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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 01-01-2010 , and ending 12-31-2010

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
THE WILLIAM AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

A Employer identification number
01-0421806

Number and street (or P O box number if mail is not delivered to street address) Room/suite
TWO MONUMENT SQUARE

B Telephone number (see page 10 of the instructions)
(207) 828-7999

City or town, state, and ZIP code
PORTLAND, ME 04101

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 ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 24,370,074

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

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) (see page 11 of the instructions))*

	Line	Description	(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 (attach schedule)	7,084,986			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	596	596		
	4	Dividends and interest from securities	6,078	6,078		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	868,684			
	b	Gross sales price for all assets on line 6a 901,507				
	7	Capital gain net income (from Part IV, line 2)		19,860		
	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) (attach schedule)				
	11	Other income (attach schedule)	3,070	3,070		
	12	**Total.** Add lines 1 through 11	7,963,414	29,604		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	4,315	0		4,315
	c	Other professional fees (attach schedule)	97,595	19,242		78,353
	17	Interest	2	2		0
	18	Taxes (attach schedule) (see page 14 of the instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	38,706	34,920		3,662
	24	**Total operating and administrative expenses.** Add lines 13 through 23	140,618	54,164		86,330
	25	Contributions, gifts, grants paid	1,055,588			1,055,588
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,196,206	54,164		1,141,918
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	6,767,208			
	b	**Net investment income** (if negative, enter -0-)		0		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	52,631	4,800	4,800
	2	Savings and temporary cash investments	970,002	295,660	295,660
	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 (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 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 (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,651,898	1,655,053	15,828,165
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	6,196,074	6,628,231	8,241,449
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	8,870,605	8,583,744	24,370,074
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	8,870,605	8,583,744	
	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** (see page 17 of the instructions)	8,870,605	8,583,744	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	8,870,605	8,583,744	

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	8,870,605
2	Enter amount from Part I, line 27a	2	6,767,208
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	15,637,813
5	Decreases not included in line 2 (itemize) ▶	5	7,054,069
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,583,744

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)
1 a	5 SH BERKSHIRE HATHAWAY CL B		1993-11-07	2010-01-25
b	LEGACY VENTURE V (QP) LLC K-1	P		
c	LEGACY VENTURE V (QP) LLC K-1	P		
d	CAPITAL GAINS DIVIDENDS	P		
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	16,822		735	16,087
b	2,311			2,311
c	730			730
d	732			732
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				16,087
b				2,311
c				730
d				732
e				

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	19,860
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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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 page 18 of 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))
2009	1,129,311	15,769,237	0 071615
2008	1,101,989	21,387,978	0 051524
2007	943,419	22,589,173	0 041764
2006	764,024	19,158,881	0 039878
2005	640,620	17,600,657	0 036398

2	**Total** of line 1, column (d).	2	0 241179
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	0 048236
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	17,518,071
5	Multiply line 4 by line 3.	5	845,002
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	0
7	Add lines 5 and 6.	7	845,002
8	Enter qualifying distributions from Part XII, line 4.	8	1,141,918

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 on page 18

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	0
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	0
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	0
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	4,469		
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	4,469
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	4,469
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 4,469	**Refunded** ▶		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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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	Yes	
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 on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶DEXTER ENTERPRISES INC Telephone no ▶(207) 828-7999

Located at ▶TWO MONUMENT SQUARE PORTLAND ME ZIP +4 ▶04101

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | |

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		No

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 20 of the instructions)?	1b		No
	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		No
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 ▶ 20____ , 20____ , 20____ , 20____			
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 page 20 of the instructions)	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 ▶ 20____ , 20____ , 20____ , 20____			
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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)? (see page 22 of the instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**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? ☐ 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**
	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?	**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 (see page 22 of the instructions).

(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 Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). 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 (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
DEXTER ENTERPRISES INC TWO MONUMENT SQUARE PORTLAND, ME 04101	INVESTMENT & GRANT ADMINISTRATION	61,804
Total number of others receiving over $50,000 for professional services . . . . ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	0

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	17,182,655
b	Average of monthly cash balances	1b	602,189
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	17,784,844
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	17,784,844
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	266,773
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,518,071
6	**Minimum investment return.** Enter 5% of line 5	6	875,904

Part XI **Distributable Amount** (see page 25 of the 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	875,904
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a		
b	Income tax for 2010 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments Subtract line 2c from line 1	3	875,904
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	875,904
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	875,904

Part XII **Qualifying Distributions** (see page 25 of the 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	1,141,918
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	1,141,918
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 (see page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,141,918

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				875,904
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.			668,508	
b Total for prior years 20___, 20___, 20___		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 ▶ $ 1,141,918				
a Applied to 2009, but not more than line 2a			668,508	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2010 distributable amount.				473,410
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 page 27 of the instructions . . .		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				402,494
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	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 page 27 of the instructions and Part VII-A, question 9)

1a 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 organization 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**
2a 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 organization had $5,000 or more in assets at any time during the year—see page 27 of 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))

WILLIAM ALFOND

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

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 page 28 of the 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

THE WILLIAM JOAN ALFOND FOUNDATION
TWO MONUMENT SQUARE
PORTLAND,ME 04101
(207) 828-7999

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

APPLICANTS SHOULD SUBMIT THEIR REQUESTS AS FOLLOWS (1) A BRIEF (1-3 PAGE) LETTER DESCRIBING THE PROJECT, DRIVE OR CAMPAIGN THIS SHOULD INCLUDE A STATEMENT OF NEED, NUMBER OF PEOPLE BENEFITED, GEOGRAPHIC AREA SERVED, TOTAL FUND RAISING GOAL, STRATEGY AND AMOUNT REQUESTED FROM THE FOUNDATION, (2) CAPITAL CAMPAIGNS AND SPECIAL PROJECTS SHOULD ALSO INCLUDE A BUDGET, (3) ORGANIZATIONS SHOULD ENCLOSE A COPY OF THEIR 501(C)(3) DETERMINATION LETTER, (4) OTHER SUPPORTING MATERIAL

c Any submission deadlines

NO SUBMISSION DEADLINES

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

THE FOUNDATION CONTRIBUTES TO ORGANIZATIONS IN THE FIELDS OF HIGHER EDUCATION, HEALTH CARE AND MEDICAL RESEARCH THE FOUNDATION ALSO CONTRIBUTES TO WORTHY CHARITIES WITHIN ITS PRINCIPAL AREA OF GEOGRAPHIC INTEREST WHEN CONSIDERING MAJOR GRANTS, THE FOUNDATION NORMALLY REQUIRES THAT THE GRANTEE RAISE MATCHING FUNDS FROM OTHER ORGANIZATIONS AND INDIVIDUALS

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 Additional Data Table				
Total . . . . ▶ 3a				1,055,588
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ 3b				1,431,466

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	596	
4 Dividends and interest from securities			14	6,078	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	3,070	
8 Gain or (loss) from sales of assets other than inventory			18	868,684	
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		878,428	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 878,428

(See worksheet in line 13 instructions on page 28 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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
1	NOT APPLICABLE

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)**		**No**
(2) Other assets	**1a(2)**		**No**
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		**No**
(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		**No**
(3) Rental of facilities, equipment, or other assets	**1b(3)**		**No**
(4) Reimbursement arrangements	**1b(4)**		**No**
(5) Loans or loan guarantees	**1b(5)**		**No**
(6) Performance of services or membership or fundraising solicitations	**1b(6)**		**No**
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		**No**

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

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

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

******	2011-07-29	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

Preparer's Signature DANIEL P DOIRON	Date 2011-07-29	Check if self-employed ☐	PTIN
Firm's name ▶ ALBIN RANDALL & BENNETT		Firm's EIN ▶	
Firm's address ▶ PO BOX 445 130 MIDDLE STREET PORTLAND, ME 041120445		Phone no (207) 772-1981	

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491223002121

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2010

Name of organization	**Employer identification number**
THE WILLIAM AND JOAN ALFOND FOUNDATION C/O DEXTER ENTERPRISES INC	01-0421806

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule—

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

Special Rules

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

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

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

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on lin H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
THE WILLIAM AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

Employer identification number
01-0421806

Part I **Contributors** (see Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	WILLIAM JOAN ALFOND 14 OTIS PLACE BOSTON, MA 02108	$ 7,084,986	Person ☑ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
THE WILLIAM AND JOAN ALFOND FOUNDATION C/O DEXTER ENTERPRISES INC	01-0421806

Part II **Noncash Property** (see Instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	59 SH BERKSHIRE HATHAWAY CLASS A STOCK	$ 7,084,986	2010-12-28

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
THE WILLIAM AND JOAN ALFOND FOUNDATION C/O DEXTER ENTERPRISES INC	01-0421806

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** (Complete columns **(a)** through **(e) and** the following line entry)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Additional Data

Software ID:
Software Version:
EIN: 01-0421806
Name: THE WILLIAM AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

Form 990PF Part VIII Line 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
JOAN ALFOND 14 OTIS PLACE BOSTON, MA 02108	VICE PRES, TREAS, DIRECTOR 7 50	0	0	0
GREGORY POWELL SEE FOOTNOTE TWO MONUMENT SQUARE PORTLAND, ME 04101	SECRETARY 1 50	0	0	0
WILLIAM ALFOND 14 OTIS PLACE BOSTON, MA 02108	PRESIDENT, DIRECTOR 12 50	0	0	0
KENDEN ALFOND 15 AVENUE PICTET DE ROCHEMONT GENEVA SZ	DIRECTOR 1 00	0	0	0
JUSTIN ALFOND 134 SHERIDAN STREET PORTLAND, ME 04101	DIRECTOR 1 00	0	0	0
REIS ALFOND 1120 PARK AVENUE APT 14B NEW YORK, NY 10128	DIRECTOR 1 00	0	0	0

Form 990PF Part XV Line 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*				
ABBOTT MEMORIAL LIBRARY ONE CHURCH STREET DEXTER, ME 04930	NONE	170C1 GOVERNMENT UNI	CHILDREN'S BOOKS	550
AMERICAN LUNG ASSOCIATION OF MAINE 122 STATE STREET AUGUSTA, ME 04330	NONE	501C3- 509A1 PUBLIC C	TREK ACROSS MAINE	180
BELGRADE LAKES ASSOCIATION PO BOX 551 BELGRADE LAKES, ME 04918	NONE	501C3- 509A1 PUBLIC C	DOCKS TO DOORWAYS	10,000
BELMONT GOLF SCHOLARSHIP FUND 219 BEAR HILL ROAD WALTHAM, MA 02451	NONE	501C3- 509A2 1/3 GROS	SCHOLARSHIP FUND	336
BETH ISRAEL CONGREGATION 291 MAIN STREET WATERVILLE, ME 04901	NONE	501C3- 509A1 PUBLIC C	ANNUAL APPEAL	1,000
BOYS AND GIRLS CLUBS OF AMERICA 5 HANOVER SQUARE 3RD FLOOR NEW YORK, NY 10004	NONE	501C3- 509A1 PUBLIC C	TOURNAMENT SUPPORT	14,000
CARIBOU PARKS & RECREATION FOUNDATION 25 HIGH STREET CARIBOU, ME 04736	NONE	170C1 GOVERNMENT UNI	CARIBOU COMMUNITY WELLNESS CENTER	5,000
CARRABASSETT VALLEY ACADEMY 3197 CARRABASSETT DRIVE CARRABASSETT VALLEY, ME 04947	NONE	501C3- 509A1 PUBLIC C	HEADMASTER FUND	4,500
CHARLES RIVER CONSERVANCY INC 4 BRATTLE STREET CAMBRIDGE, MA 02128	NONE	501C3- 509A1 PUBLIC C	ANNUAL FUND	150
COLBY COLLEGE 4800 MAYFLOWER HILL WATERVILLE, ME 04901	NONE	501C3- 509A1 PUBLIC C	ANNUAL FUND	2,500
COLBY COLLEGE 4800 MAYFLOWER HILL WATERVILLE, ME 04901	NONE	501C3- 509A1 PUBLIC C	FOOTBALL PROGRAM	250
COMBINED JEWISH PHILANTHOPIES OF GREATER BOSTON INC 126 HIGH STREET BOSTON, MA 021102700	NONE	501C3- 509A1 PUBLIC C	ANNUAL FUND	2,500
DANA FARBER CANCER INSTITUTE 44 BINNEY STREET BOSTON, MA 02115	NONE	501C3- 509A1 PUBLIC C	LA PETITE SURPRISE	5,000
EAGLEBROOK SCHOOL PINE NOOK ROAD DEERFIELD, MA 01342	NONE	501C3- 509A1 PUBLIC C	1964 FUND	1,000
FRIENDS OF BLAINE HOUSE PO BOX 68 AUGUSTA, ME 04332	NONE	501C3- 509A1 PUBLIC C	UNRESTRICTED	1,000
Total . . . . ▶ **3a**				1,055,588

Form 990PF Part XV Line 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*				
FRIENDS OF BELGRADE PUBLIC LIBRARY 1 CENTER DRIVE BELGRADE,ME 04917	NONE	170C1 GOVERNMENT UNI	CHILDREN'S BOOKS	950
GOVERNOR DUMMER ACADEMY 1 ELM STREET BYFIELD,MA 01922	NONE	501C3-509A1 PUBLIC C	FUNDRAISING SUPPORT	200
GOVERNOR DUMMER ACADEMY 1 ELM STREET BYFIELD,MA 01922	NONE	501C3-509A1 PUBLIC C	CLASS OF 1967 ANNUAL FUND	1,000
GOVERNOR DUMMER ACADEMY 1 ELM STREET BYFIELD,MA 01922	NONE	501C3-509A1 PUBLIC C	UNRESTRICTED	500
HARDY GIRLS HEALTHY WOMEN PO BOX 821 WATERVILLE,ME 04903	NONE	501C3-509A1 PUBLIC C	FREAKY 5K	100
KEHILATH AISH KODESH 1805 BALSAM AVENUE BOULDER,CO 80304	NONE	501C3-509A1 PUBLIC C	SHABBAT CHILDCARE/FUNDRAISING	5,000
KENNEBEC VALLEY COMMUNITY ACTION PROGRAM 97 WATER STREET WATERVILLE,ME 04901	NONE	501C3-509A1 PUBLIC C	UNRESTRICTED	500
KENNEBEC VALLEY COMMUNITY ACTION PROGRAM 97 WATER STREET WATERVILLE,ME 04901	NONE	501C3-509A1 PUBLIC C	EDUCARE CONSTRUCTION & START-UP	882,072
KENNEBEC VALLEY COMMUNITY COLLEGE FOUNDATION 92 WESTERN AVE FAIRFIELD,ME 04937	NONE	501C3-509A1 PUBLIC C	SCHOLARSHIP FUND	1,000
MAINE CHILDRENS HOME FOR LITTLE WANDERERS 93 SILVER STREET WATERVILLE,ME 04901	NONE	501C3-509A1 PUBLIC C	TEEN PARENTING PROGRAM	15,000
MILESTONE FOUNDATION 28 PORTLAND AVENUE OLD ORCHARD BEACH,ME 04064	NONE	501C3-509A1 PUBLIC C	UNRESTRICTED	2,000
MSAD #46 10 SPRING STREET DEXTER,ME 04930	NONE	170C1 GOVERNMENT UNI	DEXTER PRE K-8 SCHOOL GYM DEBT SERVICE	28,900
NOBLE AND GREENOUGH SCHOOL 10 CAMPUS DRIVE DEDHAM,MA 020264099	NONE	501C3-509A1 PUBLIC C	ANNUAL FUND	2,000
ONE REVOLUTION FOUNDATION PO BOX 981748 PARK CITY,UT 84098	NONE	501C3-509A1 PUBLIC C	UNRESTRICTED	500
RED SOX FOUNDATION 4 YAWKEY WAY BOSTON,MA 02215	NONE	501C3-509A1 PUBLIC C	HOME BASE PROGRAM	500
Total . . . . ▶ **3a**				1,055,588

Form 990PF Part XV Line 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*				
SALVATION ARMY AND ITS COMPONENTS 297 CUMBERLAND AVE PORTLAND, ME 04104	NONE	501C3-509A1 PUBLIC C	UNRESTRICTED	100
SPACE GALLERY 538 CONGRESS STREET PORTLAND, ME 04101	NONE	501C3-509A1 PUBLIC C	UNRESTRICTED	1,500
UNITED STATES BIATHLON ASSOCIATION 49 PINELAND DRIVE SUITE 301A NEW GLOUCESTER, ME 04260	NONE	501C3-509A1 PUBLIC C	GOLD MEDAL CAMPAIGN	5,000
UNIVERSITY OF MAINE FOUNDATION TWO ALUMNI PLACE ORONO, ME 04469	NONE	501C3-509A1 PUBLIC C	ELLEN LORING MUSEUM FUND	10,000
WASHINGTON DC CENTER ON AGING 10225 MONTGOMERY AVENUE KENSINGTON, MD 20895	NONE	501C3-509A1 PUBLIC C	LEVINE LEGACY PROJECT	500
CITY OF WATERVILLE 1 COMMON STREET WATERVILLE, ME 04901	NONE	170C1 GOVERNMENT UNI	QUARRY ROAD SKI TRAIL, PHASE 1	40,000
TRUSTEES OF DARTMOUTH COLLEGE 6132 MCNUTT ROOM 103 HANOVER, NH 03755	NONE	501C3-509A1 PUBLIC C	FRIENDS OF SOCCER	2,000
MAINE WOMENS POLICY CENTER PO BOX 85 HALLOWELL, ME 04347	NONE	501C3-509A1 PUBLIC C	GIRLS DAY AT STATE HOUSE	500
THE TELLING ROOM 225 COMMERCIAL STREET PORTLAND, ME 04101	NONE	501C3-509A2 1/3 GROS	UNRESTRICTED	1,500
UNIVERSITY OF MAINE 5747 MEMORIAL GYM ORONO, ME 04469	NONE	501C3-509A1 PUBLIC C	UNRESTRICTED	3,200
WATERVILLE HIGH SCHOOL ONE BROOKLYN AVENUE WATERVILLE, ME 04901	NONE	170C1 GOVERNMENT UNI	WATERVILLE TRACK	2,000
CONGREGATION BETH ISRAEL 144 YORK STREET BANGOR, ME 04401	NONE	501C3-509A1 PUBLIC C	UNRESTRICTED	500
TRAVELERS AID FAMILY SERVICES 17 EAST STREET BOSTON, MA 02111	NONE	501C3-509A1 PUBLIC C	ANNNUAL FUND	500
TWOTEN INTERNATIONAL FOOTWEAR FOUNDATION 1466 MAIN STREET WALTHAM, MA 02154	NONE	501C3-509A1 PUBLIC C	UNRESTRICTED	100
Total . . . . ▶ **3a**				1,055,588

Form 990PF Part XV Line 3b - Grants and Contributions 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
b *Approved for future payment*				
CARRABASSETT VALLEY ACADEMY 3197 CARRABASSETT DRIVE CARRABASSETT VALLEY, ME 04947	NONE	501C3-509A1 PUBLIC C	SCHOLARSHIP FUND	180,000
COLBY COLLEGE4800 MAYFLOWER HILL WATERVILLE, ME 04901	NONE	501C3-509A1 PUBLIC C	FIELD TURF PROJECT	210,578
GOVERNOR DUMMER ACADEMY1 ELM STREET BYFIELD, MA 01922	NONE	501C3-509A1 PUBLIC C	UNRESTRICTED	220,000
KENNEBEC VALLEY COMMUNITY ACTION PROGRAM97 WATER STREET WATERVILLE, ME 04901	NONE	501C3-509A1 PUBLIC C	EDUCARE CONSTRUCTION & START-UP	589,688
MSAD #4610 SPRING STREET DEXTER, ME 04930	NONE	170C1 GOVERNMENT UNI	DEXTER PRE K-8 SCHOOL GYM DEBT SERVICE	231,200
Total . . . . ▶ **3b**				1,431,466

TY 2010 Accounting Fees Schedule

Name: THE WILLIAM AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

EIN: 01-0421806

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION	4,315	0		4,315

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2010 Gain/Loss from Sale of Other Assets Schedule

Name: THE WILLIAM AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

EIN: 01-0421806

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
PUBLICLY TRADED SECURITIES - DONATED TO PUBLIC CHARITY		DONATED			880,912	32,088		0	848,824	

TY 2010 Investments Corporate Stock Schedule

Name: THE WILLIAM AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

EIN: 01-0421806

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BERKSHIRE HATHAWAY CL A	158,815	4,336,200
BERKSHIRE HATHAWAY CL B	119,649	3,239,809
MELLON EMERGING MKTS FUND	1,345,672	1,145,606
BERKSHIRE HATHAWAY CL A	30,917	7,106,550

TY 2010 Investments - Other Schedule

Name: THE WILLIAM AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

EIN: 01-0421806

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
DORSET ENERGY FUND	AT COST	1,000,000	2,157,034
LEGACY VENTURE V (QP) LLC	AT COST	492,426	366,701
PLATINUM FUND	AT COST	800,000	1,646,680
MAST CREDIT OPPORTUNITIES	AT COST	1,000,000	1,606,381
SPECIAL OPPORTUNITIES FUNDS	AT COST	1,398,332	1,129,886
TA REALTY FUND VIII	AT COST	1,937,473	1,334,767

TY 2010 Other Decreases Schedule

Name: THE WILLIAM AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

EIN: 01-0421806

Description	Amount
PUBLICLY TRADED SECURITIES CARRYING VALUE REDUCTION TO DONOR'S BASIS	7,054,069

TY 2010 Other Expenses Schedule

Name: THE WILLIAM AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

EIN: 01-0421806

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COMPUTER SOFTWARE EXPENSE	271	0		271
PAYCHEX PROCESSING FEES	1,388	0		1,388
FILING FEES	35	0		35
K1 LEGACY VENTURE CHARITABLE	1,968	0		1,968
K1 LEGACY VENTURE NONDEDUCTIBLE	124	0		0
K1 LEGACY VENTURE OTHER DEDUCTIONS	38	38		0
K1 LEGACY VENTURE PORTFOLIO DEDUCTIONS	34,882	34,882		0

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TY 2010 Other Income Schedule

Name: THE WILLIAM AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

EIN: 01-0421806

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K1 LEGACY VENTURE V OTHER INCOME	249	249	249
CLASS ACTION PROCEEDS	700	700	700
MELLON REBATES	2,121	2,121	2,121

TY 2010 Other Professional Fees Schedule

Name: THE WILLIAM AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

EIN: 01-0421806

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DEXTER ENTERPRISES - INVESTMENT ADMINISTRATION	15,451	15,451		0
DEXTER ENTERPRISES - GRANT ADMINISTRATION	46,353	0		46,353
BNY MELLON INVESTMENT MANAGEMENT FEES	3,791	3,791		0
HUARD CONSULTING	32,000	0		32,000