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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation
ELLIOTSVILLE PLANTATION INC

A Employer identification number
13-4223002

Number and street (or P O box number if mail is not delivered to street address) PO BOX 148 | Room/suite

B Telephone number (see instructions)
(207) 827-4456

City or town, state or province, country, and ZIP or foreign postal code
PORTLAND, ME 041120148

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)*▶$ 136,319,354

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))*

		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	576,015	576,015	576,015	
	4	Dividends and interest from securities	1,299,762	1,299,762	1,299,762	
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	2,284,530			
	b	Gross sales price for all assets on line 6a 34,618,372				
	7	Capital gain net income (from Part IV, line 2)		2,284,530		
	8	Net short-term capital gain			244,603	
	9	Income modifications			78,009	
	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)	437,400	437,400	437,400	
	12	**Total.** Add lines 1 through 11	4,597,707	4,597,707	2,635,789	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	191,731	0	0	191,731
	14	Other employee salaries and wages	54,231	0	0	54,231
	15	Pension plans, employee benefits	13,795	0	0	13,795
	16a	Legal fees (attach schedule)	7,485	0	0	7,485
	b	Accounting fees (attach schedule)	25,150	0	0	25,150
	c	Other professional fees (attach schedule)	508,180	238,507	238,507	269,673
	17	Interest	10,128	10,128	10,128	0
	18	Taxes (attach schedule) (see instructions)	341,213	29,806	29,806	311,407
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	10,833	0	0	10,833
	21	Travel, conferences, and meetings	71,047	0	0	71,047
	22	Printing and publications				
	23	Other expenses (attach schedule)	872,219	44,224	44,224	820,148
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,106,012	322,665	322,665	1,775,500
	25	Contributions, gifts, grants paid	44,825			44,825
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,150,837	322,665	322,665	1,820,325
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	2,446,870			
	b	**Net investment income** (if negative, enter -0-)		4,275,042		
	c	**Adjusted net income** (if negative, enter -0-)			2,313,124	

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	223,967	195,119	195,119
	2	Savings and temporary cash investments	1,253,897	847,908	847,908
	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)	9,595,680	974,906	982,813
	b	Investments—corporate stock (attach schedule)	10,548,434	29,686,945	33,948,114
	c	Investments—corporate bonds (attach schedule)	26,245,729	14,548,227	14,224,677
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	10,324,742	13,516,127	14,297,894
	14	Land, buildings, and equipment basis ▶ 71,428,402 Less accumulated depreciation (attach schedule) ▶ 15,573	70,752,742	71,412,829	71,412,829
	15	Other assets (describe ▶)	200,000	410,000	410,000
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	129,145,191	131,592,061	136,319,354
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	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	129,145,191	131,592,061	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	129,145,191	131,592,061	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	129,145,191	131,592,061	

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	129,145,191
2	Enter amount from Part I, line 27a	2	2,446,870
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	131,592,061
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	131,592,061

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	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	2,284,530
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	244,603

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	10,789,612	64,451,656	0 167406
2011	10,003,823	69,588,218	0 143757
2010	8,374,369	71,665,172	0 116854
2009	2,818,406	74,157,755	0 038006
2008	1,751,063	74,194,238	0 023601

2	**Total** of line 1, column (d).	2	0 489624
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 097925
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	61,624,658
5	Multiply line 4 by line 3.	5	6,034,595
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	42,750
7	Add lines 5 and 6.	7	6,077,345
8	Enter qualifying distributions from Part XII, line 4.	8	2,480,412

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	85,501
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	85,501
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	85,501
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 51,508		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 54,000		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	105,508
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached		8	10
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	19,997
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 19,997 **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	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ME			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9	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 ▶WWW KEEPMEBEAUTIFUL COM

14 The books are in care of ▶DANIEL P DOIRON CPA Telephone no ▶(207) 772-1981

Located at ▶130 MIDDLE 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		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? 5b

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROXANNE QUIMBY C/O ARB PO BOX 445 PORTLAND, ME 04112	EXECUTIVE DIRECTOR & DIREC 16 00	0	0	0
HANNAH QUIMBY C/O ARB PO BOX 445 PORTLAND, ME 04112	SECRETARY & DIRECTOR 0 00	0	0	0
LUCAS ST CLAIR C/O ARB PO BOX 445 PORTLAND, ME 04112	PRESIDENT & DIRECTOR 40 00	99,231	10,841	0
DANIEL E O'LEARY C/O ARB PO BOX 445 PORTLAND, ME 04112	CHIEF EXECUTIVE OFFICER 20 00	92,500	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
S&B PUBLIC SOLUTIONS 1000 POTOMAC STREET NW 500 WASHINGTON, DC 20007	NATL PARK & REC AREA CONSULTING	484,789
GOLDMAN SACHS 125 HIGH STREET 17TH FLOOR BOSTON, MA 021102704	INVESTMENT MNGMT & ADVICE	238,507
JAMES W SEWALL COMPANY 136 CENTER STREET PO BOX 433 OLD TOWN, ME 044680433	LAND MANAGEMENT SERVICES	228,827
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 THE PURCHASE OF APPROXIMATELY 75 ACRES OF LAND LOCATED IN GETTYSBURG, CUMBERLAND TOWNSHIP, ADAMS COUNTY, PENNSLYVANIA THE PURCHASE WAS MADE FOR CONSERVATION, HABITAT PRESERVATION, ENVIRONMENTAL RESEARCH, AND EDUCATIONAL PURPOSES	635,087
2 EXPENDITURES FOR MAINTENANCE, UPKEEP, STEWARDSHIP PLANS, INSURANCE, REAL ESTATE AND EXCISE TAXES AND OTHER ITEMS RELATED TO VARIOUS PARCELS OF LAND HELD FOR CONSERVATION, HABITAT PRESERVATION, ENVIRONMENTAL RESEARCH AND EDUCATIONAL PURPOSES	583,809
3 PROFESSIONAL & CONSULTING FEES RELATED TO RESEARCH, COMMUNITY DISCUSSIONS, PRESENTATIONS, PUBLICATION OF EDUCATIONAL MATERIALS, MEDIA RELATIONS, & ECONOMIC IMPACT STUDIES REGARDING THE CREATION OF A NATIONAL PARK AND NATIONAL RECREATION AREA SITUATED ON APPROXIMATELY 100,000 ACRES OF CURRENT LAND HOLDINGS LOCATED EAST OF BAXTER STATE PARK IN NORTHERN MAINE THE INTENT OF THIS PROJECT IS TO CONSERVE THIS AREA, AND ITS TRADITIONAL USES, IN A MANNER THAT WILL ENSURE FUTURE GENERATIONS CAN EXPERIENCE THE WILDERNESS OF NORTHERN MAINE	514,789
4 EXPENDITURES FOR THE ESTABLISHMENT & OPERATION OF KATAHDIN WOODS & WATER RECREATION AREA, AN EARLY PREVIEW OF WHAT MIGHT BECOME A NATIONAL PARK & NATIONAL RECREATION AREA TO THE EAST OF BAXTER STATE PARK IN NORTHERN MAINE OUTDOOR OPPORTUNITIES AVAILABLE TO VISITORS INCLUDE SNOWMOBILING, CANOEING, HIKING, ALL-TERRAIN VEHICLE USAGE, WILDLIFE WATCHING, HUNTING, MOUNTAIN BIKING, FISHING, CROSS-COUNTRY SKIING, AND HORSEBACK RIDING FOR ADDITIONAL INFORMATION, VISIT WWW KATAHDINWOODS ORG	299,876

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	61,225,612
b	Average of monthly cash balances	1b	1,337,493
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	62,563,105
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	62,563,105
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	938,447
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	61,624,658
6	**Minimum investment return.** Enter 5% of line 5	6	3,081,233

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	1,820,325
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	660,087
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	2,480,412
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,480,412

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				
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ __________				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . . . . ▶ 2004-11-19

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	2,313,124	2,590,048	3,479,411	1,887,698	10,270,281
b 85% of line 2a	1,966,155	2,201,541	2,957,499	1,604,543	8,729,739
c Qualifying distributions from Part XII, line 4 for each year listed	2,480,412	10,824,604	10,025,522	8,374,369	31,704,907
d Amounts included in line 2c not used directly for active conduct of exempt activities	44,825	567,475	569,355	52,300	1,233,955
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	2,435,587	10,257,129	9,456,167	8,322,069	30,470,952
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(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	2,054,155	2,148,389	2,319,607	2,388,839	8,910,990
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					0

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))

ROXANNE QUIMBY

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*				
SIERRA CLUB 44 OAK STREET SUITE 301 PORTLAND, ME 04101	N/A	PC	MAINE WOODS CONSERVATION	30,000
TROUT UNLIMITED 1300 NORTH 17TH STREET SUITE 500 ARLINGTON, VA 22209	N/A	PC	OPERATING SUPPORT	14,825
Total . . . . ▶ **3a**				44,825
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			14	576,015	
4 Dividends and interest from securities. . . .			14	1,299,762	
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.	900099	2,884	18	434,516	
8 Gain or (loss) from sales of assets other than inventory	900099	17,324	18	2,267,206	
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). .		20,208		4,577,499	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 4,597,707

(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

******	2014-10-30	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
DANIEL P DOIRON		2014-10-30		P01206204
Firm's name ▶ ALBIN RANDALL & BENNETT CPAS			Firm's EIN ▶ 01-0448006	
Firm's address ▶ 130 MIDDLE STREET PO BOX 445 PORTLAND, ME 041120445			Phone no (207) 772-1981	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
PUBLICLY TRADED SECURITIES	P		
PUBLICLY TRADED SECURITIES	P		
GS CAPITAL PARTNERS V K-1	P		
GS CAPITAL PARTNERS V K-1	P		
GMS INTL EQUITY PORTFOLIO K-1	P		
GMS INTL EQUITY PORTFOLIO K-1	P		
GS GLOBAL TACTICAL TRADING K-1	P		
GS GLOBAL TACTICAL TRADING K-1 UBIT	P		
TIMBER HARVESTING INCOME	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)
11,743,246		11,567,246	176,000
22,797,117		21,305,245	1,491,872
			-27,075
			197,804
			68,603
			304,637
			-22,644
			17,324
78,009			78,009

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	
			176,000
			1,491,872
			-27,075
			197,804
			68,603
			304,637
			-22,644
			17,324
			78,009

TY 2013 Accounting Fees Schedule

Name: ELLIOTSVILLE PLANTATION INC

EIN: 13-4223002

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING SERVICES & TAX PREPARATION	25,150	0	0	25,150

TY 2013 Investments Corporate Bonds Schedule

Name: ELLIOTSVILLE PLANTATION INC

EIN: 13-4223002

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ANHEUSER-BUSCH INBEV WORLDWIDE 2.5% 07/15/2022 SR LIEN M-W+15.00BP	508,027	468,249
AT&T INC. 1.6% 02/15/2017 SR LIEN	449,460	452,090
BECTON, DICKINSON AND CO 5.0% 05/15/2019 SR LIEN M-W+30.00BP	467,084	451,064
BOTTLING GROUP, LLC 5.5% 04/01/2016 SR LIEN M-W+15.00BP	106,130	111,538
CISCO SYSTEMS, INC. 5.5% 02/22/2016 M-W+20.00BP	107,190	111,984
CNOOC FINANCE (2013) LTD 1.125% 05/09/2016	199,296	199,583
COCA-COLA COMPANY (THE) 3.15% 11/15/2020 SR LIEN M-W+10.00BP	404,720	407,394
E I DUPONT DE NEMOURS&CO CORP 5.25% 12/15/2016 USD SR LIEN M-W+15.00BP	110,394	112,418
FEDERAL HOME LOAN BANK SYSTEM	30,709	30,425
FFCB 3.5% 12/20/2023 JD	49,950	49,577
FFCB 3.5% 12/20/2023 JD	39,960	39,662
FFCB 5.5% 04/13/2015 AO	250,508	269,647
FHLB 4.125% 03/13/2020 MS SER JT-2020 SR LIEN	113,331	121,991
FHLB 4.125% 03/13/2020 MS SER JT-2020 SR LIEN	113,331	121,991
FHLB 4.875% 06/13/2014 JD	253,763	266,128
FHLB 5.625% 03/14/2036 MS	81,149	89,113
FHLB 5.625% 03/14/2036 MS	27,050	29,704
GENERAL ELECTRIC COMPANY 5.25% 12/06/2017 SR LIEN	175,032	170,338
GS HIGH YIELD FLOATING RATE FUND INSTITUTIONAL SHARES	1,139,286	1,145,151
GS HIGH YIELD FUND INSTITUTIONAL SHARES	935,152	988,490
GS INVESTMENT GRADE CREDIT FUND SEPARATE ACCOUNT INSTITUTIONAL SHARES	687,270	649,219
GS INVESTMENT GRADE CREDIT FUND SEPARATE ACCOUNT INSTITUTIONAL SHARES	607,570	581,535
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	1,058,133	912,946
GS U.S. MORTGAGES FUND SEPARATE ACCOUNT INSTITUTIONAL SHARES	672,757	643,907
GS U.S. MORTGAGES FUND SEPARATE ACCOUNT INSTITUTIONAL SHARES	601,074	576,739
INVESCO FINANCE PLC 3.125% 11/30/2022 SR LIEN	403,264	371,158
LOWE'S COMPANIES INC 3.75% 04/15/2021 SR LIEN M-W+15.00BP	429,972	415,879
LOWE'S COMPANIES, INC. 5.4% 10/15/2016	108,450	113,144
MEDTRONIC INC. 4.750000 09/15/2015 M-W+15.00BP	163,905	162,731
NOVARTIS CAPITAL CORP 4.125% 02/10/2014 M-W+40.00BP	103,860	102,007
NOVARTIS SECURITIES INVESTMENT 5.125% 02/10/2019 M-W+40.00BP	357,882	345,733
ORACLE CORPORATION 5.75% 04/15/2018 SR LIEN M-W+35.00BP	108,620	116,771
PFIZER INC. 5.35% 03/15/2015 SR LIEN M-W+50.00BP	109,450	107,240
PHILIP MORRIS INTERNATIONAL IN 5.65% 05/16/2018 SR LIEN	360,591	346,675
PRAXAIR, INC 4.625% 03/30/2015	162,285	159,318
PROCTER & GAMBLE COMPANY (THE) 3.5% 02/15/2015 M-W+30.00BP	100,730	104,631
PUBLIC SERVICE CO OF COLORADO 3.2% 11/15/2020 SR LIEN	99,593	100,924
SANOFI 2.625% 03/29/2016 USD SR LIEN M-W+15.00BP	421,116	418,623
TEVA PHARMACEUTICAL FIN CO B.V 2.95% 12/18/2022 SR LIEN M-W+20.00BP	278,801	249,247
THE HOME DEPOT, INC. 4.4% 04/01/2021 USD SR LIEN M-W+15.00BP	448,885	436,388
TOTAL CAPITAL 3.125% 10/02/2015 SR LIEN M-W+15.00BP	75,255	78,847
UNITED TECHNOLOGIES CORPORATIO 5.375% 12/15/2017 M-W+25.00BP	477,460	456,780
UNITEDHEALTH GROUP INC 6.0% 02/15/2018 SR LIEN M-W+35.00BP	488,040	471,191
WACHOVIA CORPORATION MTN 5.000000 08/15/2015 SUB LIEN	436,992	434,124
WALGREEN CO. 5.25% 01/15/2019	116,120	114,216
WAL-MART STORES, INC. 5.8% 02/15/2018	108,630	117,750
WTS/TEJON RANCH CO. 40.0000 EXP08/31/2016	0	417

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TY 2013 Investments Corporate Stock Schedule

Name: ELLIOTSVILLE PLANTATION INC

EIN: 13-4223002

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES CMN	90,215	108,129
ADVANCE AUTO PARTS, INC. CMN	87,602	119,534
ADVENT SOFTWARE INC CMN	8,406	19,468
AES CORP. CMN	59,019	57,460
AFLAC INCORPORATED CMN	155,057	215,630
AGILENT TECHNOLOGIES, INC. CMN	117,285	121,529
ALBEMARLE CORP CMN	28,690	38,731
ALEXANDER & BALDWIN, INC. CMN	12,006	24,662
ALLIANT TECHSYSTEMS INC CMN	16,899	21,537
ALTRIA GROUP, INC. CMN	111,637	139,087
AMAZON.COM INC CMN	114,721	187,830
AMERICAN EAGLE OUTFITTERS INC (NEW)	53,827	38,347
AMERICAN EAGLE OUTFITTERS INC (NEW)	8,251	9,691
AMERICAN EXPRESS CO. CMN	47,202	77,665
AMERICAN TOWER CORPORATION CMN	182,047	262,049
ANADARKO PETROLEUM CORP CMN	133,293	118,028
APACHE CORP. CMN	115,987	115,246
APACHE CORP. CMN	60,142	61,705
APPLE, INC. CMN	133,092	173,355
APPLE, INC. CMN	82,124	93,690
APPLE, INC. CMN	121,382	154,281
ARTISAN INTERNATIONAL FUND INV MUTUAL FUND CLASS I SHARES	1,010,473	1,103,298
ATWOOD OCEANICS INC CMN	23,195	33,262
AUTOZONE, INC. CMN	12,516	16,728
BANK OF AMERICA CORP CMN	37,344	61,050
BARD C R INC N J CMN	94,092	104,741
BAXTER INTERNATIONAL INC CMN	50,981	48,268
BAXTER INTERNATIONAL INC CMN	93,653	101,265
BEAM SUNTORY INC. CMN	109,967	110,529
BECTON DICKINSON & CO CMN	55,652	62,758

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CABELA'S INCORPORATED CMN CLASS A	15,360	44,062
CAMPBELL SOUP CO CMN	93,978	98,938
CAREFUSION CORPORATION CMN	59,258	82,905
CARPENTER TECHNOLOGY INC CMN	12,179	16,794
CATERPILLAR INC (DELAWARE) CMN	13,280	14,530
CATERPILLAR INC (DELAWARE) CMN	16,371	16,709
CATERPILLAR INC (DELAWARE) CMN	90,436	90,356
CAUSEWAY INTERNATIONAL VALUE I MUTUAL FUND CLASS INST SHARES	1,011,213	1,113,865
CBOE HOLDINGS, INC. CMN	126,845	208,100
CBRE GROUP INC CMN	138,576	182,128
CENTURYLINK INC CMN	38,954	34,494
CF INDUSTRIES HOLDINGS, INC. CMN	89,560	110,461
CHECK POINT SOFTWARE TECH. LTD ORDINARY SHARES	32,259	36,893
CHEVRON CORPORATION CMN	86,409	102,051
CHEVRON CORPORATION CMN	38,356	46,092
CHIPOTLE MEXICAN GRILL, INC. CMN	59,967	84,179
CISCO SYSTEMS, INC. CMN	107,412	114,819
CITIGROUP INC. CMN	66,309	97,758
CITRIX SYSTEMS INC CMN	19,920	21,379
CLEAN HARBORS INC CMN	18,764	18,468
COACH INC CMN	113,194	109,285
COLGATE-PALMOLIVE CO CMN	80,099	87,838
COLGATE-PALMOLIVE CO CMN	110,280	120,117
COLUMBIA SPORTSWEAR COMPANY COMMON STOCK	11,195	17,483
COMCAST CORPORATION CMN CLASS A NON VOTING	35,664	64,894
CONSOL ENERGY INC. CMN	72,152	75,053
CONTINENTAL RESOURCES, INC CMN	110,132	126,585
CONVERSANT, INC. ORD CMN	10,057	14,326
CORRECTIONS CORP OF AMERICA CMN	57,784	56,764
CORRECTIONS CORP OF AMERICA CMN	23,666	31,525

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COSTCO WHOLESALE CORPORATION CMN	129,078	190,908
CVS CAREMARK CORPORATION CMN	38,034	55,538
DANAHER CORPORATION CMN	128,530	159,186
DECKERS OUTDOORS CORP CMN	24,957	33,108
DEVON ENERGY CORPORATION (NEW) CMN	70,311	59,581
DISCOVER FINANCIAL SERVICES CMN	122,406	186,593
DOLLAR GENERAL CORPORATION CMN	150,969	185,906
DREYFUS GLOBAL STOCK MUTUAL FUND CLASS I SHARES MUTUAL FUND CLASS I SHARES	2,169,453	2,364,066
EASTMAN CHEM CO CMN	60,776	70,935
EATON VANCE CORP (NON-VTG) CMN	113,927	157,382
EATON VANCE CORP (NON-VTG) CMN	23,278	43,090
EBAY INC. CMN	146,987	151,043
EMC CORPORATION MASS CMN	65,731	71,778
EMC CORPORATION MASS CMN	163,336	168,857
ENDO HEALTH SOLUTIONS INC CMN	22,008	41,825
EQUINIX INC CMN	202,445	209,568
EXPEDIA, INC. CMN	36,024	45,140
EXXON MOBIL CORPORATION CMN	107,129	131,459
FEDEX CORP CMN	102,126	148,946
FIRST EAGLE GLOBAL FUND I	2,154,259	2,300,306
FIRST INDUSTRIAL REALTY TRUST CMN	17,215	27,414
GILEAD SCIENCES CMN	22,487	73,823
GOOGLE, INC. CMN CLASS A	25,336	44,828
GOOGLE, INC. CMN CLASS A	209,169	325,006
GS INTERNATIONAL REAL ESTATE SECURITIES INSTITUTIONAL CLASS SHARES	1,279,430	1,270,479
GS REAL ESTATE SECURITIES FUND INSTITUTIONAL SHARES	1,216,831	1,188,522
GS SHORT-DURATION GOVERNMENT FUND INSTITUTIONAL SHARES	1,044,623	1,044,618
GS SMALL CAP VALUE FUND INSTITUTIONAL CLASS SHARES	1,184,641	1,529,253
GS SMALL/MID-CAP GROWTH FUND INSTITUTIONAL SHARES	498,064	831,324
GS STRATEGIC INCOME FUND INSTITUTIONAL SHARES	2,551,256	2,601,959

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HARTFORD FINANCIAL SRVCS GROUP CMN	38,971	51,809
HERBALIFE LTD. CMN	60,692	66,265
HEWLETT-PACKARD CO. CMN	11,428	17,208
HOLLYFRONTIER CORP CMN	106,333	132,672
HOLLYFRONTIER CORP CMN	36,901	42,833
HONEYWELL INTL INC CMN	21,881	42,030
HONEYWELL INTL INC CMN	97,712	130,111
INTEL CORPORATION CMN	30,304	34,416
INTERNATIONAL PAPER CO. CMN	32,538	32,801
INTL BUSINESS MACHINES CORP CMN	147,864	144,616
INTRCONTINENTALEXCHANGE GP INC CMN	37,153	46,109
INTRCONTINENTALEXCHANGE GP INC CMN	105,254	145,073
J.C. PENNEY CO INC (HLDNG CO) CMN	18,940	13,679
JOY GLOBAL INC. CMN	146,622	153,946
JOY GLOBAL INC. CMN	14,099	16,377
KAMAN CORP CMN	9,581	13,031
KELLOGG COMPANY CMN	110,270	109,010
KOHL'S CORP (WISCONSIN) CMN	20,218	20,373
L BRANDS, INC. CMN	126,564	145,966
LANDSTAR SYSTEM INC CMN	108,431	110,879
LAZARD EMERGING MARKETS EQUITY PORTFOLIO INSTL SHARES MUTUAL FUND CLASS INS	2,668,205	2,507,969
LEXINGTON REALTY TRUST TRUST	30,625	25,515
LOCKHEED MARTIN CORPORATION CMN	92,135	160,107
LYONDELLBASELL INDUSTRIES N.V. CMN CLASS A	52,387	68,077
MACY'S INC. CMN	29,138	41,065
MARATHON PETROLEUM CORPORATION CMN	113,796	179,424
MARTIN MARIETTA MATERIALS,INC CMN	8,440	12,493
MATSON, INC. CMN	13,589	16,449
MBIA INC CMN	14,495	21,588
MCGRAW-HILL COMPANIES INC CMN	104,532	171,102

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MCKESSON CORPORATION CMN	37,090	64,560
MCKESSON CORPORATION CMN	115,789	122,664
MICREL INC CMN	8,567	8,498
MICROSOFT CORPORATION CMN	102,864	133,217
MICROSOFT CORPORATION CMN	29,403	36,101
MOLSON COORS BREWING CO CMN CLASS B	128,648	156,153
MONTPELIER RE HOLDINGS LTD. CMN	10,812	17,576
MORGAN STANLEY CMN	25,639	34,088
MRC GLOBAL INC. CMN	30,277	30,615
MURPHY OIL CORPORATION CMN	109,667	113,216
MYLAN INC CMN	104,184	138,099
NEWMARKET CORP CMN	87,845	115,950
NEWMARKET CORP CMN	24,958	50,791
NIKE CLASS-B CMN CLASS B	122,398	184,096
OASIS PETROLEM INC CMN	59,025	59,746
OLD DOMINION FGHT LINES INC CMN	20,806	52,013
OLIN CORP NEW $1 PAR CMN	32,665	34,216
PATTERSON-UTI ENERGY, INC. ORD CMN	100,299	134,044
PFIZER INC. CMN	74,338	112,228
PHILIP MORRIS INTL INC CMN	108,372	116,493
PRECISION CASTPARTS CORP. CMN	130,837	168,313
PRICESMART INC CMN	24,877	38,937
PVH CORP CMN	120,571	168,801
QUALCOMM INC CMN	57,119	66,380
QUALCOMM INC CMN	192,429	241,164
REGENERON PHARMACEUTICAL INC CMN	113,591	126,886
REGIONS FINANCIAL CORPORATION CMN	35,749	42,982
REPUBLIC SERVICES INC CMN	25,766	30,378
RITCHIE BROS. AUCTIONEERS INC CMN	8,953	10,319
ROCKWELL COLLINS, INC. CMN	53,047	53,222

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ROSS STORES,INC CMN	57,667	53,500
RPC INC CMN	100,628	138,927
SALESFORCE.COM, INC CMN	109,630	156,519
SANOFI SPONSORED ADR CMN	116,726	117,771
SBA COMMUNICATIONS CORP CMN	82,988	93,703
SCHLUMBERGER LTD CMN	128,087	152,376
SERVICE CORP INTERNATL CMN	19,436	36,496
SHERWIN-WILLIAMS CO CMN	87,710	86,796
SLM CORPORATION CMN	80,548	96,395
SM ENERGY COMPANY CMN	59,406	55,351
SOUTHERN COPPER CORPORATION CMN	29,745	23,829
STARBUCKS CORP. CMN	87,896	97,674
STURM, RUGER & COMPANY INC. CMN	14,940	25,874
SYSCO CORPORATION CMN	45,314	47,074
TEJON RANCH CO CMN	13,144	19,078
TEMPUR SEALY INTERNATIONAL INC CMN	24,550	30,164
TENET HEALTHCARE CORP CMN	13,566	32,138
TEREX CORP (NEW) CMN	29,207	36,531
TEXAS INSTRUMENTS INC. CMN	20,577	30,166
TJX COMPANIES INC (NEW) CMN	116,187	192,337
TRANSOCEAN LTD. CMN	104,035	98,445
TREDEGAR CORPORATION CMN	13,455	23,999
TWENTY-FIRST CENTURY FOX, INC. CMN CLASS A	147,807	156,542
TYCO INTERNATIONAL LTD CMN	53,713	74,980
U S SILICA HLDGS INC CMN	15,112	16,577
ULTRA PETROLEUM CORP CMN	91,738	102,448
UNITED PARCEL SERVICE, INC. CLASS B COMMON STOCK	97,925	122,733
UNITED THERAPEUTICS CORP CMN	109,287	166,567
UNITEDHEALTH GROUP INCORPORATE CMN	22,703	31,551
VIACOM INC CMN CLASS B	70,486	119,830

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VISA INC. CMN CLASS A	40,988	44,091
VORNADO REALTY TRUST CMN	34,214	36,493
WADDELL & REED FIN., INC. CLASS A COMMON	122,080	212,877
WAL MART STORES INC CMN	26,110	33,207
WESTERN DIGITAL CORPORATION CMN	102,897	217,469
WESTERN UNION COMPANY (THE) CMN	142,783	143,710
WHITE MTNS INS GROUP LTD CMN	13,701	20,505
WHOLE FOODS MARKET INC CMN	145,384	148,276
WORLD FUEL SERVICES CORP CMN	10,916	12,042
XILINX INCORPORATED CMN	131,514	156,633
YUM BRANDS, INC. CMN	102,291	117,347
YUM BRANDS, INC. CMN	160,115	156,966
ZOETIS INC. CMN CLASS A	116,854	126,543

TY 2013 Investments Government Obligations Schedule

Name:	ELLIOTSVILLE PLANTATION INC
EIN:	13-4223002
US Government Securities - End of Year Book Value:	974,906
US Government Securities - End of Year Fair Market Value:	982,813
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2013 Investments - Other Schedule

Name: ELLIOTSVILLE PLANTATION INC

EIN: 13-4223002

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BROAD STREET REAL ESTATE CREDIT PARTNERS II OFFSHORE FEEDER FUND, L.P.	AT COST	40,000	40,000
DISTRESSED MANAGERS IV OFFSHORE HOLDINGS LP	AT COST	891,707	591,324
GLOBAL TACTICAL TRADING MANAGERS LLC CLASS A SERIES 1	AT COST	1,046,078	1,046,078
GS CAPITAL PARTNERS V INSTITUTIONAL, L.P. / GSCP VINSTITUTIONAL AIV, L.P.	AT COST	471,116	529,577
HEDGE FUND MANAGERS (DIVERSIFIED)	AT COST	3,268,642	3,382,265
NON-US EQUITY MANAGERS: PORTFOLIO 1 [SERIES] CLASS 1	AT COST	6,377,638	7,217,692
PRIVATE EQUITY MANAGERS 2013 OFFSHORE, L.P. (C)	AT COST	62,000	65,964
US REAL PROPERTY INCOME FUND LP	AT COST	996,446	1,023,580
VINTAGE VI OFFSHORE HOLDINGS LP (C)	AT COST	250,000	288,914
LONGFELLOW LLC 4% NOTE RECEIVABLE 12/1/2015	AT COST	112,500	112,500

TY 2013 Land, Etc. Schedule

Name: ELLIOTSVILLE PLANTATION INC

EIN: 13-4223002

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND - BIG BENSON POND	760,005	0	760,005	
LAND - BIG GREENWOOD POND	186,179	0	186,179	
LAND - BIG WILSON PRESERVE	590,000	0	590,000	
LAND - BODFISH FARM ROAD #1	20,900	0	20,900	
LAND - BODFISH FARM ROAD #2	23,000	0	23,000	
LAND - DOUGHTY HILL	39,000	0	39,000	
LAND - GREENWOOD MOUNTAIN	40,000	0	40,000	
LAND - LITTLE GREENWOOD POND PRESERVE	400,000	0	400,000	
LAND - MOUNT KINEO PRESERVE	415,000	0	415,000	
LAND - PEPPERMINT BROOK PRESERVE	48,000	0	48,000	
LAND - SEVEN PONDS PRESERVE	2,400,000	0	2,400,000	
LAND - SZABO PROPERTY	38,900	0	38,900	
LAND - T3R8 & T4R8	12,164,436	0	12,164,436	
LAND - TOWNSHIP 3, RANGE 7	4,120,261	0	4,120,261	
LAND - WAKEMAN GATE	300,000	0	300,000	
LAND - 1 GREENVILLE RD, MONSON	56,016	0	56,016	
LAND - 3 GREENVILLE RD, MONSON	32,216	0	32,216	
LAND - 5 GREENVILLE RD, MONSON	33,721	0	33,721	
LAND - 4 WATER ST, MONSON	89,766	0	89,766	
LAND - SCHOODIC PENNINSULA	844,222	0	844,222	
FURNITURE	15,573	15,573	0	
LAND - SEAL COVE RD, SOUTHWEST HARBOR	482,776	0	482,776	
LAND - OTTER CLIFF RD, BAR HARBOR	754,286	0	754,286	
LAND - OTTER CLIFF ROAD	422,544	0	422,544	
LAND - EASEMENT CARANTUNK FALLS	51,522	0	51,522	
LAND - MOUNT DESERT ISLAND	46,934	0	46,934	
LAND - T2R8 AND T3R8	7,823,576	0	7,823,576	
LAND - MAP 223 LOT 17	30,984	0	30,984	
LAND - BLACK DOG ROAD PROPERTY	117,116	0	117,116	
LAND - MAP 21 LOT 16	30,884	0	30,884	

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND - T4R7 AND T4R8, PENOBSCOT COUNTY	3,557,793	0	3,557,793	
LAND - T3R7 W.E.L.S., PENOBSCOT COUNTY	1,964,470	0	1,964,470	
LAND - T3R8 AND T4R8, PENOBSCOT COUNTY	6,102,442	0	6,102,442	
COLLECTIBLES	110,057	0	110,057	
MAP 14 LOT 8, TREMONT, ME	101,488	0	101,488	
MAP 22 LOT 12 LONG POND SW HARBOR, ME	428,978	0	428,978	
LAND - T4R8 W.E.L.S	297,180	0	297,180	
LAND - MDI ROUND POND	1,366,625	0	1,366,625	
LAND - MONTROSE COLORADO	2,128,570	0	2,128,570	
LAND - HULLS COVE	71,139	0	71,139	
LAND - TREMONT MAP 3 LOT 16	381,553	0	381,553	
LAND - WILLIAMSBURG & ELLIOTSVILLE TWNSP (1108 ACRES)	547,936	0	547,936	
LAND - T6R9 & T7R9 & BARNARD (8034 ACRES)	3,972,878	0	3,972,878	
LAND - ELLIOTSVILLE FROM CARATUNK	704,533	0	704,533	
LAND - T4R7 (4937 AC) & T5R7 (6575 AC)	3,511,948	0	3,511,948	
LAND - FAWN LANE GRAND JUNCTION	190,256	0	190,256	
LAND - 2011 MDI-ROUND POND	555,820	0	555,820	
LAND - LUNKOOS CAMPS (T3R7)	334,539	0	334,539	
LAND - CRACKER LAKE MONTANA	238,292	0	238,292	
LAND - WILLIAMSBURG (2393 AC)	761,943	0	761,943	
LAND - BOWERBANK & BARNARD (7050 AC)	2,244,706	0	2,244,706	
LAND - CHIMENA CREEK ARIZONA	552,609	0	552,609	
LAND - CRAWFORD & LAKEVILLE	2,505,551	0	2,505,551	
LAND - FRASER PENOBSCOT COUNTY	5,759,192	0	5,759,192	
LAND - 2065 GETTYSBURG PA	635,087	0	635,087	
SCALA CABIN	25,000	0	25,000	

TY 2013 Legal Fees Schedule

Name: ELLIOTSVILLE PLANTATION INC

EIN: 13-4223002

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
VARIOUS LEGAL FEES	7,485	0	0	7,485

TY 2013 Other Assets Schedule

Name: ELLIOTSVILLE PLANTATION INC

EIN: 13-4223002

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DUE FROM QUIMBY COLONY RE MAINE COLLEGE OF ART	200,000	410,000	410,000

TY 2013 Other Expenses Schedule

Name: ELLIOTSVILLE PLANTATION INC

EIN: 13-4223002

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NATIONAL PARK & RECREATION AREA CONSULTING	484,789	0	0	484,789
NATIONAL PARK & RECREATION AREA ECONOMIC IMPACT RESEARCH PAPER	30,000	0	0	30,000
ADVERTISING	12,532	0	0	12,532
LAND MAINTENANCE & PROPERTY UPKEEP	127,503	0	0	127,503
CONTRACT LABOR	12,410	0	0	12,410
OTHER NON DEDUCTIBLE INVESTMENT EXPENSES	7,847	0	0	0
PORTFOLIO DEDUCTIONS FROM PASS THRU INVESTMENTS	44,224	44,224	44,224	0
ASSOCIATION DUES	979	0	0	979
INSURANCE	3,941	0	0	3,941
OFFICE EXPENSE	16,330	0	0	16,330
PAYROLL PROCESSING FEES	2,403	0	0	2,403
UTILITIES	7,070	0	0	7,070
TELEPHONE	1,834	0	0	1,834
MISCELLANEOUS EXPENSE	12,895	0	0	12,895
OUTDOOR EQUIPMENT AND SUPPLIES	81,718	0	0	81,718
AUTOMOBILE EXPENSE	25,744	0	0	25,744

TY 2013 Other Income Schedule

Name: ELLIOTSVILLE PLANTATION INC

EIN: 13-4223002

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INVESTMENT INCOME	347,855	347,855	347,855
GOLDMAN SACHS CAP PRTNRS K1 OTHER INCOME	24,236	24,236	24,236
GOLDMAN SACHS TACTICAL TRADING K1 OTHER INCOME	52,481	52,481	52,481
GOLDMAN SACHS TACTICAL TRADING K1 UBIT	2,884	2,884	2,884
GOLDMANN SACHS US REAL PROPERTY INCOME K-1	9,944	9,944	9,944

TY 2013 Other Professional Fees Schedule

Name: ELLIOTSVILLE PLANTATION INC

EIN: 13-4223002

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES - GOLDMAN SACHS	238,507	238,507	238,507	0
LAND MANAGEMENT FEES	228,827	0	0	228,827
PROFESSIONAL FEES	18,929	0	0	18,929
CONSULTING FEES	14,395	0	0	14,395
WEBSITE PHOTOGRAPHY FEES	7,522	0	0	7,522

TY 2013 Taxes Schedule

Name: ELLIOTSVILLE PLANTATION INC

EIN: 13-4223002

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REAL ESTATE AND FORESTRY EXCISE TAXES	259,150	0	0	259,150
FOREIGN TAXES PAID	29,806	29,806	29,806	0
FEDERAL INVESTMENT INCOME TAX	35,858	0	0	35,858
PAYROLL TAXES	16,399	0	0	16,399