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

For calendar year 2012, or tax year beginning , 2012, and ending ,

MAINSTREET FOUNDATION INVESTMENT
MANAGEMENT ACCOUNT C/O ANDROSCOGGIN BANK
P.O. BOX 1407
LEWISTON, ME 04243-1407

A Employer identification number: 31-1573495

B Telephone number (see the instructions): (207) 777-6658

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 961,374.

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

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 (att sch)	25,000.			
	2 Ck ► ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	24,912.	24,912.	24,912.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	4,732.			
	b Gross sales price for all assets on line 6a 223,064.				
	7 Capital gain net income (from Part IV, line 2)		4,732.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	54,644.	29,644.	24,912.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	6,813.	6,132.		681.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 1	545.	545.		
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 2	1,599.	1,599.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 3	35.	35.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	8,992.	8,311.		681.
	25 Contributions, gifts, grants paid PART XV	53,000.			53,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	61,992.	8,311.	0.	53,681.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-7,348.			
	b **Net investment income** (if negative, enter -0-)		21,333.		
	c **Adjusted net income** (if negative, enter -0-)			24,912.	

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	Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	49.	53.	53.
	2 Savings and temporary cash investments	112,963.	10,502.	10,502.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	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)	102,937.	70,159.	70,559.
	b Investments — corporate stock (attach schedule)	500,547.	452,316.	592,888.
	c Investments — corporate bonds (attach schedule)	107,500.	283,620.	287,372.
	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)	823,996.	816,650.	961,374.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)		2.	
	23 **Total liabilities** (add lines 17 through 22)	0.	2.	
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 ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	823,996.	816,648.	
	30 **Total net assets or fund balances** (see instructions)	823,996.	816,648.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	823,996.	816,650.	

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	823,996.
2	Enter amount from Part I, line 27a	2	-7,348.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	816,648.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	816,648.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
b	SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
c	CAPITAL GAIN DISTRIBUTIONS	P	VARIOUS	VARIOUS
d	SARA LEE LITIGATION PROCEEDS	P	VARIOUS	9/18/12
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	20,478.		21,139.	-661.
b	199,909.		197,193.	2,716.
c	2,669.			2,669.
d	8.			8.
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-661.
b				2,716.
c				2,669.
d				8.
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** 4,732.

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** -661.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	43,014.	923,496.	0.046577
2010	49,326.	928,687.	0.053114
2009	47,127.	837,671.	0.056260
2008	52,707.	929,672.	0.056694
2007	50,597.	1,070,171.	0.047279

2	**Total** of line 1, column (d)	2	0.259924
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	0.051985
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	918,615.
5	Multiply line 4 by line 3	5	47,754.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	213.
7	Add lines 5 and 6	7	47,967.
8	Enter qualifying distributions from Part XII, line 4	8	53,681.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1. Date of ruling or determination letter ________ **(attach copy of letter if necessary — see instrs)**			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b		1	213.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	213.
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	213.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a 880.		
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	880.
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	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	667.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ► 240.	**Refunded** ►	11	427.

Part VII-A — Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
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		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► ME			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

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

Website address ► N/A

14 The books are in care of ► ANDROSCOGGIN BANK Telephone no ► (207) 777-6658

Located at ► 30 LISBON STREET LEWISTON, ME ZIP + 4 ► 04243

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the 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
1 a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b	N/A	
	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?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 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)		2 b	N/A	
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__				
3 a	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)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4 b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ 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: X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 4		0.	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
NONE		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ►	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes.		
a	Average monthly fair market value of securities	1a	870,820.
b	Average of monthly cash balances	1b	61,784.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	932,604.
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	932,604.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	13,989.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	918,615.
6	**Minimum investment return.** Enter 5% of line 5	6	45,931.

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	45,931.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 213.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	213.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	45,718.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	45,718.
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	45,718.

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	53,681.
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	53,681.
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	213.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	53,468.

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				45,718.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			10,460.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 53,681.				
a Applied to 2011, but not more than line 2a			10,460.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2012 distributable amount				43,221.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				2,497.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
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) N/A

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

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

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 foundation had $5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 5

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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 STATEMENT 6				
Total			► 3a	53,000.
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	24,912.	
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	4,732.	
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)				29,644.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 29,644.

(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.)
N/A	

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	1 a (1)		X
	(2) Other assets	1 a (2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
	(3) Rental of facilities, equipment, or other assets	1 b (3)		X
	(4) Reimbursement arrangements	1 b (4)		X
	(5) Loans or loan guarantees	1 b (5)		X
	(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

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
N/A			

2 a 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
N/A		

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) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date 5/9/2013 | Title VICE PRESIDENT & TRUST OFFICER

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KAREN HART		5/7/13		P00289570

Firm's name ► MACPAGE LLC | Firm's EIN ► 01-0242373

Firm's address ► 30 LONG CREEK DR SOUTH PORTLAND, ME 04106 | Phone no 207-774-5701

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP	$ 545.	$ 545.		
TOTAL	$ 545.	$ 545.	$ 0.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATED TAX	$ 880.	$ 880.		
FEDERAL REFUND	-130.	-130.		
FOREIGN TAXES	389.	389.		
INCOME TAX DUE	460.	460.		
TOTAL	$ 1,599.	$ 1,599.	$ 0.	$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MAINE STATE FILING FEE	$ 35.	$ 35.		
TOTAL	$ 35.	$ 35.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
STEVE CLOSSON 30 LISBON ST LEWISTON, ME 04240	CHAIRMAN 0	$ 0.	$ 0.	$ 0.
PAUL ANDERSEN 30 LISBON ST LEWISTON, ME 04240	DIRECTOR 0	0.	0.	0.

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
MELISSA ROCK 30 LISBON ST LEWISTON, ME 04240	DIRECTOR 0	$ 0.	$ 0.	$ 0.
MIKE OUELLET 30 LISBON ST LEWISTON, ME 04240	DIRECTOR 0	0.	0.	0.
LAURA WARD 30 LISBON ST LEWISTON, ME 04240	DIRECTOR 0	0.	0.	0.
CARRIE LACASSE 30 LISBON ST LEWISTON, ME 04240	DIRECTOR 0	0.	0.	0.
ELAINE HEMENWAY 30 LISBON ST LEWISTON, ME 04240	DIRECTOR 0	0.	0.	0.
CHRIS LOGAN 30 LISBON ST LEWISTON, ME 04240	DIRECTOR 0	0.	0.	0.
LEE UPTON 30 LISBON ST LEWISTON, ME 04240	DIRECTOR 0	0.	0.	0.
	TOTAL	$ 0.	$ 0.	$ 0.

STATEMENT 5
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	MAINSTREET FOUNDATION
NAME:	
CARE OF:	MARY LEAVITT
STREET ADDRESS:	P.O. BOX 1407
CITY, STATE, ZIP CODE:	LEWISTON, ME 04243-1407
TELEPHONE:	(207) 777-6651
E-MAIL ADDRESS:	
FORM AND CONTENT:	GRANT APPLICATION PROVIDED BY FOUNDATION UPON REQUEST
SUBMISSION DEADLINES:	2/20, 6/20, 10/20
RESTRICTIONS ON AWARDS:	PROVIDE NON-PROFIT STATUS; AREAS OF EDUCATION, ARTS OR COMMUNITY ENHANCEMENT

STATEMENT 6
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
SEEDS OF INDEPENDENCE PO BOX 8 FREEPORT, ME 04032	NONE	PUBLIC	COMMUNITY ENHANCEMENT	$ 5,000.
RIVERVIEW FOUNDATION 610 AUGUSTA ROAD TOPSHAM, ME 04086	NONE	PUBLIC	COMMUNITY ENHANCEMENT	2,500.
COMMUNITY CONCEPTS MARKET SQUARE, PO BOX 278 SOUTH PARIS, ME 04281	NONE	PUBLIC	COMMUNITY ENHANCEMENT	1,500.
DOWNTOWN EDUCATION COLLABORATIVE 219 LISBON STREET LEWISTON, ME 04240	NONE	PUBLIC	COMMUNITY ENHANCEMENT	5,000.
BOY SCOUT TROUP 1-2-1 439 PARK AVENUE AUBURN, ME 04210	NONE	PUBLIC	COMMUNITY ENHANCEMENT	3,000.
ST. MARY'S REGIONAL MEDICAL CENTER PO BOX 7291 LEWISTON, ME 04240	NONE	PUBLIC	COMMUNITY ENHANCEMENT	5,000.
AUBURN-LEWISTON YMCA 62 TURNER STREET AUBURN, ME 04210	NONE	PUBLIC	COMMUNITY ENHANCEMENT	5,000.
AUBURN SCHOOL DEPARTMENT 60 COURT STREET, 4TH FLOOR AUBURN, ME 04210	NONE	PUBLIC	COMMUNITY ENHANCEMENT	5,000.
KIDS FIRST CENTER 222 ST. JOHN STREET, SUITE 201 PORTLAND, ME 04102	NONE	PUBLIC	COMMUNITY ENHANCEMENT	5,000.
HEAR ME NOW PO BOX 896 PORTLAND, ME 04104	NONE	PUBLIC	COMMUNITY ENHANCEMENT	1,000.
GOOD SHEPHERD FOOD BANK PO BOX 1807 AUBURN, ME 04211	NONE	PUBLIC	COMMUNITY ENHANCEMENT	5,000.
THE OPPORTUNITY ALLIANCE 50 MONUMENT SQUARE PORTLAND, ME 04101	NONE	PUBLIC	COMMUNITY ENHANCEMENT	2,500.

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
MISSION POSSIBLE TEEN CENTER 755 MAIN STREET WESTBROOK, ME 04092	NONE	PUBLIC	COMMUNITY ENHANCEMENT	$ 2,500.
TRINITY JUBILEE CENTER 247 BATES STREET LEWISTON, ME 04240	NONE	PUBLIC	COMMUNITY ENHANCEMENT	5,000.
			TOTAL	$ 53,000.

Androscoggin Bank's MainStreet Foundation Investment Management Account

Account #: 500084 Tax Worksheet:From 1/1/2012 to 12/31/2012

Trust Category:	Agent for Trustee		Admin Officer:	Rod Cote, CTFA
Dates Open:	12/23/1997 to Present		Invest Officer:	Barry Kohler, JD, CFP®, CLU
Trust Year End:	December		Tax State:	Maine
Date Printed:	02/07/2013		Tax ID:	31-1573495

Capital Gains and Losses

Individual Transactions

Short-Term

Description of Security	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Gain/Loss
Kinder Morgan Management	49455U100	0 175870	08/18/2011	02/17/2012	183	0 00	14 08	-10 44	3 64
Kinder Morgan Management	49455U100	0 170290	11/21/2011	02/17/2012	88	0 00	13 64	-11 48	2 16
ABB Limited	000375204	300 000000	02/17/2012	11/14/2012	271	0 00	5,330 91	-6,296 97	-966 06
Federated Total Return Bond Fd #328 (Mstar ****)	31428Q101	1,300 000000	02/17/2012	11/28/2012	285	0 00	15,119 00	-14,820 00	299 00
				Short-Term Total		0.00	20,477 63	-21,138.89	-661.26

Long-Term

Description of Security	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Gain/Loss
CitiGroup Inc	172967424	37 000000	02/06/2003	02/17/2012	3,298	0 00	1,215 07	-12,284 00	-11,068 93
Kinder Morgan Management	49455U100	49 653840	06/18/2010	02/17/2012	609	0 00	3,975 72	-2,492 01	1,483 71
Staples Inc	855030102	16 000000	06/18/2010	02/17/2012	609	0 00	242 40	-351 52	-109 12
Staples Inc	855030102	250 000000	09/05/2007	02/17/2012	1 626	0 00	3,787 45	-5,907 50	-2,120 05
Staples Inc	855030102	250 000000	11/03/2006	02/17/2012	1,932	0 00	3,787 46	-6,375 00	-2,587.54
Kinder Morgan Management	49455U100	0 299600	06/18/2010	02/23/2012	615	0 00	24 09	-15 04	9.05
Phillips 66	718546104	62 500000	11/03/2006	06/05/2012	2,041	0 00	1,863 16	-1,755 19	107 97
Phillips 66	718546104	25 000000	05/15/2009	06/05/2012	1,117	0 00	745 26	-503 51	241 75
Bank of America 7% Preferred	055188205	1,500 000000	01/24/2002	11/05/2012	3,938	0 00	37,500 00	-37,500 00	0 00
Bank of New York Mellon Corp	064058100	350 000000	06/18/2010	11/14/2012	880	0 00	8,217 85	-9,281 97	-1,064.12
Bank of New York Mellon Corp	064058100	100 000000	05/15/2009	11/14/2012	1,279	0 00	2,347 96	-2,789 00	-441 04
C R Bard	067383109	150 000000	06/18/2010	11/14/2012	880	0 00	14,299 20	-12,031 49	2,267.71
Cisco Systems	17275R102	200 000000	04/04/2011	11/14/2012	590	0 00	3,521 92	-3,414 00	107 92
Cisco Systems	17275R102	275 000000	11/03/2006	11/14/2012	2,203	0 00	4,842 64	-6,542 25	-1,699 61
Cisco Systems	17275R102	200 000000	02/06/2004	11/14/2012	3,204	0 00	3,521 92	-4,950 00	-1,428 08
Dentsply International Inc	249030107	350 000000	06/29/2005	11/14/2012	2,695	0 00	13,268 24	-9,562 61	3,705 63
Devon Energy Corp	25179M103	150 000000	11/03/2006	11/14/2012	2,203	0 00	7,949 97	-10,354 50	-2,404 53
Fiserv, Inc	337738108	150 000000	09/05/2007	11/14/2012	1,897	0 00	10,876 25	-7,099 50	3,776 75
Fiserv, Inc	337738108	75 000000	07/23/2007	11/14/2012	1,941	0 00	5,438 13	-4,239 76	1,198 37
Praxair Inc	74005P104	100 000000	11/03/2006	11/14/2012	2,203	0 00	10,601 29	-6,107 88	4,493 41
Texas Instruments	882508104	200 000000	05/15/2009	11/14/2012	1,279	0 00	5,743 87	-3,542 00	2,201 87
Texas Instruments	882508104	175 000000	11/03/2006	11/14/2012	2,203	0 00	5,025 89	-5,197 22	-171 33
Walgreen Co	931422109	50 000000	06/18/2010	11/14/2012	880	0 00	1,611 46	-1,516 50	94 96
Walgreen Co	931422109	150 000000	09/04/2003	11/14/2012	3,359	0 00	4,834 39	-4,773 00	61 39
Walgreen Co	931422109	125 000000	02/06/2004	11/14/2012	3,204	0 00	4,028 66	-4,287 50	-258 84
Waters Corportion	941848103	150 000000	11/03/2006	11/14/2012	2,203	0 00	12,094 25	-7,431 85	4,662 40
Cenovus Energy Inc	15135U109	300 000000	11/03/2006	11/14/2012	2,203	0 00	9,797 81	-7,018 79	2,779 02
Unilever N V-NY Shares	904784709	400 000000	06/18/2010	11/14/2012	880	0 00	14,391 72	-11,443 96	2,947 76
Vale SA ADR	91912E105	250 000000	04/04/2011	11/14/2012	590	0 00	4,354 93	-8,424 98	-4,070 05
				Long-Term Total		0.00	199,908.96	-197,192.53	2,716.43
				Individual Transactions Total		0.00	220,386.59	-218,331.42	2,055.17

Androscoggin Bank's MainStreet Foundation Investment Management Account

Account #: 500084 **Account Detail On: 12/31/2012**

	Shares	Current Price	Cost	Market Value	Estimated Annual Income
Cash					
% of Portfolio: 0.01%					
Income Cash			4,572.90	4,572.90	
Principal Cash			-4,519 58	-4,519.58	
Total Cash			53 32	53 32	
Cash Equivalents					
Money Market - Taxable **% of Portfolio: 1.09%**					
Federated - Government Obligations Fund #005	10,502.47000	1.0000	10,502.47	10,502.47	1.05
Equity					
ETF Equity Int'l Emerging Mkts **% of Portfolio: 3.46%**					
iShares MSCI Emerging Mkts Index Fd	750.00000	44 3500	29,278 50	33,262.50	548 03
ETF Equity Large Cap Specialty Fund **% of Portfolio: 2.39%**					
Vanguard REIT ETF	350 00000	65.8000	19,837 84	23,030.00	831 25
ETF Equity Mid Cap Growth Fund **% of Portfolio: 3.09%**					
SPDR S&P Midcap 400	160.00000	185.7100	27,692 78	29,713 60	357 36
Equity Int'l Growth Fund **% of Portfolio: 3.30%**					
Vanguard Int'l Growth Fund - Adm. Shs #0581(Mstar ***)	516.67400	61.2800	23,808 22	31,661 79	611 73
Equity International Value Fund **% of Portfolio: 2.92%**					
Vanguard Int'l Value Fund #46(Mstar ***)	897.79700	31.1800	19,895 15	27,993 32	735.28
Equity Small Cap Growth Fund **% of Portfolio: 2.88%**					
Vanguard Explorer Fund - Adm. Shs #5024(Mstar ***)	374.86700	73 9100	15,849.57	27,706 42	146 95
Equity Small Cap Value Fund **% of Portfolio: 2.98%**					
Goldman Sachs Small Cap Value Fd #651(Mstar****)	639 98400	44 5300	20,655.87	28,498.50	424 89
Stock - Common **% of Portfolio: 37.53%**					
3M CO	150 00000	92.8500	9,237.00	13,927.50	381.00
American Express Corp	275 00000	57 4800	11,505 04	15,807.00	253.00
Apple Inc.(frm Apple Computer)	20 00000	532.1729	10,737.60	10,643 46	212.00
Chubb Corp	80.00000	75.3200	5,903 19	6,025 60	140.80
Conocophillips Inc.	225 00000	57.9900	10,197.84	13,047 75	594 00
Danaher Corp	250 00000	55.9000	5,480.49	13,975 00	25.00
Disney Walt Co	300.00000	49 7900	10,535.97	14,937 00	225 00
E I Dupont DeNemours	145.00000	44.9785	6,124 78	6,521.88	249 40
EMC Corporation	475 00000	25.3000	6,849 50	12,017.50	0.00
Emerson Electric Co	225 00000	52 9600	12,506 42	11,916.00	369.00
Exelon Corp	300 00000	29 7400	12,353 97	8,922 00	630.00
ExxonMobil	175 00000	86.5500	5,873.00	15,146 25	399.00
Ford Motor Company	415 00000	12.9500	4,432.20	5,374 25	166.00
Google Inc. Cl A	10 00000	707.3800	6,514 50	7,073 80	0.00
Johnson & Johnson	100 00000	70.1000	6,504.99	7,010 00	244 00
Kinder Morgan Management	184 00000	75.4600	8,817 88	13,884 65	0.00
Medtronic Inc	300 00000	41 0200	14,116 00	12,306 00	312 00
Microsoft Corp	475 00000	26 7097	10,940.00	12,687.11	437 00
Oracle Corp	325 00000	33 3200	11,079.22	10,829 00	78.00

Androscoggin Bank's MainStreet Foundation Investment Management Account

Account #: 500084 | **Account Detail On: 12/31/2012**

	Shares	Current Price	Cost	Market Value	Estimated Annual Income
Equity					
Stock - Common % of Portfolio: 37.53%					
PNC Bank Corp	110 00000	58.3100	5,891.59	6,414 10	193 60
Pepsico Inc	175 00000	68 4300	6,987 75	11,975 25	376.25
Phillip Morris Intl, Inc.	90 00000	83 6400	7,410 59	7,527.60	306.00
Procter & Gamble Co	200 00000	67 8900	8,481.00	13,578.00	481.20
Qualcomm Incorporated	100 00000	61 8596	6,251.00	6,185.96	140.00
SPDR Gold Trust	115.00000	162 0204	19,218.80	18,632.35	0.00
Schlumberger LTD	150.00000	69.2986	7,822.87	10,394.79	187.50
Target Corp	250.00000	59.1700	7,357 00	14,792.50	360.00
US Bancorp Del	200 00000	31.9400	4,057 26	6,388.00	156.00
United Parcel Service	175.00000	73.7300	15,069 11	12,902 75	434.00
United Technologies Corp	150.00000	82 0100	4,792 93	12,301.50	321.00
Vanguard Telecom Svc ETF	200 00000	70.0100	10,255.69	14,002 00	493.80
Wells Fargo & Company New	400.00000	34 1800	9,164 00	13,672 00	400 00
Stock - Common Total	6,744.00000		282,469 18	360,818 55	8,564 55
Stock - Foreign % of Portfolio: 3.14%					
BHP Billiton Ltd.	125 00000	78.4200	6,928 55	9,802 50	285 00
Novo-Nordisk A/S	125.00000	163.2100	5,900.76	20,401.25	283 04
Stock - Foreign Total	250.00000		12,829 31	30,203.75	568 04
Equity Total	10,683.32200		452,316.42	592,888 43	12,788 08
Fixed					
Bond - Corporate % of Portfolio: 15.82%					
AT&T Inc DTD 2/13/12 3% Due 2/15/22	15,000 00000	104.3880	15,820.50	15,658.20	450 00
Aflac Inc. DTD 2/10/12 2.65% Due 2/15/17	15,000.00000	105.1980	15,858.30	15,779.70	397 50
American Express Cr DTD 3/26/12 2 375% Due 3/24/17	10,000.00000	104 7930	10,522 00	10,479.30	237.50
General Electric Cap Corp DTD 8/14/03 5% Due 8/15/14	50,000 00000	106 1620	50,000 00	53,081 00	2,500.00
Goldman Sachs Group Inc. DTD 5/3/12 3 3% Due 5/3/15	15,000 00000	104 2190	15,632 85	15,632 85	495 00
JP Morgan Chase & Co. DTD 8/20/12 2% Due 8/15/17	15,000 00000	102 0000	15,263 55	15,300.00	300.00
PepsiCo Inc DTD 5/10/11 2 5% Due 5/10/16	15,000 00000	105.1150	15,913 95	15,767 25	375 00
Verizon Comm DTD 11/3/11 2% Due 11/1/16	10,000 00000	104 0610	10,411.50	10,406 10	200 00
Bond - Corporate Total	145,000 00000		149,422.65	152,104.40	4,955 00
Bond - US Govt - Agency % of Portfolio: 3.71%					
Federal Farm Credit DTD 7/8/03 3.88% Due 7/8/13	35,000 00000	101.8370	35,000 00	35,642.95	1,358 00
Bond - US Govt - Taxable Agency % of Portfolio: 3.63%					
FNMA DTD 11/15/12 2 3% Due 11/15/22	20,000 00000	100 0320	20,162.50	20,006.40	460.00
FNMA DTD 12/10/12 2% Due 12/10/21	15,000.00000	99 3970	14,996 25	14,909.55	300.00
Bond - US Govt - Taxable Agency Total	35,000.00000		35,158 75	34,915.95	760.00
Fixed Corporate Fund % of Portfolio: 2.03%					
Vanguard High-Yield Corp Bond Fd #29 (Mstar ***)	3,189.79300	6.1100	20,000 00	19,489 64	1,169 95
Fixed Government Fund % of Portfolio: 7.29%					
Vanguard GNMA Port Fd - Adm. Shs #0536 (Mstar *****)	6,439 33000	10 9100	68,710 64	70,253.09	1,819 79
Fixed Interm-Invest Grade Fund % of Portfolio: 1.60%					
Federated Total Return Bond Fd #328 (Mstar ****)	1,350.42500	11.4300	15,395 78	15,435 36	525 06

Androscoggin Bank's MainStreet Foundation Investment Management Account

Account #: 500084 **Account Detail On: 12/31/2012**

	Shares	Current Price	Cost	Market Value	Estimated Annual Income
Fixed					
Fixed Short Term-Invest. Grade Fd % of Portfolio: 3.13%					
Vanguard Short-Term Bond Index Fd - Sig Shs #1349 (Mstar ***)	2,830.70800	10.6300	30,090.34	30,090.43	438.62
Fixed Total	228,810.25600		353,778.16	357,931.82	11,026.42
Grand Total	249,996.04800		816,650.37	961,376.04	23,815.55