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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2012, or tax year beginning 9/01, 2012, and ending 8/31, 2013

THE HORACE WILLIAMS MEMORIAL FUND
KENNEBEC SAVINGS BANK, AGENT FOR TRUSTEE
150 STATE STREET
AUGUSTA, ME 04332A Employer identification number
01-6008547B Telephone number (see the instructions)
207 622-4766C 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 changeH Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 263,703.
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).)

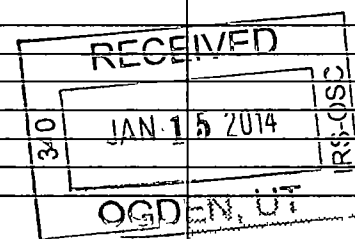
(a) Revenue and expenses per books

(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)				
	2	Ch <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments	905.	905.		
	4	Dividends and interest from securities	5,060.	5,060.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	1,476.			
	b	Gross sales price for all assets on line 6a	66,296.			
	7	Capital gain net income (from Part IV, line 2)		1,476.		
	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/(loss) (att sch)					
11	Other income (attach schedule)					
12	Total. Add lines 1 through 11	7,441.	7,441.	0.		
ADMINISTRATIVE AND OPERATING EXPENSES	13	Compensation of officers, directors, trustees, etc	1,485.	1,485.		
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) SEE ST 1	915.	915.		
	c	Other prof fees (attach sch)				
	17	Interest				
	18	Taxes (attach schedule)(see instrs) SEE STM 2	154.	154.		
	19	Depreciation (attach sch) 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	2,554.	2,554.		
	25	Contributions, gifts, grants paid PART XV	12,000.			12,000.
26	Total expenses and disbursements. Add lines 24 and 25	14,554.	2,554.	0.	12,000.	
27	Subtract line 26 from line 12					
a	Excess of revenue over expenses and disbursements	-7,113.				
b	Net investment income (if negative, enter -0-)		4,887.			
c	Adjusted net income (if negative, enter -0-)			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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	63,844.	69,133.	69,133.
	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)			
	b Investments — corporate stock (attach schedule)	174,301.	161,900.	194,570.
	c Investments — corporate bonds (attach schedule)			
	LIABILITIES	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)		238,145.	231,033.	263,703.
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)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	238,145.	231,033.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	238,145.	231,033.	
	31 Total liabilities and net assets/fund balances (see instructions)	238,145.	231,033.	

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	238,145.
2 Enter amount from Part I, line 27a	2	-7,113.
3 Other increases not included in line 2 (itemize) ... SEE STATEMENT 3	3	1.
4 Add lines 1, 2, and 3	4	231,033.
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	231,033.

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)
1 a VARIOUS - SEE ATTACHED		P	VARIOUS	5/23/13
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 66,296.		64,820.	1,476.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(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	
a			1,476.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,476.
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	0.

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.) N/A

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			
2010			
2009			
2008			
2007			

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

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 <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary— see instrs)		1	98.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, 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	98.
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	98.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a		
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	0.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	98.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>KENNEBEC SAVINGS BANK</u> Telephone no. <u>207 622-5801</u> Located at <u>150 STATE ST. AUGUSTA ME</u> ZIP + 4 <u>04332</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year. <u>N/A</u>	15		N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u>N/A</u>	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20 __ , 20 __ , 20 __ , 20 __</u>		
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. <u>20 __ , 20 __ , 20 __ , 20 __</u>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here ☐c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

N/A

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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

6b X

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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
KENNEBEC SAVINGS BANK PO BOX 50 AUGUSTA, ME 04332	AGENT 0.50	1,485.	0.	0.
MARK L. JOHNSTON PO BOX 50 AUGUSTA, ME 04332	TRUSTEE 0.20	0.	0.	0.
ANDREW E. SILSBY PO BOX 50 AUGUSTA, ME 04332	TRUSTEE 0.20	0.	0.	0.
WILLIAM S. HILL PO BOX 50 AUGUSTA, ME 04332	TRUSTEE 0.20	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 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	1 a	259,566.
b	Average of monthly cash balances	1 b	
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	259,566.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	259,566.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	3,893.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	255,673.
6	Minimum investment return. Enter 5% of line 5	6	12,784.

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	12,784.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a	98.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	98.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,686.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	12,686.
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	12,686.

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	1 a	12,000.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	12,000.
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	12,000.

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				12,686.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	2,694.			
b From 2008	5,771.			
c From 2009	180.			
d From 2010				
e From 2011	501.			
f Total of lines 3a through e	9,146.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 12,000.				
a Applied to 2011, but not more than line 2a			0.	
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				12,000.
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).)	686.			686.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	8,460.			
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				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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	2,008.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	6,452.			
10 Analysis of line 9:				
a Excess from 2008	5,771.			
b Excess from 2009	180.			
c Excess from 2010				
d Excess from 2011	501.			
e Excess from 2012				

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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 | | <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5) |

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 4

- 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
<i>a</i> Paid during the year SEE ATTCD LIST OF SCHOLARSHIPS VARIOUS AUGUSTA, ME 04330	NONE		SCHOLARSHIP AWARDS	12,000.
Total			3 a	12,000.
<i>b</i> Approved for future payment				
Total			3 b	

THE HORACE WILLIAMS MEMORIAL FUND
KENNEBEC SAVINGS BANK, AGENT FOR TRUSTEE

01-6008547

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
TOTAL	\$ 915.	\$ 915.	\$ 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
FOREIGN TAX	\$ 100.	\$ 100.		
U.S. TREASURY-EXCISE TAX	54.	54.		
TOTAL	\$ 154.	\$ 154.	\$ 0.	\$ 0.

STATEMENT 3
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

ROUNDING				
TOTAL	\$		1.	1.

STATEMENT 4
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	
NAME:	ANDREW SILSBY
CARE OF:	KENNEBEC SAVINGS BANK
STREET ADDRESS:	PO BOX 50
CITY, STATE, ZIP CODE:	AUGUSTA, ME 04332
TELEPHONE:	207 622-5801
E-MAIL ADDRESS:	
FORM AND CONTENT:	NO SPECIAL FORMAT
SUBMISSION DEADLINES:	NONE
RESTRICTIONS ON AWARDS:	NONE

Horace Williams Memorial Fund

Account #: 50037

Tax Worksheet From 9/1/2012 to 8/31/2013

Trust Category: Agent for Trustee

Dates Open: 10/30/2004 to Present

Trust Year End: December

Date Printed: 09/16/2013

Admin Officer: Amos Byron

Invest Officer: FCI

Tax State: Maine

Tax ID:

Capital Gains and Losses

Individual Transactions

Long-Term

Description of Security	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Gain/Loss
Bank New York Mellon Corp	064058100	125.000000	07/15/2010	05/23/2013	1,043	0.00	3,711.19	-3,317.49	393.70
Bank of America Corp.	060505104	100.000000	11/26/2004	05/23/2013	3,100	0.00	1,324.98	-4,664.00	-3,339.02
C R Bard	067383109	50.000000	07/15/2010	05/23/2013	1,043	0.00	5,257.92	-3,928.50	1,329.42
Cisco Sys Inc	17275R102	150.000000	11/28/2004	05/23/2013	3,100	0.00	3,527.96	-2,899.50	628.46
Citigroup Inc.	172967424	17.000000	07/29/2005	05/23/2013	2,855	0.00	881.88	-7,417.10	-6,555.22
Dentsply International Inc.	249030107	100.000000	07/29/2005	05/23/2013	2,855	0.00	4,158.94	-2,780.00	1,378.94
Devon Energy Corp New	25179M103	50.000000	12/18/2007	05/23/2013	1,983	0.00	2,915.95	-4,339.50	-1,423.55
Fiserv, Inc.	337738108	50.000000	12/18/2007	05/23/2013	1,983	0.00	4,448.12	-2,691.50	1,756.62
Praxair Inc.	74005P104	25.000000	06/01/2011	05/23/2013	722	0.00	2,892.20	-2,592.75	299.45
Schlumberger LTD	806857108	25.000000	11/14/2008	05/23/2013	1,651	0.00	1,878.72	-1,305.13	573.59
Target Corp	87612E106	100.000000	12/18/2007	05/23/2013	1,983	0.00	6,888.89	-5,284.00	1,604.89
Texas Instruments Inc	882508104	125.000000	12/18/2007	05/23/2013	1,983	0.00	4,506.18	-4,180.00	326.18
Walgreen Co.	931422109	100.000000	11/26/2004	05/23/2013	3,100	0.00	5,041.92	-3,868.00	1,173.92
Waters Corporation	941848103	50.000000	12/18/2007	05/23/2013	1,983	0.00	4,846.42	-3,862.00	984.42
ABB Ltd	000375204	100.000000	06/01/2011	05/23/2013	722	0.00	2,202.97	-2,631.00	-428.03
Cenovus Energy Inc.	15135U109	75.000000	12/18/2007	05/23/2013	1,983	0.00	2,237.22	-2,448.77	-211.55
Novo-Nordisk A/S	670100205	25.000000	03/27/2009	05/23/2013	1,518	0.00	4,221.18	-1,236.20	2,984.98
Unilever N V-NY Shares	904784709	100.000000	07/15/2010	05/23/2013	1,043	0.00	4,205.94	-3,000.99	1,204.95
Vale SA ADR	91912E105	75.000000	06/01/2011	05/23/2013	722	0.00	1,167.74	-2,373.74	-1,206.00
Long-Term Total						0.00	66,296.32	-64,820.17	1,476.15
Individual Transactions Total						0.00	66,296.32	-64,820.17	1,476.15

Short Term Capital Gain Allocation

Description of Security	Cusip	Trade Date	Income	Principal	Gain/Loss	Description of Transaction	Qualified Amount
Goldman Sachs Small Cap Value Fd #851 (Mstar ****)	38142V209	12/05/2012	0.00	19.28	19.28	Short Term Capital Gain Allocation on 169.199 shares	19.28
Short Term Capital Gain Allocation Total			0.00	19.28	19.28		19.28

Long Term Capital Gain Allocation

Description of Security	Cusip	Trade Date	Income	Principal	Gain/Loss	Description of Transaction
Goldman Sachs Small Cap Value Fd #851 (Mstar ****)	38142V209	12/06/2012	0.00	367.24	367.24	Long Term Capital Gain Allocation on 169.199 shares
Vanguard Explorer Fd - Adm Shs #5024(Mstar ***)	921926200	12/27/2012	0.00	209.57	209.57	Long Term Capital Gain Allocation on 97.842 shares
Long Term Capital Gain Allocation Total			0.00	576.81	576.81	

Horace Williams Memorial Fund

Account #: 50037

Tax Worksheet: From 9/1/2012 to 8/31/2013

Trust Category: Agent for Trustee

Admin Officer: Amos Byron

Dates Open: 10/30/2004 to Present

Invest Officer: FCI

Trust Year End: December

Tax State: Maine

Date Printed: 09/16/2013

Tax ID:

Scholarship Award

Description of Transaction	Beneficiary	Posted Date	Income	Principal	Cash Sent In
Payee - University of New England - Scholarship Award- To: Haley Pelletier ID #910347386 for fall 2012 semester		11/19/2012	0.00	-500.00	0.00
Payee - Hobart & William Smith Colleges - Scholarship Award- To: Hilary Gove ID #10180429 for Spring 2013 semester		12/14/2012	0.00	-500.00	0.00
Payee - University of Maine at Augusta - Scholarship Award- To: Chelsea Roberts ID #0707308 for spring 2013 semester		12/14/2012	0.00	-500.00	0.00
Payee - University of Maine at Orono - Scholarship Award- To: Corey Lapiere ID #0742029 for spring 2013 semester		12/19/2012	0.00	-500.00	0.00
Payee - University of Maine at Orono - Scholarship Award- To: Benjamin Roy ID #0749287 for spring 2013 semester		12/19/2012	0.00	-500.00	0.00
Payee - University of Maine at Farmington - Scholarship Award of \$500.00 To: Jessica Wing ID #0654429 for spring 2013 semester		12/21/2012	0.00	-500.00	0.00
Payee - University of Maine at Orono - Scholarship Award- To: Emily Coulombe ID #0853250 for spring 2013 semester		12/24/2012	0.00	-500.00	0.00
Payee - University of New England - Scholarship Award- To: Jennifer Rooney ID #910301518 for spring 2013 semester		01/04/2013	0.00	-500.00	0.00
Payee - Ithaca College - Scholarship Award- To: Aimee Pelletier ID #701671505 for spring 2013 semester		01/10/2013	0.00	-500.00	0.00
Payee - Bentley University - Scholarship Award- To: Kristina Kelly ID #03246018 for spring 2013 semester		01/10/2013	0.00	-500.00	0.00
Payee - University of Maine at Orono - Scholarship Award- To: Parker O'Brien ID #0714936 for spring 2013 semester		01/14/2013	0.00	-500.00	0.00

Horace Williams Memorial Fund

Account #: 50037

Tax Worksheet: From 9/1/2012 to 8/31/2013

Trust Category: Agent for Trustee
 Dates Open: 10/30/2004 to Present
 Trust Year End: December
 Date Printed: 09/16/2013

Admin Officer: Amos Byron
 Invest Officer: FCI
 Tax State: Maine
 Tax ID:

Other Activity

Distribution

Scholarship Award

Description of Transaction	Beneficiary	Posted Date	Income	Principal	Cash Sent In
Payee - Kaplan University - Scholarship Award- To: Sarah McFarland ID #26886603 for Spring 2013 semester.		07/23/2013	0.00	-500.00	0.00
Payee - Kaplan University - Scholarship Award- To: Sarah McFarland ID #0635324 for fall 2013 semester.		07/23/2013	0.00	-500.00	0.00
Payee - University of Vermont - Scholarship Award- To: Melissa Petersen ID #954142505 for fall 2013 semester.		07/24/2013	0.00	-500.00	0.00
Payee - Ithaca College - Scholarship Award- To: Aimee Pelletier ID #701671505 for fall 2013 semester.		07/25/2013	0.00	-500.00	0.00
Payee - Hobart & William Smith Colleges - Scholarship Award- To: Hilary Gove ID #10180429 for fall 2013 semester.		07/29/2013	0.00	-500.00	0.00
Payee - Bentley University - Scholarship Award- To: Kristina Kelly ID #03246018 for fall 2013 semester.		07/31/2013	0.00	-500.00	0.00
Payee - University of New England - Scholarship Award- To: Allison Cote ID #910336885 for fall 2013 semester.		08/08/2013	0.00	-500.00	0.00
Payee - University of Maine at Orono - Scholarship Award- To: Benjamin Roy ID #0749287 for fall 2013 semester.		08/12/2013	0.00	-500.00	0.00
Payee - Merrimack College - Scholarship Award- To: Jalen Thompson ID #362195 for fall 2013 semester		08/12/2013	0.00	-500.00	0.00
Payee - University of Maine at Orono - Scholarship Award- To: Parker O'Brien ID #0714936 for fall 2013 semester.		08/12/2013	0.00	-500.00	0.00
Payee - University of New England - Scholarship Award- To: Haley Pelletier ID #910347388 for fall 2013 semester.		08/12/2013	0.00	-500.00	0.00
Payee - University of Maine at Orono - Scholarship Award- To: Zoe Quick ID #0771150 for fall 2013 semester.		08/16/2013	0.00	-500.00	0.00
Payee - University of Maine at Orono - Scholarship Award of \$500.00 To: Katelyn Dutton ID #0648149 for fall 2013 semester		08/23/2013	0.00	-500.00	0.00
Scholarship Award Total			0.00	\$12,000	