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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
ELLIOTSVILLE PLANTATION INC

A Employer identification number
13-4223002

Number and street (or P O box number if mail is not delivered to street address) Room/suite
PO BOX 148

B Telephone number (see instructions)
(207) 827-4456

City or town, state, and ZIP code
PORTLAND, ME 041120148

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)* ▶$ 131,766,249

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

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	1,118,432	1,118,432	1,118,432	
	4	Dividends and interest from securities	1,118,617	1,118,617	1,118,617	
	5a	Gross rents	168	168	168	
	b	Net rental income or (loss) 168				
	6a	Net gain or (loss) from sale of assets not on line 10	1,329,703			
	b	Gross sales price for all assets on line 6a 32,274,095				
	7	Capital gain net income (from Part IV, line 2)		1,329,703		
	8	Net short-term capital gain			420,575	
	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)	204,211	204,211	204,211	
	12	**Total.** Add lines 1 through 11	3,771,131	3,771,131	2,862,003	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	160,000	0	0	160,000
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	4,632	0	0	4,632
	16a	Legal fees (attach schedule)	7,807	0	0	7,807
	b	Accounting fees (attach schedule)	14,565	0	0	14,565
	c	Other professional fees (attach schedule)	601,532	219,289	219,289	382,243
	17	Interest	9,362	9,362	9,362	0
	18	Taxes (attach schedule) (see instructions)	290,090	8,953	8,953	281,137
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	85,112	0	0	85,112
	22	Printing and publications				
	23	Other expenses (attach schedule)	498,268	34,351	34,351	459,281
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,671,368	271,955	271,955	1,394,777
	25	Contributions, gifts, grants paid	567,475			567,475
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,238,843	271,955	271,955	1,962,252
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,532,288			
	b	**Net investment income** (if negative, enter -0-)		3,499,176		
	c	**Adjusted net income** (if negative, enter -0-)			2,590,048	

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	45,386	223,967	223,967
	2	Savings and temporary cash investments	4,064,142	1,253,897	1,253,897
	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)	10,296,574	9,595,680	9,946,670
	b	Investments—corporate stock (attach schedule)	8,501,235	10,548,434	11,865,645
	c	Investments—corporate bonds (attach schedule)	34,255,892	26,245,729	27,172,749
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	8,559,284	10,324,742	10,350,579
	14	Land, buildings, and equipment basis ▶ 70,768,315 Less accumulated depreciation (attach schedule) ▶ 15,573	61,890,390	70,752,742	70,752,742
	15	Other assets (describe ▶)	0	200,000	200,000
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	127,612,903	129,145,191	131,766,249
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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	127,612,903	129,145,191	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	127,612,903	129,145,191	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	127,612,903	129,145,191	

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	127,612,903
2	Enter amount from Part I, line 27a	2	1,532,288
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	129,145,191
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	129,145,191

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	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	1,329,703
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	420,575

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	10,003,823	69,588,218	0 143757
2010	8,374,369	71,665,172	0 116854
2009	2,818,406	74,157,755	0 038006
2008	1,751,063	74,194,238	0 023601
2007	12,301,263	48,531,213	0 253471

2	**Total** of line 1, column (d)	2	0 575689
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 115138
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	64,451,656
5	Multiply line 4 by line 3	5	7,420,835
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	34,992
7	Add lines 5 and 6	7	7,455,827
8	Enter qualifying distributions from Part XII, line 4	8	10,824,604

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	34,992
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	34,992
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	34,992
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 52,500		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 5,000		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	57,500
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	22,508
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 22,508	**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
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	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
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	Yes	
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶WWW KEEPMEBEAUTIFUL COM

14 The books are in care of ▶DANIEL P DOIRON CPA Telephone no ▶(207) 772-1981

Located at ▶130 MIDDLE STREET PORTLAND ME ZIP+4 ▶04101

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

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

16	At any time during calendar year 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)*

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
ROXANNE QUIMBY C/O ARB PO BOX 445 PORTLAND, ME 04112	EXECUTIVE DIRECTOR & DIREC 16 00	0	0	0
HANNAH QUIMBY C/O ARB PO BOX 445 PORTLAND, ME 04112	SECRETARY & DIRECTOR 0 00	0	0	0
LUCAS ST CLAIR C/O ARB PO BOX 445 PORTLAND, ME 04112	PRESIDENT & DIRECTOR 40 00	67,500	4,632	0
DANIEL E O'LEARY C/O ARB PO BOX 445 PORTLAND, ME 04112	CHIEF EXECUTIVE OFFICER 20 00	92,500	0	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 ▶ 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
JAMES W SEWALL COMPANY 136 CENTER STREET PO BOX 433 OLD TOWN, ME 044680433	LAND MANAGEMENT SERVICES	374,622
S&B PUBLIC SOLUTIONS 1000 POTOMAC STREET NW 500 WASHINGTON, DC 20007	NATIONAL PARK CONSULTING	228,699
GOLDMAN SACHS 125 HIGH STREET 17TH FLOOR BOSTON, MA 021102704	INVESTMENT MNGMT & ADVICE	219,289
PETER D HART RESEARCH ASSOCIATES 1724 CONNECTICUT AVENUE NW WASHINGTON, DC 20009	SURVEYS, INTERVIEWS & FOCUS GROUPS	114,100
HEADWATERS ECONOMICS PO BOX 7059 BOZEMAN, MT 59771	ECONOMIC IMPACT RESEARCH PAPER	76,000
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 THE PURCHASE OF APPROXIMATELY 8,315 ACRES OF LAND LOCATED IN T4R8, PENOBSCOT COUNTY, MAINE THE PURCHASE WAS MADE FOR CONSERVATION, HABITAT PRESERVATION, ENVIRONMENTAL RESEARCH, AND EDUCATIONAL PURPOSES	5,759,192
2 THE PURCHASE OF APPROXIMATELY 8,285 ACRES OF LAND LOCATED IN BARNARD TOWNSHIP, PISCATAQUIS COUNTY, MAINE AND APPROXIMATELY 2,215 ACRES OF LAND LOCATED IN WILLIAMSBURG TOWNSHIP, PISCATAQUIS COUNTY, MAINE THE PURCHASE WAS MADE FOR CONSERVATION, HABITAT PRESERVATION, ENVIRONMENTAL RESEARCH, AND EDUCATIONAL PURPOSES	2,505,551
3 EXPENDITURES FOR MAINTENANCE, UPKEEP, ECOLOGICAL SURVEYS, STEWARDSHIP PLANS, INSURANCE, REAL ESTATE AND EXCISE TAXES AND OTHER ITEMS RELATED TO VARIOUS PARCELS OF LAND HELD FOR CONSERVATION, HABITAT PRESERVATION, ENVIRONMENTAL RESEARCH AND EDUCATIONAL PURPOSES	621,576
4 THE PURCHASE OF A PARCEL OF LAND LOCATED IN VAIL, PIMA COUNTY, ARIZONA THE PURCHASE WAS MADE FOR CONSERVATION, HABITAT PRESERVATION, ENVIRONMENTAL RESEARCH, AND EDUCATIONAL PURPOSES	552,609

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. . . . . ▶	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	63,474,776
b	Average of monthly cash balances	1b	1,958,377
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	65,433,153
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	65,433,153
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	981,497
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	64,451,656
6	**Minimum investment return.** Enter 5% of line 5	6	3,222,583

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	1,962,252
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	8,862,352
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	10,824,604
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	34,992
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	10,789,612

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				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
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 ▶ $ ________				
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 instructions				
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) (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. . . .				

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. . . . . . . ▶ 2004-11-19

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	2,590,048	3,479,411	1,887,698	1,627,725	9,584,882
b 85% of line 2a	2,201,541	2,957,499	1,604,543	1,383,566	8,147,150
c Qualifying distributions from Part XII, line 4 for each year listed	10,824,604	10,025,522	8,374,369	2,818,406	32,042,901
d Amounts included in line 2c not used directly for active conduct of exempt activities	567,475	569,355	52,300	113,225	1,302,355
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	10,257,129	9,456,167	8,322,069	2,705,181	30,740,546
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	2,148,389	2,319,607	2,388,839	2,471,925	9,328,760
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 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))

ROXANNE QUIMBY

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

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

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

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

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* See Additional Data Table				
Total . . . . ▶ **3a**				567,475
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

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			14	1,118,432	
4 Dividends and interest from securities			14	1,118,617	
5 Net rental income or (loss) from real estate					
a Debt-financed property			16	168	
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	204,211	
8 Gain or (loss) from sales of assets other than inventory			18	1,329,703	
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		3,771,131	0

13 Total. Add line 12, columns (b), (d), and (e) 13 3,771,131

(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

****** | 2013-11-01 | ******

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
DANIEL P DOIRON	DANIEL P DOIRON	2013-11-01		P01206204

Firm's name ▶ ALBIN RANDALL & BENNETT CPAS

Firm's EIN ▶ 01-0448006

Firm's address ▶ 130 MIDDLE STREET PO BOX 445 PORTLAND, ME 041120445

Phone no (207) 772-1981

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)
PUBLICLY TRADED SECURITIES	P		
PUBLICLY TRADED SECURITIES	P		
GS CAPITAL PARTNERS V K-1	P		
GS CAPITAL PARTNERS V K-1	P		
GMS INTL EQUITY PORTFOLIO K-1	P		
GMS INTL EQUITY PORTFOLIO K-1	P		
GS GLOBAL TACTICAL TRADING K-1	P		
TIMBER HARVESTING INCOME	P		

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)
10,668,892		10,219,959	448,933
21,262,581		20,690,822	571,759
1,565			1,565
240,272			240,272
		28,358	-28,358
77,284			77,284
		54	-54
23,501		5,199	18,302

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	
			448,933
			571,759
			1,565
			240,272
			-28,358
			77,284
			-54
			18,302

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*				
FLIGHT 93 NATIONAL MEMORIAL 1201 EYE STREET NW SUITE 550B WASHINGTON,DC 20005	N/A	PUBLIC	OPERATING SUPPORT	20,250
FLIGHT 93 NATIONAL MEMORIAL 1201 EYE STREET NW SUITE 550B WASHINGTON,DC 20005	N/A	PUBLIC	OPERATING SUPPORT	100,000
GREATER PORTLAND LANDMARKS 93 HIGH STREET PORTLAND,ME 04101	N/A	PUBLIC	OPERATING SUPPORT	50,000
MAINE AUDUBON SOCIETY 20 GILSLAND FARM ROAD FALMOUTH,ME 04105	N/A	PUBLIC	OPERATING SUPPORT	20,000
MAINE CENTER OF CREATIVITY 477 CONGRESS STREET 5TH FLOOR PORTLAND,ME 04101	N/A	PUBLIC	MAINE CREATIVE INDUSTRY AWARD	2,400
MAINE DEVELOPMENT FOUNDATION 295 WATER STREET SUITE 5 AUGUSTA,ME 04330	N/A	PUBLIC	SUPPORT OF WOMEN'S LEADERSHIP PROGRAM	2,500
MONHEGAN ARTISTS' RESIDENCY 81 NASH ROAD WINDHAM,ME 04062	N/A	PUBLIC	OPERATING SUPPORT	7,500
NATIONAL PARK FOUNDATION 1201 EYE STREET NW SUITE 550B WASHINGTON,DC 20005	N/A	PUBLIC	OPERATING SUPPORT	75,000
NATIONAL PARK FOUNDATION 1201 EYE STREET NW SUITE 550B WASHINGTON,DC 20005	N/A	PUBLIC	AFRICAN AMERICAN EXPERIENCE FUND	30,000
NATIONAL PARK FOUNDATION 1201 EYE STREET NW SUITE 550B WASHINGTON,DC 20005	N/A	PUBLIC	AAEF - 2012 CHALLENGE GRANT	20,000
NATIONAL PARKS CONSERVATION ASSOCIATION 777 6TH STREET NW SUITE 700 WASHINGTON,DC 20001	N/A	PUBLIC	MAINE NORTH WOODS CONSERVATION	150,000
PIERRE MONTEAUX MEMORIAL FOUNDAITON PO BOX 457 HANCOCK,ME 04640	N/A	PUBLIC	OPERATING SUPPORT	15,000
RESTORE THE NORTH WOODS 9 UNION STREET HALLOWELL,ME 04347	N/A	PUBLIC	MAINE ENVIRONMENTAL NEWS	10,000
SIERRA CLUB 44 OAK STREET SUITE 301 PORTLAND,ME 04101	N/A	PUBLIC	MAINE WOODS CONSERVATION	25,000
TROUT UNLIMITED 1300 NORTH 17TH STREET SUITE 500 ARLINGTON,VA 22209	N/A	PUBLIC	OPERATING SUPPORT	14,825

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*				
TROUT UNLIMITED 1300 NORTH 17TH STREET SUITE 500 ARLINGTON, VA 22209	N/A	PUBLIC	OPERATING SUPPORT	25,000
Total . . . . ▶ **3a**				567,475

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TY 2012 Accounting Fees Schedule

Name: ELLIOTSVILLE PLANTATION INC

EIN: 13-4223002

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING SERVICES & TAX PREPARATION	14,565	0	0	14,565

TY 2012 Investments Corporate Bonds Schedule

Name: ELLIOTSVILLE PLANTATION INC

EIN: 13-4223002

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ANHEUSER-BUSCH INBEV WORLDWIDE 2.5% 07/15/2022 SR LIEN M-W+15.00BP	508,026	508,859
ASIA MTN 3.625% 09/05/2013 MS SER 463-00-1 SR LIEN	107,170	103,390
AT&T INC. 1.6% 02/15/2017 SR LIEN	449,460	458,003
BECTON, DICKINSON AND CO 5.0% 05/15/2019 SR LIEN M-W+30.00BP	467,084	476,680
BLACKROCK, INC. 5.0% 12/10/2019 M-W+25.00BP	432,963	479,779
BOTTLING GROUP, LLC 5.5% 04/01/2016 SR LIEN M-W+15.00BP	106,130	115,648
BRITISH COLUMBIA HER MAJESTY 2.85% 06/15/2015 THE QUEEN IN RIGHT (PROVINCE O	239,204	238,268
CAISSE D'AMORTISSEMENT DE LA D 5.0% 01/15/2013	107,220	104,932
CISCO SYSTEMS, INC. 5.5% 02/22/2016 M-W+20.00BP	107,190	116,276
COCA-COLA COMPANY (THE) 3.15% 11/15/2020 SR LIEN M-W+10.00BP	404,720	436,882
COUNCIL OF EUROPE DEVELOPMENT 4.25% 04/22/2013 USD	267,675	260,194
E I DUPONT DE NEMOURS&CO CORP 5.25% 12/15/2016 USD SR LIEN M-W+15.00BP	110,394	115,744
ELECTRONIC DATA SYSTEMS CORP 06/30/03 07/31/04 6% 08/01/201 6.0% TO 8/1/04,	105,600	105,018
EXPORT DEVELOPMENT CANADA 1.5% 05/15/2014	230,625	229,191
FFCB 5.5% 04/13/2015 AO	250,507	282,262
FHLB 1.375 05/28/2014	204,360	203,672
FHLB 3.125% 12/13/2013 JD SER 1L-9013 SR LIEN	104,980	102,942
FHLB 4.125% 03/13/2020 MS SER JT-2020 SR LIEN	113,331	131,983
FHLB 4.125% 03/13/2020 MS SER JT-2020 SR LIEN	113,331	131,983
FHLB 4.875% 06/13/2014 JD	400,146	438,359
FHLB 4.875% 06/13/2014 JD	253,763	277,984
FHLB 5.0% 11/17/2017 MN	612,331	692,853
FHLB 5.5% 08/13/2014 FA -	167,950	166,007
FHLB 5.625% 03/14/2036 MS	81,149	105,904
FHLB 5.625% 03/14/2036 MS	27,050	35,301
FHLMC 1.0% 08/20/2014 FA	328,503	330,991
FNMA GLOBAL 4.375000% 03/15/2013 MS	153,252	153,225
GENERAL ELECTRIC COMPANY 5.25% 12/06/2017 SR LIEN	523,464	532,258
GS HIGH YIELD FLOATING RATE FUND INSTITUTIONAL SHARES	555,570	557,783
GS HIGH YIELD FUND INSTITUTIONAL SHARES	1,028,019	1,112,300

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GS INVESTMENT GRADE CREDIT FUND SEPARATE ACCOUNT INSTITUTIONAL SHARES	2,440,748	2,478,368
GS INVESTMENT GRADE CREDIT FUND SEPARATE ACCOUNT INSTITUTIONAL SHARES	825,589	911,449
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	1,169,288	1,204,359
GS U.S. MORTGAGES FUND SEPARATE ACCOUNT INSTITUTIONAL SHARES	4,242,507	4,263,112
GS U.S. MORTGAGES FUND SEPARATE ACCOUNT INSTITUTIONAL SHARES	1,568,042	1,567,826
HOME DEPOT, INC. (THE) 4.4% 04/01/2021 USD SR LIEN M-W+15.00BP	448,885	476,156
IADB 4.25% 09/14/2015 MS SR LIEN	260,808	278,905
INTL BUSINESS MACHINES CORP 5.7% 09/14/2017 SR LIEN M-W+20.00BP	470,311	489,841
INVESCO FINANCE PLC 3.125% 11/30/2022 SR LIEN	403,264	405,876
KFW 4.375% 07/21/2015 JJ SR LIEN	254,104	279,281
LOWE'S COMPANIES INC 3.75% 04/15/2021 SR LIEN M-W+15.00BP	429,972	443,627
LOWE'S COMPANIES, INC. 5.4% 10/15/2016	108,450	117,369
MCDONALD'S CORPORATION MTN 5.8% 10/15/2017 SR LIEN M-W+20.00BP	168,300	184,081
MEDTRONIC INC. 4.750000 09/15/2015 M-W+15.00BP	163,905	168,313
MICROSOFT CORPORATION 4.2% 06/01/2019 SR LIEN	99,950	115,631
NOVARTIS CAPITAL CORP 4.125% 02/10/2014 M-W+40.00BP	103,860	105,619
NOVARTIS SECURITIES INVESTMENT 5.125% 02/10/2019 M-W+40.00BP	357,882	364,573
ORACLE CORPORATION 5.75% 04/15/2018 SR LIEN M-W+35.00BP	108,620	122,915
PFIZER INC. 5.35% 03/15/2015 SR LIEN M-W+50.00BP	109,450	111,706
PHILIP MORRIS INTERNATIONAL IN 4.875% 05/16/2013 SR LIEN	103,430	102,228
PHILIP MORRIS INTERNATIONAL IN 5.65% 05/16/2018 SR LIEN	360,591	365,836
PRAXAIR, INC 4.625% 03/30/2015	162,285	165,047
PROCTER & GAMBLE COMPANY (THE) 3.5% 02/15/2015 M-W+30.00BP	100,730	107,497
PUBLIC SERVICE CO OF COLORADO 3.2% 11/15/2020 SR LIEN	99,593	109,513
SANOFI 2.625% 03/29/2016 USD SR LIEN M-W+15.00BP	421,116	423,691
TEVA PHARMACEUTICAL FIN CO B.V 2.95% 12/18/2022 SR LIEN M-W+20.00BP	456,219	455,645
TOTAL CAPITAL 3.125% 10/02/2015 SR LIEN M-W+15.00BP	75,255	80,406
TVA 6.25% 12/15/2017 JD	440,696	505,459
UNITED TECHNOLOGIES CORPORATIO 5.375% 12/15/2017 M-W+25.00BP	477,460	476,400
UNITEDHEALTH GROUP INC 6.0% 02/15/2018 SR LIEN M-W+35.00BP	488,040	495,943

Name of Bond	End of Year Book Value	End of Year Fair Market Value
VERIZON COMMUNICATIONS INC. 5.25% 04/15/2013 SR LIEN M-W+40.00BP	103,470	102,477
WACHOVIA CORPORATION MTN 5.000000 08/15/2015 SUB LIEN	436,992	444,520
WALGREEN CO. 5.25% 01/15/2019	116,120	119,713
WAL-MART STORES, INC. 5.8% 02/15/2018	108,630	124,696

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TY 2012 Investments Corporate Stock Schedule

Name: ELLIOTSVILLE PLANTATION INC

EIN: 13-4223002

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES CMN	72,126	76,635
ACTIVISION BLIZZARD INC CMN	51,216	48,321
ADT CORPORATION (THE) CMN	25,044	32,264
ADVENT SOFTWARE INC CMN	12,293	11,909
AFLAC INCORPORATED CMN	87,648	102,097
ALBEMARLE CORP CMN	24,801	34,104
ALEXANDER & BALDWIN, INC. CMN	10,631	16,447
ALLEGHANY CORP (DELAWARE) CMN	9,386	11,069
ALTRIA GROUP, INC. CMN	58,086	63,949
AMAZON.COM INC CMN	32,674	47,164
AMERICAN EAGLE OUTFITTERS INC (NEW)	41,760	42,517
AMERICAN EAGLE OUTFITTERS INC (NEW)	8,251	13,803
AMERICAN EXPRESS CO. CMN	28,920	33,453
AMERICAN EXPRESS CO. CMN	71,410	83,921
AMERICAN TOWER CORPORATION CMN	72,398	146,272
AMERIPRISE FINANCIAL, INC. CMN	31,285	46,033
APACHE CORP. CMN	70,239	59,739
APOLLO GROUP CLASS A COMMON STOCK	52,479	47,635
APPLE, INC. CMN	43,874	54,814
APPLE, INC. CMN	52,352	56,410
APPLE, INC. CMN	115,770	220,852
ATWOOD OCEANICS INC CMN	23,195	28,527
AUTOZONE, INC. CMN	27,384	28,354
AVON PRODUCTS INC. CMN	31,008	16,026
BANK OF AMERICA CORP CMN	38,051	49,029
BAXTER INTERNATIONAL INC CMN	25,507	25,664
BAXTER INTERNATIONAL INC CMN	39,104	49,328
BIG LOTS INC CMN	21,905	21,117
BMC SOFTWARE INC. CMN	30,689	29,953
BOEING COMPANY CMN	30,686	37,002

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CABELA'S INCORPORATED CMN CLASS A	17,846	32,064
CAPITAL ONE FINANCIAL CORP CMN	26,189	27,806
CAREFUSION CORPORATION CMN	57,770	61,533
CATERPILLAR INC (DELAWARE) CMN	51,309	43,729
CATERPILLAR INC (DELAWARE) CMN	26,881	21,596
CBOE HOLDINGS, INC. CMN	74,639	74,387
CBRE GROUP INC CMN	65,094	83,122
CF INDUSTRIES HOLDINGS, INC. CMN	46,902	54,650
CHEVRON CORPORATION CMN	46,824	51,042
CHEVRON CORPORATION CMN	58,793	63,046
CHIPOTLE MEXICAN GRILL, INC. CMN	53,566	55,922
CISCO SYSTEMS, INC. CMN	118,457	118,309
CITIGROUP INC. CMN	67,575	81,217
CLIFFS NATURAL RESOURCES INC. CMN	74,858	46,400
CME GROUP INC. CMN CLASS A	54,811	49,606
COACH INC CMN	70,492	61,283
COLGATE-PALMOLIVE CO CMN	40,456	40,039
COLUMBIA SPORTSWEAR COMPANY COMMON STOCK	11,195	11,846
COMCAST CORPORATION CMN CLASS A NON VOTING	74,047	107,544
CONOCOPHILLIPS CMN	48,903	52,713
CONOCOPHILLIPS CMN	43,625	49,407
CONSOL ENERGY INC. CMN	45,807	39,290
COPA HOLDINGS, S.A. CMN CLASS A	39,515	60,863
CORRECTIONS CORP OF AMERICA CMN	18,540	25,858
CORRECTIONS CORP OF AMERICA CMN	18,552	29,795
COSTCO WHOLESALE CORPORATION CMN	52,285	91,029
CROWN CASTLE INTL CORP COMMON STOCK	47,898	104,488
CUMMINS INC COMMON STOCK	51,484	52,658
CVS CAREMARK CORPORATION CMN	65,518	74,121
DEVON ENERGY CORPORATION (NEW) CMN	68,247	46,524

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DISCOVER FINANCIAL SERVICES CMN	68,772	78,603
DOLLAR GENERAL CORPORATION CMN	39,709	38,843
E.I. DU PONT DE NEMOURS AND CO CMN	33,135	28,696
EATON VANCE CORP (NON-VTG) CMN	62,122	74,816
EATON VANCE CORP (NON-VTG) CMN	24,735	34,080
ELI LILLY & CO CMN	49,742	55,929
EMC CORPORATION MASS CMN	36,980	40,809
ENDO HEALTH SOLUTIONS INC CMN	60,335	42,414
ENERGIZER HOLDINGS, INC. CMN	11,327	13,117
EQUINIX INC CMN	38,215	86,604
EXXON MOBIL CORPORATION CMN	56,672	63,268
FEDERATED INVESTORS, INC. CMN CLASS B	83,396	90,226
FIRST INDUSTRIAL REALTY TRUST CMN	8,452	14,629
GENERAL MOTORS COMPANY CMN	13,479	14,040
GILEAD SCIENCES CMN	45,259	70,292
GILEAD SCIENCES CMN	26,627	43,629
GOOGLE, INC. CMN CLASS A	46,377	52,346
GOOGLE, INC. CMN CLASS A	144,146	169,064
GS INTERNATIONAL REAL ESTATE SECURITIES INSTITUTIONAL CLASS SHARES	271,394	273,294
GS REAL ESTATE SECURITIES FUND INSTITUTIONAL SHARES	250,000	257,218
GS SMALL CAP VALUE FUND INSTITUTIONAL CLASS SHARES	553,950	633,619
GS SMALL/MID-CAP GROWTH FUND INSTITUTIONAL SHARES	459,836	611,007
HALLIBURTON COMPANY CMN	67,828	70,108
HALLIBURTON COMPANY CMN	28,888	29,660
HALLIBURTON COMPANY CMN	38,924	42,912
HARTFORD FINANCIAL SRVCS GROUP CMN	12,756	12,836
HASBRO, INC. CMN	21,100	19,889
HEALTH MANAGEMENT ASSOC. CL A CMN CLASS A	51,945	63,870
HERBALIFE LTD. CMN	68,475	39,396
HOLLYFRONTIER CORP CMN	46,014	68,335

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HONEYWELL INTL INC CMN	26,887	36,876
HONEYWELL INTL INC CMN	35,846	37,765
INTEL CORPORATION CMN	26,558	21,672
INTL BUSINESS MACHINES CORP CMN	54,757	55,358
INTL BUSINESS MACHINES CORP CMN	44,416	45,780
JANUS CAPITAL GROUP INC. CMN	17,029	20,584
JOHNSON & JOHNSON CMN	49,408	52,365
JOY GLOBAL INC. CMN	51,289	56,892
KAMAN CORP CMN	14,517	18,290
KRATON PERFORMNC POLMERS INC. CMN	11,186	13,937
LAS VEGAS SANDS CORP. CMN	25,830	30,696
LAZARD EMERGING MARKETS EQUITY PORTFOLIO INSTL SHARES MUTUAL FUND CLASS INS	1,776,015	1,732,655
LEAR CORPORATION CMN	25,191	26,746
LEXMARK INTERNATIONAL INC. CMN CLASS A	17,472	15,166
LOCKHEED MARTIN CORPORATION CMN	51,158	57,497
LOWES COMPANIES INC CMN	22,058	34,774
MACY'S INC. CMN	29,138	30,006
MARATHON PETROLEUM CORPORATION CMN	49,337	70,119
MARRIOTT INTERNATIONAL, INC. CMN CLASS A	37,509	52,737
MARTIN MARIETTA MATERIALS,INC CMN	8,440	11,785
MASTERCARD INCORPORATED CMN CLASS A	34,060	72,709
MATSON, INC. CMN	9,794	13,843
MBIA INC CMN	14,495	14,193
MCKESSON CORPORATION CMN	65,961	71,460
MERCK & CO., INC. CMN	21,213	23,049
MICREL INC CMN	16,946	16,179
MICROSOFT CORPORATION CMN	43,509	38,115
MICROSOFT CORPORATION CMN	25,458	24,199
MOLSON COORS BREWING CO CMN CLASS B	51,329	52,589
MONTPELIER RE HOLDINGS LTD. CMN	17,077	21,808

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NETAPP, INC. CMN	75,478	56,230
NEWELL RUBBERMAID INC CMN	12,500	18,261
NEWFIELD EXPLORATION CO. CMN	24,092	22,147
NEWMARKET CORP CMN	52,571	55,324
NEWMARKET CORP CMN	24,958	39,854
NIKE CLASS-B CMN CLASS B	71,013	94,428
NORTHERN TRUST CORP CMN	41,531	40,529
NU SKIN ENTERPRISES INC CMN CLASS A	24,490	22,008
OLD DOMINION FGHT LINES INC CMN	20,806	33,629
ORACLE CORPORATION CMN	40,061	43,383
ORACLE CORPORATION CMN	34,745	55,078
PARKER-HANNIFIN CORP. CMN	43,453	42,870
PATTERSON-UTI ENERGY, INC. ORD CMN	54,204	58,368
PEPSICO INC CMN	25,030	24,977
PEPSICO INC CMN	53,300	59,260
PFIZER INC. CMN	82,121	106,888
PHILIP MORRIS INTL INC CMN	55,102	62,061
PRAXAIR, INC CMN SERIES	65,316	74,535
PRICELINE.COM INC CMN	25,668	27,297
PRICESMART INC CMN	24,877	25,946
PROCTER & GAMBLE COMPANY (THE) CMN	59,577	66,125
PVH CORP CMN	33,207	54,839
QUALCOMM INC CMN	29,388	28,950
QUALCOMM INC CMN	115,063	162,629
RAYTHEON CO CMN	24,578	33,903
REPUBLIC SERVICES INC CMN	21,152	22,555
RITCHIE BROS. AUCTIONEERS INC CMN	11,435	12,012
ROCKWELL COLLINS, INC. CMN	12,274	14,310
ROSS STORES,INC CMN	44,240	38,837
RPC INC CMN	52,304	55,362

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SALESFORCE.COM, INC CMN	37,987	46,564
SCHLUMBERGER LTD CMN	112,878	125,361
SERVICE CORP INTERNATL CMN	19,436	27,800
SOUTHERN COPPER CORPORATION CMN	26,101	27,865
STURM, RUGER & COMPANY INC. CMN	6,361	10,033
SYSCO CORPORATION CMN	46,612	51,574
TEJON RANCH CO CMN	13,144	14,574
TENET HEALTHCARE CORP CMN	13,566	24,775
TEVA PHARMACEUTICAL IND LTD ADS	53,302	42,829
TEXAS INSTRUMENTS INC. CMN	32,863	34,041
THE MOSAIC COMPANY CMN	29,452	30,354
THE TRAVELERS COMPANIES, INC CMN	18,296	27,363
TJX COMPANIES INC (NEW) CMN	56,901	72,887
TREDEGAR CORPORATION CMN	13,455	17,010
TYCO INTERNATIONAL LTD CMN	24,405	26,296
ULTRA PETROLEUM CORP CMN	27,376	22,209
UNITED THERAPEUTICS CORP CMN	26,046	26,763
UNITEDHEALTH GROUP INCORPORATE CMN	28,965	29,290
URBAN OUTFITTERS INC CMN	25,448	39,754
VALUECLICK INC ORD CMN	20,312	24,030
VERTEX PHARMACEUTICALS INC CMN	39,737	39,889
VIACOM INC CMN CLASS B	79,043	86,177
WADDELL & REED FIN., INC. CLASS A COMMON	61,595	73,609
WAL MART STORES INC CMN	86,412	103,096
WALTER ENERGY INC CMN	23,460	14,747
WESTERN DIGITAL CORPORATION CMN	50,284	62,290
WHITE MTNS INS GROUP LTD CMN	13,701	17,510
WORLD FUEL SERVICES CORP CMN	17,375	18,156
XILINX INCORPORATED CMN	60,272	69,678
YUM BRANDS, INC. CMN	56,392	56,838

TY 2012 Investments Government Obligations Schedule

Name: ELLIOTSVILLE PLANTATION INC

EIN: 13-4223002

US Government Securities - End of Year Book Value:	9,595,680
US Government Securities - End of Year Fair Market Value:	9,946,670
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2012 Investments - Other Schedule

Name: ELLIOTSVILLE PLANTATION INC

EIN: 13-4223002

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GS CAPITAL PARTNERS V INSTITUTIONAL, L.P. / GSCP V INSTITUTIONAL AIV, L.P.	AT COST	587,453	622,562
GS DISTRESSED OPPORTUNITIES FUND IV LP	AT COST	692,936	539,906
GS GLOBAL TACTICAL TRADING LLC	AT COST	1,021,860	1,017,507
GS HEDGE FUND PORTFOLIO (IRELAND) TRANCHE B	AT COST	3,268,642	3,180,862
NON-US EQUITY MANAGERS: PORTFOLIO 1 [SERIES] CLASS 1	AT COST	4,416,163	4,649,570
US REAL PROPERTY INCOME FUND LP	AT COST	225,188	227,672
LONGFELLOW LLC 4% NOTE RECEIVABLE 12/1/2105	AT COST	112,500	112,500

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TY 2012 Land, Etc. Schedule

Name: ELLIOTSVILLE PLANTATION INC

EIN: 13-4223002

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND - BIG BENSON POND	760,005	0	760,005	
LAND - BIG GREENWOOD POND	186,179	0	186,179	
LAND - BIG WILSON PRESERVE	590,000	0	590,000	
LAND - BODFISH FARM ROAD #1	20,900	0	20,900	
LAND - BODFISH FARM ROAD #2	23,000	0	23,000	
LAND - DOUGHTY HILL	39,000	0	39,000	
LAND - GREENWOOD MOUNTAIN	40,000	0	40,000	
LAND - LITTLE GREENWOOD POND PRESERVE	400,000	0	400,000	
LAND - MOUNT KINEO PRESERVE	415,000	0	415,000	
LAND - PEPPERMINT BROOK PRESERVE	48,000	0	48,000	
LAND - SEVEN PONDS PRESERVE	2,400,000	0	2,400,000	
LAND - SZABO PROPERTY	38,900	0	38,900	
LAND - T3R8 & T4R8	12,164,436	0	12,164,436	
LAND - TOWNSHIP 3, RANGE 7	4,120,261	0	4,120,261	
LAND - WAKEMAN GATE	300,000	0	300,000	
LAND - 1 GREENVILLE RD, MONSON	56,016	0	56,016	
LAND - 3 GREENVILLE RD, MONSON	32,216	0	32,216	
LAND - 5 GREENVILLE RD, MONSON	33,721	0	33,721	
LAND - 4 WATER ST, MONSON	89,766	0	89,766	
LAND - SCHOODIC PENNINSULA	844,222	0	844,222	
FURNITURE	15,573	15,573	0	
LAND - SEAL COVE RD, SOUTHWEST HARBOR	482,776	0	482,776	
LAND - OTTER CLIFF RD, BAR HARBOR	754,286	0	754,286	
LAND - OTTER CLIFF ROAD	422,544	0	422,544	
LAND - EASEMENT CARANTUNK FALLS	51,522	0	51,522	
LAND - MOUNT DESERT ISLAND	46,934	0	46,934	
LAND - T2R8 AND T3R8	7,823,576	0	7,823,576	
LAND - MAP 223 LOT 17	30,984	0	30,984	
LAND - BLACK DOG ROAD PROPERTY	117,116	0	117,116	
LAND - MAP 21 LOT 16	30,884	0	30,884	

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND - T4R7 AND T4R8, PENOBSCOT COUNTY	3,557,793	0	3,557,793	
LAND - T3R7 W.E.L.S., PENOBSCOT COUNTY	1,964,470	0	1,964,470	
LAND - T3R8 AND T4R8, PENOBSCOT COUNTY	6,102,442	0	6,102,442	
COLLECTIBLES	110,057	0	110,057	
MAP 14 LOT 8, TREMONT, ME	101,488	0	101,488	
MAP 22 LOT 12 LONG POND SW HARBOR, ME	428,978	0	428,978	
LAND - T4R8 W.E.L.S	297,180	0	297,180	
LAND - MDI ROUND POND	1,241,625	0	1,241,625	
LAND - T6R9 & T7R9	125,000	0	125,000	
LAND - MONTROSE COLORADO	2,128,570	0	2,128,570	
LAND - HULLS COVE	71,139	0	71,139	
LAND - TREMONT MAP 3 LOT 16	381,553	0	381,553	
LAND - WILLIAMSBURG & ELLIOTSVILLE TWNSP (1108 ACRES)	547,936	0	547,936	
LAND - T6R9 & T7R9 & BARNARD (8034 ACRES)	3,972,878	0	3,972,878	
LAND - ELLIOTSVILLE FROM CARATUNK	704,533	0	704,533	
LAND - T4R7 (4937 AC) & T5R7 (6575 AC)	3,511,948	0	3,511,948	
LAND - FAWN LANE GRAND JUNCTION	190,256	0	190,256	
LAND - 2011 MDI-ROUND POND	555,820	0	555,820	
LAND - LUNKOOS CAMPS (T3R7)	334,539	0	334,539	
LAND - CRACKER LAKE MONTANA	238,292	0	238,292	
LAND - WILLIAMSBURG (2393 AC)	761,943	0	761,943	
LAND - BOWERBANK & BARNARD (7050 AC)	2,244,706	0	2,244,706	
LAND - CHIMENA CREEK ARIZONA	552,609	0	552,609	
LAND - CRAWFORD & LAKEVILLE	2,505,551	0	2,505,551	
LAND - FRASER PENOBSCOT COUNTY	5,759,192	0	5,759,192	

TY 2012 Legal Fees Schedule

Name: ELLIOTSVILLE PLANTATION INC

EIN: 13-4223002

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
VARIOUS LEGAL FEES	7,807	0	0	7,807

TY 2012 Other Assets Schedule

Name: ELLIOTSVILLE PLANTATION INC

EIN: 13-4223002

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DUE FROM QUIMBY COLONY RE MAINE COLLEGE OF ART		200,000	200,000

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TY 2012 Other Expenses Schedule

Name: ELLIOTSVILLE PLANTATION INC

EIN: 13-4223002

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NATIONAL PARK CONSULTING	228,699	0	0	228,699
NATIONAL PARK SURVEYS, INTERVIEWS & FOCUS GROUPS	114,100	0	0	114,100
NATIONAL PARK ECONOMIC IMPACT RESEARCH PAPER	76,000	0	0	76,000
PUBLIC RELATIONS CONSULTING	14,875	0	0	14,875
ADVERTISING	10,000	0	0	10,000
LAND MAINTENANCE & PROPERTY UPKEEP	500	0	0	500
CONTRACT LABOR	3,049	0	0	3,049
OTHER NON DEDUCTIBLE INVESTMENT EXPENSES	4,636	0	0	0
PORTFOLIO DEDUCTIONS FROM PASS THRU INVESTMENTS	34,351	34,351	34,351	0
ASSOCIATION DUES	488	0	0	488
INSURANCE	2,592	0	0	2,592
OFFICE EXPENSE	2,208	0	0	2,208
PAYROLL PROCESSING FEES	2,029	0	0	2,029
UTILITIES	1,164	0	0	1,164
TELEPHONE	870	0	0	870
MISCELLANEOUS EXPENSE	2,707	0	0	2,707

TY 2012 Other Income Schedule

Name: ELLIOTSVILLE PLANTATION INC

EIN: 13-4223002

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INVESTMENT INCOME	137,733	137,733	137,733
GOLDMAN SACHS CAP PRTNRS K1 OTHER INCOME	23,996	23,996	23,996
GOLDMAN SACHS TACTICAL TRADING K1 OTHER INCOME	42,482	42,482	42,482

TY 2012 Other Professional Fees Schedule

Name: ELLIOTSVILLE PLANTATION INC

EIN: 13-4223002

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES - GOLDMAN SACHS	219,289	219,289	219,289	0
LAND MANAGEMENT FEES	374,622	0	0	374,622
PROFESSIONAL FEES	5,121	0	0	5,121
CONSULTING FEES	2,500	0	0	2,500

TY 2012 Taxes Schedule

Name: ELLIOTSVILLE PLANTATION INC

EIN: 13-4223002

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REAL ESTATE AND FORESTRY EXCISE TAXES	240,813	0	0	240,813
FOREIGN TAXES PAID	8,953	8,953	8,953	0
FEDERAL INVESTMENT INCOME TAX	30,406	0	0	30,406
PAYROLL TAXES	9,918	0	0	9,918