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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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

, and ending

Name of foundation Maine Education Services		A Employer identification number 01-0471533
Number and street (or P.O. box number if mail is not delivered to street address) 131 Presumpscot Street	Room/suite	B Telephone number (207) 791-3600
City or town, state, and ZIP code Portland, ME 04103		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		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,463,860.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify)	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		42,000.			
2 Check ☐ If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		500.	500.	500.	
4 Dividends and interest from securities		41,091.	41,091.	41,091.	
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					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain				0.	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		4,102,201.	4,902.	4,102,201.	Statement 1
12 Total. Add lines 1 through 11		4,185,792.	46,493.	4,143,792.	
13 Compensation of officers, directors, trustees, etc.		267,119.	8,014.	253,763.	13,356.
14 Other employee salaries and wages		316,871.	8,635.	287,840.	29,031.
15 Pension plans, employee benefits		180,966.	5,332.	177,749.	3,217.
16a Legal fees Stmt 2		3,879.	0.	1,561.	2,318.
b Accounting fees Stmt 3		18,523.	556.	18,523.	0.
c Other professional fees Stmt 4		16,917.	507.	16,071.	846.
17 Interest					
18 Taxes					
19 Depreciation and depletion		17,966.	539.	17,966.	
20 Occupancy		78,406.	2,352.	74,486.	3,920.
21 Travel, conferences, and meetings		15,471.	0.	9,812.	5,658.
22 Printing and publications		34,866.	0.	0.	34,866.
23 Other expenses Stmt 5		2,580,395.	1,804.	2,512,993.	67,403.
24 Total operating and administrative expenses. Add lines 13 through 23		3,531,379.	27,739.	3,370,764.	160,615.
25 Contributions, gifts, grants paid		58,750.			60,750.
26 Total expenses and disbursements. Add lines 24 and 25		3,590,129.	27,739.	3,370,764.	221,365.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		595,663.			
b Net investment income (if negative, enter -0-)			18,754.		
c Adjusted net income (if negative, enter -0-)				773,028.	

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		200.	200.	200.
	2	Savings and temporary cash investments		314,504.	309,910.	309,910.
	3	Accounts receivable	107,798.			
		Less: allowance for doubtful accounts		93,872.	107,798.	107,798.
	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	50,768.			
		Less: allowance for doubtful accounts	6,120.	50,722.	44,648.	44,648.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		50,512.	57,043.	57,043.
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	Stmt 6	1,100,031.	1,748,911.	1,748,911.
	c	Investments - corporate bonds	Stmt 7	0.	42,936.	42,936.
Liabilities	11	Investments - land, buildings, and equipment basis				
		Less: accumulated depreciation				
	12	Investments - mortgage loans				
	13	Investments - other	Stmt 8	1,102,134.	1,104,360.	1,104,360.
	14	Land, buildings, and equipment basis	169,058.			
		Less: accumulated depreciation	Stmt 9	122,678.	52,646.	46,380.
	15	Other assets (describe)	Interest receivable	1,527.	1,674.	1,674.
	16	Total assets (to be completed by all filers)		2,766,148.	3,463,860.	3,463,860.
	17	Accounts payable and accrued expenses		194,417.	175,806.	
	18	Grants payable		6,500.	4,500.	
Net Assets or Fund Balances	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)		200,917.	180,306.	
Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.	24	Unrestricted		2,536,231.	3,256,554.	
	25	Temporarily restricted		29,000.	27,000.	
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances		2,565,231.	3,283,554.	
31	Total liabilities and net assets/fund balances		2,766,148.	3,463,860.		

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	2,565,231.
2	Enter amount from Part I, line 27a	2	595,663.
3	Other increases not included in line 2 (itemize) <u>Net unrealized gains</u>	3	122,660.
4	Add lines 1, 2, and 3	4	3,283,554.
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	3,283,554.

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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	NONE		
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			

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

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3

Part 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 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	155,758.	2,454,546.	.063457
2010	213,174.	2,406,701.	.088575
2009	17,335,717.	2,375,163.	7.298748
2008	18,843,338.	3,303,743.	5.703633
2007	1,333,188.	2,625,356.	.507812

2 Total of line 1, column (d)	2	13.662225
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	2.732445
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,838,844.
5 Multiply line 4 by line 3	5	7,756,985.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	188.
7 Add lines 5 and 6	7	7,757,173.
8 Enter qualifying distributions from Part XII, line 4	8	221,365.

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	375.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	375.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	375.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 4,365.	7	4,365.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	3,990.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			
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 2013 estimated tax			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 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) 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	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 2012 or the taxable year beginning in 2012 (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 ► <u>mesfoundation.org</u>	13	X	
14	The books are in care of ► <u>Darren Hurlburt, President/CEO</u> Telephone no. ► <u>(207) 791-3600</u> Located at ► <u>131 Presumpscot Street, Portland, ME</u> ZIP+4 ► <u>04103</u>			
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 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? 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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 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 ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 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.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	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)?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? ☐ Yes ☒ 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? ☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10		267,119.	49,844.	7,800.

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
Edfinancial Services, LLC - 298 North Seven Oaks Drive, Knoxville, TN 37922	Federal Direct Student Loan Servicing	2411177.

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 See Statement 11	931,847.
2 See Statement 12	162,114.
3 Scholarship awards	52,250.
4 Federal Direct Loan Servicing (not for profit program)	2,411,177.

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	
3 All other program-related investments. See instructions.	
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 2,385,717.
b	Average of monthly cash balances	1b 496,358.
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 2,882,075.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.
2	Acquisition indebtedness applicable to line 1 assets	2 0.
3	Subtract line 2 from line 1d	3 2,882,075.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 43,231.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 2,838,844.
6	Minimum investment return. Enter 5% of line 5	6 141,942.

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
2a	Tax on investment income for 2012 from Part VI, line 5	2a
b	Income tax for 2012. (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c
3	Distributable amount before adjustments. Subtract line 2c from line 1	3
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5
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

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 221,365.
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	4 221,365.
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	6 221,365.

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)

N/A

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years				
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: ► \$				
a Applied to 2011, but not more than line 2a				
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				
e Remaining amount distributed out of corpus				
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				
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 instr...				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
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				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	141,942.	122,727.	120,335.	118,758.	503,762.
b 85% of line 2a	120,651.	104,318.	102,285.	100,944.	428,198.
c Qualifying distributions from Part XII, line 4 for each year listed	221,365.	155,758.	213,174.	17,335,717.	17,926,014.
d Amounts included in line 2c not used directly for active conduct of exempt activities	8,500.	0.	2,550.	0.	11,050.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	212,865.	155,758.	210,624.	17,335,717.	17,914,964.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	94,628.	81,818.	80,223.	79,172.	335,841.
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)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

None

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

None

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (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:

See Statement 13

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

c Any submission deadlines:

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

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				
Adam Bryant	None		Teens Who Care scholarship	2,000.
Addison Dunn	None		JA Titan scholarship	500.
Alexandra Morrow	None		Teens Who Care scholarship	2,000.
Amber Rowell	None		Richard and Scottie Pierce Family Foundation scholarship	1,000.
Andrew Cote	None		JA Titan scholarship	500.
Total See continuation sheet(s) ▶ 3a				60,750.
b Approved for future payment				
None				
Total ▶ 3b				0.

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

Employer identification number

Maine Education Services

01-0471533

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

Maine Education Services

01-0471533

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Richard & Scottie Pierce Family Foundation 10202 E. Journey Lane Scottsdale, AZ 85255	\$ 16,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	Pacific and Southern Company, Inc. One Congress Square Portland, ME 04101	\$ 26,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

Maine Education Services

01-0471533

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization

Employer identification number

Maine Education Services

01-0471533

Part III

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

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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
Ashley Kitchin	None		Richard and Scottie Pierce Family Foundation scholarship	1,000.
Caitlin Levesque	None		Richard and Scottie Pierce Family Foundation scholarship	1,000.
Christopher Low	None		\$2,500 Richard H. Pierce Memorial scholarship & \$1,000 Richard H. Pierce Memorial scholarship	3,500.
Damon Bailey	None		JA Titan scholarship	250.
Danyse Babin	None		Teens Who Care Community Award/Mt. View Share Program	2,000.
Evan Nadeau	None		JA Titan scholarship	500.
Gabriel Turner	None		Teens Who Care scholarship	2,000.
Halee Jandreau	None		Teens Who Care scholarship	2,000.
Isaac Wacome	None		Richard and Scottie Pierce Family Foundation scholarship	1,000.
Jenn Kimborowicz	None		JA Titan scholarship	1,000.
Total from continuation sheets				54,750.

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
Jennifer Hovey	None		Richard and Scottie Pierce Family Foundation scholarship	1,000.
Jessica McIntyre	None		Richard and Scottie Pierce Family Foundation scholarship	1,000.
Julia Brown	None		Teens Who Care scholarship	2,000.
Junior Achievement of Maine	None	Public charity	Financial Literacy class support	4,500.
Katrina Duncan	None		Teens Who Care scholarship	2,000.
Kimberlee Watson	None		Teens Who Care scholarship	2,000.
Lindsey Kandiko	None		Richard and Scottie Pierce Family Foundation scholarship	1,000.
Lucas London	None		Richard and Scottie Pierce Family Foundation scholarship	1,000.
Makayla Carpenter	None		Teens Who Care scholarship	2,000.
Makayla Reed	None		Teens Who Care scholarship	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
Matt Dubois	None		JA Titan scholarship	1,000.
Matthew Soucy	None		Richard and Scottie Pierce Family Foundation scholarship	1,000.
Mikaela Frigon	None		Richard and Scottie Pierce Family Foundation scholarship	1,000.
Minna Mathiasson	None		Richard and Scottie Pierce Family Foundation scholarship	1,000.
Monica Millhime	None		Teens Who Care Community Award/Young Adult Community Service Club	2,000.
Nichole Gardner	None		Richard H. Pierce Memorial scholarship	2,500.
Nick Kothman	None		JA Titan scholarship	250.
Olivia Brown	None		\$2,000 Teens Who Care scholarship and \$1,000 Richard and Scottie Pierce Family Foundation scholarship	3,000.
Randi Kaplan	None		Richard and Scottie Pierce Family Foundation scholarship	1,000.
Roxanne Rummery	None		JA Titan scholarship	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
Sarah Hoak	None		Richard and Scottie Pierce Family Foundation scholarship	1,000.
Sarah Stanley	None		Teens Who Care scholarship	2,000.
Seth Sweet	None		Richard and Scottie Pierce Family Foundation scholarship	1,000.
Stephen Atwood	None		JA Titan scholarship	250.
Sudie Myers	None		Richard and Scottie Pierce Family Foundation scholarship	1,000.
Taylor Wright	None		Richard and Scottie Pierce Family Foundation scholarship	1,000.
Trey Vintinner	None		Richard and Scottie Pierce Family Foundation scholarship	1,000.
Zach Sweet	None		Richard and Scottie Pierce Family Foundation scholarship	1,000.
Total from continuation sheets				

Form 990-PF	Other Income	Statement	1
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Student Loan Administrative services	20,500.	0.	20,500.
Scholarship Servicing	1,500.	0.	1,500.
Interest on educational loans	4,902.	4,902.	4,902.
Fees from Government Agencies	4,075,299.	0.	4,075,299.
Total to Form 990-PF, Part I, line 11	4,102,201.	4,902.	4,102,201.

Form 990-PF	Legal Fees			Statement 2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal	3,879.	0.	1,561.	2,318.
To Fm 990-PF, Pg 1, ln 16a	3,879.	0.	1,561.	2,318.

Form 990-PF	Accounting Fees			Statement	3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Accounting	18,523.	556.	18,523.	0.	
To Form 990-PF, Pg 1, ln 16b	18,523.	556.	18,523.	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
Other professional	16,917.	507.	16,071.	846.
To Form 990-PF, Pg 1, ln 16c	16,917.	507.	16,071.	846.

Form 990-PF	Other Expenses			Statement 5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Insurance	23,734.	712.	22,548.	1,187.
Data processing	3,500.	96.	3,199.	300.
Internet expense	35,556.	45.	1,506.	34,050.
Scholarship management expense	875.	0.	0.	875.
Miscellaneous	510.	0.	455.	55.
Telephone	12,594.	378.	11,965.	630.
Equipment leasing	8,337.	250.	7,920.	417.
Dues, memberships & subscriptions	18,011.	0.	16,735.	1,276.
Supplies	9,346.	266.	8,872.	474.
Staff development	8,119.	0.	7,769.	350.
Advertising	28,220.	0.	16,040.	12,180.
Postage & shipping	9,623.	57.	1,904.	7,719.
Vehicle	2,903.	0.	2,903.	0.
Loan servicing expense	2,411,177.	0.	2,411,177.	0.
Outreach services	7,890.	0.	0.	7,890.
To Form 990-PF, Pg 1, ln 23	2,580,395.	1,804.	2,512,993.	67,403.

Form 990-PF	Corporate Stock		Statement 6
Description	Book Value	Fair Market Value	
Equity mutual funds (see Statement 14)	1,673,684.	1,673,684.	
Commodity funds (see Statement 14)	75,227.	75,227.	
Total to Form 990-PF, Part II, line 10b	1,748,911.	1,748,911.	

Form 990-PF	Corporate Bonds	Statement	7
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<u>Description</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate bonds (see Statement 14)	42,936.	42,936.
Total to Form 990-PF, Part II, line 10c	42,936.	42,936.

Form 990-PF	Other Investments	Statement	8
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<u>Description</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Certificates of Deposit	FMV	1,104,360.	1,104,360.
Total to Form 990-PF, Part II, line 13		1,104,360.	1,104,360.

Form 990-PF	Depreciation of Assets Not Held for Investment	Statement	9
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<u>Description</u>	<u>Cost or Other Basis</u>	<u>Accumulated Depreciation</u>	<u>Book Value</u>
Furniture & Equipment	116,369.	93,741.	22,628.
Vehicles	32,608.	15,663.	16,945.
Leasehold Improvements	20,081.	13,274.	6,807.
Total To Fm 990-PF, Part II, ln 14	169,058.	122,678.	46,380.

Form 990-PF Part VIII - List of Officers, Directors Statement 10
 Trustees and Foundation Managers

Name and Address	Title and Avrg Hrs/Wk	Compensation	Employee Ben Plan Contrib	Expense Account
Peter Cianchette 131 Presumpscot Street Portland, ME 04103	Director 0.50	500.	0.	0.
Bonnie Gould 131 Presumpscot Street Portland, ME 04103	Director 0.50	2,000.	0.	0.
Guy Langevin 131 Presumpscot Street Portland, ME 04103	Director 0.50	1,500.	0.	0.
Wayne Ross 131 Presumpscot Street Portland, ME 04103	Director 0.50	2,000.	0.	0.
Louis J. Violette 131 Presumpscot Street Portland, ME 04103	Director 0.50	2,000.	0.	0.
James Totten 131 Presumpscot Street Portland, ME 04103	Director/Chairman 1.00	1,500.	0.	0.
Donald Reynolds 131 Presumpscot Street Portland, ME 04103	Director/Vice Chair 1.00	2,000.	0.	0.
William O. Hall, III 131 Presumpscot Street Portland, ME 04103	Director/Treasurer 1.00	1,000.	0.	0.
David Bowles 131 Presumpscot Street Portland, ME 04103	Director/Secretary 1.00	2,000.	0.	0.
Darren Hurlburt 131 Presumpscot Street Portland, ME 04103	President & CEO 40.00	154,209.	30,380.	7,800.
Kim Benjamin 131 Presumpscot Street Portland, ME 04103	Vice President/Secretary 40.00	98,410.	19,464.	0.
Totals included on 990-PF, Page 6, Part VIII		267,119.	49,844.	7,800.

Form 990-PF	Summary of Direct Charitable Activities	Statement	11
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Activity One

To assist and promote access to the financing of education for Maine students, by the administration, coordination and marketing of all related activities, including student and parent loans and to assist and work in conjunction with any and all entities similarly engaged.

Expenses

To Form 990-PF, Part IX-A, line 1

931,847.

Form 990-PF	Summary of Direct Charitable Activities	Statement	12
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Activity Two

Provide guidance on financial aid products available, including the production and distribution of the "College Road Map"; and scholarship administration on behalf of other entities.

Expenses

To Form 990-PF, Part IX-A, line 2

162,114.

Form 990-PF	Grant Application Submission Information	Statement 13
	Part XV, Lines 2a through 2d	

Name and Address of Person to Whom Applications Should be Submitted

Maine Education Services
131 Presumpscot Street
Portland, ME 04103

Telephone Number

(207) 791-3600

Form and Content of Applications

Various student loan and scholarship programs available, application and required information varies by program. (www.mesfoundation.org).

Any Submission Deadlines

Varies by program (see www.mesfoundation.org for detailed information)

Restrictions and Limitations on Awards

Varies by program, most programs restricted to Maine residents or students attending Maine educational institutions.