.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b _____		1	137,183.
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	137,183.
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	137,183.
6 Credits/Payments:			
a 2007 estimated tax payments and 2006 overpayment credited to 2007	6a	131,167.	
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	171,167.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	33,984.	
11 Enter the amount of line 10 to be: Credited to 2008 estimated tax	11	33,984.	Refunded

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1a		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.	1b		X
c Did the foundation file Form 1120-POL for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <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? If "No," attach explanation	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2007 or the taxable year beginning in 2007 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.	10		X

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Part VII-A Statements Regarding Activities (continued)

11a	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)	11a		X
b	If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?	11b		N/A
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ DEXTER ENTERPRISES, INC. Located at ▶ TWO MONUMENT SQUARE, PORTLAND, ME Telephone no. ▶ 207-828-7999 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		

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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	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 2007?	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 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007? <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.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ , , ,		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2007 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 2007.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2007?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 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).

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 you answered "Yes" to 6b, also 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

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 16		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.	INVESTMENT & GRANT	
TWO MONUMENT SQUARE, PORTLAND, ME 04101	ADMINISTRATION	124,778.
CAMBRIDGE ASSOCIATES LLC		
PO BOX 10317, UNIONDALE, NY 11555	CONSULTING	129,750.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A	Summary of Direct Charitable Activities
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List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE

2

3

4

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1 NONE

2

All other program-related investments. See instructions.

3

Total. Add lines 1 through 3		0.
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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	73,540,234.
b	Average of monthly cash balances	1b	352,326.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	73,892,560.
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	73,892,560.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,108,388.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	72,784,172.
6	Minimum investment return. Enter 5% of line 5	6	3,639,209.

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	3,639,209.
2a	Tax on investment income for 2007 from Part VI, line 5	2a	137,183.
b	Income tax for 2007. (This does not include the tax from Part VI.)	2b	18,002.
c	Add lines 2a and 2b	2c	155,185.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,484,024.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,484,024.
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	3,484,024.

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	5,077,042.
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	5,077,042.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,077,042.

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 2006	(c) 2006	(d) 2007
1 Distributable amount for 2007 from Part XI, line 7				3,484,024.
2 Undistributed income, if any, as of the end of 2006:				
a Enter amount for 2006 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2007:				
a From 2002				
b From 2003	159,122.			
c From 2004				
d From 2005	2,482,736.			
e From 2006	252,028.			
f Total of lines 3a through e	2,893,886.			
4 Qualifying distributions for 2007 from Part XII, line 4: ▶ \$	5,077,042.			
a Applied to 2006, but not more than line 2a			0.	
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 2007 distributable amount				3,484,024.
e Remaining amount distributed out of corpus	1,593,018.			
5 Excess distributions carryover applied to 2007 (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:	4,486,904.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2006. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2007. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2008				0.
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 2002 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a	4,486,904.			
10 Analysis of line 9:				
a Excess from 2003	159,122.			
b Excess from 2004				
c Excess from 2005	2,482,736.			
d Excess from 2006	252,028.			
e Excess from 2007	1,593,018.			

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 2007, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

HAROLD ALFOND

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:

SEE STATEMENT 17

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
SEE STATEMENT 18				
Total			3a	4966973.
b <i>Approved for future payment</i>				
Total SEE STATEMENT 19			3b	3947218.

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No. 1545-0047

2007

Name of organization

HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES, INC.

Employer identification number

22-3281672

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule—see instructions.)

General Rule—

☒

For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules—

☐

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)

☐

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III.)

☐

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they must check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions
for Form 990, Form 990-EZ, and Form 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2007)

Name of organization

HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES, INC.

Employer identification number

22-3281672

Part I Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	HAROLD ALFOND TWO NORTH BREAKERS ROW, UNIT S31 PALM BEACH, FL 33480	\$ 99,686,248.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	ESTATE OF DOROTHY ALFOND 1201 GEORGE BUSH BOULEVARD DELRAY BEACH, FL 33483	\$ 5,111,223.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization HAROLD ALFOND FOUNDATION C/O DEXTER ENTERPRISES, INC.	Employer identification number 22-3281672
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Part II Noncash Property (See Specific Instructions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>PUBLICLY TRADED SECURITIES</u> _____ _____ _____	\$ <u>99,686,248.</u>	<u>11/14/07</u>
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

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				
b ALLIANCE BERNSTEIN INTERNATIONAL VALUE FUND CAPITAL GAINS				
c 15,445 SHARES OF ALLIANCE BERNSTEIN INTERNATIONAL		P		02/08/07
d HANSBERGER INTERNATIONAL SERIES CAPITAL GAIN DIST		P		
e 18,079 SHARES OF HANSBERGER INTERNATIONAL GROWTH		P		02/16/07
f PRECISION SPECIAL OPPS FUND III CAPITAL GAIN DIST		P		
g STATE STREET GOVERNMENT CREDIT BOND INDEX PASS TH		P		
h STATE STREET GOVERNMENT CREDIT BOND INDEX PASS TH		P		
i 79,174 UNITS OF STATE STREET PASSIVE GOV'T CREDIT		P		
j STATE STREET REAL ASSET CTF PASS THROUGH CAPITAL		P		
k STATE STREET REAL ASSET CTF PASS THROUGH CAPITAL		P		
l 183,818 UNITS OF STATE STREET REAL ASSETS CTF		P		
m LEGACY VENTURE IV, LLC PASS THROUGH CAPITAL GAINS		P		
n LEGACY VENTURE IV, LLC PASS THROUGH CAPITAL GAINS		P		
o BLACKSTONE REAL ESTATE PARTNERS V AND VI PASS THR		P		

(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 39,152,554.		33,910,902.	5,241,652.
b	0.		151,421.
c 350,000.		324,669.	25,331.
d			160,117.
e 350,000.		304,979.	45,021.
f			34,737.
g			-59,616.
h			2,239.
i 765,366.		751,411.	13,955.
j			4,801.
k			86,850.
l 2,290,158.		2,124,866.	165,292.
m			418.
n			44.
o			1,531.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			5,241,652.
b			151,421.
c			25,331.
d			160,117.
e			45,021.
f			34,737.
g			-59,616.
h			2,239.
i			13,955.
j			4,801.
k			86,850.
l			165,292.
m			418.
n			44.
o			1,531.

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 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	

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	BLACKSTONE REAL ESTATE PARTNERS V AND VI PASS THR	P		
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			456,651.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			456,651.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	6,330,444.
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
NET INTEREST INCOME ON TAX REFUNDS	1,300.
TAX-EXEMPT INTEREST	244,164.
TAXABLE INTEREST INCOME	379,382.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	624,846.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
TAXABLE DIVIDEND INCOME	747,493.	0.	747,493.
TOTAL TO FM 990-PF, PART I, LN 4	747,493.	0.	747,493.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
COMMISSION REBATES	19,754.	19,754.	
OTHER INCOME	122.	122.	
BLACKSTONE OTHER INCOME	12,404.	12,404.	
BLACKSTONE ROYALTY INCOME	5,790.	5,790.	
SSGA GOVERNMENT/CREDIT BOND INDEX			
SL CTF OTHER INCOME	3,646.	3,646.	
SSGA REAL ASSET OTHER INCOME	63,568.	63,568.	
TOTAL TO FORM 990-PF, PART I, LINE 11	105,284.	105,284.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	24,204.	0.		24,204.
TO FM 990-PF, PG 1, LN 16A	24,204.	0.		24,204.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	13,565.	5,426.		8,139.
TO FORM 990-PF, PG 1, LN 16B	13,565.	5,426.		8,139.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DEXTER ENTERPRISES	124,778.	51,900.		72,878.
INVESTMENT ADVISORY FEES	174,112.	174,112.		0.
INVESTMENT CONSULTING FEE	129,750.	129,750.		0.
TO FORM 990-PF, PG 1, LN 16C	428,640.	355,762.		72,878.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	7,738.	7,738.		0.
NET INVESTMENT INCOME TAXES	131,000.	0.		0.
NET FEDERAL UBTI TAX	8,732.	0.		0.
NET STATE UBTI TAX	8,804.	0.		0.
TO FORM 990-PF, PG 1, LN 18	156,274.	7,738.		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	824.	824.		0.	
INVESTMENT EXPENSES	2,592.	2,378.		0.	
CHARITABLE DONATIONS FROM BLACKSTONE REAL ESTATE K-1	32.	0.		32.	
CHARITABLE DONATIONS FROM LEGACY VENTURE IV K1	1,840.	0.		1,840.	
BLACKSTONE V ORDINARY LOSS	22,307.	22,307.		0.	
BLACKSTONE V REAL ESTATE LOSS	308,471.	308,471.		0.	
BLACKSTONE VI ORDINARY LOSS	289.	289.		0.	
CHARITABLE DONATIONS FROM KKR K1	4.	0.		4.	
BOND AMORTIZATION	8,161.	0.		0.	
INSURANCE	3,900.	1,560.		2,340.	
TO FORM 990-PF, PG 1, LN 23	348,420.	335,829.		4,216.	

FOOTNOTES	STATEMENT	9
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FORM 990-PF, PART XV, STATEMENT A

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

FORM 990-PF, PART VIII

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.

FORM 990-PF, PART I, LINE 25, COLUMNS (A) & (D)

ON FEBRUARY 8, 2007, THE FOUNDATION DISTRIBUTED 29 SHARES OF BERKSHIRE HATHAWAY COMMON STOCK CLASS B TO GOOD WILL HINCKLEY. THE GIFTED PROPERTY HAD A BOOK VALUE OF \$488.79 AND A FAIR MARKET VALUE OF \$104,892.28 ON THE DATE OF DISTRIBUTION.

ON FEBRUARY 8, 2007, THE FOUNDATION DISTRIBUTED 17 SHARES OF BERKSHIRE HATHAWAY COMMON STOCK CLASS B TO THOMAS

COLLEGE. THE GIFTED PROPERTY HAD A BOOK VALUE OF \$286.53 AND A FAIR MARKET VALUE OF \$61,488.58 ON THE DATE OF DISTRIBUTION.

ON FEBRUARY 8, 2007, THE FOUNDATION DISTRIBUTED 6 SHARES OF BERKSHIRE HATHAWAY COMMON STOCK CLASS A TO THOMAS COLLEGE. THE GIFTED PROPERTY HAD A BOOK VALUE OF \$3,006.66 AND A FAIR MARKET VALUE OF \$652,200.00 ON THE DATE OF DISTRIBUTION.

ON FEBRUARY 8, 2007, THE FOUNDATION DISTRIBUTED 5 SHARES OF BERKSHIRE HATHAWAY COMMON STOCK CLASS B TO MAINE GENERAL MEDICAL CENTER. THE GIFTED PROPERTY HAD A BOOK VALUE OF \$84.27 AND A FAIR MARKET VALUE OF \$18,084.88 ON THE DATE OF DISTRIBUTION.

ON FEBRUARY 8, 2007, THE FOUNDATION DISTRIBUTED 9 SHARES OF BERKSHIRE HATHAWAY COMMON STOCK CLASS A TO MAINE GENERAL MEDICAL CENTER. THE GIFTED PROPERTY HAD A BOOK VALUE OF \$4,509.99 AND A FAIR MARKET VALUE OF \$978,300.00 ON THE DATE OF DISTRIBUTION.

ON JUNE 14, 2007, THE FOUNDATION DISTRIBUTED 27 SHARES OF BERKSHIRE HATHAWAY COMMON STOCK CLASS B TO ST JOSEPH'S COLLEGE. THE GIFTED PROPERTY HAD A BOOK VALUE OF \$455.08 AND A FAIR MARKET VALUE OF \$97,966.77 ON THE DATE OF DISTRIBUTION.

ON JULY 24, 2007, THE FOUNDATION DISTRIBUTED 18 SHARES OF BERKSHIRE HATHAWAY COMMON STOCK CLASS A TO MAINE GENERAL HEALTH CENTER. THE GIFTED PROPERTY HAD A BOOK VALUE OF \$9,019.98 AND A FAIR MARKET VALUE OF \$1,980,900 ON THE DATE OF DISTRIBUTION.

ON JULY 24, 2007, THE FOUNDATION DISTRIBUTED 5 SHARES OF BERKSHIRE HATHAWAY COMMON STOCK CLASS B TO MAINE GENERAL HEALTH CENTER. THE GIFTED PROPERTY HAD A BOOK VALUE OF \$84.27 AND A FAIR MARKET VALUE OF \$18,176.25 ON THE DATE OF DISTRIBUTION.

ON JULY 25, 2007, THE FOUNDATION DISTRIBUTED 27 SHARES OF BERKSHIRE HATHAWAY COMMON STOCK CLASS B TO ALFOND YOUTH CENTER. THE GIFTED PROPERTY HAD A BOOK VALUE OF \$451.56 AND A FAIR MARKET VALUE OF \$98,293.37 ON THE DATE OF DISTRIBUTION.

ON AUGUST 8, 2007, THE FOUNDATION DISTRIBUTED 16 SHARES OF BERKSHIRE HATHAWAY COMMON STOCK CLASS B TO UNIVERSITY OF MAINE. THE GIFTED PROPERTY HAD A BOOK VALUE OF \$267.59 AND A FAIR MARKET VALUE OF \$59,120.00 ON THE DATE OF DISTRIBUTION.

ON OCTOBER 5, 2007, THE FOUNDATION DISTRIBUTED 21 SHARES OF BERKSHIRE HATHAWAY COMMON STOCK CLASS B TO MAINE GENERAL HEALTH CENTER. THE GIFTED PROPERTY HAD A BOOK VALUE OF \$351.21 AND A FAIR MARKET VALUE OF \$83,884.50 ON THE

DATE OF DISTRIBUTION.

ON DECEMBER 27, 2007, THE FOUNDATION DISTRIBUTED 1 SHARE OF BERKSHIRE HATHAWAY COMMON STOCK CLASS A TO GOVERNOR DUMMER ACADEMY. THE GIFTED PROPERTY HAD A BOOK VALUE OF \$131,048.16 AND A FAIR MARKET VALUE OF \$138,525.00 ON THE DATE OF DISTRIBUTION.

ON DECEMBER 27, 2007, THE FOUNDATION DISTRIBUTED 13 SHARES BERKSHIRE HATHAWAY COMMON STOCK CLASS B TO GOVERNOR DUMMER ACADEMY. THE GIFTED PROPERTY HAD A BOOK VALUE OF \$56,786.03 AND A FAIR MARKET VALUE OF \$59,585.50 ON THE DATE OF DISTRIBUTION.

ON DECEMBER 27, 2007, THE FOUNDATION DISTRIBUTED 21 SHARES OF BERKSHIRE HATHAWAY COMMON STOCK CLASS B TO ST JOSEPH'S COLLEGE. THE GIFTED PROPERTY HAD A BOOK VALUE OF \$91,731.27 AND A FAIR MARKET VALUE OF \$96,253.50 ON THE DATE OF DISTRIBUTION.

FORM 990-PF, PART III, LINE 3

NET ADJUSTMENT TO THE TAX BASIS OF FOUNDATION ASSETS AT NOVEMBER 16, 2007, DUE TO THE DEATH OF A FOUNDATION TRUSTEE WHO RETAINED THE RIGHT, IN CONJUNCTION WITH THE OTHER TRUSTEES, TO DESIGNATE THE CHARITABLE RECIPIENTS OF THE FOUNDATION'S ASSETS. THE DECEDENT TRUSTEE, HAROLD ALFOND, CONTRIBUTED APPROXIMATELY 96.35% OF THE ASSETS HELD IN THE FOUNDATION AS OF HIS DATE OF DEATH. THE ASSOCIATED ASSETS HAVE BEEN INCLUDED IN THE DECEDENT'S ESTATE.

THE NET ADJUSTMENT CONSISTS OF:

TAX BASIS STEP-UP OF 96.35% OF ASSETS HELD BY THE FOUNDATION AT DECEDENT TRUSTEE'S DATE OF DEATH	95,730,686.
TAX BASIS STEP-UP INCLUDED IN 2007 CONTRIBUTION INCOME	-89,534,726.

NET TAX BASIS ADJUSTMENT DUE TO TRUSTEE DEATH	6,195,960.
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FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	10
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DESCRIPTION	AMOUNT
NET TAX BASIS ADJUSTMENT DUE TO TRUSTEE DEATH. SEE FOOTNOTE.	6,195,960.
TOTAL TO FORM 990-PF, PART III, LINE 3	6,195,960.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	11
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
355,224 SH PASSIVE GOVERNMENT CREDIT BOND INDEX FUND	X		3,480,033.	3,454,550.
422.91 SH FEDERAL NATL MTG ASSN GTD PASS	X		426.	426.
6416.11 SH GOVT NATL MTG ASSN GTD PASS TH	X		6,804.	6,812.
50000 SH QUEBEC PROV CDA MEDIUM TERM NT		X	62,906.	62,287.
1000000 SH UCF ASSN INC FLA CTFS PARTN AS		X	1,050,900.	1,046,030.
50000 SH UNITED STATES TREAS BDS DTD 2/	X		66,969.	67,250.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,554,232.	3,529,038.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,113,806.	1,108,317.
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,668,038.	4,637,355.

FORM 990-PF	CORPORATE STOCK	STATEMENT	12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
158,060 SH BERNSTEIN INTERNATIONAL VALUE FUND	3,707,557.	3,510,506.
196,437 SH HANSBERGER INTERNATIONAL GROWTH FUND	5,181,035.	5,213,297.
41 SH BERKSHIRE HATHAWAY CL B	179,094.	194,176.
693 SH BERKSHIRE HATHAWAY CL A	90,816,373.	98,128,800.
410 SH ABBOTT LABORATORIES	22,484.	23,022.
300 SH ALLEGHENY TECHNOLOGIES INC	27,531.	25,920.
800 SH ALTRIA GROUP INC	58,380.	60,464.
430 SH AMERICAN EXPRESS CO	25,179.	22,369.
310 SH AMERICAN EXPRESS CO	18,152.	16,126.

320 SH AMERICAN EXPRESS CO	18,738.	16,646.
1139 SH AMERICAN INTERNATIONAL GROUP	66,694.	66,404.
600 SH APACHE CORP	59,181.	64,524.
360 SH APPLE INC.	58,743.	71,309.
1560 SH AT & T INC	62,275.	64,834.
1625 SH BANK OF AMERICA CORP	71,484.	67,048.
680 SH CHUBB CORP	36,023.	37,114.
250 SH CHUBB CORP	13,130.	13,645.
1980 SH CISCO SYS INC	58,955.	53,599.
50 SH CME GROUP INC	32,384.	34,300.
970 SH COCA COLA ENTERPRISES INC	24,565.	25,249.
1040 SH COMPANHIA VALE DO RIO DOCE	36,826.	33,977.
220 SH CONOCOPHILLIPS	17,364.	19,426.
680 SH CONOCOPHILLIPS	53,669.	60,044.
1100 SH CVS CAREMARK CORPORATION	46,360.	43,725.
540 SH CVS CAREMARK CORPORATION	22,758.	21,465.
360 SH DANAHER CORP	29,828.	31,586.
830 SH DIRECTV GROUP INC/THE	19,713.	19,190.
920 SH E M C CORP MASS	17,949.	17,048.
460 SH E M C CORP MASS	8,975.	8,524.
1070 SH E M C CORP MASS	20,876.	19,827.
430 SH EATON CORP	37,842.	41,689.
800 SH EMERSON ELECTRIC CO	43,956.	45,328.
410 SH ENSCO INTERNATIONAL INC	21,763.	24,444.
680 SH EXELON CORP	53,931.	55,515.
1070 SH EXXON MOBIL CORP	91,357.	100,248.
1490 SH GAP INC	29,872.	31,707.
2482 SH GENERAL ELEC CO	94,986.	92,008.
240 SH GOLDMAN SACHS GROUP INC	54,257.	51,612.
87 SH GOOGLE INC	54,441.	60,159.
666 SH HALLIBURTON CO	24,545.	25,248.
530 SH HESS CORPORATION	35,794.	53,456.
1050 SH HEWLETT PACKARD CO	52,621.	53,004.
670 SH HONEYWELL INTL INC	37,768.	41,252.
350 SH HOSPIRA INC	14,306.	14,924.
230 SH HOSPIRA INC	9,401.	9,807.
410 SH JOHNSON & JOHNSON	27,544.	27,347.
1380 SH JP MORGAN CHASE & CO	59,747.	60,237.
310 SH JP MORGAN CHASE & CO	13,421.	13,532.
727 SH KBR INC	26,448.	28,208.
610 SH MARRIOTT INTL INC NEW CLASS A	21,524.	20,850.
420 SH MCAFEE INC	15,238.	15,750.
530 SH MEDTRONIC INC	24,452.	26,643.
740 SH MERCK & CO INC	42,754.	43,001.
450 SH MERCK & CO INC	25,999.	26,150.
830 SH METLIFE INC	53,340.	51,145.
2541 SH MICROSOFT CORP	86,356.	90,460.
240 SH MICROSOFT CORP	8,156.	8,544.
1760 SH NEWS CORP INC	38,166.	37,400.
460 SH NEWS CORP INC	9,975.	9,775.
200 SH NEWS CORP INC	4,337.	4,250.
460 SH NEWS CORP INC	9,975.	9,775.
390 SH NIKE INC CLASS B STOCK	24,476.	25,054.
1060 SH OMNICOM GROUP INC	49,226.	50,382.

1590 SH ORACLE CORP	32,794.	35,902.
430 SH PEPSICO INC	31,723.	32,637.
250 SH PEPSICO INC	18,444.	18,975.
2164 SH PFIZER INC	50,378.	49,188.
610 SH PRAXAIR INC	50,121.	54,113.
1030 SH PROCTER & GAMBLE CO	74,881.	75,623.
1090 SH QUALCOMM INC	44,625.	42,892.
1740 SH SCHERING PLOUGH CORP	51,913.	46,354.
770 SH SEMPRA ENERGY	45,746.	47,648.
560 SH ST JUDE MEDICAL INC	21,885.	22,758.
570 SH SUPERVALU INC	22,723.	21,386.
1420 SH T J X COMPANIES INC	41,585.	40,797.
510 SH TEXAS INSTRUMENTS INC	15,973.	17,034.
560 SH TEXTRON INC	36,271.	39,928.
870 SH THERMO FISHER SCIENTIFIC INC.	50,064.	50,182.
540 SH UNITEDHEALTH GROUP INC	28,787.	31,428.
1360 SH VERIZON COMMUNICATIONS	59,194.	59,418.
950 SH WAL MART STORES INC	43,805.	45,154.
460 SH WAL MART STORES INC	20,889.	21,864.
1610 SH WELLS FARGO & CO NEW	50,449.	48,606.
878 SH XTO ENERGY INC	55,327.	45,094.
1700 SH CANON INC Y50 JPY	84,520.	79,130.
600 SH CANON INC Y50 JPY	29,831.	27,928.
3967.742 SH CAPITA GROUP PLC	54,264.	55,090.
937.806 SH CAPITA GROUP PLC	12,826.	13,021.
0.452 SH CAPITA GROUP PLC	6.	6.
2150 SH CAPITA GROUP PLC	29,404.	29,852.
1544 SH CAPITA GROUP PLC	21,116.	21,438.
1300 SH COCHLEAR LIMITED	83,843.	85,496.
2900 SH DENSO CORPORATION Y50	112,189.	118,892.
4700 SH DEUTSCHE BANK AG LONDON CERT	111,014.	101,175.
1920 SH DEUTSCHE-CW17 BHARAT HEAVY E	109,517.	109,517.
21600 SH ERICSSON (LM) (TELEFONAKTIEBOL	62,098.	50,732.
1130 SH ERSTE BANK DER OST	80,772.	80,128.
210 SH ERSTE BANK DER OST	15,011.	14,891.
1200 SH FANUC CO Y50	122,576.	116,869.
1800 SH GROUPE DANONE	159,860.	161,586.
4000 SH HSBC HOLDINGS PLC	70,010.	67,561.
1000 SH HSBC HOLDINGS PLC	17,502.	16,890.
2200 SH IBIDEN CO LTD	173,415.	152,621.
1440 SH INDITEX	102,509.	88,282.
460 SH INDITEX	32,746.	28,201.
2570 SH INFOSYS TECHNOLOGIES LTD	107,185.	116,575.
4500 SH ITO EN LTD	97,017.	85,597.
36000 SH LI & FUNG LTD	135,547.	145,433.
810 SH LVMH MOET HENNESSY LOUIS VUITT	95,731.	97,915.
2300 SH NITTO DENKO CORP	116,429.	121,882.
98000 SH PEACE MARK HOLDINGS LIMITED	162,456.	157,858.
3120 SH RECKITT BENCKISER GROUP PLC	177,828.	180,917.
2950 SH SAP AG ORD NPV	150,649.	153,243.
320 SH STRAUMANN HOLDING AG	91,202.	88,152.
100 SH STRAUMANN HOLDING AG	28,501.	27,547.
17340 SH TESCO ORD 5P	171,784.	164,646.
1210 SH YAMADA DENKI CO	134,317.	138,314.

3200 SH SYBASE INC	80,368.	83,488.
4100 SH HERCULES INC	77,142.	79,335.
795 SH BARNES GROUP INC	26,962.	26,545.
3050 SH PETROHAWK ENERGY CORP	51,804.	52,796.
5400 SH CAL DIVE INTERNATIONAL INC	68,310.	71,496.
2600 SH ALASKA AIR GROUP INC	61,984.	65,026.
3300 SH SCIELE PHARMA INC	66,429.	67,485.
700 SH SWIFT ENERGY CO	30,468.	30,821.
3125 SH MICROSEMI CORP	72,953.	69,188.
2075 SH CARTER'S INC	44,000.	40,151.
1375 SH DRESSER-RAND GROUP INC	48,909.	53,694.
5600 SH ORIENTAL FINL GROUP INC	64,372.	75,096.
5800 SH OCWEN FINANCIAL CORPORATION	31,175.	32,132.
21300 SH FINISAR CORP	38,979.	30,885.
5000 SH STEAK N SHAKE CO	58,175.	54,500.
3900 SH EMULEX CORP NEW	67,256.	63,648.
4000 SH XYRATEX LTD	59,920.	63,200.
6600 SH EMAGEON INC	28,908.	26,598.
1300 SH ELIZABETH ARDEN INC	30,875.	26,455.
10700 SH MFA MORTGAGE INVESTMENTS INC	88,682.	98,975.
200 SH OCWEN FINANCIAL CORPORATION	1,075.	1,108.
100 SH ALASKA AIR GROUP INC	2,384.	2,501.
1100 SH FINISAR CORP	2,013.	1,595.
100 SH OCWEN FINANCIAL CORPORATION	538.	554.
150 SH OCWEN FINANCIAL CORPORATION	806.	831.
100 SH SWIFT ENERGY CO	4,353.	4,403.
300 SH SWIFT ENERGY CO	13,058.	13,209.
100 SH SCIELE PHARMA INC	2,013.	2,045.
100 SH SWIFT ENERGY CO	4,353.	4,403.
100 SH SWIFT ENERGY CO	4,353.	4,403.
400 SH MASTEC INC	3,850.	4,068.
200 SH MASTEC INC	1,925.	2,034.
400 SH MASTEC INC	3,850.	4,068.
1200 SH MASTEC INC	11,550.	12,204.
100 SH MASTEC INC	963.	1,017.
400 SH MASTEC INC	3,850.	4,068.
100 SH SWIFT ENERGY CO	4,353.	4,403.
400 SH MASTEC INC	3,850.	4,068.
100 SH MASTEC INC	963.	1,017.
100 SH MASTEC INC	963.	1,017.
100 SH MASTEC INC	963.	1,017.
100 SH ORIENTAL FINL GROUP INC	1,150.	1,341.
200 SH MASTEC INC	1,925.	2,034.
200 SH MASTEC INC	1,925.	2,034.
200 SH ORIENTAL FINL GROUP INC	2,299.	2,682.
200 SH ORIENTAL FINL GROUP INC	2,299.	2,682.
100 SH ORIENTAL FINL GROUP INC	1,150.	1,341.
100 SH ORIENTAL FINL GROUP INC	1,150.	1,341.
100 SH ORIENTAL FINL GROUP INC	1,150.	1,341.
100 SH SCIELE PHARMA INC	2,013.	2,045.
25 SH SWIFT ENERGY CO	1,088.	1,101.
325 SH SCIELE PHARMA INC	6,542.	6,646.
100 SH ALASKA AIR GROUP INC	2,384.	2,501.
100 SH SWIFT ENERGY CO	4,353.	4,403.

100 SH ALASKA AIR GROUP INC	2,384.	2,501.
100 SH SWIFT ENERGY CO	4,353.	4,403.
75 SH SWIFT ENERGY CO	3,264.	3,302.
100 SH STEAK N SHAKE CO	1,164.	1,090.
125 SH ALASKA AIR GROUP INC	2,980.	3,126.
75 SH STEAK N SHAKE CO	873.	818.
100 SH OCWEN FINANCIAL CORPORATION	538.	554.
200 SH ORIENTAL FINL GROUP INC	2,299.	2,682.
100 SH ORIENTAL FINL GROUP INC	1,150.	1,341.
200 SH OCWEN FINANCIAL CORPORATION	1,075.	1,108.
100 SH ORIENTAL FINL GROUP INC	1,150.	1,341.
100 SH ALASKA AIR GROUP INC	2,384.	2,501.
100 SH ORIENTAL FINL GROUP INC	1,150.	1,341.
100 SH OCWEN FINANCIAL CORPORATION	538.	554.
100 SH ORIENTAL FINL GROUP INC	1,150.	1,341.
50 SH ALASKA AIR GROUP INC	1,192.	1,251.
100 SH ORIENTAL FINL GROUP INC	1,150.	1,341.
700 SH STANDARD REGISTER CO	8,873.	8,162.
100 SH ORIENTAL FINL GROUP INC	1,150.	1,341.
200 SH STANDARD REGISTER CO	2,535.	2,332.
75 SH ACI WORLDWIDE INC	1,659.	1,428.
600 SH STANDARD REGISTER CO	7,605.	6,996.
100 SH MASTEC INC	963.	1,017.
100 SH MASTEC INC	963.	1,017.
100 SH MASTEC INC	963.	1,017.
200 SH STANDARD REGISTER CO	2,535.	2,332.
300 SH STANDARD REGISTER CO	3,803.	3,498.
300 SH MASTEC INC	2,888.	3,051.
100 SH MASTEC INC	963.	1,017.
100 SH STANDARD REGISTER CO	1,268.	1,166.
100 SH STANDARD REGISTER CO	1,268.	1,166.
100 SH STANDARD REGISTER CO	1,268.	1,166.
400 SH STANDARD REGISTER CO	5,070.	4,664.
200 SH STANDARD REGISTER CO	2,535.	2,332.
100 SH ORIENTAL FINL GROUP INC	1,150.	1,341.
200 SH STANDARD REGISTER CO	2,535.	2,332.
100 SH ORIENTAL FINL GROUP INC	1,150.	1,341.
200 SH STANDARD REGISTER CO	2,535.	2,332.
200 SH CARTER'S INC	4,241.	3,870.
100 SH CARTER'S INC	2,121.	1,935.
100 SH CARTER'S INC	2,121.	1,935.
300 SH STANDARD REGISTER CO	3,803.	3,498.
100 SH STANDARD REGISTER CO	1,268.	1,166.
200 SH CAL DIVE INTERNATIONAL INC	2,530.	2,648.
100 SH CAL DIVE INTERNATIONAL INC	1,265.	1,324.
400 SH CARTER'S INC	8,482.	7,740.
100 SH STANDARD REGISTER CO	1,268.	1,166.
300 SH STANDARD REGISTER CO	3,803.	3,498.
100 SH STANDARD REGISTER CO	1,268.	1,166.
100 SH STANDARD REGISTER CO	1,268.	1,166.
100 SH STANDARD REGISTER CO	1,268.	1,166.
150 SH SWIFT ENERGY CO	6,529.	6,605.
100 SH HERCULES INC	1,882.	1,935.
100 SH SWIFT ENERGY CO	4,353.	4,403.

100 SH MASTEC INC	963.	1,017.
100 SH SWIFT ENERGY CO	4,353.	4,403.
100 SH STEAK N SHAKE CO	1,164.	1,090.
200 SH ICU MED INC	7,643.	7,202.
100 SH ICU MED INC	3,822.	3,601.
100 SH STEAK N SHAKE CO	1,164.	1,090.
300 SH ICU MED INC	11,465.	10,803.
100 SH ICU MED INC	3,822.	3,601.
100 SH STEAK N SHAKE CO	1,164.	1,090.
100 SH ICU MED INC	3,822.	3,601.
500 SH MFA MORTGAGE INVESTMENTS INC	4,144.	4,625.
100 SH MFA MORTGAGE INVESTMENTS INC	829.	925.
100 SH MFA MORTGAGE INVESTMENTS INC	829.	925.
200 SH MFA MORTGAGE INVESTMENTS INC	1,658.	1,850.
700 SH CASTLE(A M)& CO	17,196.	19,033.
200 SH CASTLE(A M)& CO	4,913.	5,438.
100 SH MASTEC INC	963.	1,017.
100 SH ACI WORLDWIDE INC	2,213.	1,904.
300 SH ACI WORLDWIDE INC	6,638.	5,712.
100 SH ACI WORLDWIDE INC	2,213.	1,904.
100 SH ACI WORLDWIDE INC	2,213.	1,904.
100 SH ICU MED INC	3,822.	3,601.
100 SH DIVX INC	1,699.	1,400.
100 SH DIVX INC	1,699.	1,400.
200 SH DIVX INC	3,397.	2,800.
100 SH DIVX INC	1,699.	1,400.
400 SH DIVX INC	6,794.	5,600.
100 SH ICU MED INC	3,822.	3,601.
100 SH DIVX INC	1,699.	1,400.
100 SH ICU MED INC	3,822.	3,601.
200 SH CASTLE(A M)& CO	4,913.	5,438.
100 SH MASTEC INC	963.	1,017.
100 SH MASTEC INC	963.	1,017.
100 SH ICU MED INC	3,822.	3,601.
100 SH CASTLE(A M)& CO	2,457.	2,719.
100 SH ICU MED INC	3,822.	3,601.
100 SH STANDARD REGISTER CO	1,268.	1,166.
100 SH STANDARD REGISTER CO	1,268.	1,166.
2500 SH FINISAR CORP	4,575.	3,625.
100 SH MASTEC INC	963.	1,017.
100 SH DIVX INC	1,699.	1,400.
1100 SH MASTEC INC	10,588.	11,187.
800 SH FINISAR CORP	1,464.	1,160.
400 SH MASTEC INC	3,850.	4,068.
300 SH FINISAR CORP	549.	435.
900 SH FINISAR CORP	1,647.	1,305.
100 SH CASTLE(A M)& CO	2,457.	2,719.
200 SH ALASKA AIR GROUP INC	4,768.	5,002.
100 SH STANDARD REGISTER CO	1,268.	1,166.
100 SH ALASKA AIR GROUP INC	2,384.	2,501.
100 SH CASTLE(A M)& CO	2,457.	2,719.
100 SH ALASKA AIR GROUP INC	2,384.	2,501.
200 SH STANDARD REGISTER CO	2,535.	2,332.
50 SH ICU MED INC	1,911.	1,801.

100 SH ICU MED INC	3,822.	3,601.
100 SH STANDARD REGISTER CO	1,268.	1,166.
100 SH STANDARD REGISTER CO	1,268.	1,166.
200 SH STANDARD REGISTER CO	2,535.	2,332.
100 SH STANDARD REGISTER CO	1,268.	1,166.
100 SH SYBASE INC	2,512.	2,609.
300 SH MACROVISION CORP	7,850.	5,499.
100 SH MACROVISION CORP	2,617.	1,833.
100 SH MACROVISION CORP	2,617.	1,833.
100 SH MACROVISION CORP	2,617.	1,833.
100 SH SYBASE INC	2,512.	2,609.
300 SH MACROVISION CORP	7,850.	5,499.
200 SH MACROVISION CORP	5,233.	3,666.
75 SH STANDARD REGISTER CO	951.	875.
100 SH MACROVISION CORP	2,617.	1,833.
400 SH ORBITAL SCIENCES CORP	9,664.	9,808.
100 SH ORBITAL SCIENCES CORP	2,416.	2,452.
200 SH ORBITAL SCIENCES CORP	4,832.	4,904.
100 SH ORBITAL SCIENCES CORP	2,416.	2,452.
100 SH ORBITAL SCIENCES CORP	2,416.	2,452.
100 SH MACROVISION CORP	2,617.	1,833.
200 SH ORBITAL SCIENCES CORP	4,832.	4,904.
100 SH MACROVISION CORP	2,617.	1,833.
100 SH ORBITAL SCIENCES CORP	2,416.	2,452.
300 SH ACI WORLDWIDE INC	6,638.	5,712.
100 SH ACI WORLDWIDE INC	2,213.	1,904.
400 SH ORBITAL SCIENCES CORP	9,664.	9,808.
200 SH ORBITAL SCIENCES CORP	4,832.	4,904.
100 SH ORBITAL SCIENCES CORP	2,416.	2,452.
100 SH MACROVISION CORP	2,617.	1,833.
1600 SH FINISAR CORP	2,928.	2,320.
500 SH FINISAR CORP	915.	725.
100 SH ORBITAL SCIENCES CORP	2,416.	2,452.
100 SH MACROVISION CORP	2,617.	1,833.
250 SH ACI WORLDWIDE INC	5,531.	4,760.
100 SH ORBITAL SCIENCES CORP	2,416.	2,452.
100 SH STANDARD REGISTER CO	1,268.	1,166.
100 SH EMULEX CORP NEW	1,725.	1,632.
25 SH MACROVISION CORP	654.	458.
375 SH EMULEX CORP NEW	6,467.	6,120.
200 SH ALLETE INC	8,327.	7,916.
100 SH ALLETE INC	4,164.	3,958.
400 SH ALLETE INC	16,654.	15,832.
200 SH ALLETE INC	8,327.	7,916.
100 SH CASTLE(A M)& CO	2,457.	2,719.
100 SH STANDARD REGISTER CO	1,268.	1,166.
100 SH ALLETE INC	4,164.	3,958.
100 SH ALLETE INC	4,164.	3,958.
100 SH CASTLE(A M)& CO	2,457.	2,719.
1100 SH SXC HEALTH SOLUTIONS CORP	13,712.	15,950.
1600 SH SXC HEALTH SOLUTIONS CORP	19,944.	23,200.
700 SH SXC HEALTH SOLUTIONS CORP	8,726.	10,150.
600 SH SXC HEALTH SOLUTIONS CORP	7,479.	8,700.
150 SH ALLETE INC	6,245.	5,937.

200 SH SXC HEALTH SOLUTIONS CORP	2,493.	2,900.
300 SH SXC HEALTH SOLUTIONS CORP	3,740.	4,350.
200 SH ALLETE INC	8,327.	7,916.
100 SH SXC HEALTH SOLUTIONS CORP	1,247.	1,450.
100 SH SXC HEALTH SOLUTIONS CORP	1,247.	1,450.
100 SH SXC HEALTH SOLUTIONS CORP	1,247.	1,450.
100 SH SXC HEALTH SOLUTIONS CORP	1,247.	1,450.
100 SH SXC HEALTH SOLUTIONS CORP	1,247.	1,450.
100 SH SXC HEALTH SOLUTIONS CORP	1,247.	1,450.
100 SH SXC HEALTH SOLUTIONS CORP	1,247.	1,450.
100 SH SXC HEALTH SOLUTIONS CORP	1,247.	1,450.
100 SH SXC HEALTH SOLUTIONS CORP	1,247.	1,450.
200 SH SXC HEALTH SOLUTIONS CORP	2,493.	2,900.
100 SH CAL DIVE INTERNATIONAL INC	1,265.	1,324.
100 SH CAL DIVE INTERNATIONAL INC	1,265.	1,324.
200 SH SXC HEALTH SOLUTIONS CORP	2,493.	2,900.
400 SH DIVX INC	6,794.	5,600.
100 SH SXC HEALTH SOLUTIONS CORP	1,247.	1,450.
100 SH SXC HEALTH SOLUTIONS CORP	1,247.	1,450.
175 SH DIVX INC	2,972.	2,450.
100 SH DIVX INC	1,699.	1,400.
500 SH DIVX INC	8,493.	7,000.
100 SH SXC HEALTH SOLUTIONS CORP	1,247.	1,450.
300 SH SXC HEALTH SOLUTIONS CORP	3,740.	4,350.
100 SH SXC HEALTH SOLUTIONS CORP	1,247.	1,450.
100 SH SXC HEALTH SOLUTIONS CORP	1,247.	1,450.
100 SH SXC HEALTH SOLUTIONS CORP	1,247.	1,450.
100 SH SXC HEALTH SOLUTIONS CORP	1,247.	1,450.
100 SH CASTLE(A M)& CO	2,457.	2,719.
100 SH ALLETE INC	4,164.	3,958.
100 SH ALLETE INC	4,164.	3,958.
100 SH CASTLE(A M)& CO	2,457.	2,719.
200 SH ICU MED INC	7,643.	7,202.
100 SH XYRATEX LTD	1,498.	1,580.
100 SH ICU MED INC	3,822.	3,601.
300 SH XYRATEX LTD	4,494.	4,740.
100 SH DIVX INC	1,699.	1,400.
100 SH ALLETE INC	4,164.	3,958.
100 SH STANDARD REGISTER CO	1,268.	1,166.
100 SH XYRATEX LTD	1,498.	1,580.
100 SH ALLETE INC	4,164.	3,958.
50 SH XYRATEX LTD	749.	790.
200 SH DIVX INC	3,397.	2,800.
125 SH STANDARD REGISTER CO	1,584.	1,458.
200 SH CAL DIVE INTERNATIONAL INC	2,530.	2,648.
100 SH CAL DIVE INTERNATIONAL INC	1,265.	1,324.
100 SH DIVX INC	1,699.	1,400.
100 SH STANDARD REGISTER CO	1,268.	1,166.
100 SH DIVX INC	1,699.	1,400.
200 SH DIVX INC	3,397.	2,800.
100 SH STANDARD REGISTER CO	1,268.	1,166.
200 SH CASTLE(A M)& CO	4,913.	5,438.
100 SH CASTLE(A M)& CO	2,457.	2,719.
100 SH DIVX INC	1,699.	1,400.

100 SH GRANITE CONSTRUCTION INC	3,422.	3,618.
300 SH GRANITE CONSTRUCTION INC	10,266.	10,854.
100 SH DIVX INC	1,699.	1,400.
100 SH GRANITE CONSTRUCTION INC	3,422.	3,618.
300 SH GRANITE CONSTRUCTION INC	10,266.	10,854.
100 SH GRANITE CONSTRUCTION INC	3,422.	3,618.
125 SH DIVX INC	2,123.	1,750.
325 SH GRANITE CONSTRUCTION INC	11,122.	11,759.
200 SH DIVX INC	3,397.	2,800.
200 SH XYRATEX LTD	2,996.	3,160.
100 SH XYRATEX LTD	1,498.	1,580.
25 SH CASTLE(A M)& CO	614.	680.
175 SH GRANITE CONSTRUCTION INC	5,989.	6,332.
100 SH GRANITE CONSTRUCTION INC	3,422.	3,618.
100 SH ALLETE INC	4,164.	3,958.
200 SH DIVX INC	3,397.	2,800.
100 SH GRANITE CONSTRUCTION INC	3,422.	3,618.
100 SH DIVX INC	1,699.	1,400.
300 SH DIVX INC	5,096.	4,200.
200 SH MACROVISION CORP	5,233.	3,666.
100 SH DIVX INC	1,699.	1,400.
100 SH ORBITAL SCIENCES CORP	2,416.	2,452.
100 SH DIVX INC	1,699.	1,400.
300 SH GRANITE CONSTRUCTION INC	10,266.	10,854.
100 SH XYRATEX LTD	1,498.	1,580.
100 SH DIVX INC	1,699.	1,400.
200 SH MACROVISION CORP	5,233.	3,666.
100 SH MACROVISION CORP	2,617.	1,833.
100 SH STANDARD REGISTER CO	1,268.	1,166.
300 SH ORBITAL SCIENCES CORP	7,248.	7,356.
100 SH ORBITAL SCIENCES CORP	2,416.	2,452.
75 SH ORBITAL SCIENCES CORP	1,812.	1,839.
100 SH ICU MED INC	3,822.	3,601.
100 SH CASTLE(A M)& CO	2,457.	2,719.
400 SH MASTEC INC	3,850.	4,068.
200 SH STANDARD REGISTER CO	2,535.	2,332.
65 SH GRANITE CONSTRUCTION INC	2,224.	2,352.
100 SH CASTLE(A M)& CO	2,457.	2,719.
200 SH MASTEC INC	1,925.	2,034.
100 SH ICU MED INC	3,822.	3,601.
100 SH ORBITAL SCIENCES CORP	2,416.	2,452.
1700 SH FINISAR CORP	3,111.	2,465.
100 SH MASTEC INC	963.	1,017.
100 SH ANALOGIC CORP	5,462.	6,772.
600 SH FINISAR CORP	1,098.	870.
100 SH MASTEC INC	963.	1,017.
100 SH ANALOGIC CORP	5,462.	6,772.
100 SH ORBITAL SCIENCES CORP	2,416.	2,452.
100 SH MASTEC INC	963.	1,017.
200 SH FINISAR CORP	366.	290.
450 SH MASTEC INC	4,331.	4,577.
100 SH ORBITAL SCIENCES CORP	2,416.	2,452.
100 SH FINISAR CORP	183.	145.
100 SH MASTEC INC	963.	1,017.

100 SH ORBITAL SCIENCES CORP	2,416.	2,452.
200 SH FINISAR CORP	366.	290.
100 SH FINISAR CORP	183.	145.
100 SH FINISAR CORP	183.	145.
100 SH ALBANY INTL CORP NEW CL A	3,611.	3,710.
300 SH FINISAR CORP	549.	435.
100 SH ALBANY INTL CORP NEW CL A	3,611.	3,710.
100 SH ANALOGIC CORP	5,462.	6,772.
200 SH ANALOGIC CORP	10,923.	13,544.
100 SH FINISAR CORP	183.	145.
100 SH FINISAR CORP	183.	145.
400 SH FINISAR CORP	732.	580.
200 SH ALBANY INTL CORP NEW CL A	7,222.	7,420.
100 SH ALBANY INTL CORP NEW CL A	3,611.	3,710.
100 SH ALBANY INTL CORP NEW CL A	3,611.	3,710.
100 SH ALBANY INTL CORP NEW CL A	3,611.	3,710.
100 SH ALBANY INTL CORP NEW CL A	3,611.	3,710.
100 SH ALBANY INTL CORP NEW CL A	3,611.	3,710.
100 SH GRANITE CONSTRUCTION INC	3,296.	3,618.
100 SH ORBITAL SCIENCES CORP	2,330.	2,452.
100 SH CONMED CORP	2,474.	2,311.
40 SH GRANITE CONSTRUCTION INC	1,319.	1,447.
65 SH ICU MED INC	2,434.	2,341.
100 SH ANALOGIC CORP	5,397.	6,772.
100 SH ANALOGIC CORP	5,405.	6,772.
100 SH CONMED CORP	2,436.	2,311.
100 SH CONMED CORP	2,474.	2,311.
100 SH ORBITAL SCIENCES CORP	2,330.	2,452.
200 SH CONMED CORP	4,872.	4,622.
200 SH ALBANY INTL CORP NEW CL A	7,151.	7,420.
100 SH ALBANY INTL CORP NEW CL A	3,576.	3,710.
100 SH CONMED CORP	2,496.	2,311.
400 SH DOMINOS PIZZA INC	5,488.	5,292.
300 SH DOMINOS PIZZA INC	4,091.	3,969.
100 SH ORBITAL SCIENCES CORP	2,330.	2,452.
200 SH DOMINOS PIZZA INC	2,744.	2,646.
100 SH DOMINOS PIZZA INC	1,383.	1,323.
200 SH DOMINOS PIZZA INC	2,772.	2,646.
200 SH DOMINOS PIZZA INC	2,758.	2,646.
400 SH DOMINOS PIZZA INC	5,528.	5,292.
100 SH CONMED CORP	2,482.	2,311.
100 SH CONMED CORP	2,485.	2,311.
300 SH DOMINOS PIZZA INC	4,011.	3,969.
100 SH CONMED CORP	2,466.	2,311.
100 SH DOMINOS PIZZA INC	1,337.	1,323.
125 SH ANALOGIC CORP	6,610.	8,465.
100 SH DOMINOS PIZZA INC	1,351.	1,323.
100 SH ANALOGIC CORP	5,198.	6,772.
200 SH DOMINOS PIZZA INC	2,703.	2,646.
100 SH CONMED CORP	2,464.	2,311.
50 SH ALBANY INTL CORP NEW CL A	1,802.	1,855.
100 SH DOMINOS PIZZA INC	1,346.	1,323.
100 SH CONMED CORP	2,465.	2,311.
100 SH CONMED CORP	2,464.	2,311.

100 SH DOMINOS PIZZA INC	1,347.	1,323.
100 SH DOMINOS PIZZA INC	1,347.	1,323.
700 SH MENTOR GRAPHICS CORP	8,616.	7,546.
1500 SH MENTOR GRAPHICS CORP	17,367.	16,170.
1300 SH MENTOR GRAPHICS CORP	15,513.	14,014.
550 SH MENTOR GRAPHICS CORP	5,889.	5,929.
200 SH MENTOR GRAPHICS CORP	2,142.	2,156.
300 SH MENTOR GRAPHICS CORP	3,113.	3,234.
100 SH CONMED CORP	2,462.	2,311.
100 SH MENTOR GRAPHICS CORP	1,038.	1,078.
25 SH CONMED CORP	618.	578.
100 SH CONMED CORP	2,467.	2,311.
100 SH CONMED CORP	2,470.	2,311.
200 SH WAUSAU PAPER CORP	1,876.	1,798.
100 SH WAUSAU PAPER CORP	939.	899.
100 SH CONMED CORP	2,464.	2,311.
100 SH WAUSAU PAPER CORP	940.	899.
100 SH WAUSAU PAPER CORP	941.	899.
200 SH MENTOR GRAPHICS CORP	2,156.	2,156.
300 SH CONMED CORP	7,277.	6,933.
500 SH WAUSAU PAPER CORP	4,721.	4,495.
100 SH CONMED CORP	2,426.	2,311.
100 SH MENTOR GRAPHICS CORP	1,078.	1,078.
200 SH WAUSAU PAPER CORP	1,890.	1,798.
100 SH WAUSAU PAPER CORP	941.	899.
100 SH CONMED CORP	2,422.	2,311.
100 SH WAUSAU PAPER CORP	943.	899.
100 SH WAUSAU PAPER CORP	945.	899.
300 SH WAUSAU PAPER CORP	2,833.	2,697.
100 SH CONMED CORP	2,400.	2,311.
100 SH WAUSAU PAPER CORP	963.	899.
100 SH ALBANY INTL CORP NEW CL A	3,607.	3,710.
100 SH ALBANY INTL CORP NEW CL A	3,564.	3,710.
400 SH MENTOR GRAPHICS CORP	4,274.	4,312.
100 SH WAUSAU PAPER CORP	959.	899.
400 SH WAUSAU PAPER CORP	3,850.	3,596.
100 SH ALBANY INTL CORP NEW CL A	3,564.	3,710.
100 SH ALBANY INTL CORP NEW CL A	3,607.	3,710.
100 SH MENTOR GRAPHICS CORP	1,068.	1,078.
200 SH WAUSAU PAPER CORP	1,927.	1,798.
100 SH WAUSAU PAPER CORP	964.	899.
100 SH WAUSAU PAPER CORP	960.	899.
100 SH CONMED CORP	2,391.	2,311.
100 SH CONMED CORP	2,360.	2,311.
100 SH CONMED CORP	2,391.	2,311.
100 SH CONMED CORP	2,345.	2,311.
200 SH WAUSAU PAPER CORP	1,895.	1,798.
300 SH WAUSAU PAPER CORP	2,834.	2,697.
100 SH CONMED CORP	2,345.	2,311.
100 SH WAUSAU PAPER CORP	949.	899.
100 SH WAUSAU PAPER CORP	949.	899.
200 SH ELIZABETH ARDEN INC	4,046.	4,070.
100 SH WAUSAU PAPER CORP	926.	899.
100 SH ELIZABETH ARDEN INC	2,008.	2,035.

300 SH WAUSAU PAPER CORP	2,776.	2,697.
200 SH WAUSAU PAPER CORP	1,845.	1,798.
100 SH WAUSAU PAPER CORP	932.	899.
100 SH WAUSAU PAPER CORP	924.	899.
100 SH WAUSAU PAPER CORP	920.	899.
100 SH CONMED CORP	2,245.	2,311.
700 SH WAUSAU PAPER CORP	6,630.	6,293.
200 SH WAUSAU PAPER CORP	1,896.	1,798.
1300 SH APP PHARMACEUTICALS INC	16,445.	13,351.
100 SH APP PHARMACEUTICALS INC	1,265.	1,027.
325 SH ABRAXIS BIOSCIENCE INC	18,689.	22,350.
25 SH ABRAXIS BIOSCIENCE INC	1,438.	1,719.
2200 SH ALLERGAN INC	142,121.	141,328.
68 SH ALLERGAN INC	4,393.	4,368.
80 SH ALLERGAN INC	5,168.	5,139.
124 SH ALLERGAN INC	8,011.	7,966.
24 SH ALLERGAN INC	1,551.	1,542.
82 SH ALLERGAN INC	5,298.	5,268.
42 SH ALLERGAN INC	2,713.	2,698.
106 SH ALLERGAN INC	6,848.	6,809.
74 SH ALLERGAN INC	4,781.	4,754.
200 SH ALLERGAN INC	12,921.	12,848.
10 SH AMAZON COM INC	907.	926.
15 SH AMAZON COM INC	1,386.	1,390.
15 SH AMAZON COM INC	1,361.	1,390.
98 SH AMERICA MOVIL S.A.B.DE C.V SER	5,822.	6,016.
152 SH AMERICA MOVIL S.A.B.DE C.V SER	9,030.	9,331.
65 SH AMERICA MOVIL S.A.B.DE C.V SER	3,862.	3,990.
109 SH AMERICA MOVIL S.A.B.DE C.V SER	6,476.	6,692.
109 SH AMERICA MOVIL S.A.B.DE C.V SER	6,476.	6,692.
262 SH AMERICA MOVIL S.A.B.DE C.V SER	15,565.	16,084.
174 SH AMERICA MOVIL S.A.B.DE C.V SER	10,337.	10,682.
261 SH AMERICA MOVIL S.A.B.DE C.V SER	15,506.	16,023.
436 SH AMERICA MOVIL S.A.B.DE C.V SER	25,903.	26,766.
387 SH AMERICA MOVIL S.A.B.DE C.V SER	22,992.	23,758.
47 SH AMERICA MOVIL S.A.B.DE C.V SER	2,792.	2,885.
200 SH AMERICA MOVIL S.A.B.DE C.V SER	11,882.	12,278.
207 SH AMERICA MOVIL S.A.B.DE C.V SER	12,298.	12,708.
264 SH AMERICA MOVIL S.A.B.DE C.V SER	15,684.	16,207.
81 SH AMERICA MOVIL S.A.B.DE C.V SER	4,812.	4,973.
62 SH AMERICA MOVIL S.A.B.DE C.V SER	3,683.	3,806.
86 SH AMERICA MOVIL S.A.B.DE C.V SER	5,109.	5,280.
200 SH AMERICA MOVIL S.A.B.DE C.V SER	11,882.	12,278.
600 SH APPLE INC.	97,905.	118,848.
200 SH APPLE INC.	32,635.	39,616.
400 SH APPLE INC.	65,270.	79,232.
972 SH BROADCOM CORP CL A	27,736.	25,408.
73 SH BROADCOM CORP CL A	2,083.	1,908.
352 SH BROADCOM CORP CL A	10,044.	9,201.
339 SH BROADCOM CORP CL A	9,673.	8,861.
223 SH BROADCOM CORP CL A	6,363.	5,829.
141 SH BROADCOM CORP CL A	4,023.	3,686.
368 SH BROADCOM CORP CL A	10,501.	9,620.
68 SH BROADCOM CORP CL A	1,940.	1,778.

292 SH BROADCOM CORP CL A	8,332.	7,633.
307 SH BROADCOM CORP CL A	8,760.	8,025.
456 SH BROADCOM CORP CL A	13,012.	11,920.
237 SH BROADCOM CORP CL A	6,763.	6,195.
472 SH BROADCOM CORP CL A	13,469.	12,338.
300 SH BROADCOM CORP CL A	8,561.	7,842.
330 SH BROADCOM CORP CL A	9,417.	8,626.
242 SH BROADCOM CORP CL A	6,905.	6,326.
327 SH BROADCOM CORP CL A	9,331.	8,548.
254 SH BROADCOM CORP CL A	7,248.	6,640.
147 SH BROADCOM CORP CL A	4,195.	3,843.
300 SH CME GROUP INC	194,304.	205,800.
33 SH CERNER CORP	1,783.	1,861.
76 SH CERNER CORP	4,107.	4,286.
3 SH CERNER CORP	162.	169.
47 SH CERNER CORP	2,540.	2,651.
12 SH CERNER CORP	648.	677.
43 SH CERNER CORP	2,324.	2,425.
68 SH CERNER CORP	3,674.	3,835.
29 SH CERNER CORP	1,567.	1,636.
12 SH CERNER CORP	648.	677.
52 SH CERNER CORP	2,810.	2,933.
53 SH CERNER CORP	2,864.	2,989.
1 SH CERNER CORP	54.	56.
67 SH CERNER CORP	3,620.	3,779.
8 SH CERNER CORP	432.	451.
70 SH CERNER CORP	3,782.	3,948.
20 SH CERNER CORP	1,081.	1,128.
26 SH CERNER CORP	1,405.	1,466.
38 SH CERNER CORP	2,053.	2,143.
36 SH CERNER CORP	1,945.	2,030.
25 SH CERNER CORP	1,351.	1,410.
8 SH CERNER CORP	432.	451.
52 SH CERNER CORP	2,810.	2,933.
21 SH CERNER CORP	1,135.	1,184.
16 SH CERNER CORP	865.	902.
46 SH CERNER CORP	2,486.	2,594.
71 SH CERNER CORP	3,836.	4,004.
22 SH CERNER CORP	1,189.	1,241.
17 SH CERNER CORP	919.	959.
28 SH CERNER CORP	1,513.	1,579.
1240 SH E M C CORP MASS	24,192.	22,977.
636 SH E M C CORP MASS	12,408.	11,785.
452 SH E M C CORP MASS	8,819.	8,376.
576 SH E M C CORP MASS	11,238.	10,673.
99 SH E M C CORP MASS	1,931.	1,834.
127 SH E M C CORP MASS	2,478.	2,353.
199 SH E M C CORP MASS	3,882.	3,687.
426 SH E M C CORP MASS	8,311.	7,894.
1305 SH E M C CORP MASS	25,461.	24,182.
242 SH E M C CORP MASS	4,721.	4,484.
136 SH E M C CORP MASS	2,653.	2,520.
68 SH E M C CORP MASS	1,327.	1,260.
894 SH E M C CORP MASS	17,442.	16,566.

684 SH E M C CORP MASS	13,345.	12,675.
662 SH E M C CORP MASS	12,916.	12,267.
738 SH E M C CORP MASS	14,398.	13,675.
577 SH E M C CORP MASS	11,257.	10,692.
639 SH E M C CORP MASS	12,467.	11,841.
87 SH EXPEDITORS INTL WASH INC	3,882.	3,887.
430 SH EXPEDITORS INTL WASH INC	19,184.	19,212.
64 SH EXPEDITORS INTL WASH INC	2,855.	2,860.
118 SH EXPEDITORS INTL WASH INC	5,265.	5,272.
26 SH EXPEDITORS INTL WASH INC	1,160.	1,162.
56 SH EXPEDITORS INTL WASH INC	2,498.	2,502.
5 SH EXPEDITORS INTL WASH INC	223.	223.
26 SH EXPEDITORS INTL WASH INC	1,160.	1,162.
5 SH EXPEDITORS INTL WASH INC	223.	223.
6 SH EXPEDITORS INTL WASH INC	268.	268.
44 SH EXPEDITORS INTL WASH INC	1,963.	1,966.
11 SH EXPEDITORS INTL WASH INC	491.	491.
15 SH EXPEDITORS INTL WASH INC	669.	670.
42 SH EXPEDITORS INTL WASH INC	1,874.	1,877.
122 SH EXPEDITORS INTL WASH INC	5,443.	5,451.
16 SH EXPEDITORS INTL WASH INC	714.	715.
19 SH EXPEDITORS INTL WASH INC	848.	849.
37 SH EXPEDITORS INTL WASH INC	1,651.	1,653.
3 SH EXPEDITORS INTL WASH INC	134.	134.
37 SH EXPEDITORS INTL WASH INC	1,651.	1,653.
81 SH EXPEDITORS INTL WASH INC	3,614.	3,619.
20 SH EXPEDITORS INTL WASH INC	892.	894.
23 SH EXPEDITORS INTL WASH INC	1,026.	1,028.
68 SH EXPEDITORS INTL WASH INC	3,034.	3,038.
22 SH EXPEDITORS INTL WASH INC	982.	983.
53 SH EXPEDITORS INTL WASH INC	2,365.	2,368.
22 SH EXPEDITORS INTL WASH INC	982.	983.
49 SH EXPEDITORS INTL WASH INC	2,186.	2,189.
24 SH EXPEDITORS INTL WASH INC	1,071.	1,072.
140 SH EXPEDITORS INTL WASH INC	6,246.	6,255.
11 SH EXPEDITORS INTL WASH INC	491.	491.
118 SH EXPEDITORS INTL WASH INC	5,265.	5,272.
32 SH FMC TECHNOLOGIES INC	1,751.	1,814.
66 SH FMC TECHNOLOGIES INC	3,611.	3,742.
32 SH FMC TECHNOLOGIES INC	1,751.	1,814.
74 SH FMC TECHNOLOGIES INC	4,048.	4,196.
6 SH FMC TECHNOLOGIES INC	328.	340.
44 SH FMC TECHNOLOGIES INC	2,407.	2,495.
76 SH FMC TECHNOLOGIES INC	4,158.	4,309.
42 SH FMC TECHNOLOGIES INC	2,298.	2,381.
56 SH FMC TECHNOLOGIES INC	3,063.	3,175.
28 SH FMC TECHNOLOGIES INC	1,532.	1,588.
60 SH FMC TECHNOLOGIES INC	3,282.	3,402.
34 SH FMC TECHNOLOGIES INC	1,860.	1,928.
8 SH FMC TECHNOLOGIES INC	438.	454.
44 SH FMC TECHNOLOGIES INC	2,407.	2,495.
4 SH FMC TECHNOLOGIES INC	219.	227.
34 SH FMC TECHNOLOGIES INC	1,860.	1,928.
50 SH FMC TECHNOLOGIES INC	2,735.	2,835.

20 SH FMC TECHNOLOGIES INC	1,094.	1,134.
40 SH FMC TECHNOLOGIES INC	2,188.	2,268.
84 SH FMC TECHNOLOGIES INC	4,595.	4,763.
72 SH FMC TECHNOLOGIES INC	3,939.	4,082.
70 SH FMC TECHNOLOGIES INC	3,829.	3,969.
24 SH FMC TECHNOLOGIES INC	1,313.	1,361.
2000 SH GENENTECH INC	149,670.	134,140.
2400 SH GENZYME CORP	175,046.	178,656.
100 SH GENZYME CORP	7,294.	7,444.
600 SH GOOGLE INC	375,443.	414,888.
14 SH INTERCONTINENTALEXCHANGE INC	2,424.	2,695.
486 SH INTERCONTINENTALEXCHANGE INC	84,148.	93,555.
50 SH INTERCONTINENTALEXCHANGE INC	8,657.	9,625.
61 SH INTERCONTINENTALEXCHANGE INC	10,562.	11,743.
10 SH INTERCONTINENTALEXCHANGE INC	1,731.	1,925.
28 SH INTERCONTINENTALEXCHANGE INC	4,848.	5,390.
8 SH INTERCONTINENTALEXCHANGE INC	1,385.	1,540.
59 SH INTERCONTINENTALEXCHANGE INC	10,216.	11,358.
28 SH INTERCONTINENTALEXCHANGE INC	4,848.	5,390.
9 SH INTERCONTINENTALEXCHANGE INC	1,558.	1,733.
38 SH INTERCONTINENTALEXCHANGE INC	6,580.	7,315.
23 SH INTERCONTINENTALEXCHANGE INC	3,982.	4,428.
1 SH INTERCONTINENTALEXCHANGE INC	173.	193.
185 SH INTERCONTINENTALEXCHANGE INC	32,032.	35,613.
200 SH INTUITIVE SURGICAL INC	56,126.	64,600.
188 SH INTUITIVE SURGICAL INC	52,758.	60,724.
7 SH INTUITIVE SURGICAL INC	1,964.	2,261.
50 SH INTUITIVE SURGICAL INC	14,032.	16,150.
55 SH INTUITIVE SURGICAL INC	15,435.	17,765.
1500 SH IRON MTN INC PA	53,678.	55,530.
100 SH IRON MTN INC PA	3,579.	3,702.
145 SH LAS VEGAS SANDS CORP	16,929.	14,942.
82 SH LAS VEGAS SANDS CORP	9,574.	8,450.
51 SH LAS VEGAS SANDS CORP	5,954.	5,256.
372 SH LAS VEGAS SANDS CORP	43,431.	38,335.
125 SH LAS VEGAS SANDS CORP	14,594.	12,881.
25 SH LAS VEGAS SANDS CORP	2,919.	2,576.
167 SH LAS VEGAS SANDS CORP	19,699.	17,209.
16 SH LAS VEGAS SANDS CORP	1,886.	1,649.
32 SH LAS VEGAS SANDS CORP	3,771.	3,298.
29 SH LAS VEGAS SANDS CORP	3,431.	2,988.
32 SH LAS VEGAS SANDS CORP	3,796.	3,298.
65 SH LAS VEGAS SANDS CORP	7,710.	6,698.
32 SH LAS VEGAS SANDS CORP	3,785.	3,298.
27 SH LAS VEGAS SANDS CORP	3,153.	2,782.
4700 SH LOWE'S COMPANIES INC	117,678.	106,314.
1900 SH MOODYS CORP	71,982.	67,830.
100 SH MOODYS CORP	3,789.	3,570.
100 SH MOODYS CORP	3,789.	3,570.
131 SH MOODYS CORP	4,963.	4,677.
19 SH MOODYS CORP	720.	678.
98 SH MOODYS CORP	3,713.	3,499.
11 SH MOODYS CORP	417.	393.
74 SH MOODYS CORP	2,803.	2,642.

54 SH MOODYS CORP	2,046.	1,928.
45 SH MOODYS CORP	1,705.	1,607.
5 SH MOODYS CORP	189.	179.
7 SH MOODYS CORP	265.	250.
110 SH MOODYS CORP	4,167.	3,927.
67 SH MOODYS CORP	2,538.	2,392.
25 SH MOODYS CORP	947.	893.
154 SH MOODYS CORP	5,834.	5,498.
4 SH NATIONAL OILWELL VARCO INC.	251.	294.
508 SH NATIONAL OILWELL VARCO INC.	31,910.	37,318.
222 SH NATIONAL OILWELL VARCO INC.	13,945.	16,308.
78 SH NATIONAL OILWELL VARCO INC.	4,900.	5,730.
68 SH NATIONAL OILWELL VARCO INC.	4,271.	4,995.
172 SH NATIONAL OILWELL VARCO INC.	10,804.	12,635.
154 SH NATIONAL OILWELL VARCO INC.	9,674.	11,313.
180 SH NATIONAL OILWELL VARCO INC.	11,307.	13,223.
4 SH NATIONAL OILWELL VARCO INC.	251.	294.
332 SH NATIONAL OILWELL VARCO INC.	20,855.	24,389.
138 SH NATIONAL OILWELL VARCO INC.	8,668.	10,137.
8 SH NATIONAL OILWELL VARCO INC.	503.	588.
132 SH NATIONAL OILWELL VARCO INC.	8,292.	9,697.
214 SH NATIONAL OILWELL VARCO INC.	13,442.	15,720.
148 SH NATIONAL OILWELL VARCO INC.	9,297.	10,872.
196 SH NATIONAL OILWELL VARCO INC.	12,312.	14,398.
194 SH NATIONAL OILWELL VARCO INC.	12,186.	14,251.
48 SH NATIONAL OILWELL VARCO INC.	3,015.	3,526.
251 SH NATIONAL OILWELL VARCO INC.	18,748.	18,438.
125 SH NATIONAL OILWELL VARCO INC.	9,319.	9,183.
116 SH NATIONAL OILWELL VARCO INC.	8,763.	8,521.
108 SH NATIONAL OILWELL VARCO INC.	8,192.	7,934.
15 SH SALESFORCE.COM INC	793.	940.
87 SH SALESFORCE.COM INC	4,597.	5,454.
17 SH SALESFORCE.COM INC	898.	1,066.
159 SH SALESFORCE.COM INC	8,401.	9,968.
84 SH SALESFORCE.COM INC	4,438.	5,266.
86 SH SALESFORCE.COM INC	4,544.	5,391.
6 SH SALESFORCE.COM INC	317.	376.
89 SH SALESFORCE.COM INC	4,702.	5,579.
65 SH SALESFORCE.COM INC	3,434.	4,075.
90 SH SALESFORCE.COM INC	4,755.	5,642.
38 SH SALESFORCE.COM INC	2,008.	2,382.
101 SH SALESFORCE.COM INC	5,336.	6,332.
27 SH SALESFORCE.COM INC	1,427.	1,693.
82 SH SALESFORCE.COM INC	4,332.	5,141.
8 SH SALESFORCE.COM INC	423.	502.
46 SH SALESFORCE.COM INC	2,430.	2,884.
5 SH SALESFORCE.COM INC	264.	313.
53 SH SALESFORCE.COM INC	2,800.	3,323.
81 SH SALESFORCE.COM INC	4,280.	5,078.
42 SH SALESFORCE.COM INC	2,219.	2,633.
79 SH SALESFORCE.COM INC	4,174.	4,953.
10 SH SALESFORCE.COM INC	528.	627.
12 SH SALESFORCE.COM INC	634.	752.
101 SH SALESFORCE.COM INC	5,336.	6,332.

20 SH SALESFORCE.COM INC	1,057.	1,254.
18 SH SALESFORCE.COM INC	951.	1,128.
29 SH SALESFORCE.COM INC	1,532.	1,818.
50 SH SALESFORCE.COM INC	2,642.	3,135.
100 SH SALESFORCE.COM INC	5,284.	6,269.
25 SH SALESFORCE.COM INC	1,321.	1,567.
51 SH SALESFORCE.COM INC	2,695.	3,197.
32 SH SALESFORCE.COM INC	1,691.	2,006.
61 SH SALESFORCE.COM INC	3,223.	3,824.
8 SH SALESFORCE.COM INC	423.	502.
32 SH SALESFORCE.COM INC	1,691.	2,006.
62 SH SALESFORCE.COM INC	3,276.	3,887.
105 SH SALESFORCE.COM INC	5,548.	6,582.
8 SH SALESFORCE.COM INC	423.	502.
63 SH SALESFORCE.COM INC	3,329.	3,949.
53 SH SALESFORCE.COM INC	2,800.	3,323.
1400 SH SCHLUMBERGER LTD	128,944.	137,718.
100 SH SCHLUMBERGER LTD	9,211.	9,837.
202 SH SCHLUMBERGER LTD	18,606.	19,871.
24 SH SCHLUMBERGER LTD	2,211.	2,361.
274 SH SCHLUMBERGER LTD	25,238.	26,953.
200 SH SCHLUMBERGER LTD	18,422.	19,674.
100 SH SCHLUMBERGER LTD	9,211.	9,837.
7600 SH STARBUCKS CORP	172,016.	155,572.
500 SH STARBUCKS CORP	11,318.	10,235.
1300 SH STRYKER CORP	91,761.	97,136.
1700 SH TEVA PHARMACEUTICAL INDS LTD A	75,871.	79,016.
200 SH TEVA PHARMACEUTICAL INDS LTD A	8,926.	9,296.
1300 SH VARIAN MEDICAL SYSTEMS INC	63,915.	67,808.
125 SH VARIAN MEDICAL SYSTEMS INC	6,146.	6,520.
49 SH VARIAN MEDICAL SYSTEMS INC	2,409.	2,556.
28 SH VARIAN MEDICAL SYSTEMS INC	1,377.	1,460.
22 SH VARIAN MEDICAL SYSTEMS INC	1,082.	1,148.
56 SH VARIAN MEDICAL SYSTEMS INC	2,753.	2,921.
42 SH VARIAN MEDICAL SYSTEMS INC	2,065.	2,191.
6 SH VARIAN MEDICAL SYSTEMS INC	295.	313.
11 SH VARIAN MEDICAL SYSTEMS INC	541.	574.
44 SH VARIAN MEDICAL SYSTEMS INC	2,163.	2,295.
28 SH VARIAN MEDICAL SYSTEMS INC	1,377.	1,460.
8 SH VARIAN MEDICAL SYSTEMS INC	393.	417.
6 SH VARIAN MEDICAL SYSTEMS INC	295.	313.
45 SH VARIAN MEDICAL SYSTEMS INC	2,212.	2,347.
32 SH VARIAN MEDICAL SYSTEMS INC	1,573.	1,669.
45 SH VARIAN MEDICAL SYSTEMS INC	2,212.	2,347.
53 SH VARIAN MEDICAL SYSTEMS INC	2,606.	2,764.
100 SH VARIAN MEDICAL SYSTEMS INC	4,917.	5,216.
2500 SH WALGREEN CO	99,675.	95,200.
2600 SH YAHOO INC	67,899.	60,476.
100 SH YAHOO INC	2,612.	2,326.
18 SH ZIMMER HLDGS INC	1,183.	1,191.
750 SH AFFILIATED COMPUTER SVCS INC C	31,275.	33,825.
200 SH AFFILIATED COMPUTER SVCS INC C	8,340.	9,020.
575 SH AFFILIATED COMPUTER SVCS INC C	23,978.	25,933.
350 SH AFFILIATED COMPUTER SVCS INC C	14,595.	15,785.

175 SH AFFILIATED COMPUTER SVCS INC C	7,298.	7,893.
4816.56 SH ALCATEL LUCENT SPONSORED ADR	39,159.	35,257.
2693.76 SH ALCATEL LUCENT SPONSORED ADR	21,900.	19,718.
1444.48 SH ALCATEL LUCENT SPONSORED ADR	11,744.	10,574.
3245.2 SH ALCATEL LUCENT SPONSORED ADR	26,383.	23,755.
1300 SH ALCATEL LUCENT SPONSORED ADR	10,569.	9,516.
925 SH ALCATEL LUCENT SPONSORED ADR	7,520.	6,771.
225 SH ALCATEL LUCENT SPONSORED ADR	1,829.	1,647.
3000 SH ALCATEL LUCENT SPONSORED ADR	24,390.	21,960.
1750 SH ALLSTATE CORP	93,345.	91,403.
575 SH AMGEN INC	31,760.	26,703.
400 SH AMGEN INC	22,094.	18,576.
150 SH AMGEN INC	8,285.	6,966.
125 SH AMGEN INC	6,904.	5,805.
450 SH AMGEN INC	24,856.	20,898.
725 SH BANK OF AMERICA CORP	31,893.	29,914.
225 SH BANK OF AMERICA CORP	9,898.	9,284.
125 SH BANK OF AMERICA CORP	5,499.	5,158.
50 SH BANK OF AMERICA CORP	2,077.	2,063.
125 SH BANK OF AMERICA CORP	5,170.	5,158.
250 SH BANK OF AMERICA CORP	10,370.	10,315.
425 SH BLACK & DECKER CORP	35,906.	29,601.
225 SH BLACK & DECKER CORP	19,009.	15,671.
50 SH BLACK & DECKER CORP	4,224.	3,483.
150 SH BLACK & DECKER CORP	12,673.	10,448.
400 SH BRISTOL MYERS SQUIBB CO	11,136.	10,608.
1325 SH BRISTOL MYERS SQUIBB CO	36,888.	35,139.
825 SH BRISTOL MYERS SQUIBB CO	22,968.	21,879.
50 SH BRISTOL MYERS SQUIBB CO	1,392.	1,326.
1650 SH CA INC	41,991.	41,168.
825 SH CA INC	20,996.	20,584.
50 SH CAPITAL ONE FINANCIAL CORP	2,651.	2,363.
150 SH CAPITAL ONE FINANCIAL CORP	7,952.	7,089.
150 SH CAPITAL ONE FINANCIAL CORP	7,952.	7,089.
225 SH CAPITAL ONE FINANCIAL CORP	11,928.	10,634.
300 SH CAPITAL ONE FINANCIAL CORP	15,905.	14,178.
25 SH CAPITAL ONE FINANCIAL CORP	1,325.	1,182.
25 SH CAPITAL ONE FINANCIAL CORP	1,325.	1,182.
75 SH CAPITAL ONE FINANCIAL CORP	3,976.	3,545.
275 SH CAPITAL ONE FINANCIAL CORP	14,579.	12,997.
100 SH CAPITAL ONE FINANCIAL CORP	5,302.	4,726.
75 SH CAPITAL ONE FINANCIAL CORP	3,798.	3,545.
100 SH CAPITAL ONE FINANCIAL CORP	4,971.	4,726.
50 SH CAPITAL ONE FINANCIAL CORP	2,489.	2,363.
100 SH CAPITAL ONE FINANCIAL CORP	4,973.	4,726.
75 SH CAPITAL ONE FINANCIAL CORP	3,746.	3,545.
2100 SH CITIGROUP INC	71,747.	61,824.
625 SH CITIGROUP INC	21,353.	18,400.
350 SH CITIGROUP INC	11,958.	10,304.
750 SH CITIGROUP INC	25,624.	22,080.
400 SH CITIGROUP INC	13,666.	11,776.
975 SH COMERICA INC	33,311.	42,442.
425 SH COMERICA INC	14,520.	18,500.
1075 SH COUNTRYWIDE FINANCIAL CORP	13,126.	9,611.

125 SH COUNTRYWIDE FINANCIAL CORP	1,526.	1,118.
200 SH COUNTRYWIDE FINANCIAL CORP	2,442.	1,788.
200 SH COUNTRYWIDE FINANCIAL CORP	2,442.	1,788.
650 SH COUNTRYWIDE FINANCIAL CORP	7,937.	5,811.
300 SH COUNTRYWIDE FINANCIAL CORP	3,663.	2,682.
281 SH DISCOVER FINANCIAL SERVICES	4,995.	4,237.
150 SH DISCOVER FINANCIAL SERVICES	2,666.	2,262.
1375 SH FEDERAL HOME LOAN MORTGAGE COR	55,935.	46,846.
500 SH FEDERAL HOME LOAN MORTGAGE COR	20,340.	17,035.
500 SH FEDERAL HOME LOAN MORTGAGE COR	20,340.	17,035.
450 SH FEDERAL HOME LOAN MORTGAGE COR	18,306.	15,332.
375 SH FEDERAL HOME LOAN MORTGAGE COR	10,531.	12,776.
175 SH FEDERAL HOME LOAN MORTGAGE COR	4,731.	5,962.
375 SH FEDERAL HOME LOAN MORTGAGE COR	9,373.	12,776.
1050 SH FEDERAL NATIONAL MORTGAGE	42,882.	41,979.
875 SH FEDERAL NATIONAL MORTGAGE	35,735.	34,983.
650 SH FEDERAL NATIONAL MORTGAGE	20,339.	25,987.
375 SH FEDERAL NATIONAL MORTGAGE	11,633.	14,993.
1725 SH FIRST AMERN FINL CORP CALIF	57,512.	58,857.
1050 SH HOME DEPOT INC	30,251.	28,287.
1000 SH HOME DEPOT INC	28,810.	26,940.
400 SH HOME DEPOT INC	11,524.	10,776.
275 SH HOME DEPOT INC	7,923.	7,409.
500 SH HOME DEPOT INC	14,405.	13,470.
150 SH HOME DEPOT INC	4,322.	4,041.
625 SH HOME DEPOT INC	18,006.	16,838.
300 SH HOME DEPOT INC	8,643.	8,082.
1050 SH JOHNSON & JOHNSON	70,539.	70,035.
375 SH JOHNSON & JOHNSON	25,193.	25,013.
1375 SH JP MORGAN CHASE & CO	59,531.	60,019.
250 SH JP MORGAN CHASE & CO	10,824.	10,913.
2225 SH KRAFT FOODS INC CL A	72,023.	72,602.
100 SH L-3 COMMUNICATIONS HLDGS INC	11,105.	10,594.
925 SH LEAR CORP	29,484.	25,586.
350 SH LEAR CORP	11,156.	9,681.
125 SH LEAR CORP	3,984.	3,458.
675 SH LEAR CORP	21,516.	18,671.
200 SH LEHMAN BROTHERS HOLDINGS INC	12,448.	13,088.
325 SH LEHMAN BROTHERS HOLDINGS INC	20,228.	21,268.
250 SH LEHMAN BROTHERS HOLDINGS INC	15,560.	16,360.
275 SH LEHMAN BROTHERS HOLDINGS INC	17,116.	17,996.
150 SH LEHMAN BROTHERS HOLDINGS INC	9,336.	9,816.
800 SH MAGNA INTL INC CL A	71,432.	64,344.
625 SH MICROSOFT CORP	21,241.	22,250.
1225 SH MICROSOFT CORP	41,632.	43,610.
650 SH MORGAN STANLEY	34,307.	34,522.
300 SH MORGAN STANLEY	15,834.	15,933.
50 SH MORGAN STANLEY	2,543.	2,656.
25 SH MORGAN STANLEY	1,273.	1,328.
75 SH MORGAN STANLEY	3,814.	3,983.
25 SH MORGAN STANLEY	1,277.	1,328.
75 SH MORGAN STANLEY	3,824.	3,983.
200 SH NORTHROP GRUMMAN CORP	16,217.	15,728.
25 SH NORTHROP GRUMMAN CORP	2,027.	1,966.

150 SH NORTHROP GRUMMAN CORP	12,163.	11,796.
550 SH NORTHROP GRUMMAN CORP	44,597.	43,252.
425 SH NORTHROP GRUMMAN CORP	34,461.	33,422.
175 SH NORTHROP GRUMMAN CORP	14,190.	13,762.
2325 SH OLD REPUBLIC INTL CORP	34,654.	35,828.
775 SH OLD REPUBLIC INTL CORP	11,551.	11,943.
1697 SH ORACLE CORP	35,001.	38,318.
2550 SH PFIZER INC	59,364.	57,962.
1125 SH PFIZER INC	26,190.	25,571.
1325 SH PFIZER INC	30,846.	30,117.
125 SH POPULAR INC	1,200.	1,325.
50 SH POPULAR INC	480.	530.
250 SH POPULAR INC	2,400.	2,650.
1225 SH POPULAR INC	11,760.	12,985.
375 SH POPULAR INC	3,600.	3,975.
2000 SH RENAISSANCE RE HLDGS LTD ADR	114,720.	120,480.
550 SH SEMPRA ENERGY	32,676.	34,034.
675 SH SEMPRA ENERGY	40,102.	41,769.
1325 SH T J X COMPANIES INC	38,803.	38,067.
1250 SH T J X COMPANIES INC	36,606.	35,913.
775 SH TORCHMARK CORP	48,488.	46,911.
622 SH TYCO ELECTRONICS LTD	21,761.	23,095.
1075 SH WAL MART STORES INC	49,568.	51,095.
1025 SH WAL MART STORES INC	47,263.	48,718.
475 SH WAL MART STORES INC	21,902.	22,577.
150 SH WAL MART STORES INC	6,917.	7,130.
25 SH WAL MART STORES INC	1,153.	1,188.
425 SH WAL MART STORES INC	19,597.	20,200.
400 SH WHIRLPOOL CORP	30,774.	32,652.
300 SH WHIRLPOOL CORP	23,081.	24,489.
150 SH WHIRLPOOL CORP	11,540.	12,245.
225 SH WHIRLPOOL CORP	17,310.	18,367.
75 SH WHIRLPOOL CORP	5,770.	6,122.
925 SH WISCONSIN ENERGY CORP	43,401.	45,057.
450 SH WISCONSIN ENERGY CORP	21,114.	21,920.
1175 SH X L CAPITAL LTD CLASS A	76,354.	59,114.
350 SH X L CAPITAL LTD CLASS A	22,744.	17,609.
300 SH X L CAPITAL LTD CLASS A	19,495.	15,093.
357,927 SH MELLON INCOME STOCK FUND	3,609,784.	3,028,058.
TOTAL TO FORM 990-PF, PART II, LINE 10B	118,937,049.	125,550,485.

FORM 990-PF	CORPORATE BONDS	STATEMENT 13
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
50000 SH NYNEX CAP FDG CO MEDIUM TERM N	53,281.	53,315.
TOTAL TO FORM 990-PF, PART II, LINE 10C	53,281.	53,315.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 14
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MAST CREDIT OPPORTUNITIES I, LIMITED OS	COST	895,706.	919,717.
32,988 SH REAL ASSET CTF	COST	431,801.	425,705.
BLACKSTONE REAL ESTATE PARTNERS V AND VI, LP	COST	3,406,976.	3,234,906.
FAIRHOLME HOLDINGS LTD.	COST	3,491,063.	3,316,903.
LEGACY VENTURE IV, LLC	COST	472,869.	353,946.
OCH ZIFF CAPITAL ADVISORS	COST	3,372,787.	2,410,441.
SPECIAL OPPORTUNITIES FUND III	COST	1,667,577.	1,742,111.
SPECIAL OPPORTUNITIES FUND IV	COST	300,000.	300,000.
WINSTON GLOBAL FUND	COST	4,196,451.	3,203,353.
260,710.87 SH THE OPTIMA PARTNERS FOCUS FUND, OS	COST	3,220,334.	3,236,725.
251,994.96 SH THE PLATINUM US TAX EXEMPT FUND, OS	COST	3,110,921.	3,076,858.
TOTAL TO FORM 990-PF, PART II, LINE 13		24,566,485.	22,220,665.

FORM 990-PF	OTHER ASSETS	STATEMENT 15
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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.
TO FORM 990-PF, PART II, LINE 15	5,000.	5,000.	5,000.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HAROLD ALFOND TWO NORTH BREAKERS ROW UNIT S 31 PALM BEACH, FL 33480	TRUSTEE 12.50	0.	0.	0.
THEODORE ALFOND 1 CHESTNUT STREET WESTON, MA 02193	TRUSTEE 2.00	0.	0.	0.
WILLIAM ALFOND 14 OTIS PLACE BOSTON, MA 02108	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 FOOTNOTE) C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 10.00	0.	0.	0.
PETER LUNDER TWO MONUMENT SQUARE, SUITE 702 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 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 17

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES, INC. TWO MONUMENT SQUARE
PORTLAND, ME 04101

TELEPHONE NUMBER

NAME OF GRANT PROGRAM

207-828-7999

NOT APPLICABLE

FORM AND CONTENT OF APPLICATIONS

APPLICANTS SHOULD SUBMIT THEIR REQUESTS AS FOLLOWS:

- 1) A BRIEF (1-3) PAGE LETTER DESCRIBING THE PROJECT, DRIVE OR CAMPAIGN. THIS SHOULD INCLUDE A STATEMENT OF NEED, TOTAL FUND RAISING GOAL, AND AMOUNT REQUESTED FROM THE FOUNDATION.
- 2) CAPITAL CAMPAIGNS AND SPECIAL PROJECTS SHOULD ALSO INCLUDE A BUDGET.
- 3) ORGANIZATIONS WHICH ARE NOT LISTED IN THE CURRENT ISSUE OF IRS PUBLICATION 78 (CUMULATIVE LIST OF ORGANIZATIONS) SHOULD ENCLOSE A COPY OF THEIR 501(C)(3) DETERMINATION LETTER.
- 4) OTHER SUPPORTING MATERIAL.

ANY SUBMISSION DEADLINES

NO SUBMISSION DEADLINES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION CONTRIBUTES TO ORGANIZATIONS IN THE FIELDS OF HIGHER EDUCATION, THE ARTS AND HEALTH CARE. THE FOUNDATION ALSO CONTRIBUTES TO WORTHY CHARITIES WITHIN ITS PRINCIPAL AREA OF GEOGRAPHIC INTEREST OF MAINE, WITH EMPHASIS ON CENTRAL MAINE.

WHEN CONSIDERING MAJOR GRANTS, THE FOUNDATION FREQUENTLY REQUIRES THAT THE GRANTEE RAISE MATCHING FUNDS FROM OTHER ORGANIZATIONS AND INDIVIDUALS IN ORDER TO QUALIFY FOR THE GRANT.

FORM 990-PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR	STATEMENT 18
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RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALBION CHRISTIAN CHURCH		PUBLIC CHARITY	
PO BOX 205, ALBION, ME 04910	QUIMBY FAMILY FUND	501C3-509A1	1,000.
ALFOND YOUTH CENTER		PUBLIC CHARITY	
126 NORTH STREET, WATERVILLE, ME 04901	FACILITY ENHANCEMENT PROJECT	501C3-509A1	6,250.
ALFOND YOUTH CENTER		PUBLIC CHARITY	
126 NORTH STREET, WATERVILLE, ME 04901	2007 ANNUAL FUND CHALLENGE	501C3-509A1	100,000.
AMERICAN RED CROSS OF SOUTHERN MAINE		PUBLIC CHARITY	
2401 CONGRESS STREET, PORTLAND, ME 04102	DISASTER RELIEF FUND	501C3-509A1	1,000.
AROOSTOOK TEEN LEADERSHIP CAMP		PUBLIC CHARITY	
PO BOX 1018, CARIBOU, ME 04736	ANNUAL RESIDENTIAL SUMMER CAMP	501C3-509A1	200.
BELGRADE REGIONAL CONSERVATION ALLIANCE		PUBLIC CHARITY	
PO BOX 250, BELGRADE LAKES, ME 04918	2007 CHALLENGE GRANT	501C3-509A1	25,000.
BELGRADE REGIONAL HEALTH CENTER		PUBLIC CHARITY	
SCHOOL STREET, BELGRADE LAKES, ME 04918	OPERATIONAL FUNDING	501C3-509A1	15,000.

BELGRADE VOLUNTEER FIRE DEPARTMENT		WELF, CIVIC LGUE 501C4: SOC	500.
6 MANCHESTER ROAD, BELGRADE, ME 04917	UNRESTRICTED		
BOYS TO MEN		PUBLIC CHARITY 501C3-509A1	500.
565 CONGRESS STREET, PORTLAND, ME 04101	AFTER-SCHOOL WORKSHOPS		
CAL RIPKEN, SR. FOUNDATION		PUBLIC CHARITY 501C3-509A1	10,000.
1427 CLARKVIEW ROAD, SUITE 100, BALTRIMORE, MD 21209	UNRESTRICTED		
CENTER FOR SOCIAL CONCERNS		PUBLIC CHARITY 501C3-509A1	10,000.
117 CENTER FOR SOCIAL CONCERNS, NOTRE DAME, IN 46556	UNRESTRICTED		
GOOD WILL-HINCKLEY HOMES FOR BOYS & GIRLS		PUBLIC CHARITY 501C3-509A1	105,610.
PO BOX 159, HINCKLEY, ME 04944	ALFOND FAMILY COTTAGE		
GOVERNOR DUMMER ACADEMY		PUBLIC CHARITY 501C3-509A1	200,000.
1 ELM STREET, BYFIELD, MA 01922	CAPITAL CAMPAIGN/SCHOLARSHIP FUND		
GULF OF MAINE RESEARCH INSTITUTE		1/3 GROSS RCPT ORG 501C3-509A2	2,500.
350 COMMERCIAL STREET, PORTLAND, ME 04101	ONGOING SUPPORT OF LABVENTURE		
LITTLE LEAGUE BASEBALL, INC.		PUBLIC CHARITY 501C3-509A1	150.
75 OAKLAND STREET, WATERVILLE, ME 04901	GENERAL SUPPORT		

LOURDES-NOREEN MCKEEN RESIDENCE FOR GERIATRIC CARE, INC. 315 S. FLAGLER DRIVE, WEST PALM BEACH, FL 33401	GENERAL SUPPORT	1/3 GROSS RCPT ORG 501C3-509A2	15,000.
MAINE CHILDRENS HOME FOR LITTLE WANDERERS 93 SILVER STREET, WATERVILLE, ME 04901	TEEN PARENT SCHOOL PROGRAM	PUBLIC CHARITY 501C3-509A1	15,000.
MAINE PARKINSON SOCIETY 5 BUCKNAM ROAD SUITE 1A, FALMOUTH, ME 04105	ANNUAL FUND	PUBLIC CHARITY 501C3-509A1	200.
MAINEGENERAL MEDICAL CENTER 157 CAPITOL STREET, AUGUSTA, ME 04330	CARDIAC CARE PROGRAM	PUBLIC CHARITY 501C3-509A1	83,885.
MAINEGENERAL MEDICAL CENTER 157 CAPITOL STREET, AUGUSTA, ME 04330	RN EDUC @ CANCER CENTER	PUBLIC CHARITY 501C3-509A1	150,000.
MAINEGENERAL MEDICAL CENTER 157 CAPITOL STREET, AUGUSTA, ME 04330	CANCER CENTER	PUBLIC CHARITY 501C3-509A1	1,000,000.
MAINEGENERAL MEDICAL CENTER 157 CAPITOL STREET, AUGUSTA, ME 04330	CANCER CENTER BONUS	PUBLIC CHARITY 501C3-509A1	2,000,000.
MENS ASSOCIATES OF THE MORSE GERIATRIC CENTER INC. 4847 FRED GLADSTONE DRIVE, WEST PALM BEACH, FL 33417	UNRESTRICTED	PUBLIC CHARITY 501C3-509A1	500.

MSAD #47		170C1 GOVERNMENT UNIT	300.
2896 MIDDLE ROAD, SIDNEY, ME 04330	PROJECT SCHOLAR		
OPPORTUNITY FARM ASSOCIATION		PUBLIC CHARITY 501C3-509A1	250.
PO BOX 65, NEW GLOUCESTER, ME 04260	ANNUAL APPEAL		
PINE TREE SOCIETY		1/3 GROSS RCPT ORG 501C3-509A2	150.
PO BOX 508, BATH, ME 04350	ANNUAL FUND		
RED SOX FOUNDATION		PUBLIC CHARITY 501C3-509A1	10,000.
4 YAWKEY WAY, BOSTON, MA 02215	UNRESTRICTED		
REM, INC.		PUBLIC CHARITY 501C3-509A1	500.
93 MAIN STREET, WATERVILLE, ME 04901	2007 YULETIDE CELEBRATION IN WATERVILLE		
SAINT JOSEPH'S COLLEGE		PUBLIC CHARITY 501C3-509A1	100,000.
278 WHITES BRIDGE ROAD, STANDISH, ACADEMIC HALL BONUS ME 04084			
SAINT JOSEPH'S COLLEGE		PUBLIC CHARITY 501C3-509A1	200,000.
278 WHITES BRIDGE ROAD, STANDISH, ACADEMIC HALL ME 04084			
SENIOR SPECTRUM		PUBLIC CHARITY 501C3-509A1	1,200.
38 GOLD ST., WATERVILLE, ME 04901	SS/MC-MOW SUKEFORTH EVENT		

THE NATIONAL FOOTBALL FOUNDATION AND COLLEGE HALL OF FAME, INC.		1/3 GROSS RCPT ORG 501C3-509A2 18,000.
433 E. LAS COLINAS BLVD SUITE 1130, IRVING, TX 75039	HAROLD ALFOND SCHOLARSHIP	
THOMAS COLLEGE		PUBLIC CHARITY 501C3-509A1 715,493.
180 W RIVER ROAD, WATERVILLE, ME 04901	FIELD HOUSE PROJECT	
UNIVERSITY OF MAINE		PUBLIC CHARITY 501C3-509A1 148,035.
5747 MEMORIAL GYM, ORONO, ME 04469	ARENA EXPANSION SHAWN WALSH HOCKEY WING	
WATERVILLE OPERA HOUSE ASSOCIATION		1/3 GROSS RCPT ORG 501C3-509A2 15,000.
93 MAIN STREET, WATERVILLE, ME 04901	2006 ANNUAL FUND	
WATERVILLE OPERA HOUSE ASSOCIATION		1/3 GROSS RCPT ORG 501C3-509A2 15,000.
93 MAIN STREET, WATERVILLE, ME 04901	2007 ANNUAL FUND	
WATERVILLE PUBLIC LIBRARY		170C1 GOVERNMENT UNIT 500.
PO BOX 2060, WATERVILLE, ME 04903	CAPITAL CAMPAIGN	
YOUTH & FAMILY SERVICES INC.		PUBLIC CHARITY 501C3-509A1 250.
PO BOX 502, SKOWHEGAN, ME 04976	UNRESTRICTED	

TOTAL TO FORM 990-PF, PART XV, LINE 3A

4,966,973.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
APPROVED FOR FUTURE PAYMENT

STATEMENT 19

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
GOOD WILL-HINCKLEY HOMES FOR BOYS & GIRLS		PUBLIC CHARITY 501C3-509A1	144,390.
PO BOX 159, HINCKLEY, ME 04944	ALFOND FAMILY COTTAGE		
GOVERNOR DUMMER ACADEMY		PUBLIC CHARITY 501C3-509A1	198,636.
1 ELM STREET, BYFIELD, MA 01922	CAPITAL CAMPAIGN/SCHOLARSHIP FUND		
HOLOCAUST HUMAN RIGHTS CENTER OF MAINE		PUBLIC CHARITY 501C3-509A1	60,000.
PO BOX 4645, AUGUSTA, ME 04330	HOLOCAUST RESOURCE CENTER		
MAINEGENERAL MEDICAL CENTER		PUBLIC CHARITY 501C3-509A1	589.
157 CAPITOL STREET, AUGUSTA, ME 04330	CARDIAC CARE PROGRAM		
MAINEGENERAL MEDICAL CENTER		PUBLIC CHARITY 501C3-509A1	3,000,000.
157 CAPITOL STREET, AUGUSTA, ME 04330	CANCER CENTER		
SAINT JOSEPH'S COLLEGE		PUBLIC CHARITY 501C3-509A1	99,336.
278 WHITES BRIDGE ROAD, STANDISH, ACADEMIC HALL ME 04084			
UNIVERSITY OF MAINE		PUBLIC CHARITY 501C3-509A1	194,267.
5747 MEMORIAL GYM, ORONO, ME 04469	ARENA EXPANSION SHAWN WALSH HOCKEY WING		

HAROLD ALFOND FOUNDATION C/O DEXTER ENTE

22-3281672

UNIVERSITY OF MAINE FOUNDATION

PUBLIC
CHARITY
501C3-509A1 250,000.

TWO ALUMNI PLACE, ORONO, ME 04469 FOOTBALL CHALLENGE

TOTAL TO FORM 990-PF, PART XV, LINE 3B

3,947,218.

Underpayment of Estimated Tax by Corporations▶ See separate instructions.
▶ Attach to the corporation's tax return.**FORM 990-PF****2007**Name **HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES, INC.**Employer identification number
22-3281672

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 34 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1	Total tax (see instructions)	1	137,183.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
2b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b	
2c	Credit for Federal tax paid on fuels (see instructions)	2c	
2d	Total. Add lines 2a through 2c	2d	
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty	3	137,183.
4	Enter the tax shown on the corporation's 2006 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	63,833.
5	Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	63,833.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty (see instructions).

- 6 ☐ The corporation is using the adjusted seasonal installment method.
- 7 ☒ The corporation is using the annualized income installment method.
- 8 ☒ The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)	
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	05/15/07	06/15/07	09/15/07	12/15/07
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column.	10	11,122.	11,122.	63,913.	38,685.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	11	24,167.		62,000.	45,000.
Complete lines 12 through 18 of one column before going to the next column.					
12 Enter amount, if any, from line 18 of the preceding column	12		13,045.	1,923.	10.
13 Add lines 11 and 12	13		13,045.	63,923.	45,010.
14 Add amounts on lines 16 and 17 of the preceding column	14				
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	24,167.	13,045.	63,923.	45,010.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		0.	0.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17				
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18	13,045.	1,923.	10.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2007 and before 1/1/2008	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 8\%}{365}$	22	\$	\$	\$
23 Number of days on line 20 after 12/31/2007 and before 4/1/2008	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 7\%}{366}$	24	\$	\$	\$
25 Number of days on line 20 after 3/31/2008 and before 7/1/2008	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times \%}{366}$	26	\$	\$	\$
27 Number of days on line 20 after 6/30/2008 and before 10/1/2008	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times \%}{366}$	28	\$	\$	\$
29 Number of days on line 20 after 9/30/2008 and before 1/1/2009	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{366}$	30	\$	\$	\$
31 Number of days on line 20 after 12/31/2008 and before 2/16/2009	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$	32	\$	\$	\$
33 Add lines 22, 24, 26, 28, 30, and 32	33	\$	\$	\$
34 Penalty. Add columns (a) through (d) of line 33. Enter the total here and on Form 1120; line 33; or the comparable line for other income tax returns	34	\$		0.

* For underpayments paid after March 31, 2008: For lines 26, 28, 30, and 32, use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

Schedule A Adjusted Seasonal Installment Method and Annualized Income Installment Method (see instructions)

Form 1120S filers: For lines 1, 2, 3, and 21, below, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a), whichever applies.

Part I - Adjusted Seasonal Installment Method (Caution: Use this method only if the base period percentage for

any 6 consecutive months is at least 70%. See instructions.)

		(a) First 3 months	(b) First 5 months	(c) First 8 months	(d) First 11 months
1 Enter taxable income for the following periods:					
a Tax year beginning in 2004	1a				
b Tax year beginning in 2005	1b				
c Tax year beginning in 2006	1c				
2 Enter taxable income for each period for the tax year beginning in 2007. (see instructions for the treatment of extraordinary items).	2				
3 Enter taxable income for the following periods:		First 4 months	First 6 months	First 9 months	Entire year
a Tax year beginning in 2004	3a				
b Tax year beginning in 2005	3b				
c Tax year beginning in 2006	3c				
4 Divide the amount in each column on line 1a by the amount in column (d) on line 3a.	4				
5 Divide the amount in each column on line 1b by the amount in column (d) on line 3b.	5				
6 Divide the amount in each column on line 1c by the amount in column (d) on line 3c.	6				
7 Add lines 4 through 6.	7				
8 Divide line 7 by 3.0.	8				
9a Divide line 2 by line 8.	9a				
b Extraordinary items (see instructions).	9b				
c Add lines 9a and 9b.	9c				
10 Figure the tax on the amt on ln 9c using the instr for Form 1120, Sch J, ln 2 (or comparable ln of corp's return).	10				
11a Divide the amount in columns (a) through (c) on line 3a by the amount in column (d) on line 3a.	11a				
b Divide the amount in columns (a) through (c) on line 3b by the amount in column (d) on line 3b.	11b				
c Divide the amount in columns (a) through (c) on line 3c by the amount in column (d) on line 3c.	11c				
12 Add lines 11a through 11c.	12				
13 Divide line 12 by 3.0.	13				
14 Multiply the amount in columns (a) through (c) of line 10 by columns (a) through (c) of line 13. In column (d), enter the amount from line 10, column (d).	14				
15 Enter any alternative minimum tax for each payment period (see instructions).	15				
16 Enter any other taxes for each payment period (see instr)	16				
17 Add lines 14 through 16.	17				
18 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions).	18				
19 Total tax after credits. Subtract line 18 from line 17. If zero or less, enter -0-.	19				

Part II - Annualized Income Installment Method

		(a)	(b)	(c)	(d)
		First <u>2</u> months	First <u>3</u> months	First <u>6</u> months	First <u>9</u> months
20 Annualization periods (see instructions).	20				
21 Enter taxable income for each annualization period (see instructions for the treatment of extraordinary items).	21	370,736.	556,103.	2,871,905.	4,681,578.
22 Annualization amounts (see instructions).	22	6.000000	4.000000	2.000000	1.333333
23a Annualized taxable income. Multiply line 21 by line 22.	23a	2,224,416.	2,224,412.	5,743,810.	6,242,102.
b Extraordinary items (see instructions)	23b				
c Add lines 23a and 23b.	23c	2,224,416.	2,224,412.	5,743,810.	6,242,102.
24 Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2 (or comparable line of corporation's return).	24	44,488.	44,488.	114,876.	124,842.
25 Enter any alternative minimum tax for each payment period (see instructions).	25				
26 Enter any other taxes for each payment period (see instr)	26				
27 Total tax. Add lines 24 through 26.	27	44,488.	44,488.	114,876.	124,842.
28 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions).	28				
29 Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-.	29	44,488.	44,488.	114,876.	124,842.
30 Applicable percentage.	30	25%	50%	75%	100%
31 Multiply line 29 by line 30.	31	11,122.	22,244.	86,157.	124,842.

Part III - Required Installments

Note: Complete lines 32 through 38 of one column before completing the next column.		1st installment	2nd installment	3rd installment	4th installment
32 If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31.	32	11,122.	22,244.	86,157.	124,842.
33 Add the amounts in all preceding columns of line 38 (see instructions).	33		11,122.	22,244.	86,157.
34 Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0-.	34	11,122.	11,122.	63,913.	38,685.
35 Enter 25% of line 5 on page 1 of Form 2220 in each column. Note: "Large corporations," see the instructions for line 10 for the amounts to enter.	35	15,958.	52,633.	34,296.	34,296.
36 Subtract line 38 of the preceding column from line 37 of the preceding column.	36		4,836.	46,347.	16,730.
37 Add lines 35 and 36.	37	15,958.	57,469.	80,643.	51,026.
38 Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10 (see instructions).	38	11,122.	11,122.	63,913.	38,685.

Form 2220 (2007)

**** ANNUALIZED INCOME INSTALLMENT METHOD USING STANDARD OPTION**