

Return of Private Foundation

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

2016

Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

For calendar year 2016 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) \$ 774,225,055.	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)
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		2,344,499.	2,344,353.		STATEMENT 1
4 Dividends and interest from securities		5,757,662.	5,690,684.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		31,504,939.			
b Gross sales price for all assets on line 6a 56,454,345.					
7 Capital gain net income (from Part IV, line 2)			23,891,481.		
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		393,802.	113,933.		STATEMENT 3
12 Total. Add lines 1 through 11		40,000,902.	32,040,451.		
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		68,710.	0.		68,710.
b Accounting fees STMT 5		27,675.	11,070.		16,605.
c Other professional fees STMT 6		1,364,251.	632,912.		731,339.
17 Interest		303,923.	0.		0.
18 Taxes STMT 7		929,576.	329,907.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		31,830.	12,732.		19,098.
22 Printing and publications					
23 Other expenses STMT 8		5,255,418.	3,865,428.		37,830.
24 Total operating and administrative expenses. Add lines 13 through 23		7,981,383.	4,852,049.		873,582.
25 Contributions, gifts, grants paid		36,789,581.			36,789,581.
26 Total expenses and disbursements. Add lines 24 and 25		44,770,964.	4,852,049.		37,663,163.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-4,770,062.			
b Net investment income (if negative, enter -0-)			27,188,402.		
c Adjusted net income (if negative, enter -0-)				N/A	

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

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only.</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	485,402.	672.	672.
	2 Savings and temporary cash investments	2,166,992.	12,249,919.	12,249,919.
	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	408,515,636.	367,886,683.	516,858,021.
	c Investments - corporate bonds STMT 10	46,219,436.	43,911,685.	43,949,089.
	11 Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	145,319,258.	156,794,406.	201,162,354.
	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 I)	602,711,724.	580,848,365.	774,225,055.	
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 ▶ STATEMENT 13)	21,147,281.	4,053,984.	
23 Total liabilities (add lines 17 through 22)	21,147,281.	4,053,984.		
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	581,564,443.	576,794,381.	
	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	581,564,443.	576,794,381.		
31 Total liabilities and net assets/fund balances	602,711,724.	580,848,365.		

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	581,564,443.
2 Enter amount from Part I, line 27a	2	-4,770,062.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	576,794,381.
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	576,794,381.

HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES, INC.

Form 990-PF (2016)

22-3281672 Page 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			
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 49,331,894.		25,440,413.	23,891,481.

(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			23,891,481.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
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	23,891,481.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	35,704,178.	735,472,955.	.048546
2014	32,953,278.	727,180,835.	.045316
2013	28,392,988.	664,218,594.	.042746
2012	28,469,669.	569,593,913.	.049982
2011	51,517,900.	568,688,016.	.090591

2 Total of line 1, column (d)	2	.277181
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	.055436
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	733,858,913.
5 Multiply line 4 by line 3	5	40,682,203.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	271,884.
7 Add lines 5 and 6	7	40,954,087.
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	37,663,163.

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

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	543,768.
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	543,768.
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	543,768.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	412,626.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	225,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	637,626.	
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	93,858.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	93,858.	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?		<input checked="" type="checkbox"/>
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		<input checked="" type="checkbox"/>
c Did the foundation file Form 1120-POL for this year?		<input checked="" type="checkbox"/>
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ <u>0.</u> (2) On foundation managers. <input type="checkbox"/> \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ <u>0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		<input checked="" type="checkbox"/>
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		<input checked="" type="checkbox"/>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input checked="" type="checkbox"/>	
b If "Yes," has it filed a tax return on Form 990-T for this year?	<input checked="" type="checkbox"/>	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		<input checked="" type="checkbox"/>
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?	<input checked="" type="checkbox"/>	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	<input checked="" type="checkbox"/>	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>ME, CA</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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	<input checked="" type="checkbox"/>	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		<input checked="" type="checkbox"/>
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		<input checked="" type="checkbox"/>

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		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?	X	
Website address ► WWW.HAROLDALFONDFOUNDATION.ORG		
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 <input type="checkbox"/>		
and enter the amount of tax-exempt interest received or accrued during the year 15 N/A		
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		

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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	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 4945(d)(4)(A)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b X

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **SEE STATEMENT 15** 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

6b X

If "Yes" to 6b, file Form 8870.

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

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

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
DEXTER ENTERPRISES, INC. TWO MONUMENT SQUARE, PORTLAND, ME 04101	INVESTMENT & GRANT ADMINISTRATION	1,178,776.
DEXTER PRIVATE EQUITY TE LLC TWO MONUMENT SQUARE, PORTLAND, ME 04101	INVEST INTEREST & PORTFOLIO DEDUCTIONS	989,611.
DEXTER US EQUITY TE LLC TWO MONUMENT SQUARE, PORTLAND, ME 04101	INVEST PORTFOLIO DEDUCTIONS	825,961.
DEXTER INTERNATIONAL EQUITY TE LLC TWO MONUMENT SQUARE, PORTLAND, ME 04101	INVEST PORTFOLIO DEDUCTIONS	675,923.
DEXTER REAL ASSETS TE, LLC TWO MONUMENT SQUARE, PORTLAND, ME 04101	INVEST PORTFOLIO DEDUCTIONS	465,913.
Total number of others receiving over \$50,000 for professional services		0

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	741,933,780.
b	Average of monthly cash balances	1b	3,100,649.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	745,034,429.
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	745,034,429.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,175,516.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	733,858,913.
6	Minimum investment return. Enter 5% of line 5	6	36,692,946.

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	36,692,946.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	543,768.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	543,768.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	36,149,178.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	36,149,178.
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	36,149,178.

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	37,663,163.
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	37,663,163.
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	37,663,163.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				36,149,178.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			12,515,923.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 37,663,163.				
a Applied to 2015, but not more than line 2a			12,515,923.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				25,147,240.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				11,001,938.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	
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.

Form 990-PF (2016)

22-3281672 Page 11

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 YOUTH CENTER 126 NORTH STREET WATERVILLE, ME 04901		PC	WATERVILLE CAL RIPKIN LEAGUE	150.
AROOSTOOK MENTAL HEALTH SERVICES INC. PO BOX 1018 CARIBOU, ME 04736		PC	TEEN LEADERSHIP CAMP	500.
COASTAL ENTERPRISES, INC. 30 FEDERAL ST. SUITE 100 BRUNSWICK, ME 04011		PC	UNRESTRICTED	1,000.
FRIENDS OF ACADIA 43 COTTAGE STREET, PO BOX 45 BAR HARBOR, ME 04609		PC	UNRESTRICTED	1,000.
MAINE CENTER FOR ECONOMIC POLICY PO BOX 437 AUGUSTA, ME 04332		PC	UNRESTRICTED	1,000.
Total	SEE CONTINUATION SHEET(S)			36,789,581.
b Approved for future payment				
ALFOND SCHOLARSHIP FOUNDATION 15 MONUMENT SQUARE, 2ND FLOOR PORTLAND, ME 04101		SO I	OPERATIONS	31,871.
ALFOND SCHOLARSHIP FOUNDATION 15 MONUMENT SQUARE, 2ND FLOOR PORTLAND, ME 04101		SO I	SCHOLARSHIPS	54,768.
FRIENDS OF BELGRADE LAKES VILLAGE PO BOX 331 BELGRADE LAKES, ME 04918		PC	BELGRADE LAKES VILLAGE ENHANCEMENTS	120,000.
Total	SEE CONTINUATION SHEET(S)			15,941,082.

Form 990-PF (2016)

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	D		
b OCH ZIFF CAPITAL PASS-THROUGH	P		
c SPECIAL OPPTS III PASS-THROUGH	P		
d LEGACY VENTURE IV PASS-THROUGH	P		
e LEGACY VENTURE IV PASS-THROUGH	P		
f LEGACY VENTURE V PASS-THROUGH	P		
g LEGACY VENTURE V PASS-THROUGH	P		
h BLACKSTONE REAL ESTATE PASS-THROUGH	P		
i WINDJAMMER COMMUNICATIONS HOLDINGS PASS-THROUGH	P		
j DEXTER HEDGE FUNDS TE PASS-THROUGH	P		
k DEXTER HEDGE FUNDS TE PASS-THROUGH	P		
l DEXTER TS US PASS-THROUGH	P		
m DEXTER TS INTERNATIONAL PASS-THROUGH	P		
n DEXTER TS INDIA FUND PASS-THROUGH	P		
o DEXTER US EQUITY TE PASS-THROUGH	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 41,587,143.		23,862,848.	17,724,295.
b 5,934.			5,934.
c 360,927.			360,927.
d 1,936.			1,936.
e 160,506.			160,506.
f		1,084.	-1,084.
g 96,860.			96,860.
h 401,751.			401,751.
i		41,874.	-41,874.
j		80,532.	-80,532.
k		35,853.	-35,853.
l 9,082.			9,082.
m 1,451.			1,451.
n 170.			170.
o 953,400.			953,400.

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			17,724,295.
b			5,934.
c			360,927.
d			1,936.
e			160,506.
f			-1,084.
g			96,860.
h			401,751.
i			-41,874.
j			-80,532.
k			-35,853.
l			9,082.
m			1,451.
n			170.
o			953,400.

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 DEXTER US EQUITY TE PASS-THROUGH	P		
b DEXTER FIXED INCOME TE PASS-THROUGH	P		
c DEXTER FIXED INCOME TE PASS-THROUGH	P		
d DEXTER INTERNATIONAL EQUITY PASS-THROUGH	P		
e DEXTER INTERNATIONAL EQUITY PASS-THROUGH	P		
f DEXTER GLOBAL EQUITY TE PASS-THROUGH	P		
g DEXTER PRIVATE EQUITY PASS-THROUGH	P		
h DEXTER PRIVATE EQUITY PASS-THROUGH	P		
i REALTY ASSOCIATES PASS-THROUGH	P		
j DEXTER REAL ASSETS PASS-THROUGH	P		
k DEXTER REAL ASSETS PASS-THROUGH	P		
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 2,043,588.			2,043,588.
b		48,145.	-48,145.
c 35,130.			35,130.
d		551,997.	-551,997.
e		327,073.	-327,073.
f 384,344.			384,344.
g 97,441.			97,441.
h 1,287,898.			1,287,898.
i 200,493.			200,493.
j 62,022.			62,022.
k 1,641,818.			1,641,818.
l		491,007.	-491,007.
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			2,043,588.
b			-48,145.
c			35,130.
d			-551,997.
e			-327,073.
f			384,344.
g			97,441.
h			1,287,898.
i			200,493.
j			62,022.
k			1,641,818.
l			-491,007.
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	23,891,481.
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

HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES, INC.

22-3281672

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MAINE JEWISH MUSEUM 267 CONGRESS ST PORTLAND, ME 04101		PC	UNRESTRICTED	1,000.
ROLLINS COLLEGE 1000 HOLT AVENUE WINTER PARK, FL 32789-4499		PC	DR. CRAIG MCALLASTER ENDOWED MBA SCHOLARSHIP FUND	1,000.
SOUTHEAST NH HABITAT FOR HUMANITY PO BOX 4428 PORTSMOUTH, NH 03802-4428		PC	UNRESTRICTED	1,000.
SPECTRUM GENERATIONS ONE WESTON COURT AUGUSTA, ME 04338		PC	MEALS ON WHEELS PROGRAM	1,200.
TREE STREET YOUTH, INC. 144 HOWE ST LEWISTON, ME 04240-6421		PC	UNRESTRICTED	1,650.
KENNEBEC BEHAVIORAL HEALTH 67 EUSTIS PARKWAY WATERVILLE, ME 04901		PC	ANNUAL FUND	2,000.
AMERICAN UNIVERSITY IN BULGARIA 910 17TH ST., N.W., SUITE 1100 WASHINGTON, DC 20006		PC	UNRESTRICTED	5,000.
CHILDREN'S CENTER EARLY INTERVENTION AND FAMILY SUPPORT 1 ALDEN AVE AUGUSTA, ME 04330-0000		PC	UNRESTRICTED	5,000.
FRIENDS OF THE MAINE STATE MUSEUM 83 STATE HOUSE STATION AUGUSTA, ME 04333-0083		PC	UNRESTRICTED	5,000.
GULFSHORE PLAYHOUSE, INC. 1010 5TH AVE S, SUITE 205 NAPLES, FL 34102-6408		PC	UNRESTRICTED	5,000.
Total from continuation sheets				36,785,931.

HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES, INC.

22-3281672

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MAINE IRISH HERITAGE CENTER PO BOX 7588 PORTLAND, ME 04112		PC	UNRESTRICTED	5,000.
THE IRIS NETWORK 189 PARK AVENUE PORTLAND, ME 04102		PC	UNRESTRICTED	5,000.
BOSTON LYRIC OPERA 11 AVE DE LAFAYETTE BOSTON, MA 02111		PC	UNRESTRICTED	12,500.
UNITED WAY OF MID-MAINE, INC. 105 KENNEDY MEMORIAL DRIVE WATERVILLE, ME 04901		PC	ANNUAL FUND	12,500.
SUSAN CURTIS FOUNDATION 1321 WASHINGTON AVE. SUITE 104 PORTLAND, ME 04103		PC	CAMP SUSAN CURTIS	14,400.
BELGRADE REGIONAL HEALTH CENTER PO BOX 304 BELGRADE LAKES, ME 04918		PC	REPAIR/REPLACE COMPLETE HEATING SYSTEM	15,000.
MAINE CHILDREN'S HOME FOR LITTLE WANDERERS 93 SILVER STREET WATERVILLE, ME 04901		PC	ANNUAL FUND	15,000.
THE PIONEER INSTITUTE 85 DEVONSHIRE STREET, 8TH FLOOR BOSTON, MA 02109		PC	UNRESTRICTED	15,000.
WATERVILLE OPERA HOUSE IMPROVEMENT ASSOCIATION 93 MAIN STREET, 3RD FLOOR WATERVILLE, ME 04901		PC	SEASON SPONSOR	15,000.
BELGRADE REGIONAL CONSERVATION ALLIANCE INC. PO BOX 250 BELGRADE LAKES, ME 04918		PC	HAROLD ALFOND MEMORIAL GOLF TOURNAMENT	25,000.
Total from continuation sheets				

HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES, INC.

22-3281672

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BETH ISRAEL CONGREGATION PO BOX 1882 WATERVILLE, ME 04903		PC	OPERATIONS	25,000.
BETH ISRAEL CONGREGATION PO BOX 1882 WATERVILLE, ME 04903		PC	OPERATIONS	25,000.
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139		PC	UNRESTRICTED	25,000.
MOUNT DESERT ISLAND HOSPITAL 10 WAYMAN LANE BAR HARBOR, ME 04609		PC	EMERGENCY GENERATOR REPLACEMENT PROJECT	25,000.
SEEDS OF PEACE, INC. 370 LEXINGTON AVE, SUITE 1201 NEW YORK, NY 10017		PC	WATERVILLE/WINSLOW SEEDS	25,000.
FRIENDS OF BELGRADE LAKES VILLAGE PO BOX 331 BELGRADE LAKES, ME 04918		PC	BELGRADE LAKES VILLAGE ENHANCEMENTS	30,000.
LETS GET READY INC. 89 SOUTH STREET, SUITE 401 BOSTON, MA 02111		PC	LGR & ALFOND YOUTH CENTER WATERVILLE PARTNERSHIP	53,344.
SPRING HARBOR HOSPITAL 123 ANDOVER ROAD WESTBROOK, ME 04092		PC	CENTER FOR AUTISM AND DEVELOPMENTAL DISORDERS TREATMENT AND RESEARCH	75,000.
WATERVILLE REGIONAL ARTS AND COMMUNITY CENTER 93 MAIN STREET WATERVILLE, ME 04901		PC	WATERVILLE OPERA HOUSE: STAFFING NEEDS	85,800.
JOBS FOR MAINES GRADUATES INC. 65 STONE STREET AUGUSTA, ME 04330		PC	JMG EXPANSION TO DEXTER & FAIRFIELD HIGH SCHOOLS	92,152.
Total from continuation sheets				

HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES, INC.

22-3281672

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PRESIDENT AND TRUSTEES OF COLBY COLLEGE 4605 MAYFLOWER HILL WATERVILLE, ME 04901-8846		PC	ENDOWMENT FOR ASSISTANT PROFESSOR IN JEWISH STUDIES	100,000.
UNIVERSITY OF MAINE FOUNDATION TWO ALUMNI PLACE ORONO, ME 04469-5792		PC	UNIVERSITY OF MAINE RESEARCH COMMERCIALIZATION: RESEARCH FOUNDATION AND PATENT PORTFOLIO	100,000.
WATERVILLE REGIONAL ARTS AND COMMUNITY CENTER 93 MAIN STREET WATERVILLE, ME 04901		PC	WATERVILLE CREATES!	100,000.
BELGRADE LAKES ASSOCIATION 137 MAIN STREET PO BOX 551 BELGRADE LAKES, ME 04918		PC	STOP MILFOIL CAPITAL CAMPAIGN	125,000.
FRIENDS OF QUARRY ROAD C/O FRANKLIN BOUCHARD PO BOX 362 FAIRFIELD, ME 04937		PC	COMPLETING CORE INFRASTRUCTURE FOR QUARRY ROAD RECREATION AREA	142,500.
UNIVERSITY OF MAINE SYSTEM 16 CENTRAL STREET BANGOR, ME 04401		GOV	UNIVERSITY OF MAINE SYSTEM PROFESSIONAL AND GRADUATE CENTER CONCEPT PROPOSAL	150,000.
ALFOND SCHOLARSHIP FOUNDATION 15 MONUMENT SQUARE, 2ND FLOOR PORTLAND, ME 04101		SO I	FAME PAYMENTS	200,000.
WATERVILLE DEVELOPMENT CORPORATION ONE COMMON STREET WATERVILLE, ME 04901		PC	SUPPORT OF COLLABORATIVE CONSULTING'S BUSINESS EXPANSION TO WATERVILLE	200,000.
WATERVILLE REGIONAL ARTS AND COMMUNITY CENTER 93 MAIN STREET WATERVILLE, ME 04901		PC	WC / MFC / OPERA HOUSE	223,380.
ALFOND YOUTH CENTER 126 NORTH STREET WATERVILLE, ME 04901		PC	PURNELL WRIGLEY FIELD	250,000.
Total from continuation sheets				

HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES, INC.

22-3281672

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EDUCARE CENTRAL MAINE C/O KVCAP 97 WATER STREET WATERVILLE, ME 04901		PC	MAINTAINING CONTINUITY OF CARE, COMPREHENSIVE EVALUATION, AND SHARED SERVICES FOR EXTENDED HIGH-QUALITY EARLY	250,000.
KENNEBEC VALLEY YMCA 31 UNION STREET AUGUSTA, ME 04330		PC	SCHOLARSHIPS, PROGRAMMING, ENDOWMENT	250,000.
UNIVERSITY OF MAINE FOUNDATION TWO ALUMNI PLACE ORONO, ME 04469-5792		PC	2015 FOOTBALL CHALLENGE	250,000.
THOMAS COLLEGE 180 WEST RIVER ROAD WATERVILLE, ME 04901		PC	FAMILY BUSINESS AND CAREER DEVELOPMENT CENTER PLANNING/RAMPING UP RETENTION	251,000.
UNITED STATES BIATHLON ASSOCIATION, INC. 49 PINELAND DR. SUITE 301A NEW GLOUCESTER, ME 04260		PC	LARRY PUGH MILLION DOLLAR MEDAL MATCH	275,837.
THOMAS COLLEGE 180 WEST RIVER ROAD WATERVILLE, ME 04901		PC	PARTNERSHIP WITH COLLABORATIVE CONSULTING TO PROVIDE EDUCATIONAL TRAINING AND MEET THE NEEDS OF	286,100.
MAINE CHILDREN'S HOME FOR LITTLE WANDERERS 93 SILVER STREET WATERVILLE, ME 04901		PC	TEEN PARENT SCHOOL ENDOWMENT	400,000.
ALFOND YOUTH CENTER 126 NORTH STREET WATERVILLE, ME 04901		PC	STRATEGIC LONG TERM CAPITAL AND DEVELOPMENT SUSTAINABILITY AT THE ALFOND YOUTH CENTER	406,246.
THOMAS COLLEGE 180 WEST RIVER ROAD WATERVILLE, ME 04901		PC	HAROLD ALFOND ENTREPRENEURIAL INSTITUTE	475,798.
ST. JOSEPH'S COLLEGE 278 WHITES BRIDGE ROAD STANDISH, ME 04084		PC	CREATING THE CENTER FOR NURSING EXCELLENCE	500,000.
Total from continuation sheets				

HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES, INC.

22-3281672

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNIVERSITY OF MAINE SYSTEM 16 CENTRAL STREET BANGOR, ME 04401		GOV	MAINE CENTER FOR GRADUATE PROFESSIONAL STUDIES -- PLANNING AND IMPLEMENTATION	500,000.
ALFOND SCHOLARSHIP FOUNDATION 15 MONUMENT SQUARE, 2ND FLOOR PORTLAND, ME 04101		SO I	OPERATIONS	635,000.
MAINE MARITIME ACADEMY PLEASANT STREET CASTINE, ME 04420		PC	ABS CENTER FOR ENGINEERING AND APPLIED RESEARCH & SCHOLARSHIPS	639,743.
UNIVERSITY OF MAINE 39 FLAGSTAFF ROAD ORONO, ME 04469		GOV	ALFOND OCEAN ENGINEERING AND ADVANCED MANUFACTURING LABORATORIES	800,000.
LESLEY UNIVERSITY 29 EVERETT STREET CAMBRIDGE, MA 02138		PC	CONSTRUCTION OF THE LUNDER ARTS CENTER AND ESTABLISHMENT OF ENDOWED SCHOLARSHIP FUND FOR MAINE	1,000,000.
BIGELOW LABORATORY FOR OCEAN SCIENCES PO BOX 380 60 BIGELOW DRIVE EAST BOOTHBAY, ME 04544		PC	BIGELOW LABORATORY RESIDENCE PROJECT	1,600,000.
DOWNEAST INSTITUTE FOR APPLIED MARINE RESEARCH AND EDUCATION PO BOX 83, 39 WILDFLOWER LANE, BLACK DUCK COVE ROAD BEALS, ME 04611		PC	DOWNEAST INSTITUTE PHASE II EXPANSION OF LABORATORY, HATCHERY AND STUDENT FACILITIES	1,809,000.
PRESIDENT AND TRUSTEES OF COLBY COLLEGE 4606 MAYFLOWER HILL WATERVILLE, ME 04901-8847		PC	WATERVILLE DOWNTOWN DEVELOPMENT FUND	2,000,000.
THE JACKSON LABORATORY 600 MAIN STREET BAR HARBOR, ME 04609		PC	MAINE CANCER GENOMICS INITIATIVE	2,860,000.
KENTS HILL SCHOOL PO BOX 257, 1614 MAIN ST. KENTS HILL, ME 04349		PC	DINING HALL / SCIENCE CENTER / SCHOLARSHIPS	3,172,549.
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
ALFOND SCHOLARSHIP FOUNDATION 15 MONUMENT SQUARE, 2ND FLOOR PORTLAND, ME 04101		SO I	SCHOLARSHIPS	6,210,232.
PRESIDENT AND TRUSTEES OF COLBY COLLEGE 4605 MAYFLOWER HILL WATERVILLE, ME 04901-8846		PC	ATHLETICS CENTER	10,000,000.
Total from continuation sheets				

HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES, INC.

22-3281672

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WATERVILLE DEVELOPMENT CORPORATION ONE COMMON STREET WATERVILLE, ME 04901		PC	SUPPORT OF COLLABORATIVE CONSULTING'S BUSINESS EXPANSION TO WATERVILLE	800,000.
THOMAS COLLEGE 180 WEST RIVER ROAD WATERVILLE, ME 04901		PC	PARTNERSHIP WITH COLLABORATIVE CONSULTING TO PROVIDE EDUCATIONAL TRAINING AND MEET THE NEEDS OF	998,600.
ST. JOSEPH'S COLLEGE 278 WHITES BRIDGE ROAD STANDISH, ME 04084		PC	CREATING THE CENTER FOR NURSING EXCELLENCE	1,000,000.
THOMAS COLLEGE 180 WEST RIVER ROAD WATERVILLE, ME 04901		PC	HAROLD ALFOND ENTREPRENEURIAL INSTITUTE	2,935,843.
PRESIDENT AND TRUSTEES OF COLBY COLLEGE 4605 MAYFLOWER HILL WATERVILLE, ME 04901-8846		PC	ATHLETICS CENTER	10,000,000.
Total from continuation sheets				15,734,443.

Part XV | **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - UNIVERSITY OF MAINE FOUNDATION

UNIVERSITY OF MAINE RESEARCH COMMERCIALIZATION: RESEARCH FOUNDATION AND
PATENT PORTFOLIO ASSESSMENT

NAME OF RECIPIENT - EDUCARE CENTRAL MAINE

MAINTAINING CONTINUITY OF CARE, COMPREHENSIVE EVALUATION, AND SHARED
SERVICES FOR EXTENDED HIGH-QUALITY EARLY EDUCATION.

NAME OF RECIPIENT - THOMAS COLLEGE

PARTNERSHIP WITH COLLABORATIVE CONSULTING TO PROVIDE EDUCATIONAL
TRAINING AND MEET THE NEEDS OF GREATER WATERVILLE

NAME OF RECIPIENT - LESLEY UNIVERSITY

CONSTRUCTION OF THE LUNDER ARTS CENTER AND ESTABLISHMENT OF ENDOWED
SCHOLARSHIP FUND FOR MAINE STUDENTS

Part XV | **Supplementary Information**

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - THOMAS COLLEGE

PARTNERSHIP WITH COLLABORATIVE CONSULTING TO PROVIDE EDUCATIONAL
TRAINING AND MEET THE NEEDS OF GREATER WATERVILLE

Underpayment of Estimated Tax by Corporations

Department of the Treasury
Internal Revenue Service

▶ Attach to the corporation's tax return. **FORM 990-PF**

2016

▶ Information about Form 2220 and its separate instructions is at www.irs.gov/form2220.

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

Employer identification number
22-3281672

Note: Generally, the corporation isn't 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 38 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	543,768.
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 doesn't owe the penalty	3	543,768.
4	Enter the tax shown on the corporation's 2015 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	497,391.
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	497,391.

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 doesn't 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	05/15/16	06/15/16	09/15/16	12/15/16
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% (0.25) of line 5 above in each column.	10	78,535.	78,535.	80,977.	169,577.
11 Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions	11	252,626.		70,000.	90,000.
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		174,091.	95,556.	84,579.
13 Add lines 11 and 12	13		174,091.	165,556.	174,579.
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	252,626.	174,091.	165,556.	174,579.
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	174,091.	95,556.	84,579.	

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 4th month after the close of the tax year, whichever is earlier. <i>(C Corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.)</i> See instructions	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 4/15/2016 and before 7/1/2016	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 4\% (0.04)}{366}$	22 \$	\$	\$	\$
23 Number of days on line 20 after 06/30/2016 and before 10/1/2016	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 4\% (0.04)}{366}$	24 \$	\$	\$	\$
25 Number of days on line 20 after 9/30/2016 and before 1/1/2017	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 4\% (0.04)}{366}$	26 \$	\$	\$	\$
27 Number of days on line 20 after 12/31/2016 and before 4/1/2017	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 4\% (0.04)}{365}$	28 \$	\$	\$	\$
29 Number of days on line 20 after 3/31/2017 and before 7/1/2017	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$	30 \$	\$	\$	\$
31 Number of days on line 20 after 6/30/2017 and before 10/1/2017	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$	32 \$	\$	\$	\$
33 Number of days on line 20 after 9/30/2017 and before 1/1/2018	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$	34 \$	\$	\$	\$
35 Number of days on line 20 after 12/31/2017 and before 3/16/2018	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$	36 \$	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37 \$	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33; or the comparable line for other income tax returns	38			\$ 0.

* 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)	(b)	(c)	(d)
		First 3 months	First 5 months	First 8 months	First 11 months
1 Enter taxable income for the following periods:					
a Tax year beginning in 2013	1a				
b Tax year beginning in 2014	1b				
c Tax year beginning in 2015	1c				
2 Enter taxable income for each period for the tax year beginning in 2016. See the 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 2013	3a				
b Tax year beginning in 2014	3b				
c Tax year beginning in 2015	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, line 2 or comparable line 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)				
21	Enter taxable income for each annualization period. See instructions for the treatment of extraordinary items	2,617,833.	3,926,750.	7,934,900.	15,285,951.
22	Annualization amounts (see instructions)	6.000000	4.000000	2.000000	1.333330
23a	Annualized taxable income. Multiply line 21 by line 22	15,706,998.	15,707,000.	15,869,800.	20,381,217.
23b	Extraordinary items (see instructions)				
23c	Add lines 23a and 23b	15,706,998.	15,707,000.	15,869,800.	20,381,217.
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	314,140.	314,140.	317,396.	407,624.
25	Enter any alternative minimum tax for each payment period (see instructions)				
26	Enter any other taxes for each payment period. See instr.				
27	Total tax. Add lines 24 through 26	314,140.	314,140.	317,396.	407,624.
28	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions				
29	Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	314,140.	314,140.	317,396.	407,624.
30	Applicable percentage	25%	50%	75%	100%
31	Multiply line 29 by line 30	78,535.	157,070.	238,047.	407,624.

Part III Required Installments

		1st	2nd	3rd	4th
		installment	installment	installment	installment
Note: Complete lines 32 through 38 of one column before completing the next column.					
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	78,535.	157,070.	238,047.	407,624.
33	Add the amounts in all preceding columns of line 32. See instructions		78,535.	157,070.	238,047.
34	Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0-	78,535.	78,535.	80,977.	169,577.
35	Enter 25% (0.25) 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	124,348.	147,536.	135,942.	135,942.
36	Subtract line 38 of the preceding column from line 37 of the preceding column		45,813.	114,814.	169,779.
37	Add lines 35 and 36	124,348.	193,349.	250,756.	305,721.
38	Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10. See instructions	78,535.	78,535.	80,977.	169,577.

Form 2220 (2016)

** ANNUALIZED INCOME INSTALLMENT METHOD USING STANDARD OPTION

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	146.	0.	
TAXABLE INTEREST INCOME	2,344,353.	2,344,353.	
TOTAL TO PART I, LINE 3	2,344,499.	2,344,353.	

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	5,757,662.	0.	5,757,662.	5,690,684.	
TO PART I, LINE 4	5,757,662.	0.	5,757,662.	5,690,684.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME FROM PASS-THRU K-1S	29,483.	29,483.	
ORDINARY INCOME FROM PASS-THRU K-1S	126,439.	37,528.	
RENTAL INCOME FROM PASS-THRU K-1S	5,166.	3,791.	
OTHER INCOME FROM PASS-THRU K-1S	232,714.	43,131.	
TOTAL TO FORM 990-PF, PART I, LINE 11	393,802.	113,933.	

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	68,710.	0.		68,710.
TO FM 990-PF, PG 1, LN 16A	68,710.	0.		68,710.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	27,675.	11,070.		16,605.
TO FORM 990-PF, PG 1, LN 16B	27,675.	11,070.		16,605.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DEXTER ENTERPRISES, INC.	1,151,941.	460,776.		691,165.
INVESTMENT MANAGEMENT FEES	7,433.	7,433.		0.
INVESTMENT CONSULTING FEES	164,703.	164,703.		0.
GRANT CONSULTING SERVICES	40,174.	0.		40,174.
TO FORM 990-PF, PG 1, LN 16C	1,364,251.	632,912.		731,339.

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	329,907.	329,907.			0.
NET INVESTMENT INCOME TAXES	550,000.	0.			0.
NET STATE UBIT TAXES	49,669.	0.			0.
TO FORM 990-PF, PG 1, LN 18	929,576.	329,907.			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	146,001.	136,146.			0.
NON DEDUCTIBLE EXPENSE PASS THRU FROM K-1S	36,935.	0.			0.
CHARITABLE DONATIONS PASS THRU FROM K-1S	1,341.	0.		1,341.	
ORDINARY LOSS FROM PASS-THRU K-1S	299,045.	0.			0.
RENTAL LOSS FROM PASS-THRU K-1S	379,042.	126,664.			0.
ROYALTY DEDUCTIONS FROM PASS-THRU K-1S	11,392.	11,392.			0.
INVESTMENT PORTFOLIO DEDUCTION FROM PASS-THRU K-1S	3,619,692.	3,577,239.			0.
INSURANCE	2,964.	1,186.			1,778.
BOARD SOFTWARE SUBSCRIPTION FEES	46,282.	11,571.			34,711.
OTHER DEDUCTIONS PASS-THRU FROM K-1S	711,494.	0.			0.
MISCELLANEOUS	1,230.	1,230.			0.
TO FORM 990-PF, PG 1, LN 23	5,255,418.	3,865,428.			37,830.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
BERKSHIRE HATHAWAY CL B	21,930,768.	39,692,801.	
BERKSHIRE HATHAWAY CL A	113,866,307.	205,794,003.	
709,462 SH QUANTUM CORP DIT & STORAGE	638,862.	590,343.	
DEXTER GLOBAL EQUITY TE, LLC	21,188,386.	27,989,429.	
DEXTER INTERNATIONAL EQUITY TE, LLC	93,216,423.	93,696,177.	
DEXTER US EQUITY TE, LLC	92,507,725.	104,740,803.	
MAINEGENERAL PROGRAM RELATED INVESTMENT 145 SH			
BRKA COLLATERAL ACCOUNT	19,585,545.	35,397,545.	
BRKA STOCK SET ASIDE FOR ALFOND LEADERS PROGRAM (FAME)	2,701,455.	4,882,420.	
BERKSHIRE HATHAWAY CL B (OPTIONS ACCOUNT)	2,251,212.	4,074,500.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	367,886,683.	516,858,021.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
DEXTER FIXED INCOME TE, LLC	43,911,685.	43,949,089.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	43,911,685.	43,949,089.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BLACKSTONE REAL ESTATE PARTNERS V AND VI, LP	COST	1,918,388.	1,636,356.
LEGACY VENTURE FUNDS	COST	3,178,541.	5,626,499.
SPECIAL OPPORTUNITIES FUNDS	COST	400,243.	1,421,705.
TISHMAN SPEYER INVESTMENTS: US REAL ESTATE VENTURE	COST	919,173.	223,422.
TISHMAN SPEYER INVESTMENTS: INTERNATIONAL REAL ESTATE VENTURE	COST	659,583.	40,738.
TISHMAN SPEYER INVESTMENTS: INDIA REAL ESTATE VENTURE	COST	693,613.	226,035.
TISHMAN SPEYER INVESTMENTS: 201 FOLSOM INVESTOR FEEDER, LP	COST	173,176.	0.
REALTY ASSOCIATES IX	COST	1,252,717.	1,971,716.

DEXTER HEDGE FUNDS TE, LLC	COST	81,596,035.	106,256,890.
DEXTER PRIVATE EQUITY TE, LLC	COST	37,306,660.	48,806,884.
DEXTER REAL ASSETS TE, LLC	COST	28,676,523.	34,886,067.
WINDJAMMER COMMUNICATION HOLDINGS, LLC	COST	19,570.	516.
FIRST HORIZON NATIONAL CO.	COST	184.	400.
OCH ZIFF CAPITAL ADVISORS	COST	0.	65,126.
TOTAL TO FORM 990-PF, PART II, LINE 13		156,794,406.	201,162,354.

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 OTHER LIABILITIES STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
LINE OF CREDIT USED FOR QUALIFYING DISTRIBUTIONS	17,147,281.	27,985.
ALFOND LEADERS PROGRAM SET ASIDE PAYABLE BY 12/31/2025	4,000,000.	4,000,000.
UNEXPIRED BRK OPTIONS DEFERRED INCOME	0.	25,999.
TOTAL TO FORM 990-PF, PART II, LINE 22	21,147,281.	4,053,984.

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

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 15 C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 27.00	 0.	 0.	 0.
PETER H. LUNDER C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 1.00	 0.	 0.	 0.
STEVEN P. AKIN C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 8.00	 0.	 0.	 0.
THERESA M. STONE C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 7.00	 0.	 0.	 0.
DAVID T. FLANAGAN C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 7.00	 0.	 0.	 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<hr/> 0. <hr/>	<hr/> 0. <hr/>	<hr/> 0. <hr/>

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 15

GRANTEE'S NAME

WATERVILLE DEVELOPMENT CORPORATION

GRANTEE'S ADDRESSONE COMMON STREET
WATERVILLE, ME 04901

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
1,000,000.	06/30/16	234,593.	08/15/17

PURPOSE OF GRANT

FOR WATERVILLE DEVELOPMENT CORPORATION TO SUPPORT BUSINESS EXPANSION AND JOB GROWTH IN WATERVILLE, SPECIFICALLY THROUGH COLLABORATIVE CONSULTING'S EXPANSION TO THE CITY.

DATES OF REPORTS BY GRANTEE

AUGUST 15, 2017

ANY DIVERSION BY GRANTEE

TO THE BEST OF THE GRANTOR'S KNOWLEDGE, THERE WERE NO DIVERTED FUNDS.

RESULTS OF VERIFICATION

THE GRANTOR VERIFIED WATERVILLE DEVELOPMENT CORPORATION SUPPORTED THE EXPANSION OF COLLABORATIVE CONSULTING TO WATERVILLE BY PROVIDING GRANT FUNDS IN SUPPORT OF COLLABORATIVE'S EXPENDITURES REQUIRED TO DEVELOP NEW TECHNOLOGIES AND PRODUCTS IN THE FINANCIAL SERVICES AND OTHER INDUSTRIES. THE GRANTOR OBTAINED REPRESENTATIONS FROM THE GRANTEE IN THE GRANTEE'S ANNUAL EXPENDITURE RESPONSIBILITY REPORT THAT GRANT FUNDS WERE EXPENDED IN COMPLIANCE WITH THE TERMS OF THE GRANT AGREEMENT. THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OF RELIABILITY OF THE REPORT FROM THE GRANTEE.

GENERAL EXPLANATION

STATEMENT 16

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 17

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).