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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning OCT 1, 2012, and ending SEP 30, 2013

Name of foundation

VIRGINIA HODGKINS SOMERS FOUNDATION, INC

Number and street (or P O box number if mail is not delivered to street address)

PO BOX 367

Room/suite

City or town, state, and ZIP code

KENNEBUNK, ME 04043

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, col (c), line 16)

\$ 6,436,400. (Part I, column (d) must be on cash basis.)

J Accounting method:

☒

Cash

☐

Accrual

☐ Other (specify)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

Revenue

Operating and Administrative Expenses

1 Contributions, gifts, grants, etc., received

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

5a Gross rents

b Net rental income or (loss) 5,820.

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 1,014,318.

7 Capital gain net income (from Part IV, line 2)

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)

11 Other income

12 Total Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees STMT 4

c Other professional fees STMT 5

17 Interest

18 Taxes STMT 6

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses STMT 7

24 Total operating and administrative expenses Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

N/A

199,998.

199,998.

STATEMENT 1

5,820.

5,820.

STATEMENT 2

180,353.

180,353.

11,608.

11,608.

STATEMENT 3

397,779.

397,779.

46,600.

41,940.

4,660.

2,510.

2,510.

0.

29,242.

29,242.

0.

4,151.

0.

0.

5,436.

0.

5,436.

350.

350.

0.

88,289.

74,042.

10,096.

201,200.

201,200.

289,489.

74,042.

211,296.

108,290.

323,737.

N/A

P5

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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			80,648.	311,154.	311,154.
	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					
	7 Other notes and loans receivable ▶					
	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					
	b Investments - corporate stock STMT 8			2,298,425.	2,114,998.	3,576,369.
	c Investments - corporate bonds STMT 9			326,983.	554,532.	739,521.
Liabilities	11 Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other STMT 10			1,804,897.	1,638,559.	1,809,356.
	14 Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers)			4,510,953.	4,619,243.	6,436,400.
	17 Accounts payable and accrued expenses					
	18 Grants payable					
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)			0.	0.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
Net Assets or Fund Balances	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			4,510,953.	4,619,243.	
	30 Total net assets or fund balances			4,510,953.	4,619,243.	
31 Total liabilities and net assets/fund balances				4,510,953.	4,619,243.	

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	4,510,953.
2 Enter amount from Part I, line 27a	2	108,290.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,619,243.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,619,243.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED EXCEL FILE	P	VARIOUS	09/30/13
b CAPITAL GAINS DIVIDENDS			
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 989,376.		833,965.	155,411.
b 24,942.			24,942.
c			
d			
e			

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			155,411.
b			24,942.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	180,353.
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). If (loss), enter -0- in Part I, line 8	<div> <div>If gain, also enter in Part I, line 8, column (c)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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 (col. (b) divided by col. (c))
2011	290,840.	5,801,500.	.050132
2010	282,238.	5,897,904.	.047854
2009	236,056.	5,000,957.	.047202
2008	266,923.	4,671,243.	.057142
2007	363,216.	6,342,767.	.057265

2 Total of line 1, column (d)	2	.259595
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	.051919
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,141,809.
5 Multiply line 4 by line 3	5	318,877.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,237.
7 Add lines 5 and 6	7	322,114.
8 Enter qualifying distributions from Part XII, line 4	8	211,296.

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)

1a 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 instructions)		1	6,475.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	6,475.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	6,475.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 3,440.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 1,550.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	4,990.
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 SEE STATEMENT 11		9	1,485.
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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 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.		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
4a 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?		
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, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NONE		
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

N/A

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>GORDON C. AYER, PRESIDENT</u> Telephone no. ► <u>207-967-5597</u> Located at ► <u>16 LOCKE STREET, KENNEBUNKPORT, ME</u> ZIP+4 ► <u>04046</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 ► 15 <u>N/A</u>			
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 ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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 type="checkbox"/> Yes <input checked="" 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 ► <u>N/A</u>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____		
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.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a	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) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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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)?

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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

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.

(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
GORDON C. AYER 16 LOCKE STREET KENNEBUNKPORT, ME 04046	PRESIDENT 8.00	17,100.	0.	0.
SUSAN AYER 16 LOCKE STREET KENNEBUNKPORT, ME 04046	VICE PRESIDENT 8.00	17,500.	0.	0.
CAROLYN B. MAY 4 HUNNEWELL ROAD SCARBOROUGH, ME 04074	TREASURER 4.00	12,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. 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

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.

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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	6,015,001.
b	Average of monthly cash balances	1b	220,338.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,235,339.
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	6,235,339.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	93,530.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,141,809.
6	Minimum investment return. Enter 5% of line 5	6	307,090.

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	307,090.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,475.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,475.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	300,615.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	300,615.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	300,615.

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	211,296.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	211,296.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	211,296.

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				300,615.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	54,416.			
b From 2008	35,555.			
c From 2009				
d From 2010				
e From 2011	4,194.			
f Total of lines 3a through e	94,165.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	211,296.			
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				211,296.
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))	89,319.			89,319.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	4,846.			
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 instr.			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	4,846.			
10 Analysis of line 9:				
a Excess from 2008	652.			
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	4,194.			
e Excess from 2012				

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year				
BIDDEFORD FREE CLINIC 189 ALFRED STREET BIDDEFORD, ME 04005	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	4,000.
BIG BROTHER-BIG SISTER OF SO. ME 195 LANCASTER STREET PORTLAND, ME 04101	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000.
CAMDEN INTERNATIONAL FILM FESTIVAL PO BOX 836 CAMDEN, ME 04843	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000.
CARING UNLIMITED PO BOX 590 SANFORD, ME 04073	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000.
COMMUNITY SCHOOLS PO BOX 65, 215 GLOUCESTER HILL ROAD NEW GLOUCESTER, ME 04260	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000.
Total			SEE CONTINUATION SHEET(S)	201,200.
b Approved for future payment				
NONE				
Total				0.

Virginia Hodgkins Somers Foundation, Inc.
Securities Gains and Losses
September 30, 2013

	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Gain (Loss)</u>	
436.418 VANGUARD INFLAT PROT SEC INV	12/19/12	09/17/13	5,778.18	6,341.15	(562.97)	ST
258.55 VANGUARD INFLAT PROT SEC INV	12/19/12	09/17/13	3,423.20	3,756.73	(333.53)	ST
112.405 VANGUARD INFLAT PROT SEC INV	09/27/12	09/17/13	1,488.24	1,671.46	(183.22)	ST
79.71 VANGUARD INFLAT PROT SEC INV	03/27/13	09/17/13	1,055.36	1,150.22	(94.86)	ST
47.676 VANGUARD INFLAT PROT SEC INV	12/19/12	09/17/13	631.23	692.73	(61.50)	ST
11.387 VANGUARD INFLAT PROT SEC INV	03/27/13	09/17/13	150.76	164.32	(13.56)	ST
5.694 VANGUARD INFLAT PROT SEC INV	03/27/13	09/17/13	75.39	82.16	(6.77)	ST
17.002 VANGUARD INFLAT PROT SEC INV	03/27/13	09/17/13	225.11	226.81	(1.70)	ST
1100 STAPLES INC	06/16/03	04/29/13	14,261.07	14,487.00	(225.93)	LT
900 STAPLES INC	05/02/05	04/29/13	11,668.14	11,853.00	(184.86)	LT
387.65 VANGUARD INFLAT PROT SEC INV	12/28/11	09/17/13	5,132.49	5,458.11	(325.62)	LT
164.418 VANGUARD INFLAT PROT SEC INV	09/30/11	09/17/13	2,176.90	2,298.57	(121.67)	LT
52.415 VANGUARD INFLAT PROT SEC INV	06/29/12	09/17/13	693.97	767.88	(73.91)	LT
356.281 VANGUARD INFLAT PROT SEC INV	06/30/11	09/17/13	4,717.16	4,788.42	(71.26)	LT
66.772 VANGUARD INFLAT PROT SEC INV	03/30/12	09/17/13	884.06	950.83	(66.77)	LT
33.227 VANGUARD INFLAT PROT SEC INV	12/28/11	09/17/13	439.93	467.84	(27.91)	LT
61.934 VANGUARD INFLAT PROT SEC INV	09/28/10	09/17/13	820.01	822.48	(2.47)	LT
9.986 VANGUARD INFLAT PROT SEC INV	03/30/09	09/17/13	132.21	121.43	10.78	LT
153.899 VANGUARD INFLAT PROT SEC INV	03/31/11	09/17/13	2,037.62	2,025.31	12.31	LT
93.879 VANGUARD INFLAT PROT SEC INV	06/29/10	09/17/13	1,242.96	1,216.67	26.29	LT
28.853 VANGUARD INFLAT PROT SEC INV	12/23/08	09/17/13	382.01	339.60	42.41	LT
2300 GENERAL ELECTRIC CAP	04/16/08	01/18/13	57,500.00	57,454.00	46.00	LT
128.859 VANGUARD INFLAT PROT SEC INV	03/30/10	09/17/13	1,706.09	1,605.58	100.51	LT
330.553 VANGUARD INFLAT PROT SEC INV	12/29/10	09/17/13	4,376.52	4,247.61	128.91	LT
445.373 VANGUARD INFLAT PROT SEC INV	07/01/08	09/17/13	5,896.74	5,620.60	276.14	LT
404.938 VANGUARD INFLAT PROT SEC INV	12/24/09	09/17/13	5,361.38	5,077.92	283.46	LT
392.833 VANGUARD INFLAT PROT SEC INV	09/29/08	09/17/13	5,201.11	4,772.92	428.19	LT
2900 GENERAL ELECTRIC CAP	09/10/56	01/18/13	72,500.00	71,456.87	1,043.13	LT
1000 GENERAL ELECTRIC CAP	12/04/09	01/18/13	25,000.00	23,836.00	1,164.00	LT
600 WELLS FARGO CAP	02/07/08	02/04/13	15,000.00	13,433.46	1,566.54	LT
2900 AMERICAN INTERNATIONAL GROU	02/07/08	06/17/13	72,500.00	70,572.95	1,927.05	LT
1000 WELLS FARGO CAP	12/04/09	02/04/13	25,000.00	20,345.00	4,655.00	LT
1400 WELLS FARGO CAP	07/30/08	02/04/13	35,000.00	29,356.04	5,643.96	LT
16555.79 VANGUARD INFLAT PROT SEC INV	04/16/08	09/17/13	219,198.60	212,079.62	7,118.98	LT
250 MEDTRONIC INCORPORATED	01/14/98	09/17/13	13,497.29	5,793.06	7,704.23	LT
445.315 BARON ASSET INSTITUTIONAL		04/29/13	25,000.00	16,521.19	8,478.81	LT
1000 HALLIBURTON CO	09/20/05	04/29/13	41,902.06	33,080.00	8,822.06	LT
2100 AMERICAN INTERNATIONAL GROU	07/30/08	06/17/13	52,500.00	40,528.95	11,971.05	LT
6863.418 VANGUARD INFLAT PROT SEC INV	04/16/08	04/29/13	100,000.00	87,920.38	12,079.62	LT
400 SCHLUMBERGER LTD	08/26/91	04/29/13	29,650.29	6,398.68	23,251.61	LT
650 INTERNATIONAL BUSINESS MACH	02/20/02	09/17/13	125,170.27	64,181.00	60,989.27	LT

TOTAL GAIN/(LOSS) ON SECURITIES - 10/1/12 - 9/30/13

989,376.35 833,964.55 155,411.80

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
GULF OF MAINE RESEARCH INSTITUTE 350 COMMERCIAL ST. PORTLAND, ME 04101	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000.
KENNEBUNK FREE LIBRARY 112 MAIN STREET KENNEBUNK, ME 04043	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,000.
KENNEBUNKPORT HISTORICAL SOCIETY 125 NORTH STREET KENNEBUNKPORT, ME 04046	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	12,500.
KIDS FIRST CENTER 222 ST. JOHN STREET, SUITE 101 PORTLAND, ME 04102	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	12,000.
MAINE PHILANTHROPY CENTER PO BOX 9301 PORTLAND, ME 04104	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT MEMBERSHIP	1,400.
MAINE BOYS TO MEN 565 CONGRESS STREET, ROOM 206A PORTLAND, ME 04101	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000.
MAINE WOMEN'S POLICY CENTER PO BOX 85 HALLOWELL, ME 04347	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000.
MAYO STREET ARTS 10 MAYO STREET PORTLAND, ME 04101	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000.
NORTHERN YORK COUNTY FAMILY YMCA 3 POMERLEAU DRIVE BIDDEFORD, ME 04005	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000.
THE OPPORTUNITY ALLIANCE 50 MONUMENT SQUARE PORTLAND, ME 04101	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000.
Total from continuation sheets				162,200.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SOUTHERN MAINE AGENCY ON AGING 136 U.S. ROUTE ONE SCARBOROUGH, ME 04074	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	8,000.
SPACE GALLERY 538 CONGRESS STREET PORTLAND, ME 04101	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	18,000.
VOLUNTEERS OF AMERICA 14 MAINE STREET BRUNSWICK, ME 04011	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	7,500.
WALNUT HILL SCHOOL 12 HIGHLAND STREET NATICK, MA 01760	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000.
WOMEN WORK AND COMMUNITY, MAINE CENTERS FOR 46 UNIVERSITY DRIVE AUGUSTA, ME 04330	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	800.
YORK COUNTY COMMUNITY ACTION CORP 6 SPRUCE STREET SANFORD, ME 04073	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BROKERAGE ACCOUNTS	224,940.	24,942.	199,998.
TOTAL TO FM 990-PF, PART I, LN 4	224,940.	24,942.	199,998.

FORM 990-PF	RENTAL INCOME	STATEMENT	2
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
EQUITY RESOURCE FUND	1	5,820.
TOTAL TO FORM 990-PF, PART I, LINE 5A		5,820.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME FROM P'SHIP INVESTMENTS	11,608.	11,608.	
TOTAL TO FORM 990-PF, PART I, LINE 11	11,608.	11,608.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,260.	2,260.		0.
LEGAL FEES	250.	250.		0.
TO FORM 990-PF, PG 1, LN 16B	2,510.	2,510.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	29,242.	29,242.			0.
TO FORM 990-PF, PG 1, LN 16C	29,242.	29,242.			0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
990PF EXCISE TAXES	4,151.	0.			0.
TO FORM 990-PF, PG 1, LN 18	4,151.	0.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
WEBSITE AND EMAIL EXPENSES	350.	350.			0.
TO FORM 990-PF, PG 1, LN 23	350.	350.			0.

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SMITH BARNEY - CORPORATE STOCKS	1,733,597.	3,201,415.		
SMITH BARNEY - PREFERRED STOCKS	381,401.	374,954.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,114,998.	3,576,369.		

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SMITH BARNEY - CORPORATE BONDS	554,532.	739,521.
TOTAL TO FORM 990-PF, PART II, LINE 10C	554,532.	739,521.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SMITH BARENY - MUTUAL FUNDS	COST	1,566,641.	1,809,356.
SMITH BARNEY - EQUITY RESOURCE FUND VI L.P.	COST	71,918.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,638,559.	1,809,356.

FORM 990-PF	INTEREST AND PENALTIES	STATEMENT	11
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TAX DUE FROM FORM 990-PF, PART VI	1,485.
LATE PAYMENT INTEREST	11.
LATE PAYMENT PENALTY	22.
TOTAL AMOUNT DUE	1,518.

FORM 990-PF	LATE PAYMENT PENALTY	STATEMENT	12
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DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	02/15/14	3,035.	3,035.		
EXTENSION PAYMENT	02/15/14	-1,550.	1,485.	3	22.
DATE FILED	05/15/14		1,485.		
TOTAL LATE PAYMENT PENALTY					22.

FORM 990-PF

LATE PAYMENT INTEREST

STATEMENT 13

DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	02/15/14	3,035.	3,035.	.0300		
EXTENSION PAYMENT	02/15/14	-1,550.	1,485.	.0300	89	11.
DATE FILED	05/15/14		1,496.			
TOTAL LATE PAYMENT INTEREST						11.



TAXPAYER NAME : VIRGINIA HODGKINS SOMERS
FOUNDATION

TIN : xxxxx7127

Deposit Confirmation

*Your payment has been accepted.

Payment Successful

An EFT acknowledgement number has been provided for this payment. Please keep this number for your records.

REMINDER: REMEMBER TO FILE ALL RETURNS WHEN DUE!

EFT ACKNOWLEDGEMENT NUMBER:

270444220387967

Payment Information	Entered Data
Taxpayer EIN	xxxxx7127
Tax Form	990PF Return of Private Foundation
Tax Type	Balance due on return or notice
Tax Period	2013
Payment Amount	\$1,550.00
Settlement Date	02/11/2014

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

OMB No. 1545-1709

1,3702 (2012)
rel - 2/11/14
Accepted - 2/11/14

you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box

► ☒

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

► ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions VIRGINIA HODGKINS SOMERS FOUNDATION, INC	Employer identification number (EIN) or 01-0537127
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions PO BOX 367	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions KENNEBUNK, ME 04043	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

GORDON C. AYER, PRESIDENT

- The books are in the care of ► **17 OAK STREET - KENNEBUNKPORT, ME 04046**

Telephone No. ► **207-967-5597**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box

► ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ► ☐ If it is for part of the group, check this box ► ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

MAY 15, 2014

, to file the exempt organization return for the organization named above. The extension is for the organization's return for

► ☐ calendar year _____ or

► ☒ tax year beginning **OCT 1, 2012**, and ending **SEP 30, 2013**

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	4,990.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	3,440.
Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	1,550.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)