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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
THE BILL AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

A Employer identification number
01-0421806

Number and street (or P O box number if mail is not delivered to street address) TWO MONUMENT SQUARE | Room/suite

B Telephone number (see instructions)
(207) 828-7999

City or town, state or province, country, and ZIP or foreign postal code
PORTLAND, ME 04101

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 50,951,119

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

Section	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	4,695,255			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	3,344	3,338		
	4	Dividends and interest from securities	152,244	152,244		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	9,453,677			
	b	Gross sales price for all assets on line 6a 10,549,066				
	7	Capital gain net income (from Part IV, line 2)		8,736,018		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	4,201	4,201		
	12	**Total.** Add lines 1 through 11	14,308,721	8,895,801		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	4,325	0		4,325
	c	Other professional fees (attach schedule)	71,303	18,315		52,988
	17	Interest	198	198		0
	18	Taxes (attach schedule) (see instructions)	214,867	8,367		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	153,698	149,234		2,344
	24	**Total operating and administrative expenses.** Add lines 13 through 23	444,391	176,114		59,657
	25	Contributions, gifts, grants paid	1,130,301			1,130,301
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,574,692	176,114		1,189,958
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	12,734,029			
	b	**Net investment income** (if negative, enter -0-)		8,719,687		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	10,291	7,938	7,938
	2	Savings and temporary cash investments	67,843	1,507,643	1,507,643
	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 schedule) ▶ ________ Less allowance for doubtful accounts ▶ ________			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,238,160	217,880	30,682,905
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ ________ Less accumulated depreciation (attach schedule) ▶ ________			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	9,179,637	16,815,567	18,752,633
	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)	10,495,931	18,549,028	50,951,119
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ________)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	10,495,931	18,549,028	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	10,495,931	18,549,028	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	10,495,931	18,549,028	

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	10,495,931
2	Enter amount from Part I, line 27a	2	12,734,029
3	Other increases not included in line 2 (itemize) ▶ ________	3	0
4	Add lines 1, 2, and 3	4	23,229,960
5	Decreases not included in line 2 (itemize) ▶ ________	5	4,680,932
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	18,549,028

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	8,736,018
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	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,171,385	24,945,152	0 046958
2011	502,069	23,884,140	0 021021
2010	1,141,918	17,518,071	0 065185
2009	1,129,311	15,769,237	0 071615
2008	1,101,989	21,387,978	0 051524

2	**Total** of line 1, column (d).	2	0 256303
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 051261
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	42,991,501
5	Multiply line 4 by line 3.	5	2,203,787
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	87,197
7	Add lines 5 and 6.	7	2,290,984
8	Enter qualifying distributions from Part XII, line 4.	8	1,189,958

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	174,394
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	174,394
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	174,394
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	161,556		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	75,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	236,556
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	62,162
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 62,162 **Refunded** ▶			11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ME			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

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

Website address ▶N/A

14 The books are in care of ▶DEXTER ENTERPRISES INC Telephone no ▶(207) 828-7999

Located at ▶TWO MONUMENT SQUARE PORTLAND ME ZIP +4 ▶04101

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☑ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20___, 20___, 20___, 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20___, 20___, 20___, 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)*.	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

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

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

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

Total number of other employees paid over $50,000 ▶ 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
DEXTER ENTERPRISES INC TWO MONUMENT SQUARE PORTLAND,ME 04101	INVESTMENT & GRANT ADMINISTRATION	65,429
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 NONE	0
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 NONE	0
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	42,314,080
b	Average of monthly cash balances	1b	1,332,114
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	43,646,194
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	43,646,194
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	654,693
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	42,991,501
6	**Minimum investment return.** Enter 5% of line 5	6	2,149,575

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	2,149,575
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 174,394		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	174,394
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,975,181
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	1,975,181
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	1,975,181

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,189,958
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	1,189,958
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,189,958

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,975,181
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			1,125,886	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,189,958				
a Applied to 2012, but not more than line 2a			1,125,886	
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 2013 distributable amount.				64,072
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 *(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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				1,911,109
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 2008 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test—enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

WILLIAM ALFOND

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

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

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

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

THE BILL JOAN ALFOND FOUNDATION CO
TWO MONUMENT SQUARE
PORTLAND,ME 04101
(207) 828-7999

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

APPLICANTS SHOULD SUBMIT THEIR REQUESTS AS FOLLOWS (1) A BRIEF (1-3 PAGE) LETTER DESCRIBING THE PROJECT, DRIVE OR CAMPAIGN THIS SHOULD INCLUDE A STATEMENT OF NEED, NUMBER OF PEOPLE BENEFITED, GEOGRAPHIC AREA SERVED, TOTAL FUND RAISING GOAL, STRATEGY AND AMOUNT REQUESTED FROM THE FOUNDATION, (2) CAPITAL CAMPAIGNS AND SPECIAL PROJECTS SHOULD ALSO INCLUDE A BUDGET, (3) ORGANIZATIONS SHOULD ENCLOSE A COPY OF THEIR 501(C)(3) DETERMINATION LETTER, (4) OTHER SUPPORTING MATERIAL

c Any submission deadlines

NO SUBMISSION DEADLINES

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

THE FOUNDATION CONTRIBUTES TO ORGANIZATIONS IN THE FIELD OF HIGHER EDUCATION THE FOUNDATION ALSO CONTRIBUTES TO WORTHY CHARITIES WITHIN ITS PRINCIPAL AREA OF GEOGRAPHIC INTEREST WHEN CONSIDERING MAJOR GRANTS, THE FOUNDATION NORMALLY REQUIRES THAT THE GRANTEE RAISE MATCHING FUNDS FROM OTHER ORGANIZATIONS AND INDIVIDUALS

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,130,301
b *Approved for future payment*				
THE GOVERNOR'S ACADEMY (FORMERLY GOVERNOR DUMMER ACADEMY) 1 ELM STREET BYFIELD, MA 01922		PC	DINING HALL PROJECT	1,122,000
CHEWONKI FOUNDATION 485 CHEWONKI NECK ROAD WISCASSET, ME 04578		PC	DEXTER/MILO/EASTPORT SCHOLARSHIPS	43,800
HARDY GIRLS HEALTHY WOMEN PO BOX 821 WATERVILLE, ME 04903		PC	COLLABORATION WITH EDUCARE	5,000
Total . . . . ▶ **3b**				1,170,800

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	3,344	
4 Dividends and interest from securities. . . .			14	152,244	
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.			14	4,201	
8 Gain or (loss) from sales of assets other than inventory			18	9,453,677	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		9,613,466	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 9,613,466

(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)
1	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

****** | 2014-11-10 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
DANIEL P DOIRON		2014-11-10		P01206204
Firm's name ▶ ALBIN RANDALL & BENNETT			Firm's EIN ▶ 01-0448006	
Firm's address ▶ PO BOX 445 130 MIDDLE STREET PORTLAND, ME 041120445			Phone no (207) 772-1981	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
PUBLICLY TRADED SECURITIES			
FAIRHOLME PARTNERSHIP, LP	P		
DEXTER US EQUITY TE LLC	P		
DEXTER US EQUITY TE LLC	P		
LEGACY VENTURE V (QP), LLC	P		
LEGACY VENTURE V (QP), LLC	P		
DEXTER INTERNATIONAL EQUITY TE, LLC	P		
DEXTER INTERNATIONAL EQUITY TE, LLC	P		
DEXTER PRIVATE EQUITY TE LLC	P		
MAST CREDIT OPPORTUNITIES	P		
DEXTER GLOBAL EQUITY TE LLC	P		
DEXTER REAL ASSSETS TE LLC	P		
DEXTER REAL ASSSETS TE LLC	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
8,869,720		1,023,105	7,846,615
4,139			4,139
1,551			1,551
17,205			17,205
32,631			32,631
117,474			117,474
918			918
43,820			43,820
517			517
731,854			731,854
		60,265	-60,265
		519	-519
78			78

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			7,846,615
			4,139
			1,551
			17,205
			32,631
			117,474
			918
			43,820
			517
			731,854
			-60,265
			-519
			78

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
JOAN ALFOND 14 OTIS PLACE BOSTON, MA 02108	VICE PRES, TREAS, DIRECTOR 7 50	0	0	0
GREGORY POWELL SEE FOOTNOTE TWO MONUMENT SQUARE PORTLAND, ME 04101	SECRETARY 1 50	0	0	0
WILLIAM ALFOND 14 OTIS PLACE BOSTON, MA 02108	PRESIDENT, DIRECTOR 12 50	0	0	0
KENDEN ALFOND TWO MONUMENT SQUARE PORTLAND, ME 04101	DIRECTOR 1 00	0	0	0
JUSTIN ALFOND TWO MONUMENT SQUARE PORTLAND, ME 04101	DIRECTOR 1 00	0	0	0
REIS ALFOND 1120 PARK AVENUE APT 14B NEW YORK, NY 10128	DIRECTOR 1 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ABBOTT MEMORIAL LIBRARY ONE CHURCH STREET DEXTER, ME 04930		PC	CHILDREN'S BOOKS	750
BELGRADE LAKES ASSOCIATION PO BOX 551 BELGRADE LAKES, ME 04918		PC	ANNUAL FUND	1,000
BELGRADE LAKES ASSOCIATION PO BOX 551 BELGRADE LAKES, ME 04918		PC	UNRESTRICTED	1,000
BELMONT GOLF SCHOLARSHIP FUND 219 BEAR HILL ROAD WALTHAM, MA 02451		PC	SCHOLARSHIP FUND	344
CHEWONKI FOUNDATION 485 CHEWONKI NECK ROAD WISCASSET, ME 04578		PC	DEXTER/MILO/EASTPORT SCHOLARSHIPS	63,400
COLBY COLLEGE 4800 MAYFLOWER HILL WATERVILLE, ME 04901		PC	ANNUAL FUND	1,000
COLBY COLLEGE 4800 MAYFLOWER HILL WATERVILLE, ME 04901		PC	BUSINESS COMPETITION	15,000
COLBY COLLEGE 4800 MAYFLOWER HILL WATERVILLE, ME 04901		PC	UNRESTRICTED	1,000
COLBY COLLEGE 4800 MAYFLOWER HILL WATERVILLE, ME 04901		PC	COLBY C CLUB	30
COLBY COLLEGE 400 MAYFLOWER HILL ROAD WATERVILLE, ME 04901		PC	MAINE CONCUSSION MANAGEMENT INITIATIVE	10,000
COMBINED JEWISH PHILANTHROPIES OF GREATER BOSTON 126 HIGH STREET BOSTON, MA 021102700		PC	ANNUAL FUND	2,500
EAGLEBROOK SCHOOL PINE NOOK ROAD DEERFIELD, MA 01342		PC	ANNUAL FUND	2,000
FRIENDS OF BELGRADE PUBLIC LIBRARY 1 CENTER DRIVE BELGRADE, ME 04917		PC	CHILDREN'S BOOKS	950
FRIENDS OF BELGRADE PUBLIC LIBRARY 1 CENTER DRIVE BELGRADE, ME 04917		PC	FUNDRAISING	330
FRIENDS OF DANA FARBER CANCER INSTITUTE 450 BROOKLINE AVE SW120 BOSTON, MA 02215		PC	RESEARCH AND TREATMENT	5,000
Total . . . . ▶ **3a**				1,130,301

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
THE GOVERNOR'S ACADEMY (FORMERLY GOVERNOR DUMMER ACADEMY) 1 ELM STREET BYFIELD,MA 01922		PC	DINING HALL PROJECT	478,000
THE GOVERNOR'S ACADEMY (FORMERLY GOVERNOR DUMMER ACADEMY) 1 ELM STREET BYFIELD,MA 01922		PC	ANNUAL FUND	1,000
THE GOVERNOR'S ACADEMY (FORMERLY GOVERNOR DUMMER ACADEMY) 1 ELM STREET BYFIELD,MA 01922		PC	LUNCHEON SCHOLARSHIPS	500
THE GOVERNOR'S ACADEMY (FORMERLY GOVERNOR DUMMER ACADEMY) 1 ELM STREET BYFIELD,MA 01922		PC	SPECIAL CHALLENGE	15,000
THE GOVERNOR'S ACADEMY (FORMERLY GOVERNOR DUMMER ACADEMY) 1 ELM STREET BYFIELD,MA 01922		PC	SENIOR TRIP	3,052
HARDY GIRLS HEALTHY WOMEN PO BOX 821 WATERVILLE,ME 04903		PC	COLLABORATION WITH EDUCARE	5,000
KENNEBEC VALLEY COMMUNITY COLLEGE FOUNDATION 92 WESTERN AVE FAIRFIELD,ME 04937		PC	UNRESTRICTED	1,000
MAINE CHILDRENS' HOME FOR LITTLE WANDERERS 93 SILVER STREET WATERVILLE,ME 04901		PC	TEEN PROGRAM	15,000
MAX WARBURG COURAGE CURRICULUM INC 325 HUNTINGTON AVENUE BOX 52 BOSTON,MA 02115		PC	ANNUAL FUND	5,000
RED SOX FOUNDATION 4 YAWKEY WAY BOSTON,MA 02215		PC	HOME BASE PROGRAM	500
TRUSTEES OF DARTMOUTH COLLEGE 6132 MCNUTT ROOM 113 HANOVER,NH 03755		PC	MEN'S SOCCER	2,000
TWOTEN INTERNATIONAL FOOTWEAR FOUNDATION 1466 MAIN STREET WALTHAM,MA 02154		PC	ANNUAL FUND	210
UNITED STATES BIATHLON ASSOCIATION 49 PINELAND DRIVE SUITE 301A NEW GLOUCESTER,ME 04260		PC	UNRESTRICTED	1,200
UNIVERSITY OF MAINE FOUNDATION TWO ALUMNI PLACE ORONO,ME 04469		PC	ELLEN LORING FUND	10,000
MAINE FILM CENTER 177 MAIN STREET WATERVILLE,ME 04901		PC	CAPITAL CAMPAIGN	150,000
Total . . . . ▶ **3a**				1,130,301

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CAMDEN CONFERENCE PO BOX 882 CAMDEN, ME 048430882		PC	GWH SCHOLARSHIPS	2,685
CARRABASSETT VALLEY ACADEMY RR1 BOX 2240 KINGFIELD, ME 04947		PC	FUNDRAISING SUPPORT	350
FRIENDS OF THE FOUNDATION DE FRANCE INC 6 WEST 48TH ST 10TH FLOOR NEW YORK, NY 10036		PC	ASSOCIATION DE L'ECOLE FRANCAISE DE BATTAMBANG	60,000
JEWISH JUMPSTART 1801 AVENUE OF THE STARS SUITE 210 LOS ANGELES, CA 90067		PC	JEWISH MONTESSORI SOCIETY	2,000
KENNEBEC VALLEY COMMUNITY COLLEGE FOUNDATION 92 WESTERN AVE FAIRFIELD, ME 04937		PC	ANNUAL FUND	1,000
MAINE GRAIN ALLIANCE PO BOX 2060 SKOWHEGAN, ME 04976		PC	SCHOLARSHIPS	2,000
MAINE SPORTS HALL OF FAME PO BOX 8554 PORTLAND, ME 04104		PC	SCHOLARSHIPS	5,000
NOBLE AND GREENOUGH SCHOOL 10 CAMPUS DRIVE DEDHAM, MA 020264099		PC	STOKLEY TOWLES SCHOLARSHIP FUND	1,000
NOBLE AND GREENOUGH SCHOOL 10 CAMPUS DRIVE DEDHAM, MA 020264099		PC	ANNUAL FUND	1,000
NOBLE AND GREENOUGH SCHOOL 10 CAMPUS DRIVE DEDHAM, MA 020264099		PC	CASTLE PROJECT	10,000
PERKINS SCHOOL FOR THE BLIND 175 NORTH BEACON STREET WATERTOWN, MA 02472		PC	UNRESTRICTED	500
PROPUBLICA ONE EXCHANGE PLAZA 55 BROADWAY 23RD FLOOR NEW YORK, NY 10006		PC	ANNUAL FUND	5,000
PUERTO RICO COMMUNITY FOUNDATION 1719 AVE PONCE DE LEON SAN JUAN, PR 00909		PC	PASARELL SCHOLARSHIP PROGRAM	1,000
SCHOOL OF THE MUSEUM OF FINE ART 230 THE FENWAY BOSTON, MA 02115		PC	SCHOLARSHIPS	5,000
SHEAD HIGH SCHOOL 89 HIGH STREET EASTPORT, ME 04631		PC	LAPTOP PROGRAM	12,000
Total . . . . ▶ 3a				1,130,301

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
STTHOMAS MORE PLAY GROUP 65 EAST 89TH STREET NEW YORK, NY 10128		PC	ANNUAL FUND	12,000
THE TELLING ROOM 225 COMMERCIAL STREET SUITE 201 PORTLAND, ME 04101		PC	ANNUAL FUND	10,000
THOMAS COLLEGE 180 WEST RIVER ROAD WATERVILLE, ME 04101		PC	UNRESTRICTED	1,000
THOMAS COLLEGE 180 WEST RIVER ROAD WATERVILLE, ME 04901		PC	ALFOND SCHOLARS PROGRAM	20,000
UNIVERSITY OF SOUTHERN MAINE PO BOX 9300 PORTLAND, ME 04101		PC	USM BASEBALL	1,000
WATERVILLE HIGH SCHOOL ATHLETIC DEPARTMENT ONE BROOKLYN AVENUE WATERVILLE, ME 04901		PC	CAROL SHAPIRO SCHOLARSHIP FUND	1,000
COMERCIANTES UNIDOS PARA EL DESARROLLO PO BOX 945 CAMUY, PR 00627		PC	HOGAR INFANTIL SANTA TERESITA DEL NINO JESUS	12,000
DANA FARBER CANCER INSTITUTE 10 BROOKLINE PLACE WEST 6TH FLOOR BROOKLINE, MA 024457226		PC	UNRESTRICTED	500
HOSPICE VOLUNTEERS OF WATERVILLE AREA 304 MAIN STREET WATERVILLE, ME 04901		PC	UNRESTRICTED	1,000
DANA FARBER CANCER INSTITUTE 10 BROOKLINE PLACE WEST 6TH FLOOR BROOKLINE, MA 024457226		PC	RED SOX CHALLENGE	1,000
MASSACHUSETTS GENERAL HOSPITAL 165 CAMBRIDGE STREET SUITE 600 BOSTON, MA 02114		PC	MARATHON FOR DYSTONIA-JENNY SEEMAN	1,500
PAN MASSACHUSETTS CHALLENGE TRUST 77 FOURTH AVE NEEDHAM, MA 02494		PC	THE JIMMY FUND	1,500
PREBLE STREET 38 PREBLE STREET PORTLAND, ME 04101		PC	ANNUAL FUND	70,000
SHRINERS HOSPITALS FOR CHILDREN 11 SABATTUS STREET LEWISTON, ME 04240		PC	MAINE SHRINE LOBSTER BOWL CLASSIC	400
WOMEN'S LUNCH PLACE 67 NEWBURY STREET BOSTON, MA 02116		PC	UNRESTRICTED	1,000
Total . . . . ▶ **3a**				1,130,301

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ALFOND YOUTH CENTER 126 NORTH STREET WATERVILLE, ME 04901		PC	ANNUAL FUND	1,000
ALFOND YOUTH CENTER 126 NORTH STREET WATERVILLE, ME 04901		PC	UNRESTRICTED	500
BELGRADE REGIONAL CONSERVATION ALLIANCE INC PO BOX 250 BELGRADE LAKES, ME 04918		PC	DONATION	600
CENTRAL PARK CONSERVANCY 14 EAST 60TH STREET 8TH FLOOR NEW YORK, NY 10022		PC	PLAYGROUND PARTNERS	5,000
CHABAD OF PORT WASHINGTON 80 SHORE ROAD PORT WASHINGTON, NY 11050		PC	CHABAD OF CAMBODIA	4,000
MAINE CONGRESS OF LAKES ASSOCIATIONS PO BOX 426 BELGRADE, ME 04917		PC	LAKE SMART PROGRAM	1,000
MAINE HUTS AND TRAILS 375 NORTH MAIN STREET KINGFIELD, ME 04947		PC	ANNUAL APPEAL	1,000
MAINE INITIATIVES PO BOX 2248 AUGUSTA, ME 04338		PC	ANNUAL FUND	10,000
MAINE LAKES RESOURCE CENTER PO BOX 5431 BELGRADE LAKES, ME 04918		PC	UNRESTRICTED	1,000
PORTLAND TRAILS 305 COMMERCIAL STREET PORTLAND, ME 04101		PC	ANNUAL FUND	5,000
RED SOX FOUNDATION 4 YAWKEY WAY BOSTON, MA 02215		PC	UNRESTRICTED	50,000
SKI MUSEUM OF MAINE PO BOX 359 KINGFIELD, ME 04947		PC	UNRESTRICTED	1,000
TOWN OF DEXTER 23 MAINE STREET DEXTER, ME 04930		PC	CROSBY PARK PLAYGROUND	5,000
TOWN OF DEXTER 23 MAINE STREET DEXTER, ME 04930		PC	CROSBY PARK PLAYGROUND	1,000
TOWN OF DEXTER 23 MAINE STREET DEXTER, ME 04930		PC	CROSBY PARK PLAYGROUND	1,000
Total . . . . ▶ **3a**				1,130,301

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
UNITED STATES BIATHLON ASSOCIATION 49 PINELAND DRIVE SUITE 301A NEW GLOUCESTER, ME 04260		PC	ANNUAL FUND CHALLENGE	5,000
CHABAD OF PORT WASHINGTON 80 SHORE ROAD PORT WASHINGTON, NY 11050		PC	CHABAD OF CAMBODIA	4,000
Total . . . . ▶ **3a**				1,130,301

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Name of the organization	Employer identification number
THE BILL AND JOAN ALFOND FOUNDATION C/O DEXTER ENTERPRISES INC	01-0421806

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization
THE BILL AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

Employer identification number
01-0421806

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WILLIAM L ALFOND C/O DEXTER ENTERPRISES TWO MONUMENT PORTLAND, ME 04101	$ 4,695,255	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
THE BILL AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

Employer identification number
01-0421806

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	27 SHARES BERKSHIRE HATHAWAY CLASS A & 500 SHARES BERKSHIRE HATHAWAY CLASS B COMMON STOCK	$ 4,695,255	2013-12-03

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
THE BILL AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

Employer identification number
01-0421806

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

TY 2013 Accounting Fees Schedule

Name: THE BILL AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

EIN: 01-0421806

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION	4,325	0		4,325

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: THE BILL AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

EIN: 01-0421806

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
PUBLICLY TRADED SECURITIES DONATED TO CHARITY		PURCHASED			729,159	11,500		0	717,659	

TY 2013 General Explanation Attachment

Name: THE BILL AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

EIN: 01-0421806

Identifier	Return Reference	Explanation
OFFICER COMPENSATION	990-PF, PART VIII	GREGORY POWELL IS AN EMPLOYEE OF DEXTER ENTERPRISES, INC DEXTER ENTERPRISES, INC IS COMPENSATED UNDER A MANAGEMENT CONTRACT WITH THE FOUNDATION SEE STATEMENT 6 FOR DEXTER ENTERPRISES, INC INFORMATION

Identifier	Return Reference	Explanation
DISTRIBUTION OF PROPERTY FOR CHARITY	990-PF, PART I, LINE 6A, COLUMN A	UNDER REGULATION 53 4940-1, A DISTRIBUTION OF PROPERTY FOR CHARITABLE PURPOSES UNDER SECTION 170(C)(1) OR (2)(B) MADE BY A FOUNDATION TO A CHARITABLE ORGANIZATION IS NOT TREATED AS A TAXABLE SALE OR DISPOSITION THE CAPITAL GAIN RECORDED ON THE BOOKS IS NOT TAXABLE, THEREFORE, THE PROPERTY DISTRIBUTION IS EXCLUDED FROM NET INVESTMENT INCOME, LINE 7, COLUMN (B)

TY 2013 Investments Corporate Stock Schedule

Name: THE BILL AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

EIN: 01-0421806

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BERKSHIRE HATHAWAY COMMON STOCK CLASS A	98,966	15,121,500
BERKSHIRE HATHAWAY COMMON STOCK CLASS B	0	0
MELLON EMERGING MARKETS FUND	0	0
BERKSHIRE HATHAWAY COMMON STOCK CLASS A	35,633	12,097,200
BERKSHIRE HATHAWAY COMMON STOCK CLASS B	83,281	3,464,205

TY 2013 Investments - Other Schedule

Name: THE BILL AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

EIN: 01-0421806

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LEGACY VENTURE FUNDS V & VI	AT COST	1,484,581	2,012,810
MAST CREDIT OPPORTUNITIES	AT COST	0	0
SPECIAL OPPORTUNITIES FUNDS	AT COST	1,220,411	1,477,939
TA REALTY FUND VIII	AT COST	1,801,721	1,291,290
DEXTER GLOBAL EQUITY TE, LLC	AT COST	3,606,192	4,084,483
DEXTER INTERNATIONAL EQUITY TE, LLC	AT COST	1,885,393	2,106,499
DEXTER REAL ASSETS TE, LLC (PORTFOLIO 2)	AT COST	202,099	231,443
DEXTER US EQUITY TE, LLC	AT COST	2,232,682	2,872,952
DEXTER HEDGE FUND TE, LLC	AT COST	1,498,578	1,550,000
DEXTER PRIVATE EQUITY TE, LLC (PORTFOLIO 2)	AT COST	381,955	347,246
THE FAIRHOLME PARTNERSHIP, LP	AT COST	2,501,955	2,777,971

TY 2013 Other Decreases Schedule

Name: THE BILL AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

EIN: 01-0421806

Description	Amount
PUBLICLY TRADED SECURITIES CARRYING VALUE REDUCTION TO DONOR'S BASIS	4,680,932

TY 2013 Other Expenses Schedule

Name: THE BILL AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

EIN: 01-0421806

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEES	35	0		35
LOSSES & DEDUCTIONS FROM FLOW-THRU ENTITIES	22,803	22,803		0
CHARITABLE DEDUCTIONS FROM FLOW-THRU ENTITIES	2,309	0		2,309
PORTFOLIO DEDUCTIONS FROM FLOW-THRU ENTITIES	125,956	125,956		0
SECTION 988 LOSS FROM FLOW-THRU ENTITIES	475	475		0
NONDEDUCTIBLE EXPENSES FROM PASS THROUGHS	2,120	0		0

TY 2013 Other Income Schedule

Name: THE BILL AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

EIN: 01-0421806

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CLASS ACTION PROCEEDS	607	607	607
MELLON REBATES	513	513	513
ROYALTY INCOME	6	6	6
OTHER INCOME FROM PASS-THRUS	3,075	3,075	3,075

TY 2013 Other Professional Fees Schedule

Name: THE BILL AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

EIN: 01-0421806

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DEXTER ENTERPRISES - INVESTMENT ADMINISTRATION	16,357	16,357		0
DEXTER ENTERPRISES - GRANT ADMINISTRATION	49,072	0		49,072
BNY MELLON INVESTMENT MANAGEMENT FEES	1,958	1,958		0
CONSULTING	3,916	0		3,916

TY 2013 Taxes Schedule

Name: THE BILL AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

EIN: 01-0421806

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	206,500	0		0
FOREIGN TAXES	8,367	8,367		0