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 ALDERMERE FOUNDATION CO SPINNAKER TRUST

A Employer identification number
01-6059906

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

Room/suite

B Telephone number (see instructions)
(207) 553-7160

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)*▶$ 5,817,299

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))*

		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)				
	2		Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3		Interest on savings and temporary cash investments				
	4		Dividends and interest from securities	166,327	166,327	166,327	
	5a		Gross rents				
	b		Net rental income or (loss)				
	6a		Net gain or (loss) from sale of assets not on line 10	256,146			
	b		Gross sales price for all assets on line 6a 3,545,923				
	7		Capital gain net income (from Part IV, line 2)		256,146		
	8		Net short-term capital gain			2,520	
	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)				
	12		**Total.** Add lines 1 through 11	422,473	422,473	168,847	
Operating and Administrative Expenses	13		Compensation of officers, directors, trustees, etc	31,194	26,995	26,995	0
	14		Other employee salaries and wages				
	15		Pension plans, employee benefits				
	16a		Legal fees (attach schedule)				
	b		Accounting fees (attach schedule)				
	c		Other professional fees (attach schedule)				
	17		Interest				
	18		Taxes (attach schedule) (see instructions)	812	0	0	0
	19		Depreciation (attach schedule) and depletion				
	20		Occupancy				
	21		Travel, conferences, and meetings				
	22		Printing and publications				
	23		Other expenses (attach schedule)	52	0	0	0
	24		**Total operating and administrative expenses.** Add lines 13 through 23	32,058	26,995	26,995	0
	25		Contributions, gifts, grants paid	279,219			279,219
	26		**Total expenses and disbursements.** Add lines 24 and 25	311,277	26,995	26,995	279,219
	27		Subtract line 26 from line 12				
	a		**Excess of revenue over expenses and disbursements**	111,196			
	b		**Net investment income** (if negative, enter -0-)		395,478		
	c		**Adjusted net income** (if negative, enter -0-)			141,852	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	242,367	172,527	172,527
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)	3,609,999	3,882,081	5,057,374
c	Investments—corporate bonds (attach schedule)	680,135	579,708	587,398
11	Investments—land, buildings, and equipment basis ▶ ________ Less accumulated depreciation (attach schedule) ▶ ________			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ▶ ________ Less accumulated depreciation (attach schedule) ▶ ________			
15	Other assets (describe ▶ ________)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,532,501	4,634,316	5,817,299
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	4,532,501	4,634,316	
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)	4,532,501	4,634,316	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,532,501	4,634,316	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,532,501
2	Enter amount from Part I, line 27a	2	111,196
3	Other increases not included in line 2 (itemize) ▶ ________	3	1,500
4	Add lines 1, 2, and 3	4	4,645,197
5	Decreases not included in line 2 (itemize) ▶ ________	5	10,881
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,634,316

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	256,146
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	2,520

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	244,413	5,054,994	0 048351
2011	228,301	4,949,054	0 046130
2010	251,994	4,671,195	0 053946
2009	236,684	5,304,637	0 044618
2008	208,453	5,004,601	0 041652

2	**Total** of line 1, column (d).	2	0 234697
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 046939
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	5,485,986
5	Multiply line 4 by line 3.	5	257,507
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,955
7	Add lines 5 and 6.	7	261,462
8	Enter qualifying distributions from Part XII, line 4.	8	279,219

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	3,955
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	3,955
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	3,955
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 2,379		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 3,800		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	6,179
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	5
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	2,219
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 2,219 **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		No
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	Yes	
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)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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 ▶SPINNAKER TRUST Telephone no ▶(207) 553-7160

Located at ▶123 FREE STREET 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		
	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
SPINNAKER TRUST 123 FREE STREET PORTLAND,ME 04101	TRUSTEE 0 48	31,194	0	0

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

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

Total number of other employees paid over $50,000 ▶	0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** ***(continued)***

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services. . . . . ▶	0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 MAINE COAST HERITAGE TRUST CONSERVES AND STEWARDS MAINE'S COASTAL LANDS AND ISLANDS FOR THEIR RENOWNED SCENIC BEAUTY, OUTDOOR RECREATIONAL OPPORTUNITIES, ECOLOGICAL DIVERSITY AND WORKING LANDSCAPES MCHT PROMOTES THE CONSERVATION OF NATURAL PLACES STATEWIDE BY WORKING WITH LAND TRUSTS, COMMUNITIES AND OTHER PARTNERS CONTRIBUTIONS TO THIS ORGANIZATION SUPPORT THE GENERAL MISSION	192,719
2 COASTAL MOUNTAINS LAND TRUST PERMANENTLY CONSERVES LAND TO BENEFIT THE NATURAL AND HUMAN COMMUNITIES OF WESTERN PENOBSCOT BAY, BY WORKING PROACTIVELY AND COOPERATIVELY WITH LAND OWNERS TO ESTABLISH A SYSTEM OF CONSERVATION LANDS THAT FEATURE HABITAT SUPPORTING BIOLOGICAL DIVERSITY, WATER RESOURCES, INCLUDING RIVERS, LAKES, WETLANDS, AQUIFERS, AND THE BAY, FARMS AND FORESTS MANAGED FOR SUSTAINED PRODUCTIVITY, AND SCENIC LANDSCAPES ESSENTIAL TO OUR SENSE OF PLACE CONTRIBUTIONS TO THIS ORGANIZATION SUPPORT ITS GENERAL MISSION	15,000
3 NATURAL RESOURCES COUNCIL OF MAINE A NONPROFIT MEMBERSHIP ORGANIZATION PROTECTING, RESTORING, AND CONSERVING MAINE'S ENVIRONMENT, NOW AND FOR FUTURE GENERATIONS, WORKING TO IMPROVE THE QUALITY OF MAINE'S RIVERS, TO DECREASE AIR AND GLOBAL WARMING POLLUTION, AND TO CONSERVE MAINE LANDS CONTRIBUTIONS TO THIS ORGANIZATION SUPPORT ITS GENERAL MISSION	14,000
4 UNITED MID-COAST CHARITIES, INC DEDICATED TO THE SUPPORT OF CHARITIES WHICH PROVIDE SOCIAL SERVICES AND CARE TO THE MOST DESERVING, INCLUDING MEDICAL, PHYSICAL, SOCIAL, PSYCHIATRIC OR COMMUNITY EDUCATIONAL SERVICES UMCC STRIVES TO LOCATE CHARITIES THAT OFFER THE MOST POSSIBLE BENEFIT TO RESIDENTS IN AND AROUND MID-COAST MAINE CONTRIBUTIONS TO THIS ORGANIZATION HELP SUPPORT ITS GENERAL MISSION	12,000

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	
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	5,431,636
b	Average of monthly cash balances	1b	137,893
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	5,569,529
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	5,569,529
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	83,543
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,485,986
6	**Minimum investment return.** Enter 5% of line 5	6	274,299

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	
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a:		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	

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	279,219
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	279,219
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	3,955
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	275,264

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				0
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
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. 1,193				
d From 2011.				
e From 2012.				
f **Total** of lines 3a through e.	1,193			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ ____________				
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.				0
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	1,193			
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				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 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	1,193			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . . 1,193				
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 (a) 2013	Prior 3 years (b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	141,852	145,016	192,281	138,827	617,976
b 85% of line 2a	120,574	123,264	163,439	118,003	525,280
c Qualifying distributions from Part XII, line 4 for each year listed	279,219	244,413	228,301	254,914	1,006,847
d Amounts included in line 2c not used directly for active conduct of exempt activities	0	0	0	0	0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	279,219	244,413	228,301	254,914	1,006,847
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets		5,033,146	5,011,309	4,881,847	14,926,302
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	182,866	168,500	164,969	155,707	672,042
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income		1,985,726	1,037,192	298,827	3,321,745

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))

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

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**				279,219
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	166,327	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	256,146	
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		422,473	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 422,473

(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)

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

****** | 2014-10-23 | ******

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
MARIA A GWINN		2014-10-23		P00289575
Firm's name ▶ SPINNAKER TRUST			Firm's EIN ▶ 01-0513167	
Firm's address ▶ 123 FREE STREET PORTLAND, ME 04101			Phone no (207) 553-7160	

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)
CHEVRON CORPORATION	P	1993-01-01	2013-10-31
CVS/CAREMARK CORP	P	2011-11-23	2013-10-31
ENCANA CORP	P	2009-02-06	2013-03-04
ENCANA CORP	P	2011-09-22	2013-03-04
ENCANA CORP	P	2011-11-23	2013-03-04
ENCANA CORP	P	2009-02-06	2013-03-04
ENCANA CORP	P	2010-10-26	2013-03-04
ENCANA CORP	P	2011-09-22	2013-03-04
ENCANA CORP	P	2011-11-23	2013-03-04
GENERAL MILLS INC	P	2011-11-30	2013-11-12
GENERAL MILLS INC	P	2011-11-30	2013-11-12
HEALTH CARE REIT INC	P	2011-11-29	2013-08-06
HEALTH CARE REIT INC	P	2011-11-29	2013-08-06
HEINZ H J CO	P	2011-11-30	2013-04-10
HEINZ H J CO	P	2011-11-30	2013-04-10
JOHNSON & JOHNSON	P	2011-11-23	2013-11-22
JOHNSON & JOHNSON	P	2011-11-23	2013-11-22
LORILLARD INC	P	2011-11-30	2013-11-12
LORILLARD INC	P	2011-11-30	2013-11-12
MCDONALDS CORP	P	2011-11-30	2013-01-09
MCDONALDS CORP	P	2011-11-30	2013-01-09
PHILLIPS 66	P	2011-11-28	2013-01-14
PHILLIPS 66	P	2011-11-28	2013-01-14
REYNOLDS AMERICAN INC	P	2011-11-30	2013-11-12
REYNOLDS AMERICAN INC	P	2011-11-30	2013-11-12
TORTOISE ENERGY INFRASTRUCTURE CORP	P	2011-11-30	2013-06-04
TORTOISE ENERGY INFRASTRUCTURE CORP	P	2011-11-30	2013-06-06
TORTOISE ENERGY INFRASTRUCTURE CORP	P	2011-11-30	2013-06-05
TORTOISE ENERGY INFRASTRUCTURE CORP	P	2011-11-30	2013-06-04
TORTOISE ENERGY INFRASTRUCTURE CORP	P	2011-11-30	2013-06-05

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)
TORTOISE ENERGY INFRASTRUCTURE CORP	P	2011-11-30	2013-06-06
UNITED PARCEL SERVICE INC CL B	P	2011-12-01	2013-02-12
UNITED PARCEL SERVICE INC CL B	P	2011-12-01	2013-02-12
WAL MART STORES INC	P	2009-10-15	2013-01-25
WAL MART STORES INC	P	2011-11-30	2013-01-25
WAL MART STORES INC	P	2009-10-15	2013-01-25
WAL MART STORES INC	P	2011-11-30	2013-01-25
WASTE MANAGEMENT INC	P	2011-11-30	2013-01-28
WASTE MANAGEMENT INC	P	2011-11-30	2013-01-28
ALERIAN MLP ETF	P	2013-05-01	2013-09-06
APPLE COMPUTER INC	P	2012-11-07	2013-04-17
APPLE COMPUTER INC	P	2012-11-15	2013-04-17
APPLE COMPUTER INC	P	2012-12-14	2013-04-17
APPLE COMPUTER INC	P	2012-11-07	2013-04-17
APPLE COMPUTER INC	P	2012-11-15	2013-04-17
APPLE COMPUTER INC	P	2013-02-01	2013-04-17
CELGENE CORP	P	2013-03-06	2013-11-22
CELGENE CORP	P	2013-05-01	2013-11-22
CELGENE CORP	P	2013-03-06	2013-11-22
CELGENE CORP	P	2013-05-01	2013-11-22
CHEVRON CORPORATION	P	2013-05-01	2013-10-31
CHICAGO BRIDGE & IRON COMPANY N V	P	2013-03-11	2013-10-31
CHICAGO BRIDGE & IRON COMPANY N V	P	2013-04-16	2013-12-18
CHICAGO BRIDGE & IRON COMPANY N V	P	2013-04-23	2013-12-18
CHICAGO BRIDGE & IRON COMPANY N V	P	2013-05-01	2013-12-18
CHICAGO BRIDGE & IRON COMPANY N V	P	2013-05-01	2013-10-31
CHICAGO BRIDGE & IRON COMPANY N V	P	2013-03-11	2013-12-18
CHICAGO BRIDGE & IRON COMPANY N V	P	2013-03-11	2013-09-06
CVS/CAREMARK CORP	P	2013-02-04	2013-10-31
CVS/CAREMARK CORP	P	2013-05-01	2013-10-31

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)
DU PONT (E I) DE NEMOURS AND COMPANY	P	2012-10-31	2013-10-31
DU PONT (E I) DE NEMOURS AND COMPANY	P	2013-05-01	2013-10-31
ENCANA CORP	P	2013-01-17	2013-03-04
ENCANA CORP	P	2013-01-17	2013-03-04
FINANCIAL SELECT SECTOR SPDR	P	2013-08-06	2013-10-08
FINANCIAL SELECT SECTOR SPDR	P	2013-08-06	2013-12-03
FINANCIAL SELECT SECTOR SPDR	P	2013-08-06	2013-12-03
FINANCIAL SELECT SECTOR SPDR	P	2013-08-06	2013-10-08
FREEPORT-MCMORAN COPPER & GOLD INC - CL B	P	2013-01-28	2013-04-17
FREEPORT-MCMORAN COPPER & GOLD INC - CL B	P	2013-01-31	2013-04-17
FREEPORT-MCMORAN COPPER & GOLD INC - CL B	P	2013-01-28	2013-04-17
FREEPORT-MCMORAN COPPER & GOLD INC - CL B	P	2013-01-31	2013-04-17
GENERAL MILLS INC	P	2013-05-01	2013-11-12
GENERAL MILLS INC	P	2013-05-01	2013-11-12
GILEAD SCIENCES INC	P	2013-03-06	2013-11-22
GILEAD SCIENCES INC	P	2013-05-01	2013-11-22
GILEAD SCIENCES INC	P	2013-03-06	2013-11-22
GILEAD SCIENCES INC	P	2013-05-01	2013-11-22
GUGGENHEIM BULLETSHARES 2013	P	2013-06-25	2013-07-30
GUGGENHEIM BULLETSHARES 2013	P	2013-06-25	2013-07-24
HEALTH CARE REIT INC	P	2013-05-01	2013-08-06
HEALTH CARE REIT INC	P	2013-05-01	2013-08-06
ISHARES BARCLAYS 1-3 YEAR CREDIT BOND	P	2012-09-10	2013-05-01
ISHARES BARCLAYS 1-3 YEAR CREDIT BOND	P	2012-09-10	2013-08-01
ISHARES BARCLAYS 1-3 YEAR CREDIT BOND	P	2012-11-27	2013-08-01
ISHARES BARCLAYS 1-3 YEAR CREDIT BOND	P	2013-01-17	2013-05-01
ISHARES BARCLAYS 1-3 YEAR CREDIT BOND	P	2013-06-04	2013-08-01
ISHARES BARCLAYS 1-3 YEAR CREDIT BOND	P	2012-09-10	2013-07-24
ISHARES BARCLAYS 1-3 YEAR CREDIT BOND	P	2012-09-10	2013-05-01
ISHARES BARCLAYS 1-3 YEAR CREDIT BOND	P	2013-01-17	2013-05-01

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)
ISHARES BARCLAYS 1-3 YEAR CREDIT BOND	P	2013-06-04	2013-07-24
ISHARES IBOXX $ HIGH YIELD CORP BOND FUND	P	2012-09-10	2013-05-01
ISHARES IBOXX $ HIGH YIELD CORP BOND FUND	P	2012-09-10	2013-08-01
ISHARES IBOXX $ HIGH YIELD CORP BOND FUND	P	2012-09-10	2013-07-24
ISHARES IBOXX $ HIGH YIELD CORP BOND FUND	P	2012-09-10	2013-05-01
JOHNSON & JOHNSON	P	2013-05-01	2013-11-22
JOHNSON & JOHNSON	P	2013-01-24	2013-11-22
JOHNSON & JOHNSON	P	2013-05-01	2013-11-22
LORILLARD INC	P	2013-05-01	2013-11-12
LORILLARD INC	P	2013-05-01	2013-11-12
MICROSOFT CORP	P	2012-07-17	2013-05-10
MICROSOFT CORP	P	2013-05-01	2013-05-10
MICROSOFT CORP	P	2013-05-13	2013-10-31
MICROSOFT CORP	P	2012-07-17	2013-05-10
MICROSOFT CORP	P	2013-05-01	2013-05-10
PIMCO TOTAL RETURN ETF	P	2012-09-10	2013-05-01
PIMCO TOTAL RETURN ETF	P	2013-01-17	2013-05-01
PIMCO TOTAL RETURN ETF	P	2012-09-10	2013-05-01
PIMCO TOTAL RETURN ETF	P	2013-01-17	2013-05-01
POWERSHARES IN NATL MUN B PT	P	2012-09-10	2013-01-17
POWERSHARES IN NATL MUN B PT	P	2012-09-19	2013-01-17
POWERSHARES IN NATL MUN B PT	P	2012-09-10	2013-01-17
POWERSHARES IN NATL MUN B PT	P	2012-09-19	2013-01-17
REYNOLDS AMERICAN INC	P	2013-05-01	2013-11-12
REYNOLDS AMERICAN INC	P	2013-05-01	2013-11-12
SPDR TR UNIT SER 1	P	2013-04-17	2013-04-26
SPDR TR UNIT SER 1	P	2013-04-17	2013-04-23
SPDR TR UNIT SER 1	P	2013-04-17	2013-04-24
SPDR TR UNIT SER 1	P	2013-04-17	2013-04-25
SPDR TR UNIT SER 1	P	2013-04-17	2013-04-24

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)
SPDR TR UNIT SER 1	P	2013-04-17	2013-04-23
SPDR TR UNIT SER 1	P	2013-04-17	2013-04-26
TORTOISE ENERGY INFRASTRUCTURE CORP	P	2013-05-01	2013-06-04
TORTOISE ENERGY INFRASTRUCTURE CORP	P	2013-05-01	2013-06-04
VANGUARD INTERMEDIATE-TERM C	P	2012-09-10	2013-06-04
VANGUARD INTERMEDIATE-TERM C	P	2012-09-10	2013-08-01
VANGUARD INTERMEDIATE-TERM C	P	2012-09-10	2013-05-01
VANGUARD INTERMEDIATE-TERM C	P	2012-09-19	2013-05-01
VANGUARD INTERMEDIATE-TERM C	P	2012-11-27	2013-05-01
VANGUARD INTERMEDIATE-TERM C	P	2012-09-10	2013-05-01
VANGUARD INTERMEDIATE-TERM C	P	2012-09-10	2013-07-24
VANGUARD INTERMEDIATE-TERM C	P	2012-09-10	2013-06-04
VANGUARD INTERMEDIATE-TERM C	P	2012-09-19	2013-05-01
WASTE MANAGEMENT INC	P	2012-10-01	2013-01-28
WASTE MANAGEMENT INC	P	2012-10-01	2013-01-28
WELLS FARGO & CO	P	2013-01-16	2013-10-31
WELLS FARGO & CO	P	2013-04-24	2013-10-31
WELLS FARGO & CO	P	2013-05-01	2013-10-31
WELLS FARGO & CO	P	2013-05-01	2013-09-06
WISDOM TREE EMERG MKTS DEBT	P	2012-10-19	2013-05-01
WISDOM TREE EMERG MKTS DEBT	P	2012-10-19	2013-06-25
WISDOM TREE EMERG MKTS DEBT	P	2012-10-19	2013-06-25
WISDOM TREE EMERG MKTS DEBT	P	2012-10-19	2013-05-01
WASTE MANAGEMENT CALL INC NE $35 00 07/20/13	P	2012-12-05	2013-01-28
WASTE MANAGEMENT CALL INC NE $35 00 07/20/13	P	2012-12-05	2013-01-28
MICROSOFT CORP CALL $29 000 05/17/13	P	2013-02-22	2013-05-13
MICROSOFT CORP CALL $29 000 05/17/13	P	2013-02-22	2013-05-13
BAXTER INTL INC CALL $72 500 05/18/13	P	2013-01-18	2013-05-17
BAXTER INTL INC CALL $72 500 05/18/13	P	2013-01-18	2013-05-17
CAPITAL GAINS DIVIDENDS	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)
8,414		672	7,742
1,560		934	626
7,345		9,787	-2,442
12,766		14,744	-1,978
14,428		14,982	-554
16,876		22,487	-5,611
6,296		9,940	-3,644
21,860		25,247	-3,387
33,227		34,504	-1,277
47,603		37,833	9,770
106,480		84,626	21,854
49,080		36,592	12,488
110,825		82,627	28,198
50,997		36,861	14,136
117,185		84,703	32,482
7,139		4,677	2,462
1,904		1,247	657
50,356		35,916	14,440
120,080		85,647	34,433
36,331		38,116	-1,785
79,474		83,379	-3,905
13,837		18,503	-4,666
31,447		42,051	-10,604
46,262		37,172	9,090
105,374		84,668	20,706
18,061		16,317	1,744
14,437		13,393	1,044
6,391		5,847	544
41,632		37,612	4,020
15,416		14,105	1,311

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)
34,751		32,239	2,512
43,243		37,340	5,903
96,782		83,570	13,212
34,649		25,268	9,381
10,395		8,850	1,545
80,732		58,875	21,857
20,789		17,700	3,089
43,059		37,466	5,593
96,882		84,299	12,583
15,005		15,486	-481
16,482		22,397	-5,915
6,181		7,920	-1,739
6,181		7,642	-1,461
37,085		50,394	-13,309
12,362		15,841	-3,479
56,040		61,205	-5,165
11,043		7,512	3,531
4,060		2,940	1,120
18,025		12,263	5,762
12,179		8,819	3,360
6,611		6,671	-60
18,680		14,247	4,433
2,581		1,728	853
3,911		2,620	1,291
2,346		1,581	765
6,725		4,743	1,982
62,571		45,590	16,981
5,070		4,844	226
3,432		2,809	623
6,864		6,480	384

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)
8,622		6,257	2,365
7,390		6,522	868
10,493		11,684	-1,191
24,116		26,855	-2,739
25,924		27,266	-1,342
28,154		27,266	888
64,840		62,795	2,045
59,703		62,795	-3,092
22,104		27,125	-5,021
21,172		26,516	-5,344
47,341		58,095	-10,754
47,341		59,289	-11,948
6,264		6,327	-63
17,287		17,463	-176
14,812		9,035	5,777
4,814		3,257	1,557
30,069		18,341	11,728
12,591		8,519	4,072
8,137		8,210	-73
21,885		22,081	-196
5,383		6,405	-1,022
14,566		17,331	-2,765
27,956		27,960	-4
9,454		9,496	-42
3,151		3,163	-12
10,022		10,042	-20
9,769		9,810	-41
38,919		39,144	-225
57,388		57,397	-9
25,424		25,474	-50

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)
13,218		13,292	-74
6,190		6,013	177
4,148		4,163	-15
10,222		10,175	47
15,238		14,800	438
7,139		6,358	781
26,177		20,100	6,077
19,514		17,380	2,134
7,747		6,438	1,309
20,917		17,381	3,536
6,029		6,031	-2
5,735		6,395	-660
9,078		8,373	705
8,087		8,091	-4
15,440		17,216	-1,776
23,616		22,946	670
10,200		10,059	141
56,767		55,158	1,609
25,834		25,476	358
15,122		15,016	106
5,041		4,971	70
38,386		38,119	267
12,666		12,490	176
6,939		6,469	470
18,762		17,491	1,271
19,126		18,700	426
9,628		9,427	201
2,843		2,782	61
4,763		4,636	127
4,896		4,791	105

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)
27,148		26,582	566
110,963		108,491	2,472
6,341		6,471	-130
17,055		17,405	-350
9,841		10,002	-161
9,564		10,002	-438
20,435		20,003	432
10,217		10,077	140
1,777		1,768	9
63,969		62,618	1,351
22,839		23,743	-904
23,276		23,656	-380
5,775		5,696	79
12,092		10,712	1,380
22,678		20,089	2,589
3,438		2,815	623
3,223		2,792	431
7,306		6,421	885
4,994		4,532	462
14,729		14,519	210
8,193		9,186	-993
22,037		24,708	-2,671
35,618		35,108	510
			-1,249
			-2,749
			-4,499
			-10,036
			1,068
			2,269
57			57

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	
			7,742
			626
			-2,442
			-1,978
			-554
			-5,611
			-3,644
			-3,387
			-1,277
			9,770
			21,854
			12,488
			28,198
			14,136
			32,482
			2,462
			657
			14,440
			34,433
			-1,785
			-3,905
			-4,666
			-10,604
			9,090
			20,706
			1,744
			1,044
			544
			4,020
			1,311

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	
			2,512
			5,903
			13,212
			9,381
			1,545
			21,857
			3,089
			5,593
			12,583
			-481
			-5,915
			-1,739
			-1,461
			-13,309
			-3,479
			-5,165
			3,531
			1,120
			5,762
			3,360
			-60
			4,433
			853
			1,291
			765
			1,982
			16,981
			226
			623
			384

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	
			2,365
			868
			-1,191
			-2,739
			-1,342
			888
			2,045
			-3,092
			-5,021
			-5,344
			-10,754
			-11,948
			-63
			-176
			5,777
			1,557
			11,728
			4,072
			-73
			-196
			-1,022
			-2,765
			-4
			-42
			-12
			-20
			-41
			-225
			-9
			-50

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	
			-74
			177
			-15
			47
			438
			781
			6,077
			2,134
			1,309
			3,536
			-2
			-660
			705
			-4
			-1,776
			670
			141
			1,609
			358
			106
			70
			267
			176
			470
			1,271
			426
			201
			61
			127
			105

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	
			566
			2,472
			-130
			-350
			-161
			-438
			432
			140
			9
			1,351
			-904
			-380
			79
			1,380
			2,589
			623
			431
			885
			462
			210
			-993
			-2,671
			510
			-1,249
			-2,749
			-4,499
			-10,036
			1,068
			2,269
			57

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*				
BAY CHAMBER CONCERTS AND COMMUNITY MUSIC SCHOOL PO BOX 599 ROCKPORT,ME 04856		501(C)(3) ORGANIZATI	GENERAL SUPPORT	1,000
BROADREACH FAMILY & COMMUNITY SERVICES 5 STEPHENSON LANE BELFAST,ME 04915		501(C)(3) ORGANIZATI	GENERAL SUPPORT	8,000
BRUNSWICK TOPSHAM LAND TRUST 108 MAINE STREET BRUNSWICK,ME 04011		501(C)(3) ORGANIZATI	GENERAL SUPPORT	2,000
COASTAL MOUNTAINS LAND TRUST 101 MOUNT BATTIE STREET CAMDEN,ME 04843		501(C)(3) ORGANIZATI	GENERAL SUPPORT	15,000
CONSERVATION LAW FOUNDATION 47 PORTLAND STREET SUITE 4 PORTLAND,ME 04101		501(C)(3) CORPORATIO	GENERAL SUPPORT	6,500
FRIENDS OF CASCO BAYKEEPER 43 SLOCUM DRIVE SOUTH PORTLAND,ME 04106		501(C)(3) ORGANIZATI	GENERAL SUPPORT	2,000
GEORGES RIVER LAND TRUST 8 NORTH MAIN STREET SUITE 200 ROCKLAND,ME 04841		501(C)(3) ORGANIZATI	GENERAL SUPPORT	2,000
MAINE COAST HERITAGE TRUST 1 BOWDOIN MILL ISLAND SUITE 201 TOPSHAM,ME 04086		501(C)(3) ORGANIZATI	GENERAL SUPPORT	192,719
NATURAL RESOURCES COUNCIL OF MAINE 3 WADE STREET AUGUSTA,ME 04330		501(C)(3) ORGANIZATI	GENERAL SUPPORT	14,000
PENOBSCOT BAY YMCA AND TEEN CENTER PO BOX 840 ROCKPORT,ME 04856		501(C)(3) CORPORATIO	GENERAL SUPPORT	5,000
SHEEPSCOT WELLSPRING LAND ALLIANCE PO BOX 371 LIBERTY,ME 04949		501(C)(3) ORGANIZATI	GENERAL SUPPORT	3,000
SWEETSER 50 MOODY STREET SACO,ME 04072		501(C)(3) CORPORATIO	GENERAL SUPPORT	1,000
THE ART VAN PROGRAM 7 PARK STREET BATH,ME 04530		501(C)(3) ORGANIZATI	GENERAL SUPPORT	3,000
THE GAME LOFT 78A MAIN STREET BELFAST,ME 04915		501(C)(3) ORGANIZATI	GENERAL SUPPORT	5,000
THE LOBSTER CONSERVANCY PO BOX 235 FRIENDSHIP,ME 04547		501(C)(3) ORGANIZATI	GENERAL SUPPORT	2,000
Total . . . . ▶ **3a**				279,219

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 MID-COAST CHARITIES INC PO BOX 205 CAMDEN, ME 04843		501(C)(3) ORGANIZATI	GENERAL SUPPORT	12,000
WAYFINDER SCHOOLS PO BOX 555 79 WASHINGTON STREET CAMDEN, ME 04843		501(C)(3) ORGANIZATI	GENERAL SUPPORT	5,000
Total . . . . ▶ **3a**				279,219

TY 2013 Investments Corporate Bonds Schedule

Name: THE ALDERMERE FOUNDATION CO SPINNAKER TRUST

EIN: 01-6059906

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ISHARES BARCLAYS 1-3 YEAR CREDIT BOND	56,732	56,737
ISHARES IBOXX $HIGH YIELD CORP BOND FUND	0	0
PIMCO TOTAL RETURN ETF	106,879	104,216
POWERSHARES IN NATL MUN B PT	0	0
VANGUARD INTERMEDIATE - TERM C	0	0
WISDOM TREE EMERG MKTS DEBT	0	0
WISDOM TREE INT'L MIDCAP DIVIDEND FUND	33,890	35,182
FIDELITY SHORT INTERMEDIATE MUNICIPAL INCOME	86,080	85,895
ISHARES MSCI EUROPE FINANCIAL SECTOR	36,892	39,062
SPDR SHORT TERM HIGH YIELD	86,063	86,411
VANGUARD EUROPE PACIFIC ETF	120,557	124,623
VANGUARD EUROPEAN STOCK ETF	52,615	55,272

TY 2013 Investments Corporate Stock Schedule

Name: THE ALDERMERE FOUNDATION CO SPINNAKER TRUST

EIN: 01-6059906

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M COMPANY	141,624	248,944
ALERIAN MLP	276,977	301,541
APPLE COMPUTER INC	0	0
AT&T INC	186,996	203,541
AVALONBAY COMMUNITIES INC	143,189	139,511
BAXTER INTL INC	195,726	217,066
CHEVRONTEXACO CORP	77,506	158,636
CONOCOPHILLIPS	0	0
CVS CORP	136,869	250,137
DU PONT E.I. DE NEMOURS & CO	172,730	246,756
ENCANA CORP	0	0
GENERAL MILLS INC	0	0
HEALTH CARE REIT INC	0	0
HEINZ, H.J. CO	0	0
ITT CORPORATION	40,413	79,111
JOHNSON & JOHNSON	103,820	167,610
KIMBERLY CLARK CORP	137,158	204,219
LORILLARD INC	0	0
MCDONALDS CORP	0	0
MICROSOFT CORP	178,819	224,535
NESTLE SA ADR	144,437	185,764
PHILIP MORRIS INTERNATIONAL INC	146,251	162,933
PHILLIPS 66	0	0
PROCTER & GAMBLE CO	78,805	179,916
RAYONIER INC	142,481	146,298
REYNOLDS AMERICAN INC	0	0
TORTOISE ENERGY INFRASTRUCTURE CORP	0	0
UNITED PARCEL SERVICE CL B	0	0
WAL-MART STORES INC	0	0
WASTE MANAGEMENT INC (NEW)	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WELLS FARGO & CO	189,158	243,798
WISCONSIN ENERGY CORP	145,727	174,868
CELGENE CORP	60,319	92,257
CHICAGO BRIDGE & IRON COMPANY	140,887	220,487
CISCO SYSTEMS INC.	87,750	82,655
CONOCOPHILLIPS	84,175	154,724
CORNING INC	87,710	93,466
GILEAD SCIENCES INC.	53,532	88,994
GUGGENHEIM BULLETSHARES 2015	42,644	42,644
MARKET VECTORS AGRIBUSINESS ETF	26,240	26,973
STATE STREET CORP	113,474	126,598
TARGET CORP	182,440	183,356
UNION PACIFIC CORP	196,141	242,256
WELLSPOINT INC.	168,083	167,780

TY 2013 Other Decreases Schedule

Name: THE ALDERMERE FOUNDATION CO SPINNAKER TRUST

EIN: 01-6059906

Description	Amount
BASIS ADJUSTMENT	10,874
ROUNDING	7

TY 2013 Other Expenses Schedule

Name: THE ALDERMERE FOUNDATION CO SPINNAKER TRUST

EIN: 01-6059906

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN DIVIDEND ADR FEES	52	0	0	0

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TY 2013 Other Increases Schedule

Name: THE ALDERMERE FOUNDATION CO SPINNAKER TRUST

EIN: 01-6059906

Description	Amount
CHARITABLE CONTRIBUTION REISSUED IN 2013 NOT DEDUCTED IN 2012	1,500

TY 2013 Taxes Schedule

Name: THE ALDERMERE FOUNDATION CO SPINNAKER TRUST

EIN: 01-6059906

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	812	0	0	0