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

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

AGT FOR GERRISH H MILLIKEN FDTN
WILMINGTON TRUST COMPANY 009209-009

Number and street (or P O box number if mail is not delivered to street address)

1100 NORTH MARKET ST. DE3-C070

City or town, state, and ZIP code

WILMINGTON, DE 19890-0900

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

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)

\$ 4,046,384.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

A Employer identification number

06-6037106

B Telephone number

(302) 651-8571

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

1 Contributions, gifts, grants, etc., received

2 Check ☒ if the foundation is not required to attach Sch. B3 Interest on savings and temporary
cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all
assets on line 6a 2,080,000.

7 Capital gain net income (from Part IV, line 2)

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

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

c Other professional fees

17 Interest

18 Taxes

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

24 Total operating and administrative
expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements.

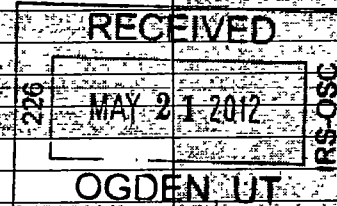
Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -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

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

Assets

1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	765,230.	849,190.	849,190.
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 8	4,058,385.	3,262,575.	3,197,194.
b	Investments - corporate stock			
c	Investments - corporate bonds			
11	Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other			
14	Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
15	Other assets (describe ▶)			
16	Total assets (to be completed by all filers)	4,823,615.	4,111,765.	4,046,384.

Liabilities

17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0.	0.	

Net Assets or Fund Balances

	Foundations that follow SFAS 117, check here ▶ ☐			
	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	4,823,615.	4,111,765.	
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	4,823,615.	4,111,765.	
31	Total liabilities and net assets/fund balances	4,823,615.	4,111,765.	

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	4,823,615.
2	Enter amount from Part I, line 27a	2	<711,892.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	42.
4	Add lines 1, 2, and 3	4	4,111,765.
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	4,111,765.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 2,080,000.		2,111,507.	<31,507.>	
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			<31,507.>	
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		<31,507.>
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				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))
2010	2,215,008.	5,325,398.	.415933
2009	2,411,802.	7,238,942.	.333171
2008	1,235,471.	8,961,398.	.137866
2007	1,276,983.	7,743,426.	.164912
2006	1,166,455.	5,648,498.	.206507
2 Total of line 1, column (d)			1.258389
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			.251678
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4,348,427.
5 Multiply line 4 by line 3			1,094,403.
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,384.
7 Add lines 5 and 6			1,095,787.
8 Enter qualifying distributions from Part XII, line 4			817,725.

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)		1	2,768.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b.		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	2,768.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	2,768.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	2,800.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6d		
b Exempt foreign organizations - tax withheld at source	7	2,800.	
c Tax paid with application for extension of time to file (Form 8868)	8		
d Backup withholding erroneously withheld	9		
7 Total credits and payments. Add lines 6a through 6d	10	32.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	11	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ 32. Refunded ☐			

Part VII A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A: Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NO WEB SITE	13	X	
14	The books are in care of ► WILMINGTON TRUST CO Telephone no. ► (302) 651-8571 Located at ► 1100 NORTH MARKET STREET, WILMINGTON, DE ZIP+4 ► 19890-0900			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 instructions)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	
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 2011? ☐ Yes ☒ No	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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.) ☐ Yes ☒ No	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 2011 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 2011.) ☐ Yes ☒ No	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐ Yes ☒ No	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 2011? ☐ Yes ☒ No	4b	X

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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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PHOEBE MILLIKEN	TRUSTEE			
P.O. BOX 1926				
SPARTANBURG, SC 29304	1.00	0.	0.	0.
JAMES F. ZAHRN	OFFICER / TREASURER			
P.O. BOX 1926				
SPARTANBURG, SC 29304	1.00	0.	0.	0.
PETER MILLIKEN	TRUSTEE			
P.O. BOX 1926				
SPARTANBURG, SC 29304	1.00	0.	0.	0.

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

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

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

0

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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.

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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	3,283,382.
b	Average of monthly cash balances	1b	1,131,265.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,414,647.
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	4,414,647.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	66,220.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,348,427.
6	Minimum investment return. Enter 5% of line 5	6	217,421.

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	217,421.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,768.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,768.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	214,653.
4	Recoveries of amounts treated as qualifying distributions	4	500.
5	Add lines 3 and 4	5	215,153.
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	215,153.

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	817,725.
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	817,725.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	817,725.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				215,153.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	1,388,550.			
b From 2007	890,189.			
c From 2008	792,767.			
d From 2009	2,056,467.			
e From 2010	1,953,972.			
f Total of lines 3a through e	7,081,945.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	817,725.			
a Applied to 2010, but not more than line 2a			0.	
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 2011 distributable amount				215,153.
e Remaining amount distributed out of corpus	602,572.			
5 Excess distributions carryover applied to 2011 (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	7,684,517.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
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 2006 not applied on line 5 or line 7	1,388,550.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	6,295,967.			
10 Analysis of line 9:				
a Excess from 2007	890,189.			
b Excess from 2008	792,767.			
c Excess from 2009	2,056,467.			
d Excess from 2010	1,953,972.			
e Excess from 2011	602,572.			

N/A

- (4) Gross investment income**

[illegible]

GRANTS MADE AS SELECTED BY TRUSTEES

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
<i>a Paid during the year</i>				
317 MAIN STREET, INC. 317 MAIN STREET YARMOUTH, ME		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
ABILIS 50 GLENVILLE STREET GREENWICH, CT 06831		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	500.
ACADIA FAMILY CENTER 1 FERNALD POINT ROAD SOUTHWEST HARBOR, ME 04679		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
ACADIA WILDLIFE FOUNDATION ACADIA, ME		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	15,000.
AMERICAN RED CROSS-HANCOCK COUNTY CHAPTER 125 FAIR STREET FINDLAY, OH		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	100.
Total	SEE CONTINUATION SHEET(S)			816,750.
<i>b Approved for future payment</i>				
NONE				
Total				0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ARTSPACE NEW HAVEN, CT		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
AUDOBON CONNETICUT 613 RIVERSVILLE ROAD GREENWICH, CT 06831		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	166,667.
BEATRIX FARRAND SOCIETY BAR HARBOR, ME		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	500.
BOCA GRANDE HEALTH CLINIC FOUNDATION 280 PARK AVENUE BOCA GRANDE, FL 3921		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	200.
BOY SCOUTS OF AMERICA BANGOR, ME		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	100.
CAMP BEECH CLIFF BAR HARBOR, ME		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	200.
CAMPBILL FOUNDATION 325 WARREN STREET HUDSON, NY 12534		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	500.
CAPE ANN ANIMAL AID 260 MAIN ST GLOUCESTER, MA 01930		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
CENTER FOR URBAN RENEWAL AND EDUCATION 722 12TH STREET, NW FOURTH FLOOR WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
CHRISTODORA INC. NEW YORK, NY		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	500.
Total from continuation sheets				791,150.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CLAREMONT INSTITUTE 937 W FOOTHILL BLVD CLAREMONT, CA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	10,000.
COLLEGE OF FOREST RESOURCES 5755 NUTTING HALL ORONO, ME 04469		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
COLLEGE OF THE ATLANTIC BAR HARBOR, ME		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	6,500.
COLLEGE OF THE ATLANTIC BAR HARBOR, ME		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	50,000.
COLUMBIA UNIVERSITY SCHOOL OF NURSING 617 WEST 168TH STREET NEW YORK, NY 10032		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	500.
CONSERVATIVE CAUCUS FOUNDATION 4450 MAPLE AVE VIENNA, VA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	11,000.
COVENANT HOUSE P O BOX 731 NEW YORK, NY 10108		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
CRAIGHEAD INSTITUTE 201 S. WALLACE STREET, SUITE B2D BOZEMAN, MT 59715		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	200.
DANA-FARBER CANCER INSTITUTE 10 BROOKLINE PLACE WEST, 6TH FLOOR BROOKLINE, MA 02445		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
DOWNEAST HORIZONS BAR HARBOR, ME		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DUKE UNIVERISTY DURHAM, NC		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
EAGLE FORUM EDUCATION & LEGAL DEFENSE FUND P O BOX 618 ALTON, IL		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	240,000.
EPISCOPAL CHURCH 815 SECOND AVENUE NEW YORK, NY 10017		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	500.
FAMILY CENTER, INC GREENWICH, CT		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	500.
FIRST CHURCH OF CHRIST UNITARIAN 725 MAIN STREET LANCASTER, MA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
FOOD WORKS 64 MAIN STREET MONTPELIER, VT 05602		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	500.
FOREST SOCIETY OF MAINE BANGOR, ME		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
FOUNDATION ENDOWMENT 70 WEST MADISON STREET CHICAGO, IL 60602		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
FREEDOM ALLIANCE DULLES, VA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
FREEDOM WORKS FOUNDATION 601 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20004		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FRIENDS OF ACADIA BAR HARBOR, ME		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
FRIENDS OF BOCA GRANDE COMMUNITY CENTER BOCA GRANDE, FL		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	300.
FRONTIERS OF FREEDOM 11781 LEE JACKSON MEM. HIGHWAY FAIRFAX, VA 22033		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
FUND FOR AMERICAN STUDIES 1706 NEW HAMPSHIRE AVE., NW WASHINGTON, DC 20009		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
GASPARILLA ISLAND CONSERVATION AND IMPROVEMENT ASSOCIATION BOCA GRANDE, FL		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
GEORGE MASON UNIVERSITY FAIRFAX, VA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	500.
GREENWICH EMERGENCY MEDICAL SERVICE, INC GREENWICH, CT		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
GREENWICH HOSPITAL ASSOCIATION GREENWICH, CT		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
GREENWICH LAND TRUST GREENWICH, CT		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	200.
GREENWICH POLICE DEPARTMENT GREENWICH, CT		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	2,500.
Total from continuation sheets				

Part XV: Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GROTON SCHOOL 282 FARMERS ROW GROTON, MA 01450		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
HERITAGE FOUNDATION 214 MASSACHUSETTS NE WASHINGTON, DC 20002		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	10,000.
HOSPICE OF HANCOCK COUNTY 14 MCKENZIE AVENUE ELLSWORTH, ME 04605		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	300.
ISLAND CONNECTIONS ROCKLAND, ME		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	500.
ISLAND HOUSING TRUST WEST TISBURY, MA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	10,000.
ISLAND INSTITUTE 386 MAIN STREET ROCKLAND, ME 04841		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
ISLAND READERS & WRITERS 246 MAIN STREET SOUTHWEST HARBOR, ME 04679		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,500.
ISLAND SCHOOL 3-1875 KAUMAUHI HWY LIHUE, HI		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
ISLESFORD NEIGHBORHOOD HOUSE ASSOCIATION 10 MOSSWOOD ROAD ISLESFORD, ME 04646		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	500.
JACKSON LABORATORY BAR HARBOR, ME		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JESSE HELMS CENTER 3910 US HWY 74 EAST WINGATE, NC		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
JUDICIAL WATCH WASHINGTON, DC		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
LEADERSHIP INSTITUTE 8001 BRADDOCK ROAD SPRINGFIELD, VA 22151		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
LOUISE DUPONT CROWNINGSHIELD COMMUNITY HOUSE BOCA GRANDE, FL		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	500.
MAINE AUDOBON 20 GILSLAND FARM ROAD FALMOUTH, MA 04105		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
MAINE COAST HERITAGE TRUST 1 BOWDOIN MILL ISLAND, SUITE 201 TOPSHAM, ME 04086		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	2,000.
MAINE COMMUNITY FOUNDATION 245 MAIN STREET ELLSWORTH, ME 04605		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	500.
MAINE FARMLAND TRUST 97 MAIN STREET BELFAST, MA 04915		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	500.
MAINE LIGHTHOUSE CORPORATION 109 MAIN STREET BAR HARBOR, ME 04609		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
MAINE PUBLIC BROADCASTING MAIN NORTH ANSON, ME 04958		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MAINE SEA COAST MISSION 127 WEST STREET BAR HARBOR, ME		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
MAINE TREE FOUNDATION 153 HOSPITAL STREET AUGUSTA, ME 04332		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	26,000.
MAKE-A-WISH FOUNDATION 4742 N. 24TH ST., SUITE 400 PHOENIX, AZ 85016-4862		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
MANOMET ASSOCIATES 105A RIDGEFIELD CIRCLE CLINTON, MA 01510		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	500.
MARINE BIOLOGICAL LABORATORY 7 M B L STREET WOODS HOLE, MA 02543		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
MDI ALCOHOL & DRUG ABUSE GROUP 1 FERNALD POINT ROAD MOUNT DESERT ISLAND, ME 04679		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	500.
MEDIA RESEARCH CENTER 325 SOUTH PATRICK STREET ALEXANDRIA, VA 22314		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
MERRY-GO-ROUND INC. 55 OTIS STREET MEDFORD, MA 02155		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	100.
MESERVE-KUNHARDT FOUNDATION 480 BEDFORD ROAD CHAPPAQUA, NY		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
MISS HALL'S SCHOOL 492 HOLMES ROAD PITTSFIELD, MA 01201		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	2,000.
Total from continuation sheets				

Part XV , Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MOUNT DESERT FIRE COMPANY MOUNT DESERT ISLAND, ME 04662		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	2,000.
MOUNT DESERT ISLAND BIOLOGICAL LABORATORY MOUNT DESERT ISLAND, ME 04609		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	250.
MOUNT DESERT ISLAND HIGH SCHOOL MOUNT DESERT ISLAND, ME 04609		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	500.
MOUNT DESERT ISLAND HISTORICAL SOCIETY MOUNT DESERT ISLAND, ME 04609		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	10,000.
MOUNT DESERT ISLAND HOSPITAL MOUNT DESERT ISLAND, ME 04609		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	50,000.
MOUNT DESERT LAND & GARDEN PRESERVE PO BOX 208 SEAL HARBOR, ME 04675		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	500.
MOUNT DESERT MEDICAL CENTER 10 WAYMAN LANE MOUNT DESERT ISLAND, ME 04609		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
MOUNT DESERT NURSERY SCHOOL MAPLE LANE MOUNT DESERT ISLAND, ME 04609		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	3,000.
MOUNT DESERT NURSING ASSOCIATION MOUNT DESERT ISLAND, ME 04609		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	10,000.
MOUNT DESERT POLICE DEPARTMENT MOUNT DESERT ISLAND, ME 04609		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	500.
Total from continuation sheets				

Part XV: Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MOUNT ST. JOSEPH 120 WISSAHICKON AVENUE FLOURTOWN, PA 19031		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
MOUNTAIN VALLEY MEDICAL CLINIC 38 ROUTE 11, P.O. BOX 310 LONDONDERRY, VT 05148		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	100.
NATIONAL AUDUBON SOCIETY 545 ALMSHOUSE ROAD WARMINSTER, PA 18974		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,500.
NATIONAL REVIEW INSTITUTE 233 PENNSYLVANIA AVENUE SE WASHINGTON, DC 20003		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
NATIONAL RIGHT TO WORK LEGAL DEFENSE FOUNDATION 8001 BRADDOCK ROAD SPRINGFIELD, VA 22106		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
NATURAL RESOURCES COUNCIL OF MAINE 3 WADE STREET AUGUSTA, ME 04330		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,333.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	10,000.
NATURE CONSERVANCY, INC. 4245 NORTH FAIRFAX DRIVE SUITE 100 ARLINGTON, VA 22203		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	3,000.
NEIGHBORHOOD HOUSE 179 ROBIE STREET EAST SAINT PAUL, MN 55107		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
NEXT STEP DOMESTIC VIOLENCE PROJECT POST OFFICE BOX 1465 ELLSWORTH, ME 04605		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	500.
Total from continuation sheets				

Part XV : Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NORTHEAST HARBOR AMBULANCE FUND NORTHEAST HARBOR, ME 04662		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
NORTHEAST HARBOR LIBRARY 1 JOY ROAD NORTHEAST HARBOR, ME 04662		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	11,000.
NORTHEAST HARBOR SAILING SCHOOL P O BOX 12 NORTHEAST HARBOR, ME 04662		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
NORTHEAST HARBOR VILLAGE NORTHEAST HARBOR, ME 04662		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
OUR LADY OF MERCY 55 EAST 4TH AVENUE GREENWICH, CT 02818		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	500.
OUR PLACE, DC 801 PENNSYLVANIA AVENUE, SE WASHINGTON, DC 20003		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
PARISH OF ST. MARY AND ST. JUDE P.O. BOX 105 NORTHEAST HARBOR, ME 04662		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	3,000.
PRESIDENT & FELLOWS OF HARVARD COLLEGE 20 WALNUT STREET # 12 WELLESLEY, MA 02481		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	8,100.
ROCKEND ART BARN 5 ROCK END ROAD NORTHEAST HARBOR, ME 04662		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
ROCKFORD INSTITUTE 928 NORTH MAIN STREET ROCKFORD, IL 61103		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
Total from continuation sheets				

ALL RECIPIENTS

Part XV . Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ROUND HILL VOLUNTEER FIRE COMPANY 4 MAIN STREET GREENWICH, CT 20142		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
ROYAL PALM PLAYERS, INC. 333 PARK AVENUE # 4 BOCA GRANDE, FL 33921		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	200.
SAINT BARNABAS EPISCOPAL CHURCH 60 BANGOR STREET AUGUSTA, ME 04330		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	3,500.
SAINT MARY OF PROVIDENCE 4200 NORTH AUSTIN AVENUE CHICAGO, IL 60634		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	20,500.
SALVATION ARMY GREENWICH, CT		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	500.
SOUTHEASTERN LEGAL FOUNDATION 6100 LAKE FORREST DRIVE, SUITE 520 ATLANTA, GA 30328		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
SPECIAL OLYMPICS-CONNECTICUT 2666 STATE STREET SUITE 1 OXFORD, CT		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	100.
SPECIAL OLYMPICS-ILLINOIS CHICAGO, IL		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
STATE POLICY NETWORK 2020 NORTH 14TH STREET STE 250 ARLINGTON ARLINGTON, VA 22201		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
STROUD WATER RESARCH CENTER 970 SPENCER ROAD AVONDALE, PA 19731		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
Total from continuation sheets				

ALL RECIPIENTS OF GRANTS

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE UNITED CHURCH OF CHRIST OF NORTHEAST HARBOR AND SEAL HARBOR 21 SUMMIT ROAD NORTHEAST HARBOR, ME 04662		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
UNITED WAY OF GREENWICH 1 LAFAYETTE COURT GREENWICH, CT 06830		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
VOICE OF THE RETARDED 836 SOUTH ARLINGTON HEIGHTS ROAD ROLLING MEADOWS, IL 60007		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	500.
WESTSIDE FOOD PANTRY 20760 COVE RD BIVALVE, MD 21814		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	200.
WILLOWIND THERAPEUTIC RIDING CENTER BOX 1140 STATE HIGHWAY 3 BAR HARBOR, ME 04609-7129		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	500.
WORLD WILDLIFE FUND 1250 24TH STREET NW WASHINGTON, DC 20037-1193		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	100.
WORLD YOUTH CRUSADE FOR FREEDOM 11 NORTH CARLISLE STREET SWARTHMORE, PA 17225		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
YOUNG AMERICA'S FOUNDATION 110 ELDEN STREET HERNDON, VA 20170		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
Total from continuation sheets				

Part XVII

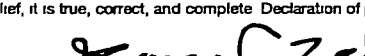
Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

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

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.					May the IRS discuss this return with the preparer shown below (see instr. 1)? ☒ Yes ☐ No
	 Signature of officer or trustee	5.14.12 Date	TREASURER Title			
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN	
	FRANCIS J. SCHER	FRANCIS J. SCHER	01/27/12			
	Firm's name ▶ WILMINGTON TRUST COMPANY				Firm's EIN ▶	
	Firm's address ▶ 1100 NORTH MARKET STREET WILMINGTON, DE 19890-0900				Phone no. 302 651 8938	

Form **990-PF** (2011)

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

SOURCE	AMOUNT
RESTRICTED SHORT TERM INVESTMENT CORP INTEREST	97.
RESTRICTED SHORT TERM INVESTMENT FD US INTEREST	1,626.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,723.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
U. S. TREASURY INTEREST (DIRECT FROM SPECIFIC BONDS)	139,541.	0.	139,541.
TOTAL TO FM 990-PF, PART I, LN 4	139,541.	0.	139,541.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
RECOVERY OF PRIOR YEAR DISTRIB. (CANCELLATION OF UNCASHED GRANT CHECKS)	500.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	500.	0.	

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
PAYMENT FOR LEGAL & ADMINISTRATIVE SERVICES	1,950.	975.		975.
TO FORM 990-PF, PG 1, LN 16C	1,950.	975.		975.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL 2011 EXCISE TAX QUARTERLY PAYMENTS	1,573.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,573.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WILMINGTON TRUST (CUSTODIAN) FEE	1,876.	1,876.		0.
TO FORM 990-PF, PG 1, LN 23	1,876.	1,876.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
SHORT TERM INVESTMENT FUND JANUARY TIMING DIFFERENCE	42.
TOTAL TO FORM 990-PF, PART III, LINE 3	42.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
UNITED STATES TREASURY NOTES, SEE ATTACHED	X		3,262,575.	3,197,194.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,262,575.	3,197,194.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,262,575.	3,197,194.

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	520000	US	TREASURY NOTES	SER E	DTD 2/28/2006 4.5%	P	12/14/07	02/28/11
b	520000	US	TREASURY NOTES	DTD	5/31/2006 4.875% 5/3	P	12/14/07	05/31/11
c	520000	US	TREASURY NOTES	SER M	DTD 8/31/2006 4.62	P	12/14/07	08/31/11
d	520000	US	TREASURY NOTES	DTD	11/30/2006 4.5% 11/3	P	12/14/07	11/30/11
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	520,000.		518,741.	1,259.
b	520,000.		529,960.	<9,960.>
c	520,000.		524,447.	<4,447.>
d	520,000.		538,359.	<18,359.>
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			(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			1,259.
b			<9,960.>
c			<4,447.>
d			<18,359.>
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	<31,507.>
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

Balance Sheet Detail for 990PF Part II Page Two

Account: 009209-009 AGT FOR GERRISH H MILLIKEN FDTN
As of Date 12/31/2011

Description		CUSIP	Quantity	Market Value	% MV	Price	Federal Tax Cost	Unrealized Gain/Loss
RESTRICTED SHORT TERM INVESTMNT FUND		821400-000	849,190.2500	849,190.25	20.99	1.0000	849,190.25	0.00
U S TREASURY NOTE								
DTD 11/30/2009 2 125% 11/30/2014		912828-LZ1	73,000.0000	76,672.63	1.89	105.0310	75,828.99	843.64
U S TREASURY NOTE DTD 2/28/2009 1.875% 2/28/2014								
U S TREASURY NOTE DTD 2/28/2010 2 375% 2/28/2015		912828-KF6	277,000.0000	286,434.62	7.08	103.4060	276,394.99	10,039.63
U S TREASURY NOTE								
DTD 5/31/2010 2 125% 5/31/2015		912828-MR8	208,000.0000	220,692.16	5.45	106.1020	220,700.07	(7.91)
U S TREASURY NOTE								
DTD 8/31/2009 2.375% 8/31/2014		912828-LK4	210,000.0000	221,697.00	5.48	105.5700	221,509.69	187.31
U S TREASURY NOTE DTD 8/31/2010 1 25% 8/31/2015		912828-NV8	72,000.0000	75,847.68	1.87	105.3440	75,420.24	427.44
U S TREASURY NOTES DTD 11/30/2010 1.375% 11/30/2015			215,000.0000	220,710.40	5.45	102.6560	220,216.15	494.25
U S TREASURY NOTES								
DTD 8/31/2007 4 125% 8/31/2012		912828-PJ3	215,000.0000	221,551.05	5.48	103.0470	220,921.62	629.43
U S TREASURY NOTES SER B DTD 2/15/02 4 875% 02/15/2012		912828-HC7	32,000.0000	32,843.84	0.81	102.6370	33,475.11	(631.27)
U S TREASURY NOTES SER D DTD 8/15/03 4.25% 08/15/2013		912827-7L0	246,000.0000	247,392.36	6.11	100.5660	268,908.75	(21,516.39)
U S TREASURY NOTES SER E DTD 11/15/02 4% 11/15/2012		912828-BH2	69,000.0000	73,458.09	1.82	106.4610	74,687.34	(1,229.25)
U S TREASURY NOTE DTD 12/31/2008 1.5% 12/31/2013		912828-AP5	473,000.0000	488,760.36	12.08	103.3320	516,827.99	(28,067.63)
U S TREASURY NOTE DTD 12/31/2009 2 625% 12/31/2014		912828-JW1	56,000.0000	57,391.04	1.42	102.4840	56,625.81	765.23
U S TREASURY NOTE								
DTD 2/29/2008 2 75% 2/28/2013		912828-ME7	71,000.0000	75,725.76	1.87	106.6560	74,982.89	742.87
U S TREASURY NOTE								
DTD 3/31/2008 2 5% 3/31/2013		912828-HV5	437,000.0000	449,939.57	11.12	102.9610	460,387.79	(10,448.22)
U S TREASURY NOTE								
DTD 5/31/2007 4.75% 5/31/2012		912828-GU8	72,000.0000	74,053.44	1.83	102.8520	74,804.30	(750.86)
TOTAL		Principal Portfolios - U.S. Dollar	3,942,190.2500	4,046,384.63	100.00		4,111,765.65	(65,381.02)
TOTAL		009209-009	3,942,190.2500	\$4,046,384	100.00		\$4,111,765	(65,381.02)