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Return of Private Foundation

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

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

2013

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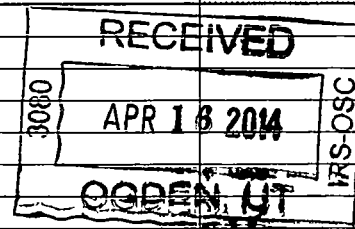
For calendar year 2013 or tax year beginning

, and ending

Name of foundation Herbert E. Tyler and Grace M. Tyler Foundation		A Employer identification number 46-1129838
Number and street (or P O box number if mail is not delivered to street address) 19 Coralburst Lane	Room/suite	B Telephone number 207-883-9752
City or town, state or province, country, and ZIP or foreign postal code Scarborough, ME 04074		C If exemption application is pending, check here <input checked="" type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,281,065.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		3,789.	3,789.		Statement 1
4 Dividends and interest from securities		51,545.	51,545.		Statement 2
5a Gross rents		16,508.	16,508.		Statement 3
b Net rental income or (loss) <23,080.>					Statement 4
6a Net gain or (loss) from sale of assets not on line 10		1,559,727.			
b Gross sales price for all assets on line 6a 2,341,286.					
7 Capital gain net income (from Part IV, line 2)			1,559,727.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		1,631,569.	1,631,569.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 5		3,882.	3,882.		0.
b Accounting fees Stmt 6		1,500.	750.		750.
c Other professional fees Stmt 7		9,064.	9,064.		0.
17 Interest					
18 Taxes Stmt 8		24,913.	4,913.		0.
19 Depreciation and depletion					
20 Occupancy		8,070.	8,070.		0.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 9		23,748.	23,748.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		71,177.	50,427.		750.
25 Contributions, gifts, grants paid		28,360.			28,360.
26 Total expenses and disbursements Add lines 24 and 25		99,537.	50,427.		29,110.
27 Subtract line 26 from line 12		1,532,032.			
a Excess of revenue over expenses and disbursements			1,581,142.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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

Beginning of year.

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments		67,543.	67,543.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		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			
	b	Investments - corporate stock Stmt 10	0.	2,213,522.	2,213,522.
	c	Investments - corporate bonds			
	Liabilities	11	Investments - land, buildings, and equipment basis ▶		
		Less accumulated depreciation ▶			
12		Investments - mortgage loans			
13		Investments - other Stmt 11	535,838.	0.	0.
14		Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
15		Other assets (describe ▶)			
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)	535,838.	2,281,065.	2,281,065.
17		Accounts payable and accrued expenses			
18		Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	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 ▶ <input checked="" type="checkbox"/>				
	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	535,838.	2,281,065.		
30	Total net assets or fund balances	535,838.	2,281,065.		
31	Total liabilities and net assets/fund balances	535,838.	2,281,065.		

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	535,838.
2	Enter amount from Part I, line 27a	2	1,532,032.
3	Other increases not included in line 2 (itemize) ▶ Unrealized gains on investments	3	213,195.
4	Add lines 1, 2, and 3	4	2,281,065.
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	2,281,065.

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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 Sale of Ownership Stake in H&G Properties	D	10/11/12	03/07/13
b Publicly traded securities	P		
c Capital Gains Dividends			
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 2,173,726.		587,458.	1,586,268.
b 146,977.		194,101.	<47,124.>
c 20,583.			20,583.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			1,586,268.
b			<47,124.>
c			20,583.
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	1,559,727.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div>If gain, also enter in Part I, line 8, column (c)</div> <div>If (loss), enter -0- in Part I, line 8</div>	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	0.	554,062.	.000000
2011			
2010			
2009			
2008			

2 Total of line 1, column (d)	2	.000000
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	.000000
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,118,399.
5 Multiply line 4 by line 3	5	0.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	15,811.
7 Add lines 5 and 6	7	15,811.
8 Enter qualifying distributions from Part XII, line 4	8	29,110.

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.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	15,811.
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	15,811.
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	15,811.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	20,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	20,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,189.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	11	4,189.	Refunded

Part VII-A Statements Regarding Activities

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

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► Grace M. Tyler Located at ► 19 Coralburst Lane, Scarborough, ME	Telephone no ► 207-883-9752 ZIP+4 ► 04074-7152		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Herbert E. Tyler 19 Coralburst Lane Scarborough, ME 04074-7152	Trustee 1.00	0.	0.	0.
Grace M. Tyler 19 Coralburst Lane Scarborough, ME 04074-7152	Trustee 1.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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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	1,540,022.
b Average of monthly cash balances	1b	610,637.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	2,150,659.
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	2,150,659.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	32,260.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,118,399.
6 Minimum investment return. Enter 5% of line 5	6	105,920.

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		105,920.
2a Tax on investment income for 2013 from Part VI, line 5	2a	15,811.
b Income tax for 2013 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	15,811.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	90,109.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	90,109.
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	90,109.

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	29,110.
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	29,110.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	15,811.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	13,299.

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

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Foundation**

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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				90,109.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			27,703.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 29,110.				
a Applied to 2012, but not more than line 2a			27,703.	
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				1,407.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				88,702.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

N/A

- 1 a** 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 foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 2 a** 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**

[illegible]

Part XV **Supplementary Information (Complete this part only if the foundation 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).)

See Statement 12

- 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

None

- 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

- 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				
Barbara Bush Children's Hospital Maine Medical Center, PO Box 10490 Portland, ME 04101	None	PC	General Operating Support	1,000.
Barbara Bush Foundation for Family Literacy 516 North Adams Tallahassee, FL 32301	None	PC	General Operating Support	60.
Children's Tumor Foundation 96 Pine Street, 16th Floor New York, NY 10005	None	PC	2013 Biddeford, ME Walk	2,500.
Good Shepherd Food Bank 3121 Hotel Road, Box 1807 Auburn, ME 04211	None	PC	General Operating Support	3,000.
JDRF-Child Diabetes Research 26 Broadway, 14th Floor New York, NY 10004	None	PC	General Operating Support	2,500.
Total	See continuation sheet(s)			28,360.
b Approved for future payment				
None				
Total				0.

Part XVI-A

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3,789.	
4 Dividends and interest from securities			14	51,545.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property	531190	<23,080.>			
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	1,559,727.	
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)		<23,080.>		1,615,061.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	1,591,981.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Herbert E. Tyler and Grace M. Tyler
Foundation

46-1129838

Part XV Supplementary Information

3 - Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Mercy Hospital 144 State Street Portland, ME 04101	None	PC	McAuley Residence	10,000.
Michael J. Fox Foundation for Parkinson's Research Grand Central Station, PO Box 4777 New York, NY 10163	None	PC	General Operating Support	1,500.
Project G.R.A.C.E. PO Box 6846 Scarborough, ME 04070	None	PC	Helping Kids Succeed: Build-a-Backpack	250.
Roman Catholic Diocese of Portland PO Box 628 Lewiston, ME 04243	None	PC	Catholic Appeal	2,500.
SafeNet Ministries 86 Main Street, PO Box 93 Stafford Springs, CT 06076	None	PC	General Operating Support	250.
Salvation Army PO Box 3575 Portland, ME 04104	None	PC	General Operating Support	2,500.
Scarborough Public Library 48 Gorham Road Scarborough, ME 04074	None	PC	Annual Fund Matching Grant Challenge	2,000.
Southern Maine Agency on Aging 136 Route One Scarborough, ME 04074	None	PC	Meals on Wheels	250.
St. Jude's Children's Hospital 501 St. Jude Place Memphis, TN 38105	None	PC	General Operating Support	50.
Total from continuation sheets				19,300.

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

Source	Amount
RBC Capital Markets, LLC	3,789.
Total to Form 990-PF, Part I, line 3, Column A	3,789.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
RBC Capital Markets, LLC	72,128.	20,583.	51,545.
Total to Form 990-PF, Part I, line 4	72,128.	20,583.	51,545.

Form 990-PF Rental Income Statement 3

Kind and Location of Property	Activity Number	Gross Rental Income
Commercial, South Portland, ME	1	16,508.
Total to Form 990-PF, Part I, line 5a		16,508.

Form 990-PF Rental Expenses Statement 4

Description	Activity Number	Amount	Total
Utilities		8,070.	
Real estate taxes		3,888.	
Environmental services		22,702.	
Office supplies		37.	
Repairs		1,009.	
Legal Fees		3,882.	
- SubTotal -	1		39,588.
Total rental expenses			39,588.
Net rental Income to Form 990-PF, Part I, line 5b			<23,080.>

Form 990-PF	Legal Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Legal Fees	3,882.	3,882.			0.
To Fm 990-PF, Pg 1, ln 16a	3,882.	3,882.			0.

Form 990-PF	Accounting Fees			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Accounting fees	1,500.	750.			750.
To Form 990-PF, Pg 1, ln 16b	1,500.	750.			750.

Form 990-PF	Other Professional Fees			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Investment management fees	9,064.	9,064.			0.
To Form 990-PF, Pg 1, ln 16c	9,064.	9,064.			0.

Form 990-PF	Taxes			Statement	8
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Foreign Taxes Paid	1,025.	1,025.			0.
Excise Taxes	20,000.	0.			0.
Real estate taxes	3,888.	3,888.			0.
To Form 990-PF, Pg 1, ln 18	24,913.	4,913.			0.

Form 990-PF	Other Expenses			Statement	9
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Environmental services	22,702.	22,702.			0.
Office supplies	37.	37.			0.
Repairs	1,009.	1,009.			0.
To Form 990-PF, Pg 1, ln 23	23,748.	23,748.			0.

Form 990-PF	Corporate Stock		Statement	10
Description	Book Value		Fair Market Value	
Corporate Stocks - See Statement 13	1,656,408.		1,656,408.	
Fixed Income Securities - See Statement 13	557,114.		557,114.	
Total to Form 990-PF, Part II, line 10b	2,213,522.		2,213,522.	

Form 990-PF	Other Investments		Statement	11
Description	Valuation Method	Book Value	Fair Market Value	
Ownership interest in H & G Properties, LLC	FMV	0.	0.	
Total to Form 990-PF, Part II, line 13		0.	0.	

Form 990-PF	Part XV - Line 1a List of Foundation Managers	Statement	12
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Name of Manager

Herbert E. Tyler
Grace M. Tyler

Herbert E. Tyler and Grace M. Tyler Foundation

EIN: 46-1129838

HERBERT TYLER
GRACE TYLER TTEESAccount number
315-21665
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ASSET DETAIL

The Estimated Annualized Income ("EAI") for certain securities could include a return of principal or capital gains, in which case EAI depicted on this account statement would be overstated. EAI is only an estimate of income generated by the investment and the actual income may be higher or lower. In the event the investment matures, is sold or called, the full EAI may not be realized.

* The Unrealized Gain/Loss may not reflect your investments' total return. Specifically, the net cost may include dividend and capital gains distributions which have been reinvested. Additionally, the information that appears in these columns may be based on information provided by you or at your direction. RBC has not verified such data. Please see "About Your Statement" on page 2 for further information.

Your Financial Advisor has elected to display Asset Detail with the following options: asset purchases (tax lots) listed individually, reinvested dividends and capital gains distributions consolidated, and the cost of reinvested dividends and capital gains distributions included.

RBC BANK DEPOSIT PROGRAM

Deposits in the RBC Bank Deposit Program, with the exception of amounts classified as "Pending Deposits," are held by the Program Banks, not RBC Capital Markets. They are not covered by SIPC. Balances classified as "Pending Deposits" are scheduled to be deposited in the Program Banks on the business day following the statement date, and thus, these deposits are covered by SIPC until such time as they are deposited in the Program Banks. Deposit information is included on this statement solely as a service to our clients. All balance and transaction information is provided by the Program Banks. RBC Capital Markets is not responsible for the accuracy of this information. Deposits are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000 per depositor at each bank subject to certain limitations. **This means that your funds in excess of \$250,000 in the same insurable capacity at any single Program Bank are not insured.** FDIC insurance coverage amounts are subject to the combined total of all deposits at a specific Program Bank including deposits held by the Program Bank outside of this account. Please refer to the RBC Bank Deposit Program Disclosure Statement and our website at www.rbcwmconnect.com for more details, including the current aggregate FDIC deposit insurance amount available through the Program. For questions concerning bank balances, please contact your Financial Advisor.

DESCRIPTION	BANK BALANCE	CURRENT BALANCE	PREVIOUS STATEMENT BALANCE	YTD INCOME
RBC BANK DEPOSIT PROGRAM		\$64,242.35	\$62,640.83	\$28.74
NOT SIPC COVERED				

DEPOSITS ARE HELD AT

Branch Banking & Trust Co Winston Salem, NC

TOTAL RBC BANK DEPOSIT PROGRAM

\$64,242.35 \$28.74

CASH AND MONEY MARKET

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS STATEMENT MARKET VALUE	YTD INCOME
CASH				\$3,300.62		

TOTAL CASH AND MONEY MARKET

\$3,300.62

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
AMAZON COM INC	AMZN	150.000	\$398.790	\$59,818.50	06/07/13	\$41,102.27	\$18,716.23	
CATERPILLAR INC	CAT	750.000	\$90.810	\$68,107.50	06/05/13	\$63,441.75	\$4,665.75	\$1,800.00
CHEVRON CORPORATION	CVX	300.000	\$124.910	\$37,473.00	08/23/13	\$35,777.55	\$1,695.45	\$1,200.00
CITIGROUP INC COM	C	1,000.000	\$52.110	\$52,110.00	06/05/13	\$49,839.20	\$2,270.80	\$40.00
CLEARBRIDGE AGGRESSIVE GROWTH FUND CLASS I	SAGYX	608.818	\$195.700	\$119,145.68	06/19/13	\$100,860.96	\$18,284.72	
		604.230			Reinvest	\$100,000.00	\$18,247.81	
		4.588				\$860.96		

Statement 13



RBC Wealth Management

INVESTMENT ACCESS ACCOUNT STATEMENT WITH PORTFOLIO FOCUS

DECEMBER 1, 2013 - DECEMBER 31, 2013

 Account number
315-21665
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A division of RBC Capital Markets, LLC, Member NYSE/FINRA/SIPC

US EQUITIES (continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
DOW CHEMICAL CO	DOW	1,500,000	\$44.400	\$66,600.00	06/19/13	\$51,763.80	\$14,836.20	\$1,920.00
DUFF & PHELPS GLOBAL UTILITY INCOME FUND INC	DPG	5,000,000	\$19.080	\$95,400.00	06/05/13	\$91,885.34	\$3,514.66	\$7,000.00
FIRST TR MLP & ENERGY INCOME FD COM	FEI	3,000,000	\$20.010	\$60,030.00	06/05/13	\$60,478.56	-\$448.56	\$3,960.00
GOOGLE INC CL A	GOOG	75,000	\$1,120.710	\$84,053.25	07/29/13	\$66,367.50	\$17,685.75	
MARATHON PETE CORP COM	MPC	300,000	\$91.730	\$27,519.00	07/29/13	\$21,597.00	\$5,922.00	\$504.00
MASTERCARD INCORPORATED	MA	100,000	\$83.460	\$83,546.00	06/05/13	\$56,138.08	\$27,407.92	\$440.00
MCDONALDS CORP	MCD	500,000	\$97.030	\$48,515.00	07/29/13	\$49,000.00	-\$485.00	\$1,620.00
NASDAQ PREM INCOME & GROWTH FD INC	QQQX	4,000,000	\$17.800	\$71,200.00	06/05/13	\$64,361.80	\$6,838.20	\$4,832.00
PROCTER & GAMBLE CO	PG	750,000	\$81.410	\$61,057.50	06/19/13	\$58,934.93	\$2,122.57	\$1,804.50
QUALCOMM INC	QCOM	1,000,000	\$74.250	\$74,250.00	06/07/13	\$61,799.00	\$12,451.00	\$1,400.00
REGIONS FINANCIAL CORP	RF	5,000,000	\$9.890	\$49,450.00	06/19/13	\$45,598.50	\$3,851.50	\$600.00
SAFEWAY INC	SWY	1,500,000	\$32.570	\$48,855.00	07/29/13	\$38,775.00	\$10,080.00	\$1,200.00
SECTOR SPDR TRUST SHS BEN INT TECHNOLOGY	XLK	2,000,000 1,500,000 500,000	\$35.740	\$71,480.00	06/05/13 08/23/13	\$63,078.50 \$47,053.80 \$16,024.70	\$8,401.50 \$6,556.20 \$1,845.30	\$1,218.00
TOCQUEVILLE TR DELAFIELD FD	DEFIX	2,194,007 2,117,448 76,559	\$38.040	\$83,460.03	08/23/13 Reinvest	\$77,814.28 \$75,000.00 \$2,814.28	\$5,645.75 \$5,547.73 \$98.03	
VALERO ENERGY CORP NEW	VLO	400,000	\$50.400	\$20,160.00	08/23/13	\$14,607.00	\$5,553.00	\$360.00
TOTAL US EQUITIES				\$1,282,230.46		\$1,113,221.02	\$169,009.44	\$29,898.50



HERBERT TYLER
GRACE TYLER TTEES

Account number
315-21665
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INTERNATIONAL EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ANNUALIZED INCOME
HARBOR INTERNATIONAL FUND INSTITUTIONAL	HAINX	2,193.376 2,145.923 47.453	\$71.010	\$155,751.63	08/23/13 Reinvest	\$148,208.76 \$145,000.00 \$3,208.76	\$7,542.87 \$7,381.99 \$160.88	\$3,279.10
OPPENHEIMER DEVELOPING MKTS FDS CL Y	ODVYX	5,815.381 2,891.845 2,870.264 53.272	\$37.560	\$218,425.71	06/05/13 06/07/13 Reinvest	\$201,974.79 \$100,000.00 \$100,000.00 \$1,974.79	\$16,450.92 \$8,617.70 \$7,807.12 \$26.11	\$947.91
TOTAL INTERNATIONAL EQUITIES				\$374,177.34		\$350,183.55	\$23,993.79	\$4,227.01

TAXABLE FIXED INCOME

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ANNUALIZED INCOME
RS INVT TR FLTG RATE FD CL Y	RSFYX	14,870.492 14,563.107 307.385	\$10.340	\$153,760.89	06/05/13 Reinvest	\$153,159.35 \$150,000.00 \$3,159.35	\$601.54 \$582.53 \$19.00	\$7,004.00
GE CAP FINL INC RETAIL C/D FDIC INS TO LIMITS MOODY N/A S&P N/A	36160WL23 CPN 1.300% DUE 05/25/2016 DTD 05/25/2012 BOOK ENTRY ONLY	200,000.000	\$100.446	\$200,892.00 \$256.44	06/05/13	\$201,723.28	-\$831.28	\$2,600.00
BMW BK NORTH AMER SALT LAKE CITY UTAH C/D FDIC INS TO LIMITS MOODY N/A S&P N/A	05568PV95 CPN 1.750% DUE 04/13/2017 DTD 04/13/2012 BOOK ENTRY ONLY	163,000.000	\$101.231	\$165,006.53 \$617.39	06/05/13	\$165,608.23	-\$601.70	\$2,852.50
GE CAP RETAIL BK DRAPER UTAH C/D FDIC INS TO LIMITS MOODY N/A S&P N/A	36160NJA8 CPN 1.850% DUE 04/13/2017 DTD 04/13/2012 BOOK ENTRY ONLY	37,000.000	\$101.228	\$37,454.36 \$1,175.84	06/05/13	\$37,760.18	-\$305.82	\$684.50
TOTAL TAXABLE FIXED INCOME ESTIMATED ACCRUED BOND INTEREST		414,870.492		\$557,113.78 \$2,049.67		\$558,251.04	-\$1,137.26	\$13,141.00