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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
QUIMBY FAMILY FOUNDATION

A Employer identification number
20-0041017

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) 963-2022

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)* ▶$ 24,081,291

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)	600,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	160,717	160,717		
	4	Dividends and interest from securities.	425,057	425,057		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	1,185,198			
	b	Gross sales price for all assets on line 6a 10,770,725				
	7	Capital gain net income (from Part IV, line 2)		1,185,198		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	2,370,972	1,770,972		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	152,500	0		152,500
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	2,647	0		2,647
	16a	Legal fees (attach schedule)	10,627	0		10,627
	b	Accounting fees (attach schedule)	7,575	2,200		5,375
	c	Other professional fees (attach schedule)	114,942	109,057		5,885
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	18,141	505		9,072
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	41,823	0		41,823
	22	Printing and publications	1,478	0		1,478
	23	Other expenses (attach schedule)	81,423	80,180		1,243
	24	**Total operating and administrative expenses.** Add lines 13 through 23	431,156	191,942		230,650
	25	Contributions, gifts, grants paid	1,115,570			1,115,570
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,546,726	191,942		1,346,220
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	824,246			
	b	**Net investment income** (if negative, enter -0-)		1,579,030		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	27,914	25,421	25,421
	2	Savings and temporary cash investments	2,577,027	1,016,092	1,016,092
	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)	1,805,717	795,897	799,762
	b	Investments—corporate stock (attach schedule)	8,784,022	13,972,634	15,954,610
	c	Investments—corporate bonds (attach schedule)	4,282,427	2,129,679	2,103,214
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	3,827,594	4,189,224	4,182,192
	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)	21,304,701	22,128,947	24,081,291
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	21,304,701	22,128,947	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	21,304,701	22,128,947	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	21,304,701	22,128,947	

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	21,304,701
2	Enter amount from Part I, line 27a	2	824,246
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	22,128,947
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	22,128,947

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)
1 a	PUBLICALLY TRADED SECURITIES			
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	10,770,725		9,585,527	1,185,198
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				1,185,198
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	1,185,198
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,553,551	20,335,849	0 076395
2011	1,427,494	17,546,457	0 081355
2010	1,646,426	17,866,259	0 092153
2009	829,254	16,897,526	0 049075
2008	677,951	19,085,386	0 035522

2	**Total** of line 1, column (d).	2	0 334500
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 066900
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	22,551,216
5	Multiply line 4 by line 3.	5	1,508,676
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	15,790
7	Add lines 5 and 6.	7	1,524,466
8	Enter qualifying distributions from Part XII, line 4.	8	1,346,220

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	31,581
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	31,581
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	31,581
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	8,400		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	31,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	39,400
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	7,819
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 7,819 **Refunded** ▶			11	0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

			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 QUIMBYFAMILYFOUNDATION ORG

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 ▶04112

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☑ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

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

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

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

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

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
GOLDMAN SACHS 125 HIGH STREET 17TH FLOOR BOSTON, MA 02110	INVESTMENT MNGMT & ADVICE	109,057
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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
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	22,161,932
b	Average of monthly cash balances	1b	732,704
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	22,894,636
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	22,894,636
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	343,420
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	22,551,216
6	**Minimum investment return.** Enter 5% of line 5	6	1,127,561

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	1,127,561
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 31,581		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	31,581
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,095,980
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	1,095,980
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,095,980

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	1,346,220
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,346,220
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,346,220

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					1,095,980
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.					
d From 2011.	533,718				
e From 2012.	553,487				
f Total of lines 3a through e.		1,087,205			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,346,220					
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.					1,095,980
e Remaining amount distributed out of corpus		250,240			
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		1,337,445			
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		1,337,445			
10 Analysis of line 9					
a Excess from 2009. . . .					
b Excess from 2010. . . .					
c Excess from 2011. . . .	533,718				
d Excess from 2012. . . .	553,487				
e Excess from 2013. . . .	250,240				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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 or e-mail address of the person to whom applications should be addressed

QUIMBY FAMILY FOUNDATION
PO BOX 148
PORTLAND,ME 041120148
(207) 963-2022

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

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c Any submission deadlines

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

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Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,115,570
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	160,717	
4 Dividends and interest from securities. . . .			14	425,057	
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	1,185,198	
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		1,770,972	0

13 Total. Add line 12, columns (b), (d), and (e). 13 1,770,972

(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

****** | 2014-07-25 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
DANIEL P DOIRON		2014-07-25		P01206204
Firm's name ▶ ALBIN RANDALL & BENNETT CPA'S			Firm's EIN ▶ 01-0448006	
Firm's address ▶ 130 MIDDLE STREET PO BOX 445 PORTLAND, ME 041120445			Phone no (207) 772-1981	

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Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2013

Name of the organization	Employer identification number
QUIMBY FAMILY FOUNDATION	20-0041017

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization
QUIMBY FAMILY FOUNDATION

Employer identification number
20-0041017

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROXANNE QUIMBY 216 ANGLER AVENUE PALM BEACH, FL33480	$ 600,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
QUIMBY FAMILY FOUNDATION

Employer identification number
20-0041017

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

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

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

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

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

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

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

Name of organization
QUIMBY FAMILY FOUNDATION

Employer identification number
20-0041017

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

TY 2013 Accounting Fees Schedule

Name: QUIMBY FAMILY FOUNDATION

EIN: 20-0041017

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTANT FEES	7,575	2,200		5,375

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TY 2013 Investments Corporate Bonds Schedule

Name: QUIMBY FAMILY FOUNDATION

EIN: 20-0041017

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMERICAN EXPRESS COMPANY 6.15% 08/28/2017 SR LIEN	118,003	117,419
AT&T INC. 2.4% 08/15/2016 SR LIEN M-W+25.00BP	104,179	103,742
AUTOZONE, INC. 5.75% 01/15/2015 SR LIEN M-W+50.00BP	111,112	107,698
BERKSHIRE HATHAWAY FINANCE COR 3.0% 05/15/2022 USD SR LIEN M-W+20.00BP	74,423	72,187
BOTTLING GROUP, LLC 5.125% 01/15/2019 M-W+45.00BP	118,412	115,280
CIGNA CORPORATION 5.125% 06/15/2020 SR LIEN M-W+25.00BP	112,728	111,143
DOW CHEMICAL COMPANY (THE) 5.7% 05/15/2018 SR LIEN M-W+30.00BP	116,014	115,059
FEDERAL HOME LOAN BANK SYSTEM	30,709	30,425
FFCB 3.5% 12/20/2023 JD	39,960	39,662
FHLB 5.625% 03/14/2036 MS	27,050	29,704
GENERAL MILLS, INC. 5.7% 02/15/2017 SR LIEN M-W+20.00BP	118,502	114,288
HEWLETT-PACKARD COMPANY 1.55% 05/30/2014 M-W+10.00BP	101,120	100,494
LOWE'S COMPANIES INC 3.75% 04/15/2021 SR LIEN M-W+15.00BP	107,639	103,970
MORGAN STANLEY MTN 5.75% 10/18/2016 SER F SR LIEN M-W+15.00BP	112,407	112,786
PHILIP MORRIS INTERNATIONAL IN 5.65% 05/16/2018 SR LIEN	120,197	115,558
ROYAL BANK OF CANADA MTN 1.15% 03/13/2015 SER E	99,968	101,173
SCHWAB (CHARLES) & CO., INC. 4.45% 07/22/2020 SR LIEN M-W+25.00BP	110,868	110,063
SYMANTEC CORPORATION 2.75% 06/15/2017 SR LIEN M-W+35.00BP	50,736	50,598
TD AMERITRADE HOLDING CORP 5.6% 12/01/2019 M-W+35.00BP	110,820	115,899
TIME WARNER CABLE INC. 5.85% 05/01/2017 USD	59,080	55,023
UNITEDHEALTH GROUP INC 6.0% 02/15/2018 SR LIEN M-W+35.00BP	122,512	117,798
VERIZON COMMUNICATIONS INC. 5.15% 09/15/2023 SR LIEN M-W+40.00BP	49,838	54,421
VODAFONE GROUP PLC 5.000000 09/15/2015 M-W+20.00BP	112,979	108,401
WTS/TEJON RANCH CO. 40.0000 EXP08/31/2016	423	423

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TY 2013 Investments Corporate Stock Schedule

Name: QUIMBY FAMILY FOUNDATION

EIN: 20-0041017

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES CMN	33,592	41,358
ADVANCE AUTO PARTS, INC. CMN	55,229	74,266
ADVENT SOFTWARE INC CMN	8,482	19,643
AES CORP. CMN	23,384	22,766
AFLAC INCORPORATED CMN	58,286	85,437
AGILENT TECHNOLOGIES, INC. CMN	44,873	46,495
ALBEMARLE CORP CMN	28,978	39,112
ALEXANDER & BALDWIN, INC. CMN	12,120	24,913
ALLIANT TECHSYSTEMS INC CMN	17,087	21,781
ALTRIA GROUP, INC. CMN	41,214	55,013
AMAZON.COM INC CMN	37,588	71,782
AMERICAN EAGLE OUTFITTERS INC (NEW)	30,659	22,795
AMERICAN EAGLE OUTFITTERS INC (NEW)	8,337	9,792
AMERICAN EXPRESS CO. CMN	31,329	47,815
AMERICAN TOWER CORPORATION CMN	55,274	102,569
ANADARKO PETROLEUM CORP CMN	51,009	45,133
APACHE CORP. CMN	49,239	46,236
APACHE CORP. CMN	38,775	39,361
APPLE, INC. CMN	51,268	68,444
APPLE, INC. CMN	51,458	57,785
APPLE, INC. CMN	46,732	58,907
ARTISAN INTERNATIONAL FUND INV MUTUAL FUND CLASS I SHARES	757,855	827,473
ATWOOD OCEANICS INC CMN	23,418	33,582
AUTOZONE, INC. CMN	7,921	10,515
BANK OF AMERICA CORP CMN	23,469	37,742
BARD C R INC N J CMN	35,713	40,048
BAXTER INTERNATIONAL INC CMN	20,202	19,126
BAXTER INTERNATIONAL INC CMN	60,034	63,151
BEAM INC. CMN	42,051	42,265
BECTON DICKINSON & CO CMN	24,005	27,070

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CABELA'S INCORPORATED CMN CLASS A	15,499	44,462
CAMPBELL SOUP CO CMN	37,860	40,726
CAREFUSION CORPORATION CMN	37,922	51,368
CARPENTER TECHNOLOGY INC CMN	7,487	10,450
CATERPILLAR INC (DELAWARE) CMN	5,229	5,721
CATERPILLAR INC (DELAWARE) CMN	10,143	10,352
CATERPILLAR INC (DELAWARE) CMN	34,629	34,599
CAUSEWAY INTERNATIONAL VALUE I MUTUAL FUND CLASS INST SHARES	758,410	835,399
CBOE HOLDINGS, INC. CMN	46,910	82,409
CBRE GROUP INC CMN	48,921	68,538
CENTURYLINK INC CMN	22,766	20,161
CF INDUSTRIES HOLDINGS, INC. CMN	31,908	42,646
CHECK POINT SOFTWARE TECH. LTD ORDINARY SHARES	20,540	23,478
CHEVRON CORPORATION CMN	31,844	40,096
CHEVRON CORPORATION CMN	24,059	28,854
CHIPOTLE MEXICAN GRILL, INC. CMN	19,802	32,500
CISCO SYSTEMS, INC. CMN	67,243	71,776
CITIGROUP INC. CMN	41,517	60,031
CITRIX SYSTEMS INC CMN	12,551	13,536
CLEAN HARBORS INC CMN	11,713	11,572
COACH INC CMN	48,622	42,883
COLGATE-PALMOLIVE CO CMN	31,042	34,822
COLGATE-PALMOLIVE CO CMN	42,208	45,973
COLUMBIA SPORTSWEAR COMPANY COMMON STOCK	11,295	17,640
COMCAST CORPORATION CMN CLASS A NON VOTING	22,468	39,854
CONSOL ENERGY INC. CMN	44,802	46,979
CONTINENTAL RESOURCES, INC CMN	43,654	50,184
CONVERSANT, INC. ORD CMN	10,156	14,466
CORRECTIONS CORP OF AMERICA CMN	38,074	35,245
CORRECTIONS CORP OF AMERICA CMN	23,920	31,878

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COSTCO WHOLESALE CORPORATION CMN	39,649	74,507
CVS CAREMARK CORPORATION CMN	24,502	34,998
DANAHER CORPORATION CMN	47,814	59,907
DECKERS OUTDOORS CORP CMN	25,210	33,446
DEVON ENERGY CORPORATION (NEW) CMN	39,808	37,184
DISCOVER FINANCIAL SERVICES CMN	44,992	73,910
DOLLAR GENERAL CORPORATION CMN	55,453	69,971
DREYFUS GLOBAL STOCK MUTUAL FUND CLASS I SHARES MUTUAL FUND CLASS I SHARES	756,663	809,702
EASTMAN CHEM CO CMN	34,495	41,399
EATON VANCE CORP (NON-VTG) CMN	38,551	62,345
EATON VANCE CORP (NON-VTG) CMN	23,509	43,517
EBAY INC. CMN	56,308	57,828
EMC CORPORATION MASS CMN	43,069	45,446
EMC CORPORATION MASS CMN	62,473	64,585
ENDO HEALTH SOLUTIONS INC CMN	8,780	16,595
EQUINIX INC CMN	67,062	81,982
EXPEDIA, INC. CMN	22,729	28,073
EXXON MOBIL CORPORATION CMN	39,377	51,410
FEDEX CORP CMN	38,225	56,933
FIRST EAGLE GLOBAL FUND I	1,367,071	1,479,797
FIRST INDUSTRIAL REALTY TRUST CMN	17,371	27,676
GILEAD SCIENCES CMN	13,976	45,886
GOOGLE, INC. CMN CLASS A	15,982	28,018
GOOGLE, INC. CMN CLASS A	64,928	124,399
GS HIGH YIELD FLOATING RATE FUND INSTITUTIONAL SHARES	665,843	667,957
GS HIGH YIELD FUND INSTITUTIONAL SHARES	414,521	424,866
GS INTERNATIONAL REAL ESTATE SECURITIES INSTITUTIONAL CLASS SHARES	324,063	324,045
GS INVESTMENT GRADE CREDIT FUND SEPARATE ACCOUNT INSTITUTIONAL SHARES	603,119	596,143
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	392,870	340,787
GS REAL ESTATE SECURITIES FUND INSTITUTIONAL SHARES	304,733	302,830

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GS SMALL CAP VALUE FUND INSTITUTIONAL CLASS SHARES	96,620	138,635
GS SMALL/MID-CAP GROWTH FUND INSTITUTIONAL SHARES	83,013	120,769
GS U.S. MORTGAGES FUND SEPARATE ACCOUNT INSTITUTIONAL SHARES	615,642	593,766
HARTFORD FINANCIAL SRVCS GROUP CMN	21,876	31,593
HERBALIFE LTD. CMN	24,074	26,286
HEWLETT-PACKARD CO. CMN	5,752	10,772
HOLLYFRONTIER CORP CMN	32,017	50,386
HOLLYFRONTIER CORP CMN	22,524	26,187
HONEYWELL INTL INC CMN	13,467	26,040
HONEYWELL INTL INC CMN	34,231	48,974
INTEL CORPORATION CMN	19,361	21,984
INTERNATIONAL PAPER CO. CMN	20,184	20,347
INTL BUSINESS MACHINES CORP CMN	57,436	57,209
INTRCONTINENTALEXCHANGE GP INC CMN	22,900	28,340
INTRCONTINENTALEXCHANGE GP INC CMN	38,721	55,555
J.C. PENNEY CO INC (HLDNG CO) CMN	11,803	8,473
JOY GLOBAL INC. CMN	56,943	61,005
JOY GLOBAL INC. CMN	8,764	10,177
KAMAN CORP CMN	9,698	13,190
KELLOGG COMPANY CMN	43,673	43,176
KOHL'S CORP (WISCONSIN) CMN	12,502	12,599
L BRANDS, INC. CMN	48,055	55,789
LANDSTAR SYSTEM INC CMN	42,978	43,949
LAZARD EMERGING MARKETS EQUITY PORTFOLIO INSTL SHARES MUTUAL FUND CLASS INS	1,010,339	933,478
LEXINGTON REALTY TRUST TRUST	19,213	15,938
LOCKHEED MARTIN CORPORATION CMN	35,481	64,072
LYONDELLBASELL INDUSTRIES N.V. CMN CLASS A	20,757	26,974
MACY'S INC. CMN	17,925	24,884
MARATHON PETROLEUM CORPORATION CMN	33,907	69,898
MARTIN MARIETTA MATERIALS,INC CMN	8,575	12,692

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MATSON, INC. CMN	13,713	16,606
MBIA INC CMN	14,648	21,814
MCGRAW-HILL COMPANIES INC CMN	40,917	67,799
MCKESSON CORPORATION CMN	23,371	40,189
MCKESSON CORPORATION CMN	44,335	46,967
MICREL INC CMN	8,647	8,577
MICROSOFT CORPORATION CMN	41,622	52,636
MICROSOFT CORPORATION CMN	18,678	21,960
MOLSON COORS BREWING CO CMN CLASS B	82,225	96,690
MONTPELIER RE HOLDINGS LTD. CMN	10,919	17,751
MORGAN STANLEY CMN	16,594	21,011
MRC GLOBAL INC. CMN	30,564	30,905
MURPHY OIL CORPORATION CMN	43,419	44,832
MYLAN INC CMN	41,284	54,727
NEWMARKET CORP CMN	34,264	45,779
NEWMARKET CORP CMN	24,958	50,791
NIKE CLASS-B CMN CLASS B	37,367	70,383
OASIS PETROLEM INC CMN	23,387	23,673
OLD DOMINION FGHT LINES INC CMN	21,029	52,543
OLIN CORP NEW $1 PAR CMN	32,996	34,562
PATTERSON-UTI ENERGY, INC. ORD CMN	36,903	54,008
PFIZER INC. CMN	47,310	69,561
PHILIP MORRIS INTL INC CMN	40,323	46,702
PRECISION CASTPARTS CORP. CMN	48,791	63,286
PRICESMART INC CMN	25,098	39,284
PVH CORP CMN	39,446	64,610
QUALCOMM INC CMN	37,397	42,842
QUALCOMM INC CMN	62,541	92,219
REGENERON PHARMACEUTICAL INC CMN	42,698	47,892
REGIONS FINANCIAL CORPORATION CMN	22,123	26,911

Name of Stock	End of Year Book Value	End of Year Fair Market Value
REPUBLIC SERVICES INC CMN	15,988	18,858
RITCHIE BROS. AUCTIONEERS INC CMN	9,054	10,433
ROCKWELL COLLINS, INC. CMN	20,998	21,067
ROSS STORES,INC CMN	22,857	21,205
RPC INC CMN	35,231	54,335
SALESFORCE.COM, INC CMN	37,862	58,888
SANOFI SPONSORED ADR CMN	44,060	44,352
SBA COMMUNICATIONS CORP CMN	31,747	35,846
SCHLUMBERGER LTD CMN	48,730	58,301
SERVICE CORP INTERNATL CMN	19,639	36,876
SHERWIN-WILLIAMS CO CMN	33,563	33,214
SLM CORPORATION CMN	31,906	38,185
SM ENERGY COMPANY CMN	23,548	21,941
SOUTHERN COPPER CORPORATION CMN	11,929	9,446
STARBUCKS CORP. CMN	33,305	37,314
STURM, RUGER & COMPANY INC. CMN	15,063	26,093
SYSCO CORPORATION CMN	28,544	29,169
TEJON RANCH CO CMN	13,271	19,262
TEMPUR SEALY INTERNATIONAL INC CMN	24,813	30,487
TENET HEALTHCARE CORP CMN	13,704	32,432
TEREX CORP (NEW) CMN	17,332	21,709
TEXAS INSTRUMENTS INC. CMN	13,037	18,969
TJX COMPANIES INC (NEW) CMN	39,908	76,094
TRANSOCEAN LTD. CMN	65,051	60,638
TREDEGAR CORPORATION CMN	13,600	24,258
TWENTY-FIRST CENTURY FOX, INC. CMN CLASS A	56,520	59,859
TYCO INTERNATIONAL LTD CMN	35,171	46,539
U S SILICA HLDGS INC CMN	9,643	10,574
ULTRA PETROLEUM CORP CMN	38,493	40,594
UNITED PARCEL SERVICE, INC. CLASS B COMMON STOCK	38,898	48,652

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UNITED THERAPEUTICS CORP CMN	43,323	66,039
UNITEDHEALTH GROUP INCORPORATE CMN	14,424	19,578
VIACOM INC CMN CLASS B	46,045	75,025
VISA INC. CMN CLASS A	25,462	27,390
VORNADO REALTY TRUST CMN	21,422	22,908
WADDELL & REED FIN., INC. CLASS A COMMON	44,428	84,330
WAL MART STORES INC CMN	16,394	20,302
WESTERN DIGITAL CORPORATION CMN	35,353	85,662
WESTERN UNION COMPANY (THE) CMN	56,575	56,942
WHITE MTNS INS GROUP LTD CMN	14,104	21,108
WHOLE FOODS MARKET INC CMN	55,318	56,673
WORLD FUEL SERVICES CORP CMN	11,035	12,171
XILINX INCORPORATED CMN	47,249	58,778
YUM BRANDS, INC. CMN	39,973	45,895
YUM BRANDS, INC. CMN	61,237	60,034
ZOETIS INC. CMN CLASS A	74,908	78,423

TY 2013 Investments Government Obligations Schedule

Name:	QUIMBY FAMILY FOUNDATION
EIN:	20-0041017
US Government Securities - End of Year Book Value:	795,897
US Government Securities - End of Year Fair Market Value:	799,762
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: QUIMBY FAMILY FOUNDATION

EIN: 20-0041017

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	20,000	20,000
GS GLOBAL TACTICAL TRADING - HEDGE FUND	AT COST	350,000	366,107
GS HEDGE FUND OPPORTUNITIES - HEDGE FUND	AT COST	650,000	742,190
HEDGE FUND OPPORTUNITIES LTD CLASS A SERIES 114	AT COST	250,000	261,060
NON-US EQUITY MANAGERS: PORTFOLIO 1 OFFSHORE L.P.	AT COST	2,315,000	2,161,389
PRIVATE EQUITY MANAGERS 2013 OFFSHORE, L.P. (C)	AT COST	31,000	32,982
US REAL PROPERTY INCOME FUND	AT COST	498,224	511,790
VINTAGE VI OFFSHORE HOLDINGS LP (C)	AT COST	75,000	86,674

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TY 2013 Legal Fees Schedule

Name: QUIMBY FAMILY FOUNDATION

EIN: 20-0041017

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	10,627	0		10,627

TY 2013 Other Expenses Schedule

Name: QUIMBY FAMILY FOUNDATION

EIN: 20-0041017

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS EXPENSE	834	0		834
OTHER INVESTMENT EXPENSES	80,180	80,180		0
TELEPHONE EXPENSE	409	0		409

TY 2013 Other Professional Fees Schedule

Name: QUIMBY FAMILY FOUNDATION

EIN: 20-0041017

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	109,057	109,057		0
CONSULTING FEES	5,885	0		5,885

TY 2013 Taxes Schedule

Name: QUIMBY FAMILY FOUNDATION

EIN: 20-0041017

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	505	505		0
FEDERAL ESTIMATED TAXES	8,564	0		0
PAYROLL TAXES	9,072	0		9,072

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
ROXANNE QUIMBY PO BOX 148 PORTLAND, ME 041120148	PRESIDENT & DIRECTOR 15 00	0	0	0
HANNAH QUIMBY PO BOX 148 PORTLAND, ME 041120148	SECRETARY & DIRECTOR 30 00	55,000	2,618	0
RACHELLE QUIMBY PO BOX 148 PORTLAND, ME 041120148	DIRECTOR 4 00	1,250	0	0
REBECCA RUNDQUIST PO BOX 148 PORTLAND, ME 041120148	DIRECTOR 4 00	1,250	0	0
LUCAS ST CLAIR PO BOX 148 PORTLAND, ME 041120148	DIRECTOR 4 00	0	0	0
LILLIANE WILLENS PO BOX 148 PORTLAND, ME 041120148	DIRECTOR 4 00	0	0	0
REBECCA ROWE PO BOX 148 PORTLAND, ME 041120148	DIRECTOR 2 00	1,250	0	0
YEMAYA ST CLAIR PO BOX 148 PORTLAND, ME 041120148	DIRECTOR 2 00	0	0	0
JED RATHBAND PO BOX 148 PORTLAND, ME 041120148	DIRECTOR 4 00	1,250	0	0
DAN O'LEARY PO BOX 148 PORTLAND, ME 041120148	CHIEF EXECUTIVE OFFICER 20 00	92,500	29	0

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SCHOODIC INSTITUTE PO BOX 277 WINTER HARBOR, ME 04693	N/A	PC	OPERATIONAL SUPPORT	1,000
317 MAIN COMMUNITY MUSIC CENTER 317 MAIN STREET YARMOUTH, ME 04096	N/A	PC	OPERATIONAL SUPPORT	15,000
A COMPANY OF GIRLS PO BOX 7527 PORTLAND, ME 04112	N/A	PC	OPERATIONAL SUPPORT	20,000
ACROSS THE RIVER COLLABORATIVE PO BOX 318 CORNISH, ME 04020	N/A	PC	OPERATIONAL SUPPORT	8,000
APPALACHIAN TRAIL CONSERVANCY 5 JOY STREET BOSTON, MA 02108	N/A	PC	OPERATIONAL SUPPORT	15,000
ATLANTIC SALMON FEDERATION 14 MAINE STREET SUITE 406 BRUNSWICK, ME 04011	N/A	PC	OPERATIONAL SUPPORT	28,500
BANGOR SYMPHONY ORCHESTRA PO BOX 1441 BANGOR, ME 04402	N/A	PC	OPERATIONAL SUPPORT	10,000
BEEHIVE DESIGN COLLECTIVE 101 COURT STREET MACHIAS, ME 04654	N/A	PC	OPERATIONAL SUPPORT	20,000
BICYCLE COALITION OF MAINE PO BOX 15272 PORTLAND, ME 04112	N/A	PC	OPERATIONAL SUPPORT	20,000
CAMP KETCHA 336 BLACK POINT ROAD SCARBOROUGH, ME 04074	N/A	PC	OPERATIONAL SUPPORT	20,000
CASCO BAY HIGH SCHOOL FOR EXPED LEARNING 196 ALLEN AVENUE PORTLAND, ME 04103	N/A	PC	OPERATIONAL SUPPORT	15,000
CENTER FOR WILDLIFE 385 MOUNTAIN ROAD CAPE NEDDICK, ME 03902	N/A	PC	OPERATIONAL SUPPORT	7,500
COBSCOOK COMMUNITY LEARNING CENTER 10 COMMISSARY POINT ROAD TRESCOTT TWP, ME 04652	N/A	PC	OPERATIONAL SUPPORT	30,000
CULTIVATING COMMUNITY PO BOX 3792 PORTLAND, ME 04104	N/A	PC	OPERATIONAL SUPPORT	20,000
CULTURAL RESOURCES PO BOX 1175 ROCKPORT, ME 04856	N/A	PC	OPERATIONAL SUPPORT	6,000
Total . . . . ▶ **3a**				1,115,570

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*				
EASTPORT ARTS CENTER 36 WASHINGTON STREET EASTPORT,ME 04631	N/A	PC	OPERATIONAL SUPPORT	35,000
ENGINE PO BOX 1681 BIDDEFORD,ME 04005	N/A	PC	OPERATIONAL SUPPORT	25,000
FERRY BEACH ECOLOGY SCHOOL 8 MORRIS AVENUE BUILDING ONE SACO,ME 04072	N/A	PC	OPERATIONAL SUPPORT	20,000
FRIENDS OF BAXTER STATE PARK PO BOX 609 UNION,ME 04862	N/A	PC	OPERATIONAL SUPPORT	40,000
FRIENDS OF CASCO BAY 43 SLOCUM DRIVE SOUTH PORTLAND,ME 04106	N/A	PC	OPERATIONAL SUPPORT	20,000
FRIENDS OF COBBOSSEE WATERSHED PO BOX 5003 AUGUSTA,ME 04332	N/A	PC	OPERATIONAL SUPPORT	7,000
GOOD WILL-HINCKLEY PO BOX 59 HINCKLEY,ME 04944	N/A	PC	OPERATIONAL SUPPORT	10,000
GREATER PORTLAND LANDMARKS 93 HIGH STREET PORTLAND,ME 04101	N/A	PC	OPERATIONAL SUPPORT	14,800
KING MIDDLE SCHOOL 92 DEERING AVENUE PORTLAND,ME 04102	N/A	PC	OPERATIONAL SUPPORT	5,000
KITCHEN GARDNERS INTERNATIONAL 3 POWDERHORN DRIVE SCARBOROUGH,ME 04074	N/A	PC	OPERATIONAL SUPPORT	20,000
LA ARTS 22 LISBON STREET LEWISTON,ME 04240	N/A	PC	OPERATIONAL SUPPORT	15,000
MAINE COAST HERITAGE TRUST (MCHT) 1 BOWDOIN MILL ISLAND SUITE 201 TOPSHAM,ME 04086	N/A	PC	OPERATIONAL SUPPORT	20,000
MAINE FARMLAND TRUST 97 MAIN STREET BELFAST,ME 04915	N/A	PC	OPERATIONAL SUPPORT	1,800
MAINE HISTORIC PRESERVATION COMMISSION 55 CAPITOL STREET 65 STATE HOUSE STATION AUGUSTA,ME 04333	N/A	PC	OPERATIONAL SUPPORT	15,000
MAINE INDIAN BASKETMAKERS ALLIANCE PO BOX 325 OLD TOWN,ME 04468	N/A	PC	OPERATIONAL SUPPORT	15,000
Total . . . . ▶ **3a**				1,115,570

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*				
MAINE ISLAND TRAIL ASSOCIATION 58 FORE STREET SUITE 30-3 PORTLAND, ME 04101	N/A	PC	OPERATIONAL SUPPORT	12,500
MAINE ORGANIC FARMERS AND GARDENERS ASSOC PO BOX 170 UNITY, ME 04498	N/A	PC	OPERATIONAL SUPPORT	35,000
MAINE STRING TEACHERS AND PLAYERS ASSOC 65 WATERHOUSE ROAD DAYTON, ME 04055	N/A	PC	OPERATIONAL SUPPORT	5,000
MAYO STREET ARTS 10 MAYO STREET PORTLAND, ME 04101	N/A	PC	OPERATIONAL SUPPORT	13,800
MONHEGAN ARTISTS RESIDENCY 305 YOUNGTOWN ROAD LINCOLNVILLE, ME 04849	N/A	PC	OPERATIONAL SUPPORT	7,500
NASSON COMMUNITY CENTERLITTLE THEATRE 11 WILLOW DRIVE SPRINGVALE, ME 04083	N/A	PC	OPERATIONAL SUPPORT	15,000
NATIONAL AUDOBON SOCIETY (HOG ISLAND) 12 AUDUBON ROAD BREMEN, ME 04551	N/A	PC	OPERATIONAL SUPPORT	7,500
NATIONAL PARK FOUNDATION 1201 I STREET NW 550B WASHINGTON, DC 20005	N/A	PC	OPERATIONAL SUPPORT	100,000
NATURAL RESOURCES COUNCIL OF MAINE 3 WADE STREET AUGUSTA, ME 04330	N/A	PC	OPERATIONAL SUPPORT	75,000
NORTH HAVEN ARTS & ENRICHMENT PO BOX 526 NORTH HAVEN, ME 04853	N/A	PC	OPERATIONAL SUPPORT	10,000
NORTHERN FOREST CANOE TRAIL PO BOX 565 WAITSFIELD, VT 04853	N/A	PC	OPERATIONAL SUPPORT	20,000
OPERA HOUSE ARTS - STONINGTON OPERA HOUSE 1 OPERA HOUSE LANE STONINGTON, ME 04681	N/A	PC	OPERATIONAL SUPPORT	20,000
ORONO BOG BOARDWALK PO BOX 12 ORONO, ME 04681	N/A	PC	OPERATIONAL SUPPORT	20,000
PISCATAQUIS COUNTY ECONOMIC DEV COUN 50 MAYO STREET DOVERFOXCROFT, ME 04426	N/A	PC	OPERATIONAL SUPPORT	25,620
PORTLAND BALLET 517 FOREST AVENUE SUITE 2 PORTLAND, ME 04101	N/A	PC	OPERATIONAL SUPPORT	12,000
Total . . . . ▶ **3a**				1,115,570

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*				
PORTLAND SOCIETY OF ARCHITECTS PO BOX 5231 PORTLAND, ME 04101	N/A	PC	OPERATIONAL SUPPORT	12,050
PORTLAND TRAILS - SCHOOL GROUND GREENING COALITION 305 COMMERCIAL STREET PORTLAND, ME 04101	N/A	PC	OPERATIONAL SUPPORT	20,000
SCHOODIC ARTS FOR ALL PO BOX 174 WINTER HARBOR, ME 04693	N/A	PC	OPERATIONAL SUPPORT	20,000
SCHOODIC EDUCATION AND RESEARCH CENTER PO BOX 277 WINTER HARBOR, ME 04693	N/A	PC	OPERATIONAL SUPPORT	30,000
SIERRA CLUB FOUNDATION 85 SECOND STREET 750 SAN FRANCISCO, CA 94105	N/A	PC	OPERATIONAL SUPPORT	40,000
SPACE GALLERY 538 CONGRESS STREET PORTLAND, ME 04101	N/A	PC	OPERATIONAL SUPPORT	30,000
THE COMMITTEE TO RESTORE THE ABYSSINIAN ME PO BOX 11064 PORTLAND, ME 04104	N/A	PC	OPERATIONAL SUPPORT	15,000
THE LONG BARN EDUCATIONAL INITIATIVE 388 BROADTURN ROAD SCARBOROUGH, ME 04074	N/A	PC	OPERATIONAL SUPPORT	5,000
THE SUMMER CAMP INC 8 CHURCH STREET BRIDGTON, ME 04009	N/A	PC	OPERATIONAL SUPPORT	10,000
THE TELLING ROOM 225 COMMERCIAL STREET SUITE 201 PORTLAND, ME 04101	N/A	PC	OPERATIONAL SUPPORT	22,500
WATERVILLE OPERA HOUSE 93 MAIN STREET 3RD FL WATERVILLE, ME 04901	N/A	PC	OPERATIONAL SUPPORT	10,000
WINTER KIDS PO BOX 7566 PORTLAND, ME 04112	N/A	PC	OPERATIONAL SUPPORT	10,000
WOLFE'S NECK FARM FOUNDATION 184 BURNETT ROAD FREEPORT, ME 04032	N/A	PC	OPERATIONAL SUPPORT	12,500
Total . . . . ▶ **3a**				1,115,570