



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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.

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

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation
**Atlantic Residential Resource
c/o Alan J. Pethick**

Number and street (or P.O. box number if mail is not delivered to street address)
1022 Edinburgh Drive

Room/suite
Room/suite

City or town, state or province, country, and ZIP or foreign postal code
Kerrville, TX 78028

A Employer identification number
01-0518429

B Telephone number
(207) 415-7953

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

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

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

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

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

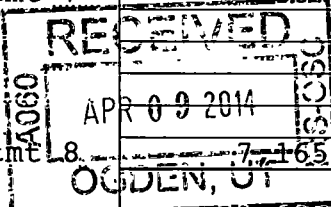
H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 1,022,611. (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)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		9,109.	9,109.		Statement 1
4 Dividends and interest from securities		9,568.	9,568.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		27,797.			
b Gross sales price for all assets on line 6a		139,464.			
7 Capital gain net income (from Part IV, line 2)			27,797.		
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)					
11 Other income		2,852.	0.		Statement 3
12 Total. Add lines 1 through 11		49,326.	46,474.		
13 Compensation of officers, directors, trustees, etc.		21,000.	2,100.		18,900.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		1,660.	166.		1,494.
16a Legal fees Stmt 4		185.	0.		185.
b Accounting fees Stmt 5		2,250.	1,125.		1,125.
c Other professional fees Stmt 6		7,059.	7,059.		0.
17 Interest					
18 Taxes Stmt 7		367.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 8		7,165.	1,973.		5,192.
24 Total operating and administrative expenses. Add lines 13 through 23		39,686.	12,423.		26,896.
25 Contributions, gifts, grants paid		54,400.			54,400.
26 Total expenses and disbursements. Add lines 24 and 25		94,086.	12,423.		81,296.
27 Subtract line 26 from line 12		<44,760.>			
a Excess of revenue over expenses and disbursements			34,051.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED APR 22 2014



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	13,888.	13,756.	13,756.
	2 Savings and temporary cash investments	23,932.	11,505.	11,505.
	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 ▶ 100,000.			
	Less: allowance for doubtful accounts ▶ 0.	100,000.	100,000.	100,000.
	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 9	421,164.	375,563.	722,540.
	c Investments - corporate bonds Stmt 10	147,976.	162,184.	164,273.
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ Statement 11)		11,345.	10,537.	10,537.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		718,305.	673,545.	1,022,611.
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.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	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	718,305.	673,545.	
30 Total net assets or fund balances	718,305.	673,545.		
31 Total liabilities and net assets/fund balances	718,305.	673,545.		

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	718,305.
2 Enter amount from Part I, line 27a	2	<44,760.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	673,545.
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	673,545.

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 Publicly Traded Securities	P		
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 139,429.		111,667.	27,762.
b 35.			35.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			27,762.
b			35.
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	27,797.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<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))
2012	56,647.	883,055.	.064149
2011	77,726.	890,499.	.087284
2010	61,800.	867,689.	.071224
2009	59,501.	947,744.	.062782
2008			

2 Total of line 1, column (d)	2	.285439
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	.071360
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	948,252.
5 Multiply line 4 by line 3	5	67,667.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	341.
7 Add lines 5 and 6	7	68,008.
8 Enter qualifying distributions from Part XII, line 4	8	81,296.

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	341.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" 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	341.
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	341.
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 2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		341.
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 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
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) <input type="checkbox"/> ME		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (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

Form 990-PF (2013)

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 ► N/A	13	X	
14	The books are in care of ► Alan J. Pethick Telephone no ► Located at ► P.O. Box 32, Beaufort, SC ZIP+4 ► 29901-0032			
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 N/A			
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? 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 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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.)	N/A	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 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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2013?		X

Form 990-PF (2013)

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
Alan J. Pethick 1022 Edinburgh Drive Kerrville, TX 78028	President & Director 20.00	21,000.	1,660.	0.
Mark R. Swann 1022 Edinburgh Drive Kerrville, TX 78028	Vice President & Director 1.00	0.	0.	0.
Horace W. Horton 1022 Edinburgh Drive Kerrville, TX 78028	Treasurer, Secretary & Director 1.00	0.	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

Form 990-PF (2013)

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.

Form 990-PF (2013)

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	844,496.
b	Average of monthly cash balances	1b	118,196.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	962,692.
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	962,692.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,440.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	948,252.
6	Minimum investment return. Enter 5% of line 5	6	47,413.

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	47,413.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	341.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	341.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	47,072.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	47,072.
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	47,072.

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	81,296.
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	81,296.
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	341.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	80,955.

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

Form 990-PF (2013)

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				47,072.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009	12,388.			
c From 2010	18,932.			
d From 2011	33,543.			
e From 2012	12,861.			
f Total of lines 3a through e	77,724.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 81,296.				
a Applied to 2012, 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 2013 distributable amount				47,072.
e Remaining amount distributed out of corpus	34,224.			
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	111,948.			
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 instr			0.	
f Undistributed income for 2013: Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	111,948.			
10 Analysis of line 9				
a Excess from 2009	12,388.			
b Excess from 2010	18,932.			
c Excess from 2011	33,543.			
d Excess from 2012	12,861.			
e Excess from 2013	34,224.			

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- 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**

[illegible]

2013.03010 Atlantic Residential Resour 03913-01

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				
Bangor Area Homeless Shelter 263 Main St Bangor, ME 04401	None	PC	General Operating Support	1,000.
Caring Unlimited, Inc. P.O. Box 590 Sanford, ME 04073	None	PC	General Operating Support	8,800.
Catholic Charities Maine P.O. Box 10660 Portland, ME 04104-6060	None	PC	General Operating Support	10,100.
Eldercare Network of Lincoln County P.O. Box 652 Damariscotta, ME 04543-0652	None	PC	General Operating Support	2,000.
Genesis Community Loan Fund P.O. Box 609 Damariscotta, ME 04531	None	PC	General Operating Support	2,000.
Total	See continuation sheet(s)			54,400.
b Approved for future payment				
None				
Total				0.

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations.)

1	Low-income housing revenue received as a function of providing safe and affordable housing to low-income tenants.
---	---

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

[illegible]

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
N/A		

**Sign
Here**

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

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

President

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN	
------	--

**Paid
Preparer
Use Only**

Nicholas E. Porto

Firm's name ► **BAKER NEWMAN & NOYES**

Firm's address ► BOX 507
PORTLAND, ME 04112

	P01310283
Firm's EIN ▶	01-0494526

Phone no (207) 879-2100

Form 990-PF (2013)

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
Habitat for Humanity/Greater Portland PO Box 10505 Portland, ME 04104	None	PC	General Operating Support	1,000.
Mid-Maine Homeless Shelter PO Box 2612 Waterville, ME 04901	None	PC	General Operating Support	1,000.
Milestone Foundation 28 Portland Avenue Old Orchard Beach, ME 04064	None	PC	General Operating Support	12,500.
New Beginnings, Inc. 436 Main Street Lewiston, ME 04240	None	PC	General Operating Support	500.
Preble Street Resource Center PO Box 1459 Portland, ME 04104-6060	None	PC	General Operating Support	12,500.
Shaw House 136 Union Street Bangor, ME 04401	None	PC	General Operating Support	500.
Western Maine Homeless Outreach c/o Living Waters Assembly of God, 547 Wilton Road Farmington, ME 04938	None	PC	General Operating Support	2,500.
Total from continuation sheets				30,500.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Bath Savings Trust	6,846.	6,846.	
Genesis Fund, Inc. interest paid on note	2,250.	2,250.	
K-1 interest paid	13.	13.	
Total to Part I, line 3	9,109.	9,109.	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Bath Savings Trust	9,603.	35.	9,568.	9,568.	
To Part I, line 4	9,603.	35.	9,568.	9,568.	

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Low-income Housing Partnership	2,852.	0.	
Total to Form 990-PF, Part I, line 11	2,852.	0.	

Form 990-PF	Legal Fees	Statement	4
-------------	------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal fees	185.	0.		185.
To Fm 990-PF, Pg 1, ln 16a	185.	0.		185.

Form 990-PF	Accounting Fees	Statement	5
-------------	-----------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting fees	2,250.	1,125.		1,125.
To Form 990-PF, Pg 1, ln 16b	2,250.	1,125.		1,125.

Form 990-PF	Other Professional Fees	Statement	6
-------------	-------------------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management fees	7,059.	7,059.		0.
To Form 990-PF, Pg 1, ln 16c	7,059.	7,059.		0.

Form 990-PF	Taxes	Statement	7
-------------	-------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax	367.	0.		0.
To Form 990-PF, Pg 1, ln 18	367.	0.		0.

Form 990-PF	Other Expenses	Statement	8
-------------	----------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Administrative Expenses	4,440.	0.		4,440.
Payroll Processing Fee	752.	0.		752.
Miscellaneous	1,973.	1,973.		0.
To Form 990-PF, Pg 1, ln 23	7,165.	1,973.		5,192.

Form 990-PF	Corporate Stock	Statement	9
-------------	-----------------	-----------	---

Description	Book Value	Fair Market Value
Corporate Stocks-see Statement 12	375,563.	722,540.
Total to Form 990-PF, Part II, line 10b	375,563.	722,540.

Form 990-PF	Corporate Bonds	Statement	10
-------------	-----------------	-----------	----

Description	Book Value	Fair Market Value
Corporate Bonds-see Statement 12	162,184.	164,273.
Total to Form 990-PF, Part II, line 10c	162,184.	164,273.

Form 990-PF	Other Assets	Statement	11
-------------	--------------	-----------	----

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
City Hospital Housing Associates-see Statement 12	11,345.	10,537.	10,537.
To Form 990-PF, Part II, line 15	11,345.	10,537.	10,537.

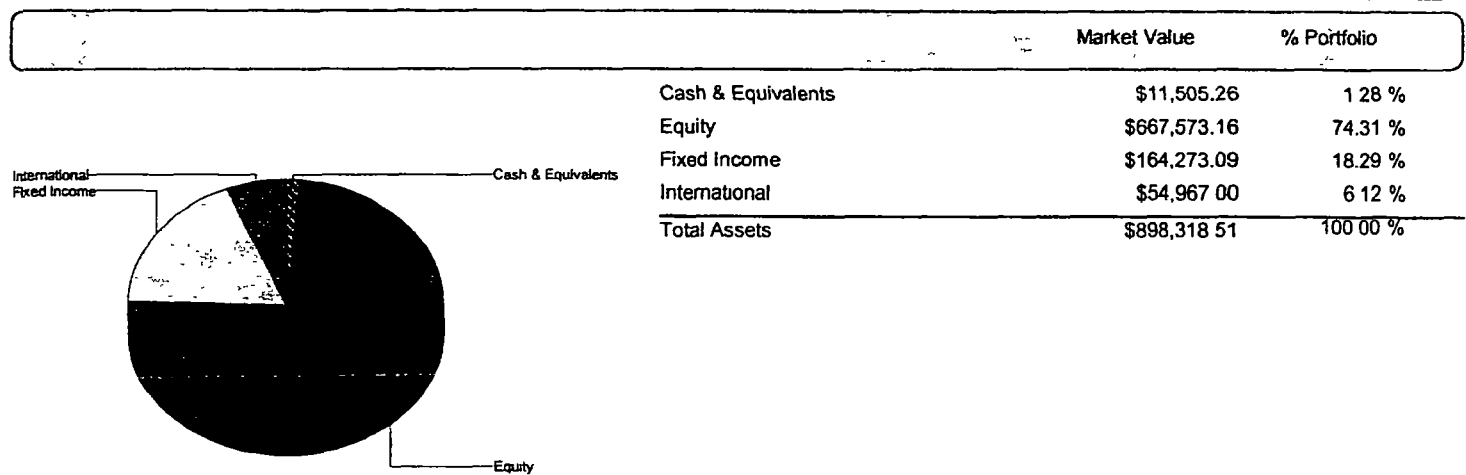
BATH SAVINGS TRUST COMPANY

Atlantic Residential Resource
EIN: 01-0518429

For the Account of:
Account Number: **50043800**
ATLANTIC RESIDENTIAL RESOURCE
INVESTMENT ACCOUNT
From 12/1/2013 To 12/31/2013

ALAN PETHICK
P.O. BOX 293937
KERRVILLE, TX 78029

Asset Allocation



Activity Summary

	Cost Value	Market Value
Previous Statement Balance	\$549,601.91	\$880,664.57
Interest	\$256.64	\$256.64
Dividends	\$1,347.30	\$1,347.30
Realized Gains	\$35.32	
Account Fees	(\$1,989.06)	(\$1,989.06)
Other Activity	\$0.00	\$12,930.75
Net Portfolio Change		\$5,108.31
Ending Balance	\$549,252.11	\$898,318.51

BATH SAVINGS TRUST COMPANY

Atlantic Residential Resource
EIN: 01-0518429

For the Account of:

Account Number: 50043800

ATLANTIC RESIDENTIAL RESOURCE INVESTMENT ACCOUNT

From 12/1/2013 To 12/31/2013

Statement of Assets

Symbol	Asset Description	Units/Shares or Face Value	Unit Price	Total Cost	Market Value
010 Common Stock					
AAPL	APPLE COMPUTER	30.0000	\$561.02	\$13,459.75	\$16,830.60
BF.B	BROWN FORMAN INC. B	375.0000	\$75.57	\$12,379.66	\$28,338.76
CELG	CELGENE CORPORATION	225.0000	\$168.97	\$15,816.40	\$38,017.80
CHD	CHURCH & DWIGHT COMPANY INC	300.0000	\$66.28	\$15,368.34	\$19,884.00
KO	COCA COLA COMPANY	800.0000	\$41.31	\$17,692.88	\$33,048.00
CL	COLGATE PALMOLIVE COMPANY	500.0000	\$65.21	\$15,630.41	\$32,605.00
DHR	DANAHER CORP	400.0000	\$77.20	\$13,307.69	\$30,880.00
DE	JOHN DEERE & CO	200.0000	\$91.33	\$15,600.67	\$18,266.00
ECL	ECOLAB INC	350.0000	\$104.27	\$13,297.03	\$36,494.50
XOM	EXXON MOBIL CORPORATION	300.0000	\$101.20	\$17,681.46	\$30,360.00
FISV	FISERV INC WISC PV ICT	450.0000	\$59.05	\$15,405.75	\$26,572.50
GWV	GRAINGER, W.W., INC.	50.0000	\$255.42	\$13,136.52	\$12,771.00
INTU	INTUIT INC	300.0000	\$76.32	\$16,448.98	\$22,896.00
MA	MASTERCARD INCORPORATED	50.0000	\$835.46	\$11,868.38	\$41,773.00
MKC	MCCORMICK & CO INC NON-VOTING	450.0000	\$68.92	\$14,087.64	\$31,014.00
MCD	MCDONALDS CORP	300.0000	\$97.03	\$16,588.26	\$29,109.00
NKE	NIKE INC CL B	500.0000	\$78.64	\$13,103.58	\$39,320.00
PRAA	PORTFOLIO RECOVERY ASSOCIATES	600.0000	\$52.84	\$13,303.84	\$31,704.00
QCOM	QUALCOMM	200.0000	\$74.25	\$12,876.83	\$14,850.00
SIAL	SIGMA-ALDRICH CORPORATION	400.0000	\$94.01	\$16,130.83	\$37,604.00
TJX	TJX COS INC NEW	500.0000	\$63.73	\$18,665.85	\$31,865.00
UA	UNDER ARMOUR INC CLASS A	400.0000	\$87.30	\$14,654.00	\$34,920.00
UTX	UNITED TECHNOLOGIES CORPORATION	250.0000	\$113.80	\$18,152.08	\$28,450.00
Total:				\$344,656.83	\$667,573.16
030 Foreign Stock					
NVO	NOVO NORDISK A/S ADR	75.0000	\$184.76	\$12,877.46	\$13,857.00
ACN	ACCENTURE PLC IRELAND SHS CL A	500.0000	\$82.22	\$18,028.45	\$41,110.00
Total:				\$30,905.91	\$54,967.00
200 Corporate Bonds					
001055AH5	AFLAC INC 2.65% 02/15/2017 NON-CALLABLE	25,000.0000	\$103.10	\$25,698.50	\$25,797.75
079860AG7	BELLSOUTH CORPORATION 5.20% 09/15/2014 NON CALLABLE CORPORATE	25,000.0000	\$103.26	\$25,720.25	\$25,815.25
24424CBL4	JOHN DEERE CAPITAL CORP 3.75% 01/15/2016 NON CALLABLE CORPORATE	25,000.0000	\$103.52	\$25,000.00	\$25,880.00
38141EA74	GOLDMAN SACHS GROUP INC 3.70% 08/01/2015 NON CALLABLE CORPORATE	25,000.0000	\$104.13	\$25,464.75	\$26,032.25
46625HHR4	JP MORGAN CHASE 3 40% 06/24/2015 NON CALLABLE CORPORATE	15,000.0000	\$103.84	\$15,300.60	\$15,576.60
Total:				\$117,184.10	\$119,101.85
280 Negotiable Cert. of Deposit					
36160THL3	GE CAPITAL FIN BK UT 3.60% 05/20/2014 NON CALLABLE	25,000.0000	\$101.13	\$25,000.00	\$25,282.75
Total:				\$25,000.00	\$25,282.75
305 Fixed Income Mutual Fund					
VFST.X	VANGUARD SHORT TERM CORP FUND #39	1,858.7370	\$10.70	\$20,000.01	\$19,888.49
Total:				\$20,000.01	\$19,888.49

* All or part of value is unknown.

BATH SAVINGS TRUST COMPANY

Atlantic Residential Resource
EIN: 01-0518429

For the Account of:

Account Number: 50043800

ATLANTIC RESIDENTIAL RESOURCE INVESTMENT ACCOUNT

From 12/1/2013 To 12/31/2013

Symbol	Asset Description	Units/Shares or Face Value	Unit Price	Total Cost	Market Value
501 BATH SAVINGS MONEY MARKET FUND					
BSIMM0006	BSTC & CO FIDUCIARY INVESTED CASH	11,505 2600	\$1.00	\$11,505.26	\$11,505.26
			Total:	\$11,505.26	\$11,505.26
Cash					
	Cash			\$0 00	\$0.00
Grand Total				\$549,252 11	\$898,318.51