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
KENNEBEC FOUNDATION
ATTN ANDREW SILSBY

A Employer identification number
22-2624600

Number and street (or P O box number if mail is not delivered to street address) PO BOX 50 | Room/suite

B Telephone number (see instructions)
(207) 622-4766

City or town, state, and ZIP code
AUGUSTA, ME 04332

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)* ▶$ 2,239,307

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)	285,355			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	54,688	54,688		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	29,448			
	b	Gross sales price for all assets on line 6a 307,280				
	7	Capital gain net income (from Part IV, line 2)		29,448		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	369,491	84,136		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	825	825		
	c	Other professional fees (attach schedule)	11,121	11,121		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,166	1,166		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	13,112	13,112		0
	25	Contributions, gifts, grants paid	306,875			306,875
	26	**Total expenses and disbursements.** Add lines 24 and 25	319,987	13,112		306,875
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	49,504			
	b	**Net investment income** (if negative, enter -0-)		71,024		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	335	283	283
	2	Savings and temporary cash investments	59,771	101,037	101,037
	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)			
	b	Investments—corporate stock (attach schedule)	1,437,344	1,438,070	1,620,219
	c	Investments—corporate bonds (attach schedule)	480,727	488,198	517,768
	11	Investments—land, buildings, and equipment basis ▶ ___ Less accumulated depreciation (attach schedule) ▶ ___			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ ___ 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)	1,978,177	2,027,588	2,239,307
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	
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	1,978,177	2,027,588	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,978,177	2,027,588	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,978,177	2,027,588	

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	1,978,177
2	Enter amount from Part I, line 27a	2	49,504
3	Other increases not included in line 2 (itemize) ▶ ___	3	307
4	Add lines 1, 2, and 3	4	2,027,988
5	Decreases not included in line 2 (itemize) ▶ ___	5	400
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,027,588

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	29,448
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	16,255

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	249,754	2,076,299	0 12029
2010	191,150	1,955,021	0 09777
2009	269,738	1,714,342	0 15734
2008	307,950	2,161,331	0 14248
2007	245,417	2,652,445	0 09253

2	**Total** of line 1, column (d)	2	0 61041
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 12208
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,162,006
5	Multiply line 4 by line 3	5	263,942
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	710
7	Add lines 5 and 6	7	264,652
8	Enter qualifying distributions from Part XII, line 4	8	306,875

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**	710
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**	
3	Add lines 1 and 2	**3**	710
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**	710
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — **6a** 440		
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**	440
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**	270
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	**10**	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ — **Refunded** ▶	**11**	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	**1a**		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	**1b**		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	**1c**		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	**2**		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	**3**		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	**4a**		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	**4b**		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	**5**		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	**6**	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	**7**	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ME			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	**8b**	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	**9**		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	**10**		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶KENNEBEC SAVINGS BANK Telephone no ▶(207) 622-5801

Located at ▶po box 50 AUGUSTA ME ZIP +4 ▶04332

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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		No
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		No
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**		**No**
	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**		**No**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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

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

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

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. . . . . ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	2,084,455
b	Average of monthly cash balances		1b	110,475
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	2,194,930
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	
3	Subtract line 2 from line 1d		3	2,194,930
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	32,924
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	2,162,006
6	**Minimum investment return.** Enter 5% of line 5		6	108,100

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	108,100
2a	Tax on investment income for 2012 from Part VI, line 5	2a 710		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	710
3	Distributable amount before adjustments Subtract line 2c from line 1		3	107,390
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	107,390
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	107,390

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	306,875
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	306,875
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	710
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	306,165

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				107,390
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. 115,912				
b From 2008. 201,283				
c From 2009. 184,809				
d From 2010. 94,104				
e From 2011. 146,761				
f **Total** of lines 3a through e.	742,869			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 306,875				
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).	0			
d Applied to 2012 distributable amount.				107,390
e Remaining amount distributed out of corpus	199,485			
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	942,354			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	115,912			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	826,442			
10 Analysis of line 9				
a Excess from 2008. . . . 201,283				
b Excess from 2009. . . . 184,809				
c Excess from 2010. . . . 94,104				
d Excess from 2011. . . . 146,761				
e Excess from 2012. . . . 199,485				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

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

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*				
VARIOUS CHARITIES SEE ATTCD WATER STREET AUGUSTA,ME 04330	NONE	PUBLIC	GENERAL CHARITABLE PURPOSES	306,875
Total . . . . ▶ **3a**				306,875
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	54,688	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	29,448	
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)				84,136	

13 Total. Add line 12, columns (b), (d), and (e) 13 84,136

(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

******	2013-05-14	******
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
Justin S Coffin	Justin S Coffin			P01262699

Firm's name	Macpage LLC	Firm's EIN
	One Market Square	
Firm's address	Augusta, ME 04330	Phone no (207) 512-3417

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)
LT/CAP GAIN	P	1990-01-01	2012-12-31
175 PHILLIPS 66	P	2010-12-03	2012-05-24
400 ENCANA CORP	P	2006-12-21	2012-05-07
300 UNITED PARCEL SERVICE	P	2004-09-03	2012-05-07
200 UNITED PARCEL SERVICE	P	2010-12-03	2012-05-07
75 PRAXAIR INC	P	2006-12-21	2012-05-07
100 BHP BILLITON LTD	P	2007-06-12	2012-05-07
50 AMERICAN EXPRESS CO	P	2007-10-03	2012-05-07
150 AMERICAN EXPRESS CO	P	2007-10-03	2012-05-07
373 64 VANGUARD INT'L GROWTH FD	P	2008-07-30	2012-05-07
151 938 VANGUARD INT'L GROWTH FD	P	2007-12-20	2012-05-07
1834 841 VANGUARD INT'L GROWTH FD	P	2008-07-30	2012-05-07
383 683 VANGUARD INT'L GROWTH FD	P	2007-12-20	2012-05-07
2260 ISHARE MSCI EMERG MKTS IND	P	2006-12-21	2012-05-07
1596 KINDER MORGAN	P	2011-11-18	2012-08-22
2175 KINDER MORGAN	P	2012-02-22	2012-05-24
0289 KINDER MORGAN	P	2011-11-18	2012-05-24
1750 Cintas Corp	P	2011-12-08	2012-02-21

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
9,784			9,784
5,379		5,125	254
8,528		9,770	-1,242
23,355		22,010	1,345
15,570		14,330	1,240
8,590		4,453	4,137
7,125		5,542	1,583
3,011		2,997	14
9,033		8,991	42
10,664		13,903	-3,239
4,336		6,173	-1,837
33,082		39,651	-6,569
6,918		9,151	-2,233
93,766		83,852	9,914
12		10	2
16		17	-1
2		2	
68,109		51,855	16,254

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	
			9,784
			254
			-1,242
			1,345
			1,240
			4,137
			1,583
			14
			42
			-3,239
			-1,837
			-6,569
			-2,233
			9,914
			2
			-1
			16,254

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
LAURA J HUDSON 808 OAKLAND ROAD BELGRADE,ME 04917	MRTING DIRECTOR 0 12	0		
ANDREW SILSBY 32 COLONY ROAD AUGUSTA,ME 04330	VP/Treasurer 0 12	0		
DIANE F HASTINGS 635 EASTERN AVENUE AUGUSTA,ME 04330	Director 0 12	0		
NORMAN S ELVIN 32 DUENA VISTA DRIVE AUGUSTA,ME 04330	Director 0 12	0		
WILLIAM W SPRAGUE JR PO BOX 60 POND ROAD MANCHESTER,ME 04351	Director 0 12	0		
DOUGLAS E REINHARDT 38 MORRILL AVENUE WATERVILLE,ME 04901	Director 0 12	0		
WILLIAM E MITCHELL 28 CLEARVIEW AVENUE WATERVILLE,ME 04901	Director 0 12	0		
PETER T DAWSON 6 WARREN STREET HALLOWELL,ME 04347	Secretary/Clerk 0 12	0		
MARK L JOHNSTON 244 KERNS HILL ROAD MANCHESTER,ME 04351	President 0 12	0		
CHARLES W HAYS JR 756 POND ROAD MANCHESTER,ME 04351	Director 0 12	0		
RICHARD D O'CONNOR BOX 349 28 QUARRY FARM EDGECOMB,ME 04556	Director 0 12	0		

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Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
KENNEBEC FOUNDATION ATTN ANDREW SILSBY	22-2624600

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization
KENNEBEC FOUNDATION
ATTN ANDREW SILSBY

Employer identification number
22-2624600

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	KENNEBEC SAVINGS BANK 150 STATE STREET AUGUSTA, ME 04332	$ 51,855	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution)
1	KENNEBEC SAVINGS BANK 150 STATE STREET AUGUSTA, ME 04332	$ 233,500	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
KENNEBEC FOUNDATION
ATTN ANDREW SILSBY

Employer identification number
22-2624600

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	CINTAS STOCK	$ 51,855	2012-12-18
		$	
		$	
		$	
		$	
		$	

Name of organization
KENNEBEC FOUNDATION
ATTN ANDREW SILSBY

Employer identification number
22-2624600

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

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TY 2012 Accounting Fees Schedule

Name: KENNEBEC FOUNDATION
ATTN ANDREW SILSBY

EIN: 22-2624600

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	825	825	0	0

TY 2012 Other Decreases Schedule

Name: KENNEBEC FOUNDATION
ATTN ANDREW SILSBY

EIN: 22-2624600

Software ID: 12000229

Software Version: 2012v2.0

Description	Amount
PRIOR PERIOD ADJUSTMENT	400

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TY 2012 Other Increases Schedule

Name: KENNEBEC FOUNDATION
ATTN ANDREW SILSBY

EIN: 22-2624600

Software ID: 12000229

Software Version: 2012v2.0

Description	Amount
Miscellaneous	24
Adjust BOY net assets to actual	283

TY 2012 Other Professional Fees Schedule

Name: KENNEBEC FOUNDATION
ATTN ANDREW SILSBY

EIN: 22-2624600

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AGENCY FEES	11,121	11,121	0	0

TY 2012 Taxes Schedule

Name: KENNEBEC FOUNDATION

ATTN ANDREW SILSBY

EIN: 22-2624600

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX WITHHELD	1,035	1,035		
estimated taxes	131	131		

KENNEBEC FOUNDATION

2012 ANNUAL REPORT

2012 DONATIONS

2/28/12	Thomas College	$ 10,000
2/28/12	Maine Lakes Resource Center-Docks to Doorways	5,000
2/28/12	Friends of Cobbossee Watershed	3,500
2/28/12	Law Office of Peter T Dawson	460
6/27/12	Maine General Medical Center	75,000
6/27/12	United Way of Kennebec Valley	29,000
6/27/12	Mid-Maine Homeless Shelter	15,000
6/27/12	Bread of Life Ministries	5,000
6/27/12	Johnson Hall Opera House	5,000
6/27/12	Nordic Ski Trails/Augusta Trails	5,000
6/27/12	Waterville Opera House	5,000
6/27/12	City of Waterville/Quarry Road Rec Area	5,000
9/28/12	MaineGeneral Health	75,000
9/28/12	Lithgow Library	20,000
9/28/12	KV YMCA	10,000
9/28/12	United Way of Mid-Maine	7,665
9/28/12	Kennebec Messalonskee Trails	5,000
12/6/12	Maine Association of Realtors Foundation	1,000
12/21/12	Kennebec Valley Humane Society	250
12/21/12	Junior Achievement	500
12/21/12	Augusta Symphony Orchestra	750
12/21/12	Skating Association of Maine	750
12/21/12	Greater Waterville Area Youth Hockey (Central ME Youth Hockey Assoc)	1,000
12/21/12	CODA Chorus	1,000
12/21/12	Central Maine Area Agency on Aging (Spectrum Generations)	1,000
12/21/12	Big Brothers-Big Sisters of Midcoast Maine	5,000
12/21/12	Waterville Opera House	5,000
12/28/12	Inland Hospital	10,000
Total 2012 Contributions		$306,875

Kennebec Savings Bank
Investment Management and Trust Services

150 State Street, P.O. Box 588, Augusta, Maine 04332
Telephone. (207) 622-5801 Fax: (207) 621-6790

KSB as Agent for Kennebec Foundation

Account #: 50025 **Account Detail On: 12/31/2012**

	Shares	Current Price	Cost	Market Value	Estimated Annual Income
Cash					
% of Portfolio: 0.01%					
Cash			283 44	283 44	
Cash Equivalents					
Money Market - Taxable % of Portfolio: 4.51%					
Kennebec Savings Bank Money Market - Principal	101,037.0700	1 0000	101,037 07	101,037 07	252.58
Equity					
ETF - Large Cap Specialty Fund % of Portfolio: 1.03%					
Vanguard REIT ETF	350 0000	65 8000	19,148 78	23,030 00	820 06
ETF Equity International % of Portfolio: 3.78%					
Vanguard MSCI Emerging Markets ETF	1,900 0000	44 5300	79,495 81	84,607 00	1,852 50
ETF Equity Small Cap % of Portfolio: 1.40%					
iShares Core S&P Small-Cap ETF	400 0000	78 1000	26,499 96	31,240 00	517 08
Equity International Growth Fund % of Portfolio: 6.29%					
Vanguard Int'l Growth Fd #81(Mstar ****)	7,293 5000	19 2700	126,279 87	140,545 74	2,530 84
Equity International Value Fund % of Portfolio: 6.38%					
Vanguard Int'l Value Fd #46(Mstar ***)	4,581 0290	31 1800	138,820 99	142,836 49	3,751 86
Equity Small Cap Growth Fund % of Portfolio: 2.26%					
Vanguard Explorer Fd - Adm Shs #5024(Mstar ***)	687 5690	73 9100	43,311 17	50,818 23	269 54
Equity Small Cap Value Fund % of Portfolio: 2.47%					
Goldman Sachs Small Cap Value Fd #651(Mstar *****)	1,246.1690	44 5300	48,204 64	55,491 91	755 41
Stock - Common % of Portfolio: 42.53%					
3M CO	250 0000	92 8500	21,647 48	23,212 50	590 00
American Express Co	600.0000	57 4800	35,964 00	34,488 00	480 00
BHP Billiton Ltd	300 0000	78 4200	16,626 48	23,526.00	672 00
Bank New York Mellon Corp	750 0000	25 7000	20,774 93	19,275 00	390 00
Bank of America Corp	700 0000	11 6100	28,939 50	8,127 00	28 00
C R Bard	200 0000	97 7400	19,987 98	19,548 00	160 00
Cisco Sys Inc	1,300 0000	19 6494	31,239 00	25,544 22	728.00
Citigroup Inc	60 0000	39 5600	26,178 00	2,373 60	2 40
Conocophillips Inc	450 0000	57 9900	22,424 84	26,095 50	1,188.00
Danaher Corp	600.0000	55 9000	13,839 00	33,540 00	60 00
Dentsply International Inc	600.0000	39 6100	16,680 00	23,766.00	132 00
Devon Energy Corp New	300 0000	52.0400	20,586 00	15,612 00	240 00
EMC Corporation	1,200 0000	25 3000	16,572 00	30,360 00	0 00
Emerson Electric Co	400 0000	52 9600	22,655 96	21,184 00	656.00
Exelon Corp	525 0000	29 7400	25,542 49	15,613.50	1,102 50
Exxon Mobil Corp	400.0000	86.5500	16,168 00	34,620 00	912 00
Fiserv, Inc.	500 0000	79 0300	25,793.79	39,515.00	0 00
General Mills Inc	500 0000	40 4200	19,264.95	20,210 00	660.00

KSB as Agent for Kennebec Foundation

Account #: 50025 **Account Detail On: 12/31/2012**

		Shares	Current Price	Cost	Market Value	Estimated Annual Income
Equity						
Stock - Common	**% of Portfolio: 42.53%**					
Intel Corp		1,200.0000	20 6200	25,925 00	24,744 00	1,080 00
Johnson & Johnson		400 0000	70 1000	25,882 98	28,040 00	976 00
Kinder Morgan Management		343 0000	75 4600	19,283 83	25,882 77	0 00
Medtronic Inc		300 0000	41 0200	14,127 00	12,306 00	312 00
Microsoft Corp		1,000 0000	26 7097	27,030 00	26,709 70	920 00
Oracle Corp		750 0000	33.3200	20,939 93	24,990 00	180 00
Pepsico Inc		400 0000	68 4300	19,304 00	27,372 00	860 00
Praxair Inc		175 0000	109 4500	10,390 01	19,153 75	385 00
Procter & Gamble Co		425 0000	67 8900	21,966 12	28,853 25	955 40
Qualcomm Inc		300 0000	61 8596	18,612.00	18,557 88	300 00
Schlumberger LTD		325 0000	69 2986	16,966 76	22,522 05	357 50
Staples Inc		1,475 0000	11 4000	27,810 64	16,815.00	649 00
Target Corp		550 0000	59 1700	31,765 69	32,543 50	792 00
Texas Instruments Inc		900 0000	30 8900	29,222 28	27,801 00	756 00
United Parcel Service		300 0000	73 7300	21,030 99	22,119 00	684 00
United Technologies Corp		350 0000	82 0100	16,481 50	28,703 50	749 00
Vanguard Tel Svc ETF		350.0000	70 0100	22,511 97	24,503 50	864 15
Walgreen Co		600 0000	37 0100	20,237 94	22,206 00	660 00
Walt Disney Co		850 0000	49 7900	26,511 50	42,321 50	637 50
Waters Corporation		250 0000	87 1200	12,443 97	21,780 00	0 00
Wells Fargo & Co New		1,100.0000	34 1800	31,410 50	37,598 00	968 00
	Stock - Common Total	21,978 0000		860,739 01	952,132 72	21,086 45
Stock - Foreign	**% of Portfolio: 6.22%**					
ABB Ltd.		1,100 0000	20 7900	19,480 89	22,869 00	762 19
Cenovus Energy Inc		400 0000	33 5400	9,201 23	13,416 00	352 00
Novo-Nordisk A/S		250.0000	163.2100	12,362 02	40,802 50	457 98
Teva Pharmaceutical Inds LTD		500 0000	37 3400	15,790 00	18,670 00	401 95
Unilever N V-NY Shares		650 0000	38 3000	19,421 94	24,895 00	677 37
Vale SA ADR		900 0000	20 9600	19,313 91	18,864 00	895 05
	Stock - Foreign Total	3,800 0000		95,569 99	139,516 50	3,546 54
	Equity Total	42,236 2670		1,438,070 22	1,620,218 59	35,130 28
Fixed						
Fixed Corporate Fund	**% of Portfolio: 1.24%**					
Vanguard High Yield Corp Bond Fd #29(Mstar ***)		4,546 8360	6 1100	27,599 29	27,781 17	1,702 47
Fixed Intermediate - Investment Grade Fund	**% of Portfolio: 18.08%**					
Federated Total Return Bond Fd #328(Mstar ****)		16,397.2460	11 4300	184,195 32	187,420 53	6,757 19
PIMCO Total Return Bond Fd #35(Mstar *****)		7,143 1980	11 2400	75,103 78	80,289 55	2,612 97
Vanguard Interm Bond Index Fd - Sig Shs #1350 (Mstar *****)		11,439 1230	11 9600	120,112 90	136,811.90	4,363 89
	Fixed Intermediate - Investment Grade Fund Total	34,979 5670		379,412 00	404,521 98	13,734 05

Kennebec Savings Bank

Investment Management and Trust Services

150 State Street, P.O Box 588, Augusta, Maine 04332
Telephone (207) 622-5801 Fax (207) 621-6790

KSB as Agent for Kennebec Foundation

Account #: 50025 **Account Detail On: 12/31/2012**

	Shares	Current Price	Cost	Market Value	Estimated Annual Income
Fixed					
Fixed Short Term - Investment Grade Fd % of Portfolio: 3.80%					
Vanguard Short-Term Bond Index Fd #132(Mstar ****)	8,039 9950	10 6300	81,186 27	85,465.16	1,233 49
Fixed Total	47,566 3980		488,197.56	517,768 31	16,670.01
Grand Total	190,839 7350		2,027,588 29	2,239,307 41	52,052 87

Tax Year Realized Gain/Loss Summary

	Tax Year YTD Amount
Long Term	$3,407 64
Short Term	$16,253 24
Grand Total	$19,660 88