Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation
SIMMONS FOUNDATION
-PERKINS/THOMPSON

A Employer identification number
01-0277832

Number and street (or P O box number if mail is not delivered to street address) Room/suite
PO BOX 426 ONE CANAL PLAZA

B Telephone number
(207)774-2635

City or town, state, and ZIP code
PORTLAND, ME 04112

C If exemption application is pending, check here ▶ ☐
D 1 Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 2,559,444.

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	63,671.	65,980.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	211,055.			
	b Gross sales price for all assets on line 6a 527,282.				
	7 Capital gain net income (from Part IV, line 2)		101,362.		
	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				
	12 Total. Add lines 1 through 11	274,726.	167,342.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	1,650.	825.		825.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	3,925.	1,963.		1,962.
	b Accounting fees STMT 3	8,000.	2,640.		5,360.
	c Other professional fees STMT 4	16,769.	16,769.		0.
	17 Interest				
	18 Taxes STMT 5	2,546.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	553.	277.		276.
	24 Total operating and administrative expenses. Add lines 13 through 23	33,443.	22,474.		8,423.
	25 Contributions, gifts, grants paid	130,700.			130,700.
	26 Total expenses and disbursements. Add lines 24 and 25	164,143.	22,474.		139,123.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	110,583.			
	b Net investment income (if negative, enter -0-)		144,868.		
	c Adjusted net income (if negative, enter -0-)			N/A	

RECEIVED MAY 2 2011 OGDEN, UT IRS-OSC

SCANNED MAY 18 2011

023501 12-07-10 LHA For Paperwork Reduction Act Notice, see the instructions. Form **990-PF** (2010)

7

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	13,394.	15,034.	15,034.
	2	Savings and temporary cash investments	90,266.	19,861.	19,861.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 7	628,235.	531,417.	531,417.
	b	Investments - corporate stock STMT 8	1,699,248.	1,845,611.	1,845,611.
	c	Investments - corporate bonds STMT 9	0.	126,886.	126,886.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶ 3,848.			
		Less accumulated depreciation ▶ 3,598.	250.	250.	250.
	15	Other assets (describe ▶ STATEMENT 10)	19,903.	20,385.	20,385.
	16	**Total assets** (to be completed by all filers)	2,451,296.	2,559,444.	2,559,444.
Liabilities	17	Accounts payable and accrued expenses	12,332.	8,800.	
	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 11)	8,428.	9,525.	
	23	**Total liabilities** (add lines 17 through 22)	20,760.	18,325.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	2,430,536.	2,541,119.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**	2,430,536.	2,541,119.	
	31	**Total liabilities and net assets/fund balances**	2,451,296.	2,559,444.	

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	2,430,536.
2	Enter amount from Part I, line 27a	2	110,583.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,541,119.
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	2,541,119.

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	527,282.		425,920.	101,362.

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				101,362.

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 — 101,362.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 — 3 — N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	145,742.	2,288,470.	.063685
2008	91,129.	2,658,653.	.034276
2007	178,840.	3,135,315.	.057041
2006	176,247.	2,992,507.	.058896
2005	153,662.	2,991,104.	.051373

2	Total of line 1, column (d)	2	.265271
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	.053054
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,424,287.
5	Multiply line 4 by line 3	5	128,618.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,449.
7	Add lines 5 and 6	7	130,067.
8	Enter qualifying distributions from Part XII, line 4	8	139,123.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☒ and enter 1% of Part I, line 27b			1	1,449.
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	1,449.
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	1,449.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	3,850.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	3,850.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	2,401.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 1,452. **Refunded** ▶			11	949.

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ME			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ PAUL RAUSCH, CPA Telephone no. ▶ 207-774-2635
Located at ▶ PO BOX 426 ONE CANAL PLAZA, PORTLAND, ME ZIP+4 ▶ 04112

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2010, 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?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. 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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**
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? N/A ☐ 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? **6b** No: 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 12		1,650.	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
NONE		
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 N/A	
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	
All other program-related investments. See instructions. 3	
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	2,448,055.
b	Average of monthly cash balances		1b	12,900.
c	Fair market value of all other assets		1c	250.
d	**Total** (add lines 1a, b, and c)		1d	2,461,205.
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	2,461,205.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	36,918.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	2,424,287.
6	**Minimum investment return**. Enter 5% of line 5		6	121,214.

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	121,214.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 1,449.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,449.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	119,765.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	119,765.
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	119,765.

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	139,123.
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	139,123.
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	1,449.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	137,674.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				119,765.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			68,356.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 139,123.				
a Applied to 2009, but not more than line 2a			68,356.	
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 2010 distributable amount				70,767.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				48,998.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE ATTACHED SCHEDULE

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

SEE ATTACHED SCHEDULE

c Any submission deadlines:

THERE ARE NO SUBMISSION DEADLINES

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

SEE ATTACHED SCHEDULE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
(SEE ATTACHED SCHEDULE)				130,700.
Total			▶ 3a	130,700.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	65,980.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	101,362.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		167,342.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 167,342.

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

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Paul H Fauch Trustee 5/11/11 ▶ Treasurer

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
ROGER L. FORTIN	Roger L Fortin	05/09/11		

Firm's name ▶ FORTIN HOWGATE & HARMON | Firm's EIN ▶

10 DONALD B. DEAN DRIVE

Firm's address ▶ SOUTH PORTLAND, ME 04106 | Phone no. (207) 775-3451

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	1,000 CHARLES SCHWAB & CO	P	10/08/09	06/24/10
b	175 EXELON CORP	P	03/10/10	12/15/10
c	125 GILEAD SCIENCES INC	P	06/24/10	12/20/10
d	375 ITT INDUSTRIES INC	P	03/10/10	12/15/10
e	175 MONSANTO CO NEW	P	10/19/09	03/10/10
f	300 3M CO	P	01/01/01	01/28/10
g	125 3M CO	P	01/01/01	06/24/10
h	50 APPLE COMPUTER INC	P	03/22/06	03/10/10
i	50 APPLE COMPUTER INC	P	03/22/06	06/22/10
j	35 APPLE COMPUTER INC	P	03/22/06	06/24/10
k	450 BAKER HUGHES INC	P	02/17/09	04/30/10
l	500 BP AMOCO PLC SPONSORED ADR	P	10/17/08	06/10/10
m	350 CISCO SYSTEMS INC	P	01/03/08	12/20/10
n	250 COCA COLA CO	P	01/01/01	03/10/10
o	170 COCA COLA CO	P	01/01/01	06/24/10

	(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	14,730.		19,270.	-4,540.
b	7,128.		7,910.	-782.
c	4,642.		4,522.	120.
d	18,810.		19,867.	-1,057.
e	12,463.		13,480.	-1,017.
f	24,180.		1,781.	22,399.
g	9,864.		742.	9,122.
h	11,210.		3,093.	8,117.
i	13,716.		3,093.	10,623.
j	9,504.		2,165.	7,339.
k	22,609.		14,027.	8,582.
l	15,658.		23,115.	-7,457.
m	6,874.		9,356.	-2,482.
n	13,525.		748.	12,777.
o	8,843.		509.	8,334.

	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				-4,540.
b				-782.
c				120.
d				-1,057.
e				-1,017.
f				22,399.
g				9,122.
h				8,117.
i				10,623.
j				7,339.
k				8,582.
l				-7,457.
m				-2,482.
n				12,777.
o				8,334.

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	325 EXELON CORP	P	VARIOUS	12/15/10
b	50K FHLB 4.375% 9/17/10	P	01/03/06	09/17/10
c	100K FHLB 4.375% 3/17/10	P	VARIOUS	03/17/10
d	50K FHLMC 4.125% 7/12/10	P	09/14/05	07/12/10
e	340 FPL GROUP	P	05/03/07	03/10/10
f	180.03 FRONTIER COMMUNICATIONS	P	01/03/08	12/20/10
g	325 GILEAD SCIENCES INC	P	10/19/09	12/20/10
h	100 INTL BUSINESS MACHINE	P	01/01/01	06/22/10
i	75 INTL BUSINESS MACHINE	P	01/01/01	07/02/10
j	175 JOHNSON & JOHNSON INC	P	01/01/01	07/02/10
k	200 MONSANTO CO NEW	P	02/04/09	03/10/10
l	150 PRAXAIR INC	P	01/03/08	03/10/10
m	175 PROCTOR & GAMBLE CO	P	01/01/01	03/10/10
n	165 PROCTOR & GAMBLE CO	P	01/01/01	06/24/10
o	200 RESEARCH IN MOTION LTD	P	10/09/09	12/15/10

	(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	13,238.		17,127.	-3,889.
b	50,000.		49,366.	634.
c	99,193.		99,606.	-413.
d	50,000.		49,823.	177.
e	15,908.		21,913.	-6,005.
f	1,676.		1,082.	594.
g	12,070.		15,102.	-3,032.
h	13,011.		2,065.	10,946.
i	9,097.		1,549.	7,548.
j	10,315.		479.	9,836.
k	14,243.		15,913.	-1,670.
l	11,845.		13,319.	-1,474.
m	11,023.		550.	10,473.
n	10,091.		519.	9,572.
o	11,777.		13,829.	-2,052.

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				-3,889.
b				634.
c				-413.
d				177.
e				-6,005.
f				594.
g				-3,032.
h				10,946.
i				7,548.
j				9,836.
k				-1,670.
l				-1,474.
m				10,473.
n				9,572.
o				-2,052.

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	CAPITAL GAINS DIVIDENDS			
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	39.			39.
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

	(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				39.
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	101,362.
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

023591
05-01-10

FORM. 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PEOPLES UNITED BANK - DIVIDENDS	41,748.	39.	41,709.
PEOPLES UNITED BANK - INTEREST	24,271.	0.	24,271.
TOTAL TO FM 990-PF, PART I, LN 4	66,019.	39.	65,980.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PERKINS-THOMPSON	3,925.	1,963.		1,962.
TO FM 990-PF, PG 1, LN 16A	3,925.	1,963.		1,962.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FORTIN HOWGATE & HARMON	8,000.	2,640.		5,360.
TO FORM 990-PF, PG 1, LN 16B	8,000.	2,640.		5,360.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PEOPLES UNITED BANK - INVESTMENT ADVISORY FEES	16,769.	16,769.		0.
TO FORM 990-PF, PG 1, LN 16C	16,769.	16,769.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DEFERRED EXCISE TAXES	1,097.	0.		0.
EXCISE TAXES	1,449.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,546.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGES	221.	111.		110.
MISCELLANEOUS	332.	166.		166.
TO FORM 990-PF, PG 1, LN 23	553.	277.		276.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FED NATL MTG ASSOC 4.375% 09/15/12	X		53,198.	53,198.
FED HOME LN BANK 3.625% 03/10/17	X		52,854.	52,854.
FED HOME LN BANK 4.5% 11/15/12	X		53,587.	53,587.
FED HOME LN BANK 4.5% 09/16/13	X		54,633.	54,633.
FED FARM CREDIT BANK 4.875% 12/16/15	X		56,267.	56,267.
FED HOME LN BANK 4.625% 02/18/11	X		50,273.	50,273.
FED HOME LN BANK 5.25% 06/18/14	X		56,799.	56,799.
FED FARM CREDIT BANK 1.125% 10/03/11	X		25,130.	25,130.
FED FARM CREDIT BANK 3.68% 01/12/16	X		26,606.	26,606.
FED HOME LN BANK 3.125% 12/13/13	X		26,392.	26,392.
FED HOME LN BANK 1.75% 09/11/15	X		24,517.	24,517.
FED FARM CREDIT BANK 3.75% 01/29/16	X		26,829.	26,829.

FED HOME LN BANK 2.0% 09/09/16	X	24,332.	24,332.
TOTAL U.S. GOVERNMENT OBLIGATIONS		531,417.	531,417.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			
TOTAL TO FORM 990-PF, PART II, LINE 10A		531,417.	531,417.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AFLAC INC - 850 SHS	47,966.	47,966.
COCA COLA CO - 1,330 SHS	87,474.	87,474.
EXXON MOBIL CORP - 1,000 SHS	73,120.	73,120.
GENERAL ELECTRIC COMPANY - 4,100 SHS	74,989.	74,989.
INTL BUS MACHINES CORP - 325 SHS	47,697.	47,697.
JOHNSON & JOHNSON - 1,075 SHS	66,489.	66,489.
AIR PRODUCTS & CHEMICALS - 270 SHS	24,557.	24,557.
3M COMPANY - 875 SHS	75,513.	75,513.
PROCTOR & GAMBLE CO - 1,160 SHS	74,623.	74,623.
C S X CORP - 575 SHS	37,151.	37,151.
PFIZER, INC. - 3,988 SHS	69,830.	69,830.
BEST BUY CO - 600 SHS	20,574.	20,574.
HOME DEPOT - 1,875 SHS	65,738.	65,738.
DISNEY (WALT) HOLDING - 1,000 SHS	37,510.	37,510.
APPLE COMPUTER - 265 SHS	85,478.	85,478.
MCDONALDS CORP - 325 SHS	24,947.	24,947.
APACHE CORP - 270 SHS	32,192.	32,192.
AT&T INC - 945 SHS	27,764.	27,764.
DUPONT - 750 SHS	37,410.	37,410.
CAPITAL ONE FIN'L CORP - 500 SHS	21,280.	21,280.
CONOCOPHILIPS - 500SHS	34,050.	34,050.
GOOGLE INC - 50 SHS	29,699.	29,699.
GENUINE PARTS CO - 750 SHS	38,505.	38,505.
CHEVRON CORP - 275 SHS	25,094.	25,094.
OCCIDENTAL PETROLEUM - 210 SHS	20,601.	20,601.
METLIFE INC - 350 SHS	15,554.	15,554.
BANK NY MELLON CORP - 775 SHS	23,405.	23,405.
JP MORGAN CHASE & CO - 500 SHS	21,210.	21,210.
OMNICOM GROUP - 500 SHS	22,900.	22,900.
CISCO SYSTEMS INC - 575 SHS	11,632.	11,632.
CORNING INC - 1,400 SHS	27,048.	27,048.
E M C CORP - 2,250 SHS	51,525.	51,525.
INTEL CORP - 1,400 SHS	29,442.	29,442.
MICROSOFT CORP - 700 SHS	19,537.	19,537.
RESEARCH IN MOTION - 400 SHS	23,252.	23,252.
VERIZON COMM - 750 SHS	26,835.	26,835.
ISHARES TR MSCI EAFE INDEX - 700 SHS	40,754.	40,754.
VANGUARD SM-CAP GRWTH ETF - 600 SHS	46,824.	46,824.

STATE STREET CORP - 550 SHS	25,487.	25,487.
WELLS FARGO & CO - 850 SHS	26,341.	26,341.
GILEAD SCIENCES INC - 325 SHS	11,778.	11,778.
STRYKER CORP - 450 SHS	24,165.	24,165.
DOMINION RESOURCES INC VA - 600 SHS	25,632.	25,632.
VANGUARD SM-CAP VALUE ETF - 400 SHS	26,744.	26,744.
VANGUARD EMERGING MKTS ETF - 700 SHS	33,702.	33,702.
VANGUARD INT'L VALUE FD #46 - 806.972 SHS	25,952.	25,952.
ALLERGAN INC - 325 SHS	22,318.	22,318.
BHP BILLITON LTD ADR - 350 SHS	32,522.	32,522.
SCHLUMBERGER LTD - 350 SHS	29,225.	29,225.
U S BANCORP DEL NEW - 800 SHS	21,576.	21,576.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,845,611.	1,845,611.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ISHARES IBOX $ INV GRD BD - 350	37,954.	37,954.
SPDR BARCLAYS INT TERM CR BD - 750	24,420.	24,420.
ISHARES BARCLAYS TIPS BD FD - 250 SHS	64,512.	64,512.
TOTAL TO FORM 990-PF, PART II, LINE 10C	126,886.	126,886.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INVESTMENT INCOME	6,029.	4,401.	4,401.
ACCRUED INTEREST PURCHASED	291.	0.	0.
REFUNDABLE EXCISE TAX	13,583.	15,984.	15,984.
TO FORM 990-PF, PART II, LINE 15	19,903.	20,385.	20,385.

FORM 990-PF | OTHER LIABILITIES | STATEMENT 11

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED EXCISE TAX	8,428.	9,525.
TOTAL TO FORM 990-PF, PART II, LINE 22	8,428.	9,525.

FORM 990-PF | PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS | STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT WOODWARD 115 NORTH HIGH STREET BRIDGTON, ME 04009	PRESIDENT 1.00	50.	0.	0.
STEPHEN WOODWARD 208 LUFKIN ROAD NORTH YARMOUTH, ME 04097	FIRST VICE PRESIDENT 1.00	50.	0.	0.
DOROTHY WENTWORTH 55 HARDY ROAD FALMOUTH, ME 04105	SECOND VICE PRESIDENT 1.00	50.	0.	0.
SUZANNE W. MCGUFFEY 207 LUFKIN ROAD NORTH YARMOUTH, ME 04097	TRUSTEE 1.00	50.	0.	0.
ROBERT ARANSON, M.D. 20 LOOKOUT DRIVE FREEPORT, ME 040326272	TRUSTEE 1.00	50.	0.	0.
MARIE LOUGHREY 207 LUFKIN ROAD CASCO, ME 04097	TRUSTEE 1.00	950.	0.	0.
JOHN R. OPPERMAN P.O. BOX 9540 PORTLAND, ME 041129540	TRUSTEE 1.00	50.	0.	0.
PAUL RAUSCH 97 CENTER STREET AUBURN, ME 04210	TREASURER 1.00	350.	0.	0.

ANITA M. WHITE 15 FOREST AVENUE AUBURN, ME 04210	TRUSTEE 1.00	50.	0.	0.
TIMOTHY P. BENOIT P.O. BOX 426 PORTLAND, ME 04112	CLERK 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		1,650.	0.	0.

NAME: SIMMONS FOUNDATION-PERKINS/THOMPSON ID NO. 01-0277832

SUPPORTING SCHEDULE

Attachment to Form 990-PF, Part XV, Line 3a (Paid during the year)

Recipient Name and Address (Home or Business)	Purpose of Grant or Contribution	Amount
Harold Spellman Resident Service Coordinator The Caleb Foundation, Inc. 1500 Ledgewood Terrace Saco, ME 04072	Summer Children's Program	$ 500
Matthew M. Hoidal, Esq. Executive Director Camp Sunshine at Sebago Lake, Inc. 35 Acadia Road Casco, ME 04015	(1) Family Sponsorship	$ 1,500
Laura Faure Director The Bates Dance Festival 163 Wood Street Lewiston, ME 04240-6016	Scholarship Grant	$ 1,200
Margaret L. Macleod Development Director The Apprenticeshop 643 Main Street Rockland, ME 04841	Community Sailing Project	$ 3,000
Sarah Bronson, PT Executive Director Riding To The Top Therapeutic Riding Center P. O. Box 1928 Windham, ME 04062	Program Support	$ 1,500
Marta Conlin Program Director Recovery Support Network, Inc. P. O. Box 630 Machias, ME 04654	Furnishings and Improvements	$ 3,000
Suzan L. Bell Executive Director Bangor Humane Society 693 Mt. Hope Ave. Bangor, ME 04401	Safe Haven for Pets Project	$ 1,000

Recipient Name and Address (Home or Business)	Purpose of Grant or Contribution	Amount
Richard D'Abate Executive Director Maine Historical Society 489 Congress Street Portland, ME 04101	Local History - Local Schools Project	$ 1,000
Gilda Nardone Executive Director Maine Centers for Women, Work and Community 46 University Drive UMA, Augusta, ME 04330-9410	Ambassador Leadership Program	$ 2,500
Lori Southworth Development Director Susan L. Curtis Charitable Foundation 1321 Washington Avenue, Suite 104 Portland, ME 04103	Arts Education Center	$ 5,000
Sonja Solberg Foundation Grants Manager Planned Parenthood of Northern New England 1 Pleasant Street, 4th Floor Portland, ME 04101	Fair Care Program	$ 7,500
Dana Hanson Coordinator Lake Region Senior Service, Inc. P. O. Box 816 Bridgton, ME 04009	Senior Transportation Program	$ 3,500
Jennifer Warriner Community Concepts, Inc. 79 Main Street Auburn, ME 04210	Child Safety Seat Program	$ 2,500
Rachel Horton White Director Peoples Regional Opportunity Program 510 Cumberland Avenue Portland, ME 04101	Youth Programming - Parkside Center	$ 3,500

Recipient Name and Address (Home or Business)	Purpose of Grant or Contribution	Amount
Tim Greaton Development Coordinator The Progress Center 35 Cottage Street Norway, ME 04268	Feed the Hungry Program	$ 5,000
Jane Stitham Executive Director Pine Tree Hospice 883 West Main Street Dover-Foxcroft, ME 04426	Bereavement Coordination Project	$ 2,500
Mary Marin Lyon Executive Director Literacy Volunteers of Bangor 200 Hogan Road Bangor, ME 04401	Teach One, Reach One Tutor Program	$ 3,000
Rowena Hill Business Affairs & Development Associate Seeds of Peace, Inc. 370 Lexington Avenue, Suite 2103 New York, NY 10017	Dirigo Maine Seeds Program	$ 4,000
Tracey Hair H.O.M.E., Inc. P. O. Box 10 Orland, ME 04472	Learning Center	$ 5,000
Lisa Gardner Communications Manager Jobs for Maine's Graduates, Inc. 45 Commerce Drive, Suite 9 Augusta, ME 04330	Financial Literacy Program	$ 3,000
Colleen Hilton, RN Chief Executive Officer VNA Home Health & Hospice 50 Foden Road, Suite 3 South Portland, ME 04106	Portable Lab Testing Equipment	$ 5,500
Laurence W. Gross Executive Director Southern Maine Agency on Aging 136 US Route One Scarborough, ME 04074	Savvy Caregiver Program	$ 3,000

Recipient Name and Address (Home or Business)	Purpose of Grant or Contribution		Amount
Francine Rudoff Executive Director KIDS Consortium 223 Main Street Auburn, ME 04210	Building 21st Century Skills	$	2,000
Bruce Schuyler Treasurer Maine Irish Children's Program P. O. Box 3122 Portland, ME 04104	Northern Ireland Cross Cultural Project	$	3,000
Timothy W. Kane V. P. for Advancement & College Relations Maine College of Art 522 Congress Street Portland, ME 04101	Adventures in Art for Portland School Children	$	3,550
Suzanne Olson Executive Director Children's Museum & Theatre of Maine 142 Free Street, P. O. Box 4041 Portland, ME 04101	Marvelous Improv Comedy Show for Kids	$	3,450
Robert E. Ives Executive Director Carpenter's Boat Shop 440 Old County Road Pemaquid, ME 04558	Purchase Woodworking Equipment	$	3,000
Dereck Glaser Executive Director New England School of Metalwork 7 Albiston Way Auburn, ME 04210-4869	Artist-in-Residence Program	$	5,000
Joan Gordon Director Biddeford Free Clinic 189 Alfred Street Biddeford, ME 04005	Prescription Medications Project	$	2,500
University of Southern Maine Scholarship Department 96 Falmouth Street Portland, ME 04103	"Mabel G. Skillin Nursing Scholarships' Scholarships for Maine Accounting Student	$ $	10,000 10,000

Recipient Name and Address (Home or Business)	Purpose of Grant or Contribution		Amount
Gould Academy 39 Church Street Bethel, ME 04217-3809	Scholarships for Maine Students Given "In Memory of Royden A. Keddy"	$	10,000
Hebron Academy Route 19 Hebron, ME 04238	Tuition for Needy Foreign Students "In Memory of Elizabeth Woodward"	$	10,000
		$	130,700

SJMMONS FOUNDATION-PERKINS/THOMPSON ID NO: 01-0277832

SUPPORTING SCHEDULE

Attachment to Form 990-PF, Part XV, Line 2a

Name, address, and telephone number of the person to whom applications should be addressed:

PAUL RAUSCH, CPA
C/O PERKINS/THOMPSON
ONE CANAL PLAZA
PORTLAND, ME 04101

Tel. No. (207) 774-2635

Attachment to Form 990-PF, Part XV, Line 2b

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

THERE IS NO PRESCRIBED FORM FOR THE SUBMISSION OF APPLICATIONS. HOWEVER, THE FOLLOWING INFORMATION MUST BE PROVIDED:

1) THE APPLICANT'S TAX EXEMPTION NUMBER
2) A COPY OF THE ORGANIZATION'S HANDBOOK
3) A BRIEF OUTLINE OF THE HISTORY OF THE ORGANIZATION
4) THE CHARITABLE PURPOSE OF THE APPLICANT ORGANIZATION
5) DETAILS REGARDING THE SPECIFIC REQUEST MADE A PART OF THE APPLICATION FOR FUNDS

Attachment to Form 990-PF, Part XV, Line 2d

List any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institution, or other factors:

THE FOUNDATION DOES NOT MAKE AWARDS TO INDIVIDUALS OR ORGANIZATIONS WITHOUT VALID FEDERAL INCOME TAX EXEMPTIONS. AWARDS ARE GENERALLY RESTRICTED TO ORGANIZATIONS OPERATING WITHIN MAINE.