

Return of Private Foundation

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
 Do not enter Social Security numbers on this form as it may be made public.
 Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation HAROLD ALFOND FOUNDATION C/O DEXTER ENTERPRISES, INC.		A Employer identification number 22-3281672
Number and street (or P.O. box number if mail is not delivered to street address) TWO MONUMENT SQUARE	Room/suite	B Telephone number (207) 828-7999
City or town, state or province, country, and ZIP or foreign postal code PORTLAND, ME 04101		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 727,560,695.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1,683,146.	1,672,949.		STATEMENT 1
	4 Dividends and interest from securities	3,733,339.	3,733,339.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	24,718,950.			
	b Gross sales price for all assets on line 6a	88,508,133.			
	7 Capital gain net income (from Part IV, line 2)		20,461,076.		
	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	287,694.	277,050.		STATEMENT 3	
12 Total. Add lines 1 through 11	30,423,129.	26,144,414.			
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	6,600.	0.		6,600.
	b Accounting fees STMT 5	25,475.	10,190.		15,285.
	c Other professional fees STMT 6	1,042,871.	576,604.		466,267.
	17 Interest				
	18 Taxes STMT 7	554,348.	227,207.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	14,603.	5,841.		8,762.
	22 Printing and publications				
	23 Other expenses STMT 8	3,293,208.	3,241,090.		18,693.
	24 Total operating and administrative expenses. Add lines 13 through 23	4,937,105.	4,060,932.		515,607.
	25 Contributions, gifts, grants paid	27,877,381.			27,877,381.
26 Total expenses and disbursements. Add lines 24 and 25	32,814,486.	4,060,932.		28,392,988.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-2,391,357.				
b Net investment income (if negative, enter -0-)		22,083,482.			
c Adjusted net income (if negative, enter -0-)			N/A		

HAROLD ALFOND FOUNDATION

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		1,510.	1,510.
	2 Savings and temporary cash investments	2,676,477.	16,375,627.	16,375,627.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock	STMT 9 362,613,153.	315,413,096.	418,893,497.
	c Investments - corporate bonds	STMT 10 44,950,934.	46,738,440.	47,049,656.
	11 Investments - land, buildings, and equipment: basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other	STMT 11 178,656,310.	207,976,844.	245,235,405.	
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation				
15 Other assets (describe)	STATEMENT 12 5,000.	5,000.	5,000.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	588,901,874.	586,510,517.	727,560,695.	
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	588,901,874.	586,510,517.		
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	588,901,874.	586,510,517.		
31 Total liabilities and net assets/fund balances	588,901,874.	586,510,517.		

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	588,901,874.
2 Enter amount from Part I, line 27a	2	-2,391,357.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	586,510,517.
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	586,510,517.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e	66,194,350.	54,247,879.	20,461,076.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			20,461,076.	
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	20,461,076.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	28,469,669.	569,593,913.	.049982
2011	51,517,900.	568,688,016.	.090591
2010	10,720,167.	571,399,621.	.018761
2009	4,733,489.	479,318,495.	.009875
2008	11,285,532.	132,974,046.	.084870
2	Total of line 1, column (d)		2 .254079
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 .050816
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4 664,218,594.
5	Multiply line 4 by line 3		5 33,752,932.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 220,835.
7	Add lines 5 and 6		7 33,973,767.
8	Enter qualifying distributions from Part XII, line 4		8 28,392,988.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	441,670.
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	441,670.
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	441,670.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	342,683.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	245,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	587,683.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	146,013.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 146,013. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> ME, CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.HAROLDALFONDFOUNDATION.ORG	X		
14	The books are in care of ► DEXTER ENTERPRISES, INC. Telephone no. ► 207-828-7999 Located at ► TWO MONUMENT SQUARE, PORTLAND, ME ZIP+4 ► 04101			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		15	N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		16	Yes No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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 2013 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 2013.) 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 2013?	4b	X

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

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

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

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No **N/A**

Organizations relying on a current notice regarding disaster assistance check here Yes No

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 **N/A**

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 "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **N/A**

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 13		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 Yes No **0**

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
DEXTER ENTERPRISES, INC. TWO MONUMENT SQUARE, PORTLAND, ME 04101	INVESTMENT & GRANT ADMINISTRATION	759,351.
DEXTER PRIVATE EQUITY TE LLC TWO MONUMENT SQUARE, PORTLAND, ME 04101	INVEST PORTFOLIO DEDUCTIONS	507,592.
DEXTER US EQUITY TE LLC TWO MONUMENT SQUARE, PORTLAND, ME 04101	INVEST PORTFOLIO DEDUCTIONS	489,732.
DEXTER INTERNATIONAL EQUITY TE LLC TWO MONUMENT SQUARE, PORTLAND, ME 04101	INVEST PORTFOLIO DEDUCTIONS	418,892.
DEXTER REAL ASSETS TE, LLC TWO MONUMENT SQUARE, PORTLAND, ME 04101	INVEST PORTFOLIO DEDUCTIONS	415,030.
Total number of others receiving over \$50,000 for professional services		6

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	663,033,221.
b	Average of monthly cash balances	1b	11,300,377.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	674,333,598.
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	674,333,598.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,115,004.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	664,218,594.
6	Minimum investment return. Enter 5% of line 5	6	33,210,930.

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	33,210,930.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	441,670.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	441,670.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	32,769,260.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	32,769,260.
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	32,769,260.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	28,392,988.
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	28,392,988.
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	28,392,988.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				32,769,260.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			4,795,800.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 28,392,988.				
a Applied to 2012, but not more than line 2a			4,795,800.	
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 2013 distributable amount				23,597,188.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				9,172,072.
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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 2013, 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				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

REFER TO GRANT GUIDELINES AT WWW.HAROLDALFONDFOUNDATION.ORG, 207-828-7999
DEXTER ENTERPRISES INC, TWO MONUMENT SQUARE, PORTLAND, ME 04101

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

REFER TO GRANT GUIDELINES AT WWW.HAROLDALFONDFOUNDATION.ORG

c Any submission deadlines:

REFER TO GRANT GUIDELINES AT WWW.HAROLDALFONDFOUNDATION.ORG

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

REFER TO GRANT GUIDELINES AT WWW.HAROLDALFONDFOUNDATION.ORG

HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES, INC.

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Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALFOND SCHOLARSHIP FOUNDATION 15 MONUMENT SQUARE, 2ND FLOOR PORTLAND, ME 04101		SO I	SCHOLARSHIPS	2,751,757.
ALFOND SCHOLARSHIP FOUNDATION 15 MONUMENT SQUARE, 2ND FLOOR PORTLAND, ME 04101		SO I	FAME PAYMENTS	200,000.
ALFOND SCHOLARSHIP FOUNDATION 15 MONUMENT SQUARE, 2ND FLOOR PORTLAND, ME 04101		SO I	OPERATIONS	540,000.
ALFOND YOUTH CENTER 126 NORTH STREET WATERVILLE, ME 04901		PC	2013 ANNUAL FUND CHALLENGE	120,000.
ALFOND YOUTH CENTER 126 NORTH STREET WATERVILLE, ME 04901		PC	WATERVILLE CAL RIPKIN LEAGUE	150.
Total	SEE CONTINUATION SHEET(S)			27,877,381.
b Approved for future payment				
ALFOND YOUTH CENTER 126 NORTH STREET WATERVILLE, ME 04901		PC	STRATEGIC LONG TERM CAPITAL AND DEVELOPMENT SUSTAINABILITY AT THE ALFOND YOUTH CENTER	8,369,349.
BELGRADE LAKES ASSOCIATION 137 MAIN STREET PO BOX 551 BELGRADE LAKES, ME 04918		PC	STOP MILFOIL CAPITAL CAMPAIGN	150,000.
BELGRADE REGIONAL CONSERVATION ALLIANCE, INC. PO BOX 250 BELGRADE LAKES, ME 04918		PC	HAROLD ALFOND MEMORIAL PRO AM GOLF TOURNAMENT	25,000.
Total	SEE CONTINUATION SHEET(S)			34,569,604.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,683,146.	
4 Dividends and interest from securities			14	3,733,339.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	287,694.	
8 Gain or (loss) from sales of assets other than inventory	900099	323,079.	18	24,395,871.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		323,079.		30,100,050.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13		30,423,129.

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

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
1 ▼	NOT APPLICABLE

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

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

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

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

b If "Yes," complete the following schedule.

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

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

May the IRS discuss this return with the preparer shown below (see instr.)?
<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Paid Preparer Use Only	Print/Type preparer's name DANIEL P. DOIRON	Preparer's signature <i>Daniel P. Doiron, CPA</i>	Date 11/10/14	Check <input type="checkbox"/> if self-employed	PTIN P01206204
	Firm's name ▶ ALBIN RANDALL & BENNETT			Firm's EIN ▶ 01-0448006	
	Firm's address ▶ PO BOX 445, 130 MIDDLE STREET PORTLAND, ME 04112-0445			Phone no. 207-772-1981	

Part IV Capital Gains and Losses for Tax on Investment Income					
(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			P	
b	BLACKSTONE REAL ESTATE PARTNERS K1 PASS-THRU			D	
c	DEXTER FIXED INCOME TE K1 PASS-THRU			P	
d	DEXTER GLOBAL EQUITY TE K1 PASS-THRU			P	
e	DEXTER HEDGE FUNDS TE K1 PASS-THRU			P	
f	DEXTER INTERNATIONAL EQUITY TE K1 PASS-THRU			P	
g	DEXTER PRIVATE EQUITY TE K1 PASS-THRU			P	
h	DEXTER REAL ASSETS TE K1 PASS-THRU			P	
i	DEXTER U.S. EQUITY TE K1 PASS-THRU			P	
j	LEGACY VENTURE IV K1 PASS-THRU			P	
k	LEGACY VENTURE V K1 PASS-THRU			P	
l	MAST DISTRESSED OPPORTUNITIES K1 PASS-THRU			D	
m	REALTY ASSOCIATES FUND IX CORP CAPITAL GAIN DIVID			P	
n	TISHMAN SPEYER K1 PASS-THRU			D	
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	66,194,350.	54,247,879.	11,946,471.		
b			348,268.		
c			316,843.		
d			-4,447.		
e			310,376.		
f			1,368,646.		
g			408,504.		
h			228,970.		
i			4,941,908.		
j			239,144.		
k			210,365.		
l			107,328.		
m			85,003.		
n			-46,303.		
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			11,946,471.		
b			348,268.		
c			316,843.		
d			-4,447.		
e			310,376.		
f			1,368,646.		
g			408,504.		
h			228,970.		
i			4,941,908.		
j			239,144.		
k			210,365.		
l			107,328.		
m			85,003.		
n			-46,303.		
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	20,461,076.	
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 XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
ALFOND YOUTH CENTER 126 NORTH STREET WATERVILLE, ME 04901		PC	ANNUAL FUND	10,000.
AROOSTOOK MENTAL HEALTH SERVICES INC PO BOX 1018 CARIBOU, ME 04736		PC	TEEN LEADERSHIP CAMP	500.
BOSTON LYRIC OPERA 45 FRANKLIN STREET BOSTON, MA 02110		PC	UNRESTRICTED	15,000.
BOSTON SYMPHONY ORCHESTRA 301 MASSACHUSETTS AVENUE, SYMPHONY HALL BOSTON, MA 02115		PC	UNRESTRICTED	15,000.
BOWDOIN COLLEGE 3725 COLLEGE STREET BRUNSWICK, ME 04011		PC	FINANCIAL AID FOR MAINE STUDENTS	2,000.
COASTAL ENTERPRISES, INC. PO BOX 268 WISCASSET, ME 04578		PC	UNRESTRICTED	1,000.
COLBY COLLEGE 4800 MAYFLOWER HILL WATERVILLE, ME 04901		PC	ART MUSEUM	1,660,000.
EDUCARE CENTRAL MAINE C/O KVCA 97 WATER STREET WATERVILLE, ME 04901		PC	UNRESTRICTED	2,000.
FRIENDS OF THE MAINE STATE MUSEUM 83 STATE HOUSE STATION AUGUSTA, ME 04333-0083		PC	UNRESTRICTED	2,000.
JACKSON LABORATORY 600 MAIN STREET BAR HARBOR, ME 04609		PC	KINNEY MEMORIAL FUND	2,000.
Total from continuation sheets				24,265,474.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KENNEBEC BEHAVIORAL HEALTH 67 EUSTIS PARKWAY WATERVILLE, ME 04901		PC	ANNUAL FUND	2,000.
KENTS HILL SCHOOL PO BOX 257 1614 MAIN STREET KENTS HILL, ME 04349		PC	KIN LEARNING CENTER	389,259.
MAINE CENTER FOR CREATIVITY 795 CONGRESS STREET, 2ND FLOOR PORTLAND, ME 04101		PC	UNRESTRICTED	2,000.
MAINE CHILDREN'S HOME FOR LITTLE WANDERERS 93 SILVER STREET WATERVILLE, ME 04901		PC	ANNUAL FUND	15,000.
MAINE COMMUNITY COLLEGE SYSTEM 323 STATE STREET AUGUSTA, ME 04330		PC	KVCC EXPANSION	3,334,893.
MAINE FILM CENTER 177 MAIN STREET WATERVILLE, ME 04901		PC	CAPITAL CAMPAIGN TO LAUNCH THE MAINE FILM CENTER AT RAILROAD SQUARE	150,000.
MAINEGENERAL MEDICAL CENTER 157 CAPITOL STREET WATERVILLE, ME 04901		PC	MGH BONUS GRANT	2,000,000.
MAINEGENERAL MEDICAL CENTER 157 CAPITOL STREET AUGUSTA, ME 04330		PC	NEW REGIONAL HOSPITAL	10,334,615.
ROLLINS COLLEGE 1000 HOLT AVENUE WINTER PARK, FL 32789-4499		PC	ALFOND INN AT ROLLINS	2,615,000.
SPECTRUM GENERATIONS 38 GOLD ST. WATERVILLE, ME 04901		PC	SUKEFORTH FUNDRAISER MOW	1,200.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SUSAN CURTIS FOUNDATION 1321 WASHINGTON AVE. SUITE 104 PORTLAND, ME 04103		PC	CAMP SUSAN CURTIS	14,700.
THE GRIFFIN CENTER PO BOX 2185 EAST ST. LOUIS, IL 62202		PC	UNRESTRICTED	2,000.
THE NATIONAL FOOTBALL FOUNDATION AND COLLEGE HALL OF FAME, INC. 433 LAS COLINAS BLVD. SUITE 1130 IRVING, TX 75039		PC	MAC-HUARD MAINE FOOTBALL FUND	250,000.
THE PIONEER INSTITUTE 85 DEVONSHIRE STREET, 8TH FLOOR BOSTON, MA 02109		PC	UNRESTRICTED	5,000.
THOMAS COLLEGE 180 WEST RIVER ROAD WATERVILLE, ME 04901		PC	ACADEMIC CENTER & SCHOLARSHIPS	1,264,339.
UNITED STATES BIATHLON ASSOCIATION 49 PINELAND DRIVE SUITE 301A NEW GLOUCESTER, ME 04260		PC	UNRESTRICTED	20,000.
UNIVERSITY OF MAINE FOUNDATION TWO ALUMNI PLACE ORONO, ME 04473		PC	2011 FOOTBALL CHALLENGE	25,963.
UNIVERSITY OF NEW ENGLAND 11 HILLS BEACH ROAD BIDDEFORD, ME 04005		PC	HAROLD ALFOND FORUM	2,000,415.
WATERVILLE OPERA HOUSE IMPROVEMENT ASSOCIATION 93 MAIN STREET, 3RD FLOOR WATERVILLE, ME 04901		PC	ANNUAL SPONSOR	15,000.
WATERVILLE OPERA HOUSE IMPROVEMENT ASSOCIATION 93 MAIN STREET, 3RD FLOOR WATERVILLE, ME 04901		PC	DEBT SERVICING & MARKETING	114,590.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BELGRADE REGIONAL HEALTH CENTER PO BOX 304 BELGRADE LAKES, ME 04918		PC	PAINT INTERIOR OF HEALTH CENTER / ANNUAL GRANT	15,000.
EDUCARE CENTRAL MAINE C/O KVCAP 97 WATER STREET WATERVILLE, ME 04901		PC	HA SCHOLARSHIPS	284,715.
JOBS FOR MAINES GRADUATES INC. 45 COMMERCE DRIVE, SUITE 9 AUGUSTA, ME 04330		PC	MM - 05/07/13 02:38PM WORKSHEET GRANTS AND CONTRIBUTIONS PAID	600,000.
MAINE COMMUNITY COLLEGE SYSTEM 323 STATE STREET AUGUSTA, ME 04330		PC	KVCC EXPANSION	3,015,107.
MAINE MARITIME ACADEMY PLEASANT STREET CASTINE, ME 04420		PC	ABS CENTER FOR ENGINEERING AND APPLIED RESEARCH	3,400,000.
MAINEGENERAL MEDICAL CENTER 157 CAPITOL STREET AUGUSTA, ME 04330		PC	NEW REGIONAL HOSPITAL	4,792,688.
ROLLINS COLLEGE 1000 HOLT AVENUE WINTER PARK, FL 32789-4499		PC	ALFOND INN AT ROLLINS	5,000,000.
SPRING HARBOR HOSPITAL 123 ANDOVER ROAD WESTBROOK, ME 04092		PC	CENTER FOR AUTISM AND DEVELOPMENTAL DISORDERS TREATMENT AND RESEARCH	300,000.
THOMAS COLLEGE 180 WEST RIVER ROAD WATERVILLE, ME 04901		PC	ACADEMIC CENTER & SCHOLARSHIPS	3,485,660.
UNITED WAY OF MID-MAINE, INC. PO BOX 91; 105 KENNEDY MEMORIAL DRIVE WATERVILLE, ME 04901		PC	UNITED WAY OF MID-MAINE	12,500.
Total from continuation sheets				26,030,665.

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
UNIVERSITY OF MAINE 5747 MEMORIAL GYM ORONO, ME 04469		PC	MEMORIAL GYM RENOVATION	2,000,000.
UNIVERSITY OF MAINE FOUNDATION TWO ALUMNI PLACE ORONO, ME 04469		PC	2013 FOOTBALL CHALLENGE	250,000.
UNIVERSITY OF MAINE SYSTEM 16 CENTRAL STREET BANGOR, ME 04401		PC	CONSULTING PROJECT	550,000.
UNIVERSITY OF NEW ENGLAND 11 HILLS BEACH ROAD BIDDEFORD, ME 04005		PC	HAROLD ALFOND FORUM	2,199,585.
WATERVILLE OPERA HOUSE IMPROVEMENT ASSOCIATION 93 MAIN STREET, 3RD FLOOR WATERVILLE, ME 04901		PC	DEBT SERVICE & MARKETING SUPPORT	120,000.
Total from continuation sheets				

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
TAX-EXEMPT INTEREST	10,197.	0.	
TAXABLE INTEREST INCOME	1,672,949.	1,672,949.	
TOTAL TO PART I, LINE 3	1,683,146.	1,672,949.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
TAXABLE DIVIDEND INCOME	3,733,339.	0.	3,733,339.	3,733,339.	
TO PART I, LINE 4	3,733,339.	0.	3,733,339.	3,733,339.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
STATE UBIT TAX REFUNDS	10,644.	0.	
ROYALTY INCOME PASS THRU FROM K-1S	44,133.	44,133.	
ORDINARY INCOME PASS THRU FROM K-1S	13,451.	13,451.	
RENTAL INCOME PASS THRU FROM K-1S	25,665.	25,665.	
OTHER INCOME PASS THRU FROM K-1S	162,618.	162,618.	
OTHER REAL ESTATE INCOME PASS THRU FROM K-1S	31,183.	31,183.	
TOTAL TO FORM 990-PF, PART I, LINE 11	287,694.	277,050.	

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	6,600.	0.		6,600.
TO FM 990-PF, PG 1, LN 16A	6,600.	0.		6,600.

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	25,475.	10,190.		15,285.
TO FORM 990-PF, PG 1, LN 16B	25,475.	10,190.		15,285.

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, INC. INVESTMENT MANAGEMENT FEES	759,351.	303,741.		455,610.
FROM PASS THRU INVESTMENT CONSULTING FEES	110,363.	110,363.		0.
WEBSITE & CREATIVE PROFESSIONAL FEES	162,500.	162,500.		0.
	10,657.	0.		10,657.
TO FORM 990-PF, PG 1, LN 16C	1,042,871.	576,604.		466,267.

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	227,207.	227,207.			0.
NET INVESTMENT INCOME TAXES	323,000.	0.			0.
NET STATE UBIT TAXES	4,141.	0.			0.
TO FORM 990-PF, PG 1, LN 18	554,348.	227,207.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT INTEREST PASS THRU FROM K-1S	44,144.	44,144.			0.
NON DEDUCTIBLE EXPENSE PASS THRU FROM K-1S	33,425.	0.			0.
NET RENTAL LOSS PASS THRU FROM K-1S	55,978.	55,978.			0.
CHARITABLE DONATIONS PASS THRU FROM K-1S	7,362.	0.		7,362.	
ORDINARY LOSS PASS THRU FROM K-1S	170,698.	170,698.			0.
INVESTMENT PORTFOLIO DEDUCTION PASS THRU FROM K-1S	2,424,600.	2,424,600.			0.
INSURANCE	4,424.	1,770.		2,654.	
DUES, LICENSES & SUBSCRIPTIONS	8,391.	0.		8,391.	
MISCELLANEOUS	6.	0.		6.	
ADVERTISING	280.	0.		280.	
OTHER DEDUCTIONS PASS-THRU FROM K-1S	543,900.	543,900.			0.
TO FORM 990-PF, PG 1, LN 23	3,293,208.	3,241,090.			18,693.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1,840 SH BERKSHIRE HATHAWAY CL B	169,850.	218,150.
1,754 SH BERKSHIRE HATHAWAY CL A	236,914,016.	312,036,600.
709,462 SH QUANTUM CORP DIT & STORAGE	638,862.	851,354.
194,000 SH PEACE MARK HOLDINGS LMT	0.	0.
20 SH FIRST HORIZON NATIONAL CORP	184.	233.
DEXTER GLOBAL EQUITY TE, LLC	18,556,638.	25,984,312.
DEXTER US EQUITY TE, LLC	59,133,546.	79,802,848.
TOTAL TO FORM 990-PF, PART II, LINE 10B	315,413,096.	418,893,497.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DEXTER FIXED INCOME TE, LLC	46,738,440.	47,049,656.
TOTAL TO FORM 990-PF, PART II, LINE 10C	46,738,440.	47,049,656.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BLACKSTONE REAL ESTATE PARTNERS V AND VI, LP	COST	3,901,249.	4,627,738.
LEGACY VENTURE FUNDS	COST	3,522,119.	4,618,460.
OCH ZIFF CAPITAL ADVISORS	COST	131,012.	257,824.
SPECIAL OPPORTUNITIES FUNDS	COST	2,579,199.	3,307,946.
TISHMAN SPEYER INVESTMENTS: US REAL ESTATE VENTURE	COST	928,945.	85,019.
TISHMAN SPEYER INVESTMENTS: INTERNATIONAL REAL ESTATE VENTURE	COST	657,953.	105,108.
TISHMAN SPEYER INVESTMENTS: INDIA REAL ESTATE VENTURE	COST	677,112.	234,942.
TISHMAN SPEYER INVESTMENTS: 201 FOLSOM INVESTOR FEEDER, LP	COST	47,229.	0.
REALTY ASSOCIATES IX	COST	2,500,876.	2,894,002.
DEXTER HEDGE FUNDS TE, LLC	COST	81,660,262.	96,292,876.
DEXTER INTERNATIONAL EQUITY TE, LLC	COST	63,153,576.	72,785,283.
MAINEGENERAL PROGRAM RELATED INVESTMENT 169 SH BRKA COLLATERAL ACCOUNT	COST	22,830,834.	30,065,100.

DEXTER PRIVATE EQUITY TE, LLC	COST	12,516,579.	15,098,322.
DEXTER REAL ASSETS TE, LLC	COST	12,869,899.	14,843,667.
MAST DISTRESSED OPPORTUNITIES FUND	COST	0.	19,118.
TOTAL TO FORM 990-PF, PART II, LINE 13		207,976,844.	245,235,405.

FORM 990-PF	OTHER ASSETS	STATEMENT	12
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 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
THEODORE B. ALFOND C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 2.00	0.	0.	0.
WILLIAM L. ALFOND C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 1.00	0.	0.	0.
PETER G. ALFOND C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 1.00	0.	0.	0.
GREGORY W. POWELL - SEE STATEMENT 14 C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 22.00	0.	0.	0.
PETER H. LUNDER C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 1.00	0.	0.	0.

LAWRENCE R. PUGH C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 3.00	0.	0.	0.
STEVEN P. AKIN C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 3.00	0.	0.	0.
THERESA M. STONE C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 2.00	0.	0.	0.
ROBERT A. MARDEN C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 2.00	0.	0.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0.	0.	0.
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GENERAL EXPLANATION

STATEMENT 14

FORM/LINE IDENTIFIER AND DESCRIPTION/RETURN REFERENCE

FORM 990-PF, PART VIII - FOUNDATION TRUSTEE POWELL ADDITIONAL INFORMATION

EXPLANATION:

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

GENERAL EXPLANATION

STATEMENT 15

FORM/LINE IDENTIFIER AND DESCRIPTION/RETURN REFERENCE

990-PF, PART I, LINE 6A, COLUMN A - DISTRIBUTION OF PROPERTY FOR CHARITY

EXPLANATION:

UNDER REGULATION 53.4940-1, A DISTRIBUTION OF PROPERTY FOR CHARITABLE PURPOSES UNDER SECTION 170(C)(1) OR (2)(B) MADE BY A FOUNDATION TO A CHARITABLE ORGANIZATION IS NOT TREATED AS A TAXABLE SALE OR DISPOSITION. THE CAPITAL GAIN RECORDED ON THE BOOKS IS NOT TAXABLE; THEREFORE, THE PROPERTY DISTRIBUTION IS EXCLUDED FROM NET INVESTMENT INCOME, LINE 7, COLUMN (B).