

Return of Private Foundation

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

2017

Open to Public Inspection

Form **990-PF**

Department of the Treasury
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2017 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) ▶ \$ 864,888,238.	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		3,061,895.	3,061,895.		STATEMENT 1
4 Dividends and interest from securities		5,736,698.	5,715,178.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		54,284,744.			
b Gross sales price for all assets on line 6a 79,272,096.					
7 Capital gain net income (from Part IV, line 2)			42,172,638.		
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		1,530,252.	1,365,868.		STATEMENT 3
12 Total. Add lines 1 through 11		64,613,589.	52,315,579.		
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		8,709.	0.		8,709.
b Accounting fees STMT 5		28,025.	11,210.		16,815.
c Other professional fees STMT 6		1,357,632.	638,382.		719,250.
17 Interest					
18 Taxes STMT 7		735,927.	394,875.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		34,337.	13,735.		20,602.
22 Printing and publications					
23 Other expenses STMT 8		6,528,433.	4,738,794.		3,088.
24 Total operating and administrative expenses. Add lines 13 through 23		8,693,063.	5,796,996.		768,464.
25 Contributions, gifts, grants paid		38,548,065.			38,548,065.
26 Total expenses and disbursements. Add lines 24 and 25		47,241,128.	5,796,996.		39,316,529.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		17,372,461.			
b Net investment income (if negative, enter -0-)			46,518,583.		
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	672.	5,130.	5,130.
	2 Savings and temporary cash investments	12,249,919.	10,046,084.	10,046,084.
	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	367,886,683.	352,444,594.	564,587,298.
	c Investments - corporate bonds STMT 10	43,911,685.	45,132,533.	45,737,476.
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	156,794,406.	190,533,501.	244,507,250.	
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)	580,848,365.	598,166,842.	864,888,238.	
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)	4,053,984.	4,000,000.	
23 Total liabilities (add lines 17 through 22)	4,053,984.	4,000,000.		
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	576,794,381.	594,166,842.	
	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	576,794,381.	594,166,842.		
31 Total liabilities and net assets/fund balances	580,848,365.	598,166,842.		

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	576,794,381.
2 Enter amount from Part I, line 27a	2	17,372,461.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	594,166,842.
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	594,166,842.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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	55,133,880.	12,961,242.	42,172,638.

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) FMV 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			42,172,638.

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	42,172,638.
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 doesn't 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))
2016	37,663,163.	733,858,913.	.051322
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

2	Total of line 1, column (d)	2	.237912
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.047582
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	776,253,417.
5	Multiply line 4 by line 3	5	36,935,690.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	465,186.
7	Add lines 5 and 6	7	37,400,876.
8	Enter qualifying distributions from Part XII, line 4	8	46,816,529.

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

HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES, INC.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	465,186.
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	465,186.
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	465,186.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	168,858.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	490,000.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	658,858.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.	
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	193,672.	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input checked="" type="checkbox"/> 193,672. 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 the 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 checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" 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 checked="" 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 <i>General Instruction T</i> .		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? 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 checked="" 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> ? 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 2017 or the tax year beginning in 2017? See the 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)

	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? 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		N/A
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		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		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 2017?		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <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
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 2017 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 2017.)		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2017?		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:		Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ▶ <input type="checkbox"/>			
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	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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, and 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 PRIVATE EQUITY TE LLC TWO MONUMENT SQUARE, PORTLAND, ME 04101 DEXTER ENTERPRISES, INC.	INVEST PORTFOLIO DEDUCTIONS	1,273,752.
TWO MONUMENT SQUARE, PORTLAND, ME 04101 DEXTER US EQUITY TE LLC	INVESTMENT & GRANT ADMINISTRATION	1,113,260.
TWO MONUMENT SQUARE, PORTLAND, ME 04101 DEXTER INTERNATIONAL EQUITY TE LLC	INVEST PORTFOLIO DEDUCTIONS	1,026,706.
TWO MONUMENT SQUARE, PORTLAND, ME 04101 DEXTER REAL ASSETS TE, LLC	INVEST PORTFOLIO DEDUCTIONS	802,468.
TWO MONUMENT SQUARE, PORTLAND, ME 04101	INVEST PORTFOLIO DEDUCTIONS	432,918.
Total number of others receiving over \$50,000 for professional services		5

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 LOAN TO COASTAL MAINE BOTANICAL GARDENS INC, A 501(C)(3) ORGANIZATION, IN SUPPORT OF THE 2015-2035 MASTER PLAN	7,500,000.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	7,500,000.

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	782,552,349.
b	Average of monthly cash balances	1b	5,522,186.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	788,074,535.
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	788,074,535.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,821,118.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	776,253,417.
6	Minimum investment return. Enter 5% of line 5	6	38,812,671.

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	38,812,671.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	465,186.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	465,186.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	38,347,485.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	38,347,485.
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	38,347,485.

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	39,316,529.
b	Program-related investments - total from Part IX-B	1b	7,500,000.
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	46,816,529.
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	465,186.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	46,351,343.

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.

HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES, INC.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				38,347,485.
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only			11,001,938.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 46,816,529.				
a Applied to 2016, but not more than line 2a			11,001,938.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				35,814,591.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				2,532,894.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	
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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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.

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	FAME PAYMENTS	200,000.
ALFOND SCHOLARSHIP FOUNDATION 15 MONUMENT SQUARE, 2ND FLOOR PORTLAND, ME 04101		SO I	OPERATIONS	585,000.
ALFOND SCHOLARSHIP FOUNDATION 15 MONUMENT SQUARE, 2ND FLOOR PORTLAND, ME 04101		SO I	SCHOLARSHIPS	7,522,138.
ALFOND YOUTH CENTER 126 NORTH STREET WATERVILLE, ME 04901		PC	STRATEGIC LONG TERM CAPITAL AND DEVELOPMENT SUSTAINABILITY AT THE ALFOND YOUTH CENTER	573,460.
ALFOND YOUTH CENTER 126 NORTH STREET WATERVILLE, ME 04901		PC	ALFOND LITTLE LEAGUE	150.
Total	SEE CONTINUATION SHEET(S)			38,548,065.
b Approved for future payment				
ALFOND SCHOLARSHIP FOUNDATION 15 MONUMENT SQUARE, 2ND FLOOR PORTLAND, ME 04101		SO I	OPERATIONS	885,000.
ALFOND SCHOLARSHIP FOUNDATION 15 MONUMENT SQUARE, 2ND FLOOR PORTLAND, ME 04101		SO I	SCHOLARSHIPS	6,000,000.
UNIVERSITY OF MAINE SYSTEM 16 CENTRAL STREET BANGOR, ME 04401		GOV	MAINE CENTER FOR GRADUATE PROFESSIONAL STUDIES	7,000,000.
Total	SEE CONTINUATION SHEET(S)			43,645,633.

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 DEXTER HEDGE FUNDS TE PASS-THROUGH	P		
j DEXTER HEDGE FUNDS TE PASS-THROUGH	P		
k DEXTER TS US PASS-THROUGH	P		
l DEXTER TS INDIA FUND PASS-THROUGH	P		
m DEXTER US EQUITY TE PASS-THROUGH	P		
n DEXTER US EQUITY TE PASS-THROUGH	P		
o DEXTER FIXED INCOME 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 25,988,638.		12,381,666.	13,606,972.
b 26,368.			26,368.
c 206,597.			206,597.
d 245,298.			245,298.
e		1,463.	-1,463.
f 200,371.			200,371.
g 1,203.			1,203.
h 405,058.			405,058.
i 2,355,614.			2,355,614.
j 56,920.			56,920.
k 723.			723.
l 55.			55.
m 4,631,016.			4,631,016.
n 647,393.			647,393.
o		262,139.	-262,139.

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			13,606,972.
b			26,368.
c			206,597.
d			245,298.
e			-1,463.
f			200,371.
g			1,203.
h			405,058.
i			2,355,614.
j			56,920.
k			723.
l			55.
m			4,631,016.
n			647,393.
o			-262,139.

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 FIXED INCOME TE PASS-THROUGH	P		
b DEXTER INTERNATIONAL EQUITY PASS-THROUGH	P		
c DEXTER INTERNATIONAL EQUITY PASS-THROUGH	P		
d DEXTER GLOBAL EQUITY TE PASS-THROUGH	P		
e DEXTER PRIVATE EQUITY PASS-THROUGH	P		
f DEXTER PRIVATE EQUITY PASS-THROUGH	P		
g DEXTER REAL ASSETS PASS-THROUGH	P		
h DEXTER REAL ASSETS PASS-THROUGH	P		
i CLASS ACTION PROCEEDS	P		
j ADJUSTMENT FOR GAINS INCLUDED IN UBTI			
k CAPITAL GAINS DIVIDENDS			
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 135,510.			135,510.
b 7,446,674.			7,446,674.
c 933,824.			933,824.
d 536,671.			536,671.
e 7,832,970.			7,832,970.
f		8,774.	-8,774.
g 1,240.			1,240.
h 2,810,927.			2,810,927.
i 1,054.			1,054.
j		307,200.	-307,200.
k 669,756.			669,756.
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			135,510.
b			7,446,674.
c			933,824.
d			536,671.
e			7,832,970.
f			-8,774.
g			1,240.
h			2,810,927.
i			1,054.
j			-307,200.
k			669,756.
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	42,172,638.
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
ALFOND YOUTH CENTER 126 NORTH STREET WATERVILLE, ME 04901		PC	LGR & ALFOND YOUTH CENTER WATERVILLE PARTNERSHIP	71,656.
ALFOND YOUTH CENTER 126 NORTH STREET WATERVILLE, ME 04901		PC	WELLNESS PROJECT	120,000.
AMERICAN UNIVERSITY IN BULGARIA 910 17TH ST., N.W., SUITE 1100 WASHINGTON, DC 20006		PC	UNRESTRICTED	2,500.
AROOSTOOK MENTAL HEALTH SERVICES INC. PO BOX 1018 CARIBOU, ME 04736		PC	AROOSTOOK TEEN LEADERSHIP CAMP	500.
ARTS FOUNDATION OF CAPE COD 396 MAIN STREET HYANNIS, MA 02601		PC	UNRESTRICTED	1,000.
AUGUSTA FOOD BANK 9 SUMMER ST AUGUSTA, ME 04330		PC	UNRESTRICTED	5,000.
BELGRADE REGIONAL HEALTH CENTER PO BOX 304 BELGRADE LAKES, ME 04918		PC	ENERGY EFFICIENCY UPGRADES TO HVAC AND LIGHTING	15,000.
BETH ISRAEL CONGREGATION PO BOX 1882 WATERVILLE, ME 04903		PC	OPERATIONS	50,000.
BIGELOW LABORATORY FOR OCEAN SCIENCES PO BOX 380 60 BIGELOW DRIVE EAST BOOTHBAY, ME 04544		PC	BIGELOW LABORATORY RESIDENCE PROJECT	694,863.
BOSTON LYRIC OPERA 11 AVE DE LAFAYETTE BOSTON, MA 02111		PC	UNRESTRICTED	7,000.
Total from continuation sheets				29,667,317.

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
CARRABASSETT VALLEY ACADEMY 3197 CARRABASSETT DRIVE CARRABASSETT VALLEY, ME 04947		PC	DEBT SUPPORT FOR ACADEMIC CENTER	250,000.
CHILDREN'S CENTER EARLY INTERVENTION AND FAMILY SUPPORT 1 ALDEN AVE AUGUSTA, ME 04330-0000		PC	UNRESTRICTED	5,000.
COLGATE UNIVERSITY 13 OAK DR HAMILTON, NY 13346		PC	UNRESTRICTED	2,000.
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	5,105.
EAGLES NEST FOUNDATION INCORPORATED 43 HART RD PISGAH FOREST, NC 28768		PC	UNRESTRICTED	5,000.
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.
FAME LEADERS, INC P.O. BOX 949 AUGUSTA, ME 04332		SO I	ALFOND LEADERS PROGRAM MARKETING	7,500.
FOUNDATION FOR A STRONG MAINE ECONOMY 125 COMMUNITY DRIVE, SUITE 101 AUGUSTA, ME 04330		PC	FOCUSMAINE YEARS ONE TO THREE OF TEN-YEAR IMPLEMENTATION PLAN	1,424,419.
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	7,000.
Total from continuation sheets				

HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES, INC.

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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
JOBS FOR MAINE'S GRADUATES INC. 65 STONE STREET AUGUSTA, ME 04330		PC	COLLEGE SUCCESS PROGRAM	898,000.
MAINE CANCER FOUNDATION 170 U.S. ROUTE 1, SUITE 250 FALMOUTH, ME 04105		PC	UNRESTRICTED	2,500.
MAINE CHILDREN'S HOME FOR LITTLE WANDERERS 93 SILVER STREET WATERVILLE, ME 04901		PC	ANNUAL FUND	15,000.
MAINE MARITIME ACADEMY 1 PLEASANT STREET CASTINE, ME 04420		PC	ABS CENTER FOR ENGINEERING AND APPLIED RESEARCH & SCHOLARSHIPS	150,000.
MAINE SPORTS COMMISSION 44 LAKESIDE DRIVE FALMOUTH, ME 04105		NC	2017 SHE RULES SYMPOSIUM	5,000.
MAINEHEALTH 110 FORE STREET PORTLAND, ME 04101		SO III	THE DEVELOPMENT OF AN INTEGRATED, PATIENT-CENTERED ONCOLOGY SERVICE LINE FOR MAINE	1,712,900.
MAINEGENERAL MEDICAL CENTER PO BOX 828 WATERVILLE, ME 04903		SO II	THE DEVELOPMENT OF AN INTEGRATED, PATIENT-CENTERED ONCOLOGY SERVICE LINE FOR MAINE	287,100.
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139		PC	UNRESTRICTED	30,000.
MITCHELL INSTITUTE 22 MONUMENT SQUARE, SUITE 200 PORTLAND, ME 04101		PC	OPEN FOR OPPORTUNITY CAMPAIGN	1,000,000.
OLYMPIA SNOWE WOMENS LEADERSHIP INSTITUTE ONE CANAL PLAZA, SUITE 501 PORTLAND, ME 04101		PC	SUPPORT FOR LONG-TERM SUSTAINABLE DELIVERY OF THE OLYMPIA SNOWE WOMEN'S LEADERSHIP PROGRAMMING STATEWIDE	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
PINE TREE LEGAL ASSISTANCE INC 88 FEDERAL STREET, P.O. BOX 547 PORTLAND, ME 04112		PC	UNRESTRICTED	5,000.
PRESIDENT AND TRUSTEES OF COLBY COLLEGE 4000 MAYFLOWER HILL WATERVILLE, ME 04901-8847		PC	WATERVILLE DOWNTOWN DEVELOPMENT FUND	3,206,861.
PRESIDENT AND TRUSTEES OF COLBY COLLEGE 4000 MAYFLOWER HILL WATERVILLE, ME 04901-8846		PC	ATHLETICS CENTER	10,000,000.
SEEDS OF PEACE, INC. 370 LEXINGTON AVE, SUITE 1201 NEW YORK, NY 10017		PC	WATERVILLE/WINSLOW SEEDS PROGRAM	25,000.
SPECTRUM GENERATIONS ONE WESTON COURT AUGUSTA, ME 04338		PC	MEALS ON WHEELS PROGRAM	1,200.
SUSAN CURTIS FOUNDATION 1321 WASHINGTON AVE. SUITE 104 PORTLAND, ME 04103		PC	CAMP SUSAN CURTIS	14,400.
THE CAHOON MUSEUM OF AMERICAN ART INC P.O. BOX 1853 COTUIT, MA 02635		PC	UNRESTRICTED	2,000.
THE IRIS NETWORK 189 PARK AVENUE PORTLAND, ME 04102		PC	UNRESTRICTED	5,000.
THE JACKSON LABORATORY 600 MAIN STREET BAR HARBOR, ME 04609		PC	MAINE CANCER GENOMICS INITIATIVE	2,800,000.
THE PIONEER INSTITUTE 185 DEVONSHIRE STREET, SUITE 1101 BOSTON, MA 02110		PC	UNRESTRICTED	8,000.
Total from continuation sheets				

HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES, INC.

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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
THOMAS COLLEGE 180 WEST RIVER ROAD WATERVILLE, ME 04901		PC	PARTNERSHIP WITH CGI TO PROVIDE EDUCATIONAL TRAINING AND MEET THE NEEDS OF GREATER WATERVILLE	253,600.
THOMAS COLLEGE 180 WEST RIVER ROAD WATERVILLE, ME 04901		PC	HAROLD ALFOND INSTITUTE FOR BUSINESS INNOVATION	1,415,730.
UNITED WAY OF MID-MAINE, INC. 105 KENNEDY MEMORIAL DRIVE WATERVILLE, ME 04901		PC	ANNUAL FUND	12,500.
UNIVERSITY OF MAINE 39 FLAGSTAFF ROAD ORONO, ME 04469		PC	ALFOND OCEAN ENGINEERING AND ADVANCED MANUFACTURING LABORATORIES	800,000.
UNIVERSITY OF MAINE FOUNDATION TWO ALUMNI PLACE ORONO, ME 04469-5792		PC	PROPOSAL TO CREATE "THE ALFOND FUND" TO SUPPORT UMAINE ATHLETIC EXCELLENCE	500,000.
UNIVERSITY OF MAINE FOUNDATION TWO ALUMNI PLACE ORONO, ME 04469-5792		PC	UNRESTRICTED	4,000.
UNIVERSITY OF MAINE SYSTEM 16 CENTRAL STREET BANGOR, ME 04401		GOV	UNIVERSITY OF MAINE HOCKEY FACILITIES AND PROGRAM PLANNING	250,000.
UNIVERSITY OF MAINE SYSTEM 16 CENTRAL STREET BANGOR, ME 04401		GOV	MAINE CENTER FOR GRADUATE PROFESSIONAL STUDIES	500,000.
WATERVILLE DEVELOPMENT CORPORATION ONE COMMON STREET WATERVILLE, ME 04901		PC	SUPPORT OF CGI'S BUSINESS EXPANSION TO WATERVILLE	200,000.
WATERVILLE OPERA HOUSE IMPROVEMENT ASSOCIATION 93 MAIN STREET, 3RD FLOOR WATERVILLE, ME 04901		PC	SEASON SPONSOR	15,000.
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
MAINEHEALTH 110 FORE STREET PORTLAND, ME 04101		SO III	THE DEVELOPMENT OF AN INTEGRATED, PATIENT-CENTERED ONCOLOGY SERVICE LINE FOR MAINE	6,851,600.
MAINEGENERAL MEDICAL CENTER PO BOX 828 WATERVILLE, ME 04903		SO II	THE DEVELOPMENT OF AN INTEGRATED, PATIENT-CENTERED ONCOLOGY SERVICE LINE FOR MAINE	1,148,400.
ALFOND YOUTH CENTER 126 NORTH STREET WATERVILLE, ME 04901		PC	WELLNESS PROJECT	6,000,000.
FOUNDATION FOR A STRONG MAINE ECONOMY 125 COMMUNITY DRIVE, SUITE 101 AUGUSTA, ME 04330		PC	FOCUSMAINE YEARS ONE TO THREE OF TEN-YEAR IMPLEMENTATION PLAN	3,468,633.
WATERVILLE REGIONAL ARTS AND COMMUNITY CENTER 93 MAIN STREET WATERVILLE, ME 04901		PC	WATERVILLE CREATES! VISION AND ACTION PLAN	105,000.
ABBOTT MEMORIAL LIBRARY 1 CHURCH STREET DEXTER, ME 04930		GOV	ABBOTT MEMORIAL LIBRARY EXTERIOR RENOVATION PROJECT	212,000.
BELGRADE REGIONAL CONSERVATION ALLIANCE PO BOX 250 BELGRADE LAKES, ME 04918		PC	EAST POND INITIATIVE	200,000.
COASTAL MAINE BOTANICAL GARDENS PO BOX 234 BOOTHBAY, ME 04537		PC	MASTER PLAN PHASE IB	7,500,000.
COBSCOOK COMMUNITY LEARNING CENTER 10 COMMISSARY POINT ROAD TRESMOTT TWP, ME 04652		PC	HEARTWOOD CLASSROOMS CAMPAIGN	275,000.
HUSSON UNIVERSITY 1 COLLEGE CIRCLE BANGOR, ME 04401		PC	COLLEGE OF BUSINESS	4,000,000.
Total from continuation sheets				29,760,633.

Part XV | **Supplementary Information**

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

NAME OF RECIPIENT - EDUCARE CENTRAL MAINE

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

NAME OF RECIPIENT - OLYMPIA SNOWE WOMENS LEADERSHIP INSTITUTE

SUPPORT FOR LONG-TERM SUSTAINABLE DELIVERY OF THE OLYMPIA SNOWE WOMEN'S
LEADERSHIP PROGRAMMING STATEWIDE IN MAINE

Underpayment of Estimated Tax by Corporations

Department of the Treasury
Internal Revenue Service

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

2017

▶ Go to www.irs.gov/Form2220 for instructions and the latest information.

Name HAROLD ALFOND FOUNDATION C/O DEXTER ENTERPRISES, INC.	Employer identification number 22-3281672
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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	465,186.
2 a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a		
b 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		
c Credit for federal tax paid on fuels (see instructions)	2c		
d 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	465,186.
4 Enter the tax shown on the corporation's 2016 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	543,768.
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	465,186.

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	<input type="checkbox"/>	The corporation is using the adjusted seasonal installment method.
7	<input checked="" type="checkbox"/>	The corporation is using the annualized income installment method.
8	<input checked="" type="checkbox"/>	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	05/15/17	06/15/17	09/15/17	12/15/17
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	31,143.	31,142.	36,657.	69,431.
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	93,858.		35,000.	40,000.
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		62,715.	31,573.	29,916.
13 Add lines 11 and 12	13		62,715.	66,573.	69,916.
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	93,858.	62,715.	66,573.	69,916.
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	62,715.	31,573.	29,916.	

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. (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.) 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 4/15/2017 and before 7/1/2017	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 4\% (0.04)}{365}$	22 \$	\$	\$	\$
23 Number of days on line 20 after 06/30/2017 and before 10/1/2017	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 4\% (0.04)}{365}$	24 \$	\$	\$	\$
25 Number of days on line 20 after 9/30/2017 and before 1/1/2018	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 4\% (0.04)}{365}$	26 \$	\$	\$	\$
27 Number of days on line 20 after 12/31/2017 and before 4/1/2018	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 3/31/2018 and before 7/1/2018	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 6/30/2018 and before 10/1/2018	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 9/30/2018 and before 1/1/2019	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 12/31/2018 and before 3/16/2019	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 2014	1a				
b Tax year beginning in 2015	1b				
c Tax year beginning in 2016	1c				
2 Enter taxable income for each period for the tax year beginning in 2017. 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 2014	3a				
b Tax year beginning in 2015	3b				
c Tax year beginning in 2016	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	2,076,167.	3,114,250.	6,596,100.	12,628,007.
22	Annualization amounts (see instructions)	6.000000	4.000000	2.000000	1.333330
23a	Annualized taxable income. Multiply line 21 by line 22	12,457,002.	12,457,000.	13,192,200.	16,837,301.
23b	Extraordinary items (see instructions)				
23c	Add lines 23a and 23b	12,457,002.	12,457,000.	13,192,200.	16,837,301.
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	124,570.	124,570.	131,922.	168,373.
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	124,570.	124,570.	131,922.	168,373.
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-	124,570.	124,570.	131,922.	168,373.
30	Applicable percentage	25%	50%	75%	100%
31	Multiply line 29 by line 30	31,143.	62,285.	98,942.	168,373.

Part III Required Installments

		1st installment	2nd installment	3rd installment	4th 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	31,143.	62,285.	98,942.	168,373.
33	Add the amounts in all preceding columns of line 32. See instructions		31,143.	62,285.	98,942.
34	Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0-	31,143.	31,142.	36,657.	69,431.
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	116,297.	116,296.	116,297.	116,296.
36	Subtract line 38 of the preceding column from line 37 of the preceding column		85,154.	170,308.	249,948.
37	Add lines 35 and 36	116,297.	201,450.	286,605.	366,244.
38	Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10. See instructions	31,143.	31,142.	36,657.	69,431.

Form 2220 (2017)

** 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
TAXABLE INTEREST INCOME	3,061,895.	3,061,895.	
TOTAL TO PART I, LINE 3	3,061,895.	3,061,895.	

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	6,406,454.	669,756.	5,736,698.	5,715,178.	
TO PART I, LINE 4	6,406,454.	669,756.	5,736,698.	5,715,178.	

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	59,121.	59,116.	
ORDINARY INCOME FROM PASS-THRU K-1S	131,649.	37,341.	
RENTAL INCOME FROM PASS-THRU K-1S	9,076.	4,412.	
OTHER INCOME FROM PASS-THRU K-1S	1,330,406.	1,264,999.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,530,252.	1,365,868.	

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	8,709.	0.		8,709.
TO FM 990-PF, PG 1, LN 16A	8,709.	0.		8,709.

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	28,025.	11,210.		16,815.
TO FORM 990-PF, PG 1, LN 16B	28,025.	11,210.		16,815.

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.	1,113,260.	445,304.		667,956.
INVESTMENT MANAGEMENT FEES	2,453.	2,453.		0.
INVESTMENT CONSULTING FEES	190,625.	190,625.		0.
GRANT CONSULTING SERVICES	51,294.	0.		51,294.
TO FORM 990-PF, PG 1, LN 16C	1,357,632.	638,382.		719,250.

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	394,875.	394,875.			0.
NET INVESTMENT INCOME TAXES	300,000.	0.			0.
NET STATE UBIT TAXES	41,052.	0.			0.
TO FORM 990-PF, PG 1, LN 18	735,927.	394,875.			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	220,808.	209,937.			0.
NON DEDUCTIBLE EXPENSE PASS THRU FROM K-1S	43,869.	0.			0.
CHARITABLE DONATIONS PASS THRU FROM K-1S	1,314.	0.			1,314.
RENTAL LOSS FROM PASS-THRU K-1S	304,923.	117,568.			0.
ORDINARY LOSS FROM PASS-THRU K-1S	179,332.	0.			0.
ROYALTY DEDUCTIONS FROM PASS-THRU K-1S	15,281.	15,281.			0.
INVESTMENT PORTFOLIO DEDUCTION FROM PASS-THRU K-1S	4,429,820.	4,354,495.			0.
INSURANCE	2,957.	1,183.			1,774.
OTHER DEDUCTIONS PASS-THRU FROM K-1S	1,330,129.	40,330.			0.
TO FORM 990-PF, PG 1, LN 23	6,528,433.	4,738,794.			3,088.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
BERKSHIRE HATHAWAY CL B	20,673,421.	45,507,546.	
BERKSHIRE HATHAWAY CL A	95,901,634.	211,296,007.	
709,462 SH QUANTUM CORP DIT & STORAGE	638,857.	499,280.	
DEXTER GLOBAL EQUITY TE, LLC	42,785,287.	56,641,473.	
DEXTER INTERNATIONAL EQUITY TE, LLC	74,025,585.	88,809,569.	
DEXTER US EQUITY TE, LLC	99,374,555.	119,871,822.	
MAINEGENERAL PROGRAM RELATED INVESTMENT 145 SH			
BRKA COLLATERAL ACCOUNT	16,343,800.	36,009,601.	
BRKA STOCK SET ASIDE FOR ALFOND LEADERS PROGRAM (FAME)	2,701,455.	5,952,000.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	352,444,594.	564,587,298.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
DEXTER FIXED INCOME TE, LLC	45,132,533.	45,737,476.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	45,132,533.	45,737,476.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BLACKSTONE REAL ESTATE PARTNERS V AND VI, LP	COST	1,506,412.	996,819.
LEGACY VENTURE FUNDS	COST	2,992,482.	5,401,900.
SPECIAL OPPORTUNITIES FUNDS	COST	19,257.	1,053,688.
TISHMAN SPEYER INVESTMENTS: US REAL ESTATE VENTURE	COST	916,308.	118,194.
TISHMAN SPEYER INVESTMENTS: INTERNATIONAL REAL ESTATE VENTURE	COST	656,228.	58,932.
TISHMAN SPEYER INVESTMENTS: INDIA REAL ESTATE VENTURE	COST	701,746.	304,553.
TISHMAN SPEYER INVESTMENTS: 201 FOLSOM INVESTOR FEEDER, LP	COST	94,558.	0.
REALTY ASSOCIATES IX	COST	77,776.	221,037.
DEXTER HEDGE FUNDS TE, LLC	COST	93,684,605.	123,334,041.

HAROLD ALFOND FOUNDATION C/O DEXTER ENTE

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DEXTER PRIVATE EQUITY TE, LLC	COST	48,754,728.	63,822,364.
DEXTER REAL ASSETS TE, LLC	COST	33,610,663.	41,663,802.
WINDJAMMER COMMUNICATION HOLDINGS, LLC	COST	18,554.	0.
FIRST HORIZON NATIONAL CO.	COST	184.	400.
OCH ZIFF CAPITAL ADVISORS	COST	0.	31,520.
COASTAL MAINE BOTANICAL GARDENS PRI RECEIVABLE	COST	7,500,000.	7,500,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		190,533,501.	244,507,250.

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	27,985.	0.
ALFOND LEADERS PROGRAM SET ASIDE PAYABLE BY 12/31/2025	4,000,000.	4,000,000.
UNEXPIRED BRK OPTIONS DEFERRED INCOME	25,999.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	4,053,984.	4,000,000.

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, THROUGH JULY 2017 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	400,000.	07/10/18

PURPOSE OF GRANT

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

DATES OF REPORTS BY GRANTEE

AUGUST 15, 2017; JULY 10, 2018

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 CGI TO WATERVILLE BY PROVIDING GRANT FUNDS IN SUPPORT OF CGI'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 THE GRANTEE HAS EXPENDED \$400,000 OF GRANT FUNDS TO CGI AND THAT CGI, IN TURN, HAS EXPENDED \$378,330 OF GRANT FUNDS IN COMPLIANCE WITH THE TERMS OF THE GRANT AGREEMENT. THE GRANTOR HAS VALID REASONS TO BELIEVE THE \$21,670 OF FUNDS YET TO BE EXPENDED BY CGI WILL BE EXPENDED IN COMPLIANCE WITH THE TERMS OF THE GRANT AGREEMENT. THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE.

GRANTEE'S NAME

MAINE SPORTS COMMISSION

GRANTEE'S ADDRESS44 LAKESIDE DRIVE
FALMOUTH, ME 04105

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
5,000.	03/08/17	5,000.	08/16/17

PURPOSE OF GRANT

TO SUPPORT THE 2017 SHE RULES SYMPOSIUM

DATES OF REPORTS BY GRANTEE

AUGUST 16, 2017

ANY DIVERSION BY GRANTEE

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

RESULTS OF VERIFICATION

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 OR 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).