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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 , and ending

Name of foundation THE MARTHA J STEVENS CHARITABLE TRUST		A Employer identification number 01-6127305
Number and street (or P.O. box number if mail is not delivered to street address) P O BOX 37		B Telephone number (see instructions) (207) 474-6738
City or town, state, and ZIP code ATHENS ME 04912		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) \$ 296,307		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		

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)
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	24	24	24	
4	Dividends and interest from securities	7,905	7,905	7,905	
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	39,088			
b	Gross sales price for all assets on line 6a	163,140			
7	Capital gain net income (from Part IV, line 2)		39,088		
8	Net short-term capital gain			1,748	
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	-209	-209	-353	
12	Total. Add lines 1 through 11	46,808	46,808	9,324	
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)	650			650
b	Accounting fees (attach schedule)	825			825
c	Other professional fees (attach schedule)	3,195	3,195	3,195	
17	Interest				
18	Taxes (attach schedule) (see instructions)	426	426	84	
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications	27			27
23	Other expenses (attach schedule)	18	18	18	
24	Total operating and administrative expenses. Add lines 13 through 23	5,141	3,639	3,297	1,502
25	Contributions, gifts, grants paid	63,034			63,034
26	Total expenses and disbursements. Add lines 24 and 25	68,175	3,639	3,297	64,536
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-21,367			
b	Net investment income (if negative, enter -0-)		43,169		
c	Adjusted net income (if negative, enter -0-)			6,027	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	31,367	34,455	34,455
	2 Savings and temporary cash investments			
	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 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			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	221,175	206,816	252,086
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ☐ Less accumulated depreciation (attach schedule) ☐			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	14,007	3,911	9,766
	14 Land, buildings, and equipment basis ☐ Less accumulated depreciation (attach schedule) ☐			
15 Other assets (describe ☐)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	266,549	245,182	296,307	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ☐)			
23 Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒			
	27 Capital stock, trust principal, or current funds	218,128	210,727	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	48,421	34,455	
30 Total net assets or fund balances (see instructions)	266,549	245,182		
31 Total liabilities and net assets/fund balances (see instructions)	266,549	245,182		

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	266,549
2 Enter amount from Part I, line 27a	2	-21,367
3 Other increases not included in line 2 (itemize) ☐	3	
4 Add lines 1, 2, and 3	4	245,182
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	245,182

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 Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				

(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			0
b			0
c			0
d			0
e			0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			0
b			0
c			0
d			0
e			0

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	39,088
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	1,748

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.

(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	2,402	329,410	0.007292
2010	4,723	288,815	0.016353
2009	7,701	258,029	0.029845
2008	14,435	306,009	0.047172
2007		340,466	0.000000

2 Total of line 1, column (d)	2	0.100662
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	0.020132
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	328,483
5 Multiply line 4 by line 3	5	6,613
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	432
7 Add lines 5 and 6	7	7,045
8 Enter qualifying distributions from Part XII, line 4 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.	8	64,536

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

1 a 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		432
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		432
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		432
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		432
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ Refunded ☐	11		0

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the definition)? <i>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</i>		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 ☐ \$ _____ (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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a 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? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8 a 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 990PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>		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)? <i>If "Yes," complete Part XIV</i>	X	
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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 ▶ N/A	13	X	
14	The books are in care of ▶ Vaughn LeBlanc Telephone no ▶ (207) 474-6738 Located at ▶ 1765 East Ridge Road Cornville ME ZIP+4 ▶ 04976			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 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 9022.1 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b N/A	
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? If "Yes," list the years ▶ 20 10 , 20 , 20 , 20	☒ Yes ☐ No	
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	X
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 N/A	
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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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** N/A

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** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (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
Vaughn LeBlanc 1765 East Ridge Road Cornville, ME 04976	Trustee 00	0		
Danny L. Warren Ridge Road Cornville, ME 04976	Co Trustee 00	0		

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☒

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 Rehabilitation and development of The Lakewood Theatre in Madison, Maine Number of organizations benefited 1	64,536
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 instructions	
3	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	298,665
b	Average of monthly cash balances	1b	34,820
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	333,485
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	333,485
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	5,002
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	328,483
6	Minimum investment return. Enter 5% of line 5	6	16,424

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	0
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	0

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	64,536
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	64,536
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	432
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	64,104

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)**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			16,129	
b Total for prior years 20 <u>08</u> , 20 <u>09</u> , 20 <u>10</u>		48,758		
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	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>64,536</u>				
a Applied to 2011, but not more than line 2a			16,129	
b Applied to undistributed income of prior years (Election required—see instructions)		48,407		
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	0			
b Prior years' undistributed income Subtract line 4b from line 2b		351		
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		351		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
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				
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				

▶

☒ 4942(1)(3) or ☐ 4942(1)(5)

(4) Gross investment income

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
6,027	4,416	5,229	4,969	20,641
5,123	3,754	4,445	4,224	17,546
64,536	2,402	4,723	7,750	79,411
				0
64,536	2,402	4,723	7,750	79,411
				0
				0
10,949	10,981	9,627	7,601	39,158
				0
				0
				0
				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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					24
4	Dividends and interest from securities					7,905
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					-209
8	Gain or (loss) from sales of assets other than inventory					39,088
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		0	46,808
13	Total. Add line 12, columns (b), (d), and (e)					46,808

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Vaughn LeBlanc		1765 East Ridge Road	Cornville	ME	04976		Trustee	0 00	0	0	
2	Danny L Warren		Ridge Road	Cornville	ME	04976		Co Trustee	0 00	0	0	

Part II, Line 10b (990-PF) - Investments - Corporate Stock

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Part II, Line 13 (990-PF) - Investments - Other

		14,007		3,911		9,766	
		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year		
1	Alliance Resource Partners Co LP	AT COST	8,479	0	0		
2	Enterprise Products Partners LP	AT COST	5,528	3,911	9,766		

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

[illegible]

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions		Amount		Totals										
Short Term CG Distributions				Capital Gains/Losses					Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
				Other sales					163,140		124,062		39,0	
				0										
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X 60shs Abbott Labs	002824100	Public		10/3/2008	P	8/13/2012	3,939	3,546					3
2	X 15shs Amgen Inc	009363102	Public		12/16/2011	P	8/13/2012	1,230	1,143					
3	X 115shs Alliance Resource Partn	01877R108	Public		9/24/2010	P	9/21/2012	7,303	6,597					7
4	X 30shs Alliance Resource Partne	01877R108	Public		9/24/2010	P	8/13/2012	1,921	1,717					2
5	X 670shs Alfa Group Inc	022085103	Public		1/12/2009	P	1/5/2012	19,139	10,763					8.3
6	X 30shs Automatic Data Processor	053015103	Public		12/16/2011	P	8/13/2012	1,699	1,546					1
7	X 25shs Bar Harbor Bankshares	068849100	Public		5/23/2000	P	8/13/2012	844	404					4
8	X 25shs BHP Billiton Limited	088606108	Public		4/12/2012	P	8/13/2012	1,717	1,797					-
9	X 165shs Buckle Inc	118440106	Public		2/17/2011	P	1/5/2012	6,852	6,323					5
10	X 25shs Canadian Natl Railway	136375102	Public		8/3/2010	P	8/13/2012	2,244	1,636					6
11	X 15shs Chevron Corp	166764100	Public		1/15/2004	P	8/13/2012	1,683	639					10
12	X 100shs Chevron Corp	166764100	Public		1/15/2004	P	6/5/2012	9,623	4,263					5.3
13	X 20shs Cogate Palmolive	194162103	Public		8/31/2011	P	8/13/2012	2,063	1,815					2
14	X 30shs Compass Minerals Int'l	20451N101	Public		12/21/2011	P	8/13/2012	2,132	2,142					-
15	X 15shs Cummins Inc	231021106	Public		7/27/2011	P	8/13/2012	1,462	1,629					-1
16	X 30shs Enterprise Products Part	239792107	Public		2/17/2010	P	8/13/2012	1,560	566					9
17	X 95shs Facetel Research System	303075105	Public		9/24/2010	P	10/25/2012	8,567	7,629					9
18	X 15shs Facetel Research System	303075105	Public		9/24/2010	P	8/13/2012	1,382	1,205					1
19	X 30shs Intel Business Machines	459200101	Public		10/3/2008	P	8/13/2012	5,925	3,213					2.7
20	X 25shs Intel Business Machines	459200101	Public		10/3/2008	P	6/5/2012	4,717	2,677					2.0
21	X 75shs Intel Corp	458140100	Public		7/20/2009	P	8/13/2012	1,960	1,401					5
22	X 65shs McDonalds Corp	580135101	Public		10/22/2008	P	8/13/2012	5,696	3,617					2.0
23	X 120shs McDonalds Corp	580135101	Public		10/22/2008	P	12/19/2012	10,778	6,678					4.1
24	X 90shs Nike Inc CIB	654106103	Public		9/24/2010	P	11/15/2012	8,145	7,283					8
25	X 20shs Nike Inc CIB	654106103	Public		9/24/2010	P	8/13/2012	1,880	1,619					2
26	X 155shs Novartis AG ADR	66887V109	Public		3/1/2010	P	4/12/2012	8,484	8,618					-1
27	X 15shs Novo Nordisk AS	670100205	Public		4/12/2012	P	8/13/2012	2,315	2,185					1
28	X 20shs Occidental Petroleum Co	674599105	Public		4/29/2010	P	8/13/2012	1,787	1,729					
29	X 80shs Occidental Petroleum Co	674599105	Public		4/29/2010	P	11/8/2012	6,134	6,915					-7
30	X 35shs Oreck Inc	682860103	Public		9/13/2011	P	8/13/2012	1,547	1,189					3
31	X 135shs PepsiCo Inc	713448108	Public		2/17/2010	P	2/13/2012	8,568	8,379					1
32	X 35shs Philip Morris Int'l	718127109	Public		10/24/2008	P	8/13/2012	3,216	1,425					1.7
33	X 46shs Philip Morris Int'l	718127109	Public		10/24/2008	P	8/22/2012	4,261	1,873					2.4
34	X 62shs Phillips 66	718546104	Public		3/22/2006	P	6/5/2012	1,841	1,789					
35	X 0 shs Phillips 66	718546104	Public		3/22/2006	P	5/1/2012	15	14					
36	X 25shs Praxair Inc	74005P104	Public		7/20/2009	P	8/13/2012	2,669	1,776					8
37	X 25shs Price T Rowe Group	74144T108	Public		1/5/2012	P	8/13/2012	1,496	1,435					
38	X 30shs Qualcomm Inc	747525103	Public		2/22/2012	P	8/13/2012	1,841	1,841					
39	X 35shs United Tech Corp	913017109	Public											1.1
40	X 55shs Williams Cos Inc	969467100	Public		10/5/2012	P	8/13/2012	1,731	1,509					2

Part I, Line 11 (990-PF) - Other Income

		-209	-209	-353
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	EPD 293792107 Ordinary Business Loss	-644	-644	-644
2	EPD 293792107 Net L-T Capital Gain	159	159	
3	EPD 293792107 Net S1231 Loss	-15	-15	
4	ARLP 01877R108 Ordinary Business Income	2	2	2
5	ARLP 01877R108 Excess Percent Depletion	289	289	289

Part I, Line 16a (990-PF) - Legal Fees

		650	0	0	650
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Perkins, Townsend, Shay & Talbot	50			50
2	Ann C Bridges	600			600

Part I, Line 16b (990-PF) - Accounting Fees

		825	0	0	825
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	John B Jordan, CPA, PA	825			825

Part I, Line 16c (990-PF) - Other Professional Fees

		3,195	3,195	3,195	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Copeland Capital	3,195	3,195	3,195	

Part I, Line 18 (990-PF) - Taxes

		426	426	84	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20				
2	Tax on investment income	342	342		
3	Foreign Income tax	84	84	84	

Part I, Line 23 (990-PF) - Other Expenses

		18	18	18	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ARLP 1877R108 Nondeductible expenses	18	18	18	

Part VII-A, Lines 1a and 1b (990-PF) - Political Participation

1a During the tax year, did the foundation attempt to influence any national, state, or local legislator or did it participate or intervene in any political campaign?

☐ Yes ☒ No

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?

☐ Yes ☒ No

If "Yes" to 1a or 1b, please describe the activities

Part VII-A, Line 8b (990-PF) - Copy of Form 990-PF to Attorney General

The State of Maine does not have any filing requirements for Non-Profit Organizations

Part XIII, Line 4b (990-PF) - Qualifying Distribution Made Out of Prior Year Undistributed Income

If the private foundation is electing to treat a qualifying distribution as made out of the undistributed income of a prior taxable year, please provide an explanation

Election is made to correct for prior years errors in calculating distributable amounts

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	16,129
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	16,129

Part XIII, Line 2b, Column B (990-PF) - Undistributed Income for Prior Years

1	Undistributed income for the 3rd year 2010	1	11,930
2	Undistributed income for the 4th year 2009	2	8,129
3	Undistributed income for the 5th year 2008	3	28,699
4	Total	4	48,758