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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
SIMMONS FOUNDATION - PERKINSTHOMPSON

A Employer identification number
01-0277832

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

Room/suite

B Telephone number (see instructions)
(207) 774-2635

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

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* $ 2,591,918

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

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) (see instructions))

			(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)				
	2	Check ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	72,094	72,094		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	222,759			
	b	Gross sales price for all assets on line 6a 1,318,506				
	7	Capital gain net income (from Part IV, line 2)		562,575		
	8	Net short-term capital gain			10,720	
	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)				
	12	**Total.** Add lines 1 through 11	294,853	634,669	10,720	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	1,750	875		875
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	8,520	4,260		4,260
	b	Accounting fees (attach schedule)	2,100	700		1,400
	c	Other professional fees (attach schedule)	18,906	18,906		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,727			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	455	228		227
	22	Printing and publications				
	23	Other expenses (attach schedule)	132	66		66
	24	**Total operating and administrative expenses.** Add lines 13 through 23	34,590	25,035		6,828
	25	Contributions, gifts, grants paid	137,400			137,400
	26	**Total expenses and disbursements.** Add lines 24 and 25	171,990	25,035		144,228
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	122,863			
	b	**Net investment income** (if negative, enter -0-)		609,634		
	c	**Adjusted net income** (if negative, enter -0-)			10,720	

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	14,916	14,558	14,558
	2	Savings and temporary cash investments	74,401	58,849	58,849
	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)	459,602	350,799	350,799
	b	Investments—corporate stock (attach schedule)	1,757,774	1,999,374	1,999,374
	c	Investments—corporate bonds (attach schedule)	157,489	165,506	165,506
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ 3,848 Less accumulated depreciation (attach schedule) ▶ 3,598	250	250	250
	15	Other assets (describe ▶)	3,517	2,582	2,582
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,467,949	2,591,918	2,591,918
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 ▶)	8,795	9,901	
	23	**Total liabilities** (add lines 17 through 22)	8,795	9,901	
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	2,459,154	2,582,017	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	2,459,154	2,582,017	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,467,949	2,591,918	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,459,154
2	Enter amount from Part I, line 27a	2	122,863
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,582,017
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,582,017

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	See Additional Data Table			
b				
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	See Additional Data Table			
b				
c				
d				
e				

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	See Additional Data Table			
b				
c				
d				
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	562,575
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 instructions) If (loss), enter -0- in Part I, line 8		3	10,720

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))
2011	149,866	2,464,219	0 060817
2010	137,674	2,424,287	0 056789
2009	145,742	2,288,470	0 063685
2008	91,129	2,658,653	0 034276
2007	178,840	3,135,315	0 057041

2	**Total** of line 1, column (d).	2	0 272608
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 054522
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	2,488,981
5	Multiply line 4 by line 3.	5	135,704
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	6,096
7	Add lines 5 and 6.	7	141,800
8	Enter qualifying distributions from Part XII, line 4.	8	144,228

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 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	6,096
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	6,096
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	6,096
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,320		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	6,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	7,320
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	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	1,216
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,216	**Refunded** ▶		11	

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 ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *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)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
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		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 ▶PAUL RAUSCH CPA Telephone no ▶(207) 774-2635

Located at ▶PO BOX 426 ONE CANAL PLAZA PORTLAND ME ZIP +4 ▶04112

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

			Yes	No
16	At any time during calendar year 2012, 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 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 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 2012 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 2012.)*	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 2012?	4b		No

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

			Answer
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 instructions) ☐ Yes ☑ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No		
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**	
	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 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 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 instructions). 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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ►	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,511,896
b	Average of monthly cash balances	1b	14,738
c	Fair market value of all other assets (see instructions)	1c	250
d	**Total** (add lines 1a, b, and c)	1d	2,526,884
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,526,884
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	37,903
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,488,981
6	**Minimum investment return.** Enter 5% of line 5	6	124,449

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	124,449
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,096		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	6,096
3	Distributable amount before adjustments Subtract line 2c from line 1			3	118,353
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	118,353
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	118,353

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	144,228
b	Program-related investments—total from Part IX-B	1b	
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	144,228
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 instructions)	5	6,096
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	138,132

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				118,353
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			18,881	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 144,228				
a Applied to 2011, but not more than line 2a			18,881	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				118,353
e Remaining amount distributed out of corpus	6,994			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,994			
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	6,994			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012. 6,994				

Part XIV Private Operating Foundations (see 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 2012, 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			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
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 instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

PAUL RAUSCH CO PERKINS THOMPSON
ONE CANAL PLAZA
PORTLAND, ME 04101
(207) 774-2635

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

SEE ATTACHED SCHEDULE

c Any submission deadlines

THERE ARE NO SUBMISSION DEADLINES

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

SEE ATTACHED SCHEDULE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ 3a				137,400
b *Approved for future payment*				
Total . . . . ▶ 3b				

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 instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	72,094	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			14	222,759	
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). .				294,853	

13 Total. Add line 12, columns (b), (d), and (e). 13 294,853

(See worksheet in line 13 instructions to verify calculations)

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

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

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

****** | 2013-04-30 | ******

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
DANA C CLARK	DANA C CLARK	2013-08-13		

Firm's name ▶ CLARK FRIEL AND JOYCE PA

Firm's EIN ▶

Firm's address ▶ 128 AUBURN ST PORTLAND, ME 04103

Phone no (207) 797-2746

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
Abbott Labs 145 shrs	P	2012-11-01	2012-12-04
Chubb Corporation 260 shrs	P	2011-08-31	2012-04-27
Dover Corp 165 shrs	P	2012-01-15	2012-11-01
JP Morgan Chase 165 shrs	P	2011-08-31	2012-04-27
JP Morgan Chase 220 shrs	P	2012-11-01	2012-11-06
Microsoft Corp 235 shrs	P	2012-04-27	2012-11-01
Occidential Petroleum 105 shrs	P	2012-04-27	2012-09-24
Prudential Finl Inc 150 shrs	P	2012-04-27	2012-12-04
State Street Corp 170 shrs	P	2011-08-31	2012-04-27
Teva Pharm Indus ADR 205 shrs	P	2012-04-27	2012-09-24
TJX Cos Inc 550 shrs	P	2011-11-08	2012-06-27
United Parcel Service 140 shrs	P	2012-01-31	2012-12-04
US Bancorp 250 shrs	P	2011-08-31	2012-06-27
Utilities Select Sector 365 shrs	P	2012-06-27	2012-09-24
Vanguard Fste Emerging 735 shrs	P	2012-04-27	2012-11-01
Vanguard Mid-cap ETF 435 shrs	P	2012-04-27	2012-12-04
Wells Fargo & Co 150 shrs	P	2011-08-31	2012-06-27
Thermo Electron 170 shrs	P	2012-04-27	2012-12-04
Dell Inc 2290 shrs	P	2011-02-04	2012-08-09
3M Co 105 shrs	P	2001-01-01	2012-04-27
3M Co 200 shrs	P	2001-01-01	2012-06-27
3M Co 135 shrs	P	2001-01-01	2012-11-01
3M Co 105 shrs	P	2001-01-01	2012-11-06
AFLAC Inc 850 shrs	P	2001-01-01	2012-04-27
Air Products & Chemicals 110 shrs	P	2010-03-10	2012-04-27
Air Products & Chemicals 160 shrs	P	2010-03-10	2012-06-27
Apache Corp 270 shrs	P	2009-04-24	2012-04-27
Apple Computer Inc 138 shrs	P	2006-03-22	2012-04-27
Apple Computer Inc 24 shrs	P	2006-03-22	2012-06-27
AT&T Inc 465 shrs	P	2001-01-01	2012-04-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
BHP Billiton Ltd 210 shrs	P	2010-05-20	2012-04-27
BHP Billiton Ltd 140 shrs	P	2010-05-20	2012-06-27
Coca Cola Co 290 shrs	P	2001-01-01	2012-04-27
Coca Cola Co 250 shrs	P	2001-01-01	2012-06-27
Coca Cola Co 155 shrs	P	2001-01-01	2012-08-09
Coca Cola Co 250 shrs	P	2001-01-01	2012-11-01
ConocoPhillips 275 shrs	P	2010-05-24	2012-06-27
CSX Corp 415 shrs	P	2009-04-24	2012-04-27
CSX Corp 655 shrs	P	2009-04-24	2012-06-27
CSX Corp 655 shrs	P	2009-04-24	2012-09-24
Dominion Res Inc 180 shrs	P	2009-04-24	2012-04-27
Dominion Res Inc 420 shrs	P	2009-04-24	2012-06-27
Dupont E I De Nemours 175 shrs	P	2010-03-10	2012-04-27
Dupont E I De Nemours 350 shrs	P	2010-03-10	2012-06-27
EMC Corp 325 shrs	P	2008-07-10	2012-04-27
EMC Corp 745 shrs	P	2008-07-10	2012-06-27
ExxonMobil 250 shrs	P	2001-01-01	2012-06-27
ExxonMobil 105 shrs	P	2001-01-01	2012-11-06
FHLB 4 5% 50000	P	2006-03-02	2012-11-15
FNMA 4 375% 50000	P	2005-09-14	2012-09-15
General Electric 2240 shrs	P	2001-01-01	2012-04-27
General Electric 500 shrs	P	2001-01-01	2012-06-27
Genuine Parts Co 145 shrs	P	2008-07-10	2012-04-27
Genuine Parts Co 315 shrs	P	2008-07-10	2012-06-27
Home Depot Inc 810 shrs	P	2002-08-09	2012-04-27
Home Depot Inc 520 shrs	P	2002-08-09	2012-06-27
Intel Corp 410 shrs	P	2008-12-24	2012-12-04
Ishares TR MSCI EAFE Index 200 shrs	P	2008-03-06	2012-04-27
Ishares TR MSCI EAFE Index 500 shrs	P	2009-02-17	2012-06-27
JP Morgan Chase 50 shrs	P	2008-10-17	2012-04-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
Johnson & Johnson 250 shrs	P	2001-01-01	2012-06-27
Johnson & Johnson 210 shrs	P	2001-01-01	2012-11-01
Johnson & Johnson 260 shrs	P	2001-01-01	2012-11-06
Met Life 350 shrs	P	2009-02-04	2012-04-27
Occidential Petroleum 25 shrs	P	2009-12-22	2012-09-24
Occidential Petroleum 115 shrs	P	2009-12-22	2012-12-04
Pfizer Inc 830 shrs	P	2001-01-01	2012-04-27
Pfizer Inc 500 shrs	P	2001-01-01	2012-06-27
Pfizer Inc 380 shrs	P	2001-01-01	2012-08-09
Proctor & Gamble 320 shrs	P	2001-01-01	2012-04-27
Proctor & Gamble 250 shrs	P	2001-01-01	2012-06-27
Proctor & Gamble 140 shrs	P	2001-01-01	2012-08-09
Schlumberger Ltd 350 shrs	P	2010-04-30	2012-04-27
State Street Corp 35 shrs	P	2009-02-17	2012-04-27
Stryker Corp 450 shrs	P	2009-02-17	2012-04-27
US Bancorp 280 shrs	P	2010-06-24	2012-06-27
Vanguard Intl Value Fd 807 shrs	P	2009-12-22	2012-04-27
Verizon Communications 260 shrs	P	2001-01-01	2012-04-27
Wells Fargo & Co 305 shrs	P	2009-02-17	2012-06-27
Ishares Gold Trust	P	2012-07-01	2012-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
9,371	0	9,525	-154
19,024	0	16,155	2,869
9,778	0	10,322	-544
7,141	0	6,214	927
9,423	0	9,372	51
6,876	0	7,532	-656
9,122	0	9,622	-500
7,828	0	9,222	-1,394
7,864	0	6,079	1,785
8,241	0	9,371	-1,130
23,089	0	16,542	6,547
10,252	0	10,920	-668
7,854	0	5,820	2,034
13,271	0	13,401	-130
30,892	0	31,495	-603
35,291	0	35,505	-214
4,887	0	3,900	987
10,810	0	9,355	1,455
28,215	0	31,854	-3,639
9,388	0	623	8,765
17,460	0	1,187	16,273
12,038	0	801	11,237
9,546	0	623	8,923
38,241	0	16,977	21,264
9,415	0	8,167	1,248
12,310	0	11,880	430
25,604	0	18,627	6,977
83,098	0	8,535	74,563
13,756	0	1,484	12,272
15,182	0	16,891	-1,709

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
15,586	0	12,597	2,989
8,657	0	8,398	259
22,248	0	868	21,380
19,060	0	748	18,312
12,270	0	273	11,997
9,337	0	440	8,897
14,896	0	10,641	4,255
9,296	0	4,315	4,981
14,220	0	6,811	7,409
14,007	0	6,811	7,196
9,354	0	5,290	4,064
22,612	0	12,343	10,269
9,418	0	6,176	3,242
17,314	0	11,580	5,734
9,207	0	4,326	4,881
17,984	0	9,916	8,068
20,775	0	796	19,979
9,614	0	334	9,280
48,706	0	48,706	0
50,000	0	50,375	-375
44,217	0	1,606	42,611
10,005	0	359	9,646
9,507	0	5,641	3,866
18,389	0	12,254	6,135
42,143	0	22,721	19,422
26,785	0	14,586	12,199
8,175	0	5,822	2,353
10,802	0	14,198	-3,396
23,999	0	18,339	5,660
2,164	0	2,040	124

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
16,720	0	684	16,036
15,019	0	575	14,444
18,488	0	712	17,776
12,593	0	10,268	2,325
2,172	0	2,039	133
8,452	0	9,379	-927
19,098	0	677	18,421
11,302	0	408	10,894
9,078	0	310	8,768
20,512	0	1,007	19,505
14,950	0	786	14,164
9,351	0	440	8,911
25,770	0	25,260	510
1,619	0	814	805
24,493	0	18,732	5,761
8,796	0	6,423	2,373
23,620	0	25,000	-1,380
10,467	0	10,718	-251
9,937	0	4,391	5,546
58	0	0	58

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
0	0	0	-154
0	0	0	2,869
0	0	0	-544
0	0	0	927
0	0	0	51
0	0	0	-656
0	0	0	-500
0	0	0	-1,394
0	0	0	1,785
0	0	0	-1,130
0	0	0	6,547
0	0	0	-668
0	0	0	2,034
0	0	0	-130
0	0	0	-603
0	0	0	-214
0	0	0	987
0	0	0	1,455
0	0	0	-3,639
0	0	0	8,765
0	0	0	16,273
0	0	0	11,237
0	0	0	8,923
0	0	0	21,264
0	0	0	1,248
0	0	0	430
0	0	0	6,977
0	0	0	74,563
0	0	0	12,272
0	0	0	-1,709

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
0	0	0	2,989
0	0	0	259
0	0	0	21,380
0	0	0	18,312
0	0	0	11,997
0	0	0	8,897
0	0	0	4,255
0	0	0	4,981
0	0	0	7,409
0	0	0	7,196
0	0	0	4,064
0	0	0	10,269
0	0	0	3,242
0	0	0	5,734
0	0	0	4,881
0	0	0	8,068
0	0	0	19,979
0	0	0	9,280
0	0	0	0
0	0	0	-375
0	0	0	42,611
0	0	0	9,646
0	0	0	3,866
0	0	0	6,135
0	0	0	19,422
0	0	0	12,199
0	0	0	2,353
0	0	0	-3,396
0	0	0	5,660
0	0	0	124

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
0	0	0	16,036
0	0	0	14,444
0	0	0	17,776
0	0	0	2,325
0	0	0	133
0	0	0	-927
0	0	0	18,421
0	0	0	10,894
0	0	0	8,768
0	0	0	19,505
0	0	0	14,164
0	0	0	8,911
0	0	0	510
0	0	0	805
0	0	0	5,761
0	0	0	2,373
0	0	0	-1,380
0	0	0	-251
0	0	0	5,546
0	0	0	58

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
ROBERT WOODWARD 115 NORTH HIGH STREET BRIDGTON, ME 04009	Pres 1 00	50	0	0
STEPHEN G WOODWARD 208 LUFKIN ROAD NORTH YARMOUTH, ME 04097	1st VP 1 00	50	0	0
DOROTHY WENTWORTH 55 HARDY ROAD FALMOUTH, ME 04105	2nd VP 1 00	50	0	0
PAUL H RAUSCH 97 CENTER STREET AUBURN, ME 04210	Treas 2 00	1,250	0	0
SUZANNE G W MCGUFFEY 207 LUFKIN ROAD NORTH YARMOUTH, ME 04097	Trustee 1 00	50	0	0
ROBERT ARANSON MD 20 LOOKOUT DRIVE FREEPORT, ME 04032	Trustee 1 00	50	0	0
TINA JENNINGS 208 LUFKIN ROAD NORTH YARMOUTH, ME 04097	Trustee 1 00	50	0	0
REV ANITA WHITE 15 FOREST AVE AUBURN, ME 04210	Trustee 1 00	50	0	0
SAMUEL WOODWARD 912 ROOSEVELT TRAIL APT 8 WINDHAM, ME 04062	Trustee 1 00	50	0	0
JOHN R OPPERMAN ESQ 25 WOODMONT STREET PORTLAND, ME 04102	Trustee 1 00	50	0	0
ELIZABETH FAULKNER 111 POND ROAD STANDISH, ME 04084	Trustee 1 00	50	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*				
LADAWN QUARTER HORSE THERAPUTIC RIDING CTR 995 GOODWINS MILLS ROAD DAYTON,ME 04094		Exempt	OutreachChildren's	1,900
SEEDS OF INDEPENDENCE PO BOX 8 FREEPORT,ME 04032		Exempt	SessionReboundProject	1,000
THE ATLANTIC CHALLENGE FOUNDATION 643 MAIN STREET ROCKLAND,ME 04871		Exempt	ProgramScholarship	2,000
DENMARK ARTS CENTER PO BOX 30 DENMARK,ME 04022		Exempt	ResidenceArtist-in-Program	3,000
PREBLE STREET RESOURCE CENTER PO BOX 1459 PORTLAND,ME 04104		Exempt	FoodEmergencyProgram	5,000
THE SUMMER CAMP 8 CHURCH STREET BRIDGTON,ME 04009		Exempt	ScholarshipCampProgram	3,000
GOOD SHEPHERD FOOD BANK PO BOX 1807 AUBURN,ME 04211		Exempt	MatchingAgencyProgram	5,000
WILLOWIND THERAPEUTIC RIDING CTR 1140 STATE HIGHWAY 3 BAR HARBOR,ME 04609		Exempt	AccessibleHandicappedBathroom Project	2,000
PORTLAND SYMPHONY ORCHESTRA 50 MONUMENT SQ 2ND FLOOR PORTLAND,ME 04104		Exempt	CommunityEducation &Programs	5,000
PLANNED PARENTHOOD OF NORTHERN NE 443 CONGRESS STREET 3RD FLR PORTLAND,ME 04101		Exempt	Care ProgramMaine Fair	4,000
CAMP SUNSHINE AT SEBAGO LAKE 35 ACADIA ROAD CASCO,ME 04015		Exempt	SponsorshipFamilyProgram	4,000
MAINE HOUSING & BUILDING MATERIALS EXCHANGE 102 LISBON STREET LISBON,ME 04250		Exempt	ReplacementHeaterProject	5,000
SEXUAL ASSUALT RESPONSE SERVICES PO BOX 1371 PORTLAND,ME 04104		Exempt	AdvocateResponse TeamProgram	3,500
ITN AMERICA 90 BRIDGE STREET WESTBROOK,ME 04092		Exempt	ProjectSustainablility	1,000
NEW ENGLAND SCHOOL OF METALWORK 7 ALBISTON WAY AUBURN,ME 04210		Exempt	OutreachFuture Welder'sProgram	5,000

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*				
LAKE REGION SENIOR SERVICE PO BOX 816 BRIDGTON, ME 04009		Exempt	TransportationSeniorProgram	6,000
CANCER COMMUNITY CENTER 778 MAIN STREET SOUTH PORTLAND, ME 04106		Exempt	Wellness Program	4,000
THE PROGRESS CENTER 35 COTTAGE STREET NORWAY, ME 04268		Exempt	Soup Kitchen	5,000
THE OPPORTUNITY ALLIANCE 50 MONUMENT SQUARE PORTLAND, ME 04101		Exempt	ProgramAfter School	6,000
JOBS FOR MAINE GRADUATES 45 COMMERCE DRIVE STE 9 AUGUSTA, ME 04330		Exempt	LiteracyFinancialProgram	2,500
AROOSTOOK MENTAL HEALTH SRV PO BOX 1018 CARIBOU, ME 04736		Exempt	Camp ProgramTeen Leadership	2,500
GOODWILL INDUSTRIES OF NNE 353 CUMBERLAND AVE PORTLAND, ME 04101		Exempt	PoweredBatteryHoyer Lift	5,200
MAINE IRISH CHILDREN'S PROGRAM PO BOX 3122 PORTLAND, ME 04104		Exempt	EducationCross CulturalProject	3,000
CHILDREN'S MUSEUM & THEATER OF MAINE 142 FREE STREET PORTLAND, ME 04101		Exempt	Peter PanProject	1,800
SOUTHERN MAINE AGENCY ON AGING 136 US ROUTE ONE SCARBOROUGH, ME 04074		Exempt	ProgramFamily Caregiver	4,000
YMCA OF SOUTHERN MAINE 3 POMERLEAU DRIVE BIDDEFORD, ME 04005		Exempt	Room UpgradeChildcare CenterProject	3,000
MAINE IRISH HERITAGE CENTER PO BOX 7588 PORTLAND, ME 04112		Exempt	StorytellersMaine IrishProject	3,000
WAYSIDE FOOD PROGRAM PO BOX 1278 PORTLAND, ME 04102		Exempt	Meals Program	6,000
HEBRON ACADEMY PO BOX 309 HEBRON, ME 04238		Exempt	ProgramTuition	5,000
UNIVERSITY OF SOUTHERN MAINE 96 FALMOUTH STREET PORTLAND, ME 04103		Exempt	ProgramScholarship	10,000

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*				
GOULD ACADEMY 39 CHURCH STREET BETHEL, ME 04217		Exempt	ProgramScholarship	5,000
BIDDEFORD FREE CLINIC 189 ALFRED STREET BIDDEFORD, ME 04005		Exempt	ProgramPharmacy	4,000
MAINE COLLEGE OF ART 522 CONGRESS STREET PORTLAND, ME 04101		Exempt	OutreachCommunity	1,800
SEEDS OF PEACE 370 LEXINGTON AVE STE 1201 NEW YORK, NY 10017		Exempt	LeadershipYouthProgram	3,000
THE FRIENDS OF DAPONTE STRING QUARTET PO BOX 401 DAMARISCOTTA, ME 04543		Exempt	ProgramIn-schools	1,200
GOOD SHEPHERD FOOD BANK PO BOX 1807 AUBURN, ME 04211		Exempt	ProgramFood	2,500
PREBLE STREET RESOURCE CENTER 18 PORTLAND STREET PORTLAND, ME 04101		Exempt	ProgramFood	2,500
Total . . . . ▶ **3a**				137,400

TY 2012 Accounting Fees Schedule

Name: SIMMONS FOUNDATION - PERKINSTHOMPSON

EIN: 01-0277832

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Clark, Friel and Joyce Tax and financial stmt	2,100	700		1,400

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TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: SIMMONS FOUNDATION - PERKINSTHOMPSON

EIN: 01-0277832

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Investments		Purchased	2012-12		1,318,506	1,095,747			222,759	

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TY 2012 General Explanation Attachment

Name: SIMMONS FOUNDATION - PERKINSTHOMPSON

EIN: 01-0277832

Identifier	Return Reference	Explanation
Part XV Line 2		LINE 2B THERE ARE NO PRESCRIBED FORMS FOR THE SUBMISSION OF APPLICATIONS HOWEVER, THE FOLLOWING INFORMATION MUST BE PROVIDED 1) THE APPLICANT'S TAX EXEMPT NUMBER 2) A COPY OF THE ORGANIZATION'S HANDBOOK 3) A BRIEF OUTLINE OF THE HISTORY OF THE ORGANIZATION 4) THE CHARITABLE PURPOSE OF THE APPLICANT ORGANIZATION 5) DETAILS REGARDING THE SPECIFIC REQUEST MADE AS PART OF THE APPLICATION FOR FUNDS LINE 2D THE FOUNDATION DOES NOT MAKE AWARDS TO INDIVIDUALS OR ORGANIZATIONS WITHOUT VALID FEDERAL INCOME TAX EXEMPTIONS AWARDS ARE GENERALLY RESTRICTED TO ORGANIZATIONS OPERATING WITHIN MAINE

TY 2012 Investments Corporate Bonds Schedule

Name: SIMMONS FOUNDATION - PERKINSTHOMPSON

EIN: 01-0277832

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Ishares Barclays Tips Bonds Fund 600 shrs	72,846	72,846
Ishares Ibox $ Invest Grade Corp Bonds 550 shrs	66,545	66,545
SPDR Barclays Capital Inter Term Credit Bond ETF 750 shrs	26,115	26,115

TY 2012 Investments Corporate Stock Schedule

Name: SIMMONS FOUNDATION - PERKINSTHOMPSON

EIN: 01-0277832

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M Co. 205 shrs	19,034	19,034
Abbott Labs 235 shrs	15,393	15,393
Allergan Inc. 325 shrs	29,813	29,813
Apple Inc 81 shrs	43,106	43,106
AT&T Inc 480 shrs	16,181	16,181
Boeing Co 280 shrs	21,101	21,101
Capital One Finl Corp 500 shrs	28,965	28,965
Chevron Corp 275 shrs	29,738	29,738
Chubb Corporation 270 shrs	20,336	20,336
Coca Cola Co 480 shrs	17,400	17,400
Conocophillips 390 shrs	22,616	22,616
Cons Staples Select Sector 425 shrs	14,832	14,832
Costco Whsl Corp 205 shrs	20,240	20,240
CVS/Caremark Corp 200 shrs	9,670	9,670
Deere & Co. 275 shrs	23,766	23,766
Discover Financial Services 775 shrs	29,876	29,876
Dover Corp 160 shrs	10,514	10,514
Dupont E I De Nemours & Co. 430 shrs	19,341	19,341
Ebay Inc Com 265 shrs	13,514	13,514
EMC Corp 1180 shrs	29,854	29,854
Express Scripts Hldg Co 385 shrs	20,790	20,790
Exxon Mobil Corp 520 shrs	45,006	45,006
General Electric 1360 shrs	28,546	28,546
General Mills 375 shrs	15,157	15,157
Genuine Parts Co. 440 shrs	27,975	27,975
Gilead Sciences Inc 325 shrs	23,871	23,871
Google Inc Cl A 50 shrs	35,369	35,369
Home Depot Inc. 395 shrs	24,431	24,431
Intel Corp 990 shrs	20,414	20,414
Ishares Gold Trust 3340 shrs	54,373	54,373

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Ishares Tr DJ US Home Construction 1355 shrs	28,672	28,672
Johnson & Johnson Inc. 205 shrs	14,371	14,371
JPMorgan Chase & Co 455 shrs	20,006	20,006
McDonalds Corp 325 shrs	28,668	28,668
Microsoft Corp 760 shrs	20,299	20,299
Motorola Solutions Inc 675 shrs	37,584	37,584
Nextera Energy Inc 280 shrs	19,373	19,373
Occidental Pertroleum Corp 70 shrs	5,363	5,363
Omnicom Group 500 shrs	24,980	24,980
Oracle Corporation 895 shrs	29,821	29,821
Pfizer Inc 828 shrs	20,766	20,766
Philip Morris Intl 255 shrs	21,328	21,328
Phillips 66 250 shrs	13,275	13,275
Pimco Commodity Real Return 7158 shrs	47,531	47,531
Procter & Gamble Co 450 shrs	30,550	30,550
Prudential Finl Inc 305 shrs	16,266	16,266
Qualcomm Inc 445 shrs	27,528	27,528
Schlumberger Limited 215 shrs	14,899	14,899
State Street Corp 515 shrs	24,210	24,210
Thermo Fisher Scientific 390 shrs	24,874	24,874
TJX Cos Inc 730 shrs	30,989	30,989
United Parcel Srv Inc B 110 shrs	8,110	8,110
United Technologies 125 shrs	10,251	10,251
Unitedhealth Group Inc 160 shrs	8,678	8,678
US Bancorp Del New 800 shrs	25,552	25,552
Vanguard Mid-Cap ETF 1590 shrs	131,080	131,080
Vanguard MSCI EAFE ETF 3165 shrs	111,503	111,503
Vanguard MSCI Emerging ETF 5320 shrs	236,900	236,900
Vanguard REIT ETF 860 shrs	56,588	56,588
Vanguard Small Cap Growth ETF 600 shrs	53,418	53,418

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Vanguard Small Cap Value ETF 540 shrs	39,231	39,231
Verizon Communications 490 shrs	21,202	21,202
Wal-Mart Stores Inc 210 shrs	14,328	14,328
Watson Pharmaceutical Inc 225 shrs	21,930	21,930
Wells Fargo & Co New 820 shrs	28,028	28,028

TY 2012 Investments Government Obligations Schedule

Name:	SIMMONS FOUNDATION - PERKINSTHOMPSON
EIN:	01-0277832
US Government Securities - End of Year Book Value:	350,799
US Government Securities - End of Year Fair Market Value:	350,799
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2012 Land, Etc. Schedule

Name: SIMMONS FOUNDATION - PERKINSTHOMPSON

EIN: 01-0277832

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Equipment	3,848	3,598	250	

TY 2012 Legal Fees Schedule

Name: SIMMONS FOUNDATION - PERKINSTHOMPSON

EIN: 01-0277832

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Perkins Thompson Legal	8,520	4,260		4,260

TY 2012 Other Assets Schedule

Name: SIMMONS FOUNDATION - PERKINSTHOMPSON

EIN: 01-0277832

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Accrued investment income	3,517	2,582	2,582

TY 2012 Other Assets Schedule

Name: SIMMONS FOUNDATION - PERKINSTHOMPSON

EIN: 01-0277832

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Accrued investment income	3,517	2,582	2,582

TY 2012 Other Assets Schedule

Name: SIMMONS FOUNDATION - PERKINSTHOMPSON

EIN: 01-0277832

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Accrued investment income	3,517	2,582	2,582

TY 2012 Other Expenses Schedule

Name: SIMMONS FOUNDATION - PERKINSTHOMPSON

EIN: 01-0277832

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Office expenses	132	66		66

TY 2012 Other Liabilities Schedule

Name: SIMMONS FOUNDATION - PERKINSTHOMPSON

EIN: 01-0277832

Description	Beginning of Year - Book Value	End of Year - Book Value
Deferred excise tax	8,516	5,117
Excise tax payable	279	4,784

TY 2012 Other Liabilities Schedule

Name: SIMMONS FOUNDATION - PERKINSTHOMPSON

EIN: 01-0277832

Description	Beginning of Year - Book Value	End of Year - Book Value
Deferred excise tax	8,516	5,117
Excise tax payable	279	4,784

TY 2012 Other Professional Fees Schedule

Name: SIMMONS FOUNDATION - PERKINSTHOMPSON

EIN: 01-0277832

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
People United Bank Investment fees	18,906	18,906		

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TY 2012 Taxes Schedule

Name: SIMMONS FOUNDATION - PERKINSTHOMPSON

EIN: 01-0277832

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise tax	2,727			