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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

Open to Public Inspection

For calendar year 2013 or tax year beginning JUL 1, 2013, and ending JUN 30, 2014

Name of foundation THE EVERGREEN FOUNDATION		A Employer identification number 26-0378563
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 10238	Room/suite	B Telephone number 207-865-0211
City or town, state or province, country, and ZIP or foreign postal code PORTLAND, ME 04104-0238		C If exemption application is pending, check here <input 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) \$ 3,260,314.	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)	
Revenue	1 Contributions, gifts, grants, etc., received	1,883,009.		N/A		
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
	3 Interest on savings and temporary cash investments	64.	64.		STATEMENT 1	
	4 Dividends and interest from securities	40,370.	40,370.		STATEMENT 2	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	27,654.				
	b Gross sales price for all assets on line 6a	704,683.				
	7 Capital gain net income (from Part IV, line 2)		27,654.			
	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	<824.>	0.		STATEMENT 3		
12 Total. Add lines 1 through 11	1,950,273.	68,088.				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees					
	b Accounting fees					
	c Other professional fees					
	17 Interest					
	18 Taxes	STMT 4	4,171.	1,171.		0.
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications					
	23 Other expenses	STMT 5	531.	31.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23		4,702.	1,202.		0.
	25 Contributions, gifts, grants paid		128,000.			128,000.
26 Total expenses and disbursements. Add lines 24 and 25		132,702.	1,202.		128,000.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		1,817,571.				
b Net investment income (if negative, enter -0-)			66,886.			
c Adjusted net income (if negative, enter -0-)				N/A		

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	647,895.	560,353.	560,353.
	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			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Liabilities	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	596,745.	2,501,858.	2,699,961.
	14 Land, buildings, and equipment basis ▶ 8,170.			
	Less accumulated depreciation STMT 7 ▶ 8,170.			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	1,244,640.	3,062,211.	3,260,314.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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.	
	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	1,244,640.	3,062,211.	
	30 Total net assets or fund balances	1,244,640.	3,062,211.	
	31 Total liabilities and net assets/fund balances	1,244,640.	3,062,211.	

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	1,244,640.
2	Enter amount from Part I, line 27a	2	1,817,571.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,062,211.
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	3,062,211.

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			
b SEE ATTACHED STATEMENT			
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			
b			
c			
d			
e 704,683.		677,029.	27,654.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			27,654.

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	27,654.
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). If (loss), enter -0- in Part I, line 8	{ }	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	71,239.	1,064,967.	.066893
2011	30,500.	655,183.	.046552
2010	26,500.	627,666.	.042220
2009	31,813.	605,021.	.052582
2008	32,650.	632,371.	.051631

2 Total of line 1, column (d)	2	.259878
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	.051976
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,502,362.
5 Multiply line 4 by line 3	5	130,063.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	669.
7 Add lines 5 and 6	7	130,732.
8 Enter qualifying distributions from Part XII, line 4	8	128,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,338.
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	1,338.
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	1,338.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,239.	
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	3,239.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	1,901.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 1,901. Refunded <input type="checkbox"/> 0.	11	0.	

Part VII-A Statements Regarding Activities

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?	Yes	No
1a		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1b		
c Did the foundation file Form 1120-POL for this year?		X
1c		
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
2		
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
3		
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
4a		
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
5		
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	
6		
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	
7		
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> ME		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
8b		
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
9		
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	
10		

STMT 8

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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 ► JON H. EDWARDS, MANAGING TRUSTEE Telephone no ► 207-865-0211 Located at ► 10 MIDDLE STREET, SOUTH FREEPORT, ME ZIP+4 ► 04078-0715			
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	1b	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.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	3b	N/A
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

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?

If "Yes" to 6b, file Form 8870

6b

X

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
JON H. EDWARDS	MANAGING TRUSTEE			
10 MIDDLE STREET; PO BOX 715				
SOUTH FREEPORT, ME 04078-0715	2.00	0.	0.	0.
NANCY J. FOX	TRUSTEE			
10 MIDDLE STREET; PO BOX 715				
SOUTH FREEPORT, ME 04078-0715	2.00	0.	0.	0.
AMY A. FOX	TRUSTEE			
610 MONTGOMERY SCHOOL LANE				
WYNNEWOOD, PA 19096	2.00	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 VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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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	2,115,397.
b	Average of monthly cash balances	1b	425,072.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,540,469.
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	2,540,469.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	38,107.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,502,362.
6	Minimum investment return. Enter 5% of line 5	6	125,118.

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	125,118.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,338.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,338.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	123,780.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	123,780.
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	123,780.

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	128,000.
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	128,000.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	128,000.

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				123,780.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	1,197.			
b From 2009	1,616.			
c From 2010				
d From 2011				
e From 2012	20,513.			
f Total of lines 3a through e	23,326.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$	128,000.			
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				123,780.
e Remaining amount distributed out of corpus	4,220.			
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:	27,546.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	1,197.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	26,349.			
10 Analysis of line 9:				
a Excess from 2009	1,616.			
b Excess from 2010				
c Excess from 2011				
d Excess from 2012	20,513.			
e Excess from 2013	4,220.			

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year				
CAMPAIGN FOR JUSTICE 40 WATER STREET HALLOWELL, ME 04347	NONE	CHARITY	OPERATING FUND	10,000.
CHILDREN'S MUSEUM OF MAINE PO BOX 4041 PORTLAND, ME 04101	NONE	CHARITY	OPERATING FUND	3,000.
COOPERATIVE FUND OF NEW ENGLAND INC 5533 PEDEN POINT ROAD WILMINGTON, NC 28409	NONE	CHARITY	OPERATING FUND	7,500.
FAMILY PLANNING ASSOCIATION OF MAINE PO BOX 587 AUGUSTA, ME 04332-0587	NONE	CHARITY	OPERATING FUND	4,000.
FRIENDS OF PORTLAND ADULT EDUCATION 57 DOUGLASS STREET • PORTLAND, ME 04102	NONE	CHARITY	OPERATING FUND	10,000.
Total	SEE CONTINUATION SHEET(S) ▶ 3a			128,000.
b Approved for future payment				
NONE				
Total	▶ 3b			0.

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

▶ Attach to Form 990, Form 990-EZ, or Form 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

THE EVERGREEN FOUNDATION

Employer identification number

26-0378563

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 foundationCheck 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 $\frac{1}{3}$ % 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 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 to 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 990-PF, 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 THE EVERGREEN FOUNDATION	Employer identification number 26-0378563
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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	JON EDWARDS & NANCY FOX PO BOX 715, 10 MIDDLE STREET SOUTH FREEPORT, ME 04078	\$ 1,883,009	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization THE EVERGREEN FOUNDATION	Employer identification number 26-0378563
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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
1	1,500,000 SHARES DIRECTV (NASDAQ: DTV) - \$92,070 1,500,000 SHARES EXXON MOBIL CORP (NYSE: XOM) - \$131,513 3,000,000 SHARES JP MORGAN & CHASE (NYSE: JPM) - \$152,370 1,500,000 SHARES PLAINS ALL-AMERICAN (NYSE: PAA) - \$78,923	\$ 454,876	9/24/2013
1	1,000,000 SHARES VIACOM INC (NASDAQ: VIAB) - \$83,330 2,500,000 SHARES GENESIS ENERGY LP (NYSE: GEL) - \$125,562 2,400,000 SHARES DAVITA HEALTHCARE (NYSE: DVA) - \$140,616 600,000 SHARES LIBERTY MEDIA COR (NASDAQ: LMCA) - \$89,190	\$ 438,698	9/24/2013
1	1,200,000 SHARES CIGNA CORP (NYSE: CI) - \$94,956 450,000 SHARES PFIZER INC (NYSE: PFE) - \$12,908	\$ 107,864	9/24/2013
1	1,000,000 SHARES BERKSHIRE HATHAWA (NYSE: BRK/B) - \$112,965 4,000,000 SHARES GENERAL MOTORS (NYSE: GM) - \$141,860 2,000,000 SHARES ITT CORP (NYSE: ITT) - \$80,270 5,000,000 SHARES KEYCORP (NYSE: KEY) - \$63,500	\$ 398,595	2/11/2014
1	2,050,000 SHARES PFIZER INC (NYSE: PFE) - \$64,995 1,000,000 SHARES PROCTOR & GAMBLE CO (NYSE: PG) - \$78,375 1,500,000 SHARES QUALCOMM INC (NASDAQ: QCOM) - \$112,695 1,564,000 SHARES SANOFI SPON ADR (NYSE: SNY) - \$76,761	\$ 332,826	2/11/2014
1	750,000 SHARES STARBUCKS CORP (NASDAQ: SBUX) - \$55,868 1,500,000 SHARES WALGREEN CO (NYSE: WAG) - \$94,282	\$ 150,150	2/11/2014

Name of organization THE EVERGREEN FOUNDATION	Employer identification number 26-0378563
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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	
.....	

THE EVERGREEN FOUNDATION

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	VODAFONE GROUP PLC (NYSE: VOD)	P	08/05/13	09/11/13
b	JP MORGAN STRATEG (MUTF: JSOAX)	P	VARIOUS	09/24/13
c	GENESIS ENERGY LC (NYSE: GEL)	D	09/26/13	09/26/13
d	PENNANT PARK FLOAT (NASDAQ: PFLT)	P	VARIOUS	10/08/13
e	BLACKROCK BUILD AM (NYSE: BBN)	P	06/14/11	10/17/13
f	SOTHEBYS (NYSE: BID)	P	09/11/13	11/21/13
g	SUNCOR ENERGY INC (NYSE: SU)	P	07/16/13	12/12/13
h	BLACKROCK RESOURC (NYSE: BCX)	P	VARIOUS	02/24/14
i	ITT CORP (NYSE: ITT)	P	02/11/14	03/21/14
j	SOTHEBYS (NYSE: BID)	P	09/11/13	05/20/14
k	DIRECTV (NASDAQ: DTV)	D	09/24/13	VARIOUS
l	CAPITAL GAINS DIVIDENDS			
m				
n				
o				

(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 65,474.		60,261.	5,213.
b 28,043.		28,287.	<244.>
c 125,328.		125,563.	<235.>
d 79,469.		81,724.	<2,255.>
e 450.		490.	<40.>
f 60,374.		53,715.	6,659.
g 66,703.		62,525.	4,178.
h 29,266.		45,415.	<16,149.>
i 86,001.		80,270.	5,731.
j 38,689.		46,709.	<8,020.>
k 124,871.		92,070.	32,801.
l 15.			15.
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			5,213.
b			<244.>
c			<235.>
d			<2,255.>
e			<40.>
f			6,659.
g			4,178.
h			<16,149.>
i			5,731.
j			<8,020.>
k			32,801.
l			15.
m			
n			
o			

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	27,654.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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
HARDY GIRLS HEALTHY WOMEN PO BOX 821, 14 COMMON STREET WATERVILLE, ME 04903-0821	NONE	CHARITY	OPERATING FUND	2,000.
IMMIGRATION LEGAL ADVOCACY PROJECT PO BOX 17917 PORTLAND, ME 04112	NONE	CHARITY	OPERATING FUND	5,000.
JOHNSON HALL PERFORMING ARTS CENTER PO BOX 777 GARDINER, ME 04345	NONE	CHARITY	OPERATING FUND	3,000.
KENNEBEC ESTUARY LAND TRUST PO BOX 1128 BATH, ME 04530	NONE	CHARITY	OPERATING FUND	20,000.
MAINE CITIZENS AGAINST HANDGUN VIOLENCE PO BOX 92 PORTLAND, ME 04112	NONE	CHARITY	OPERATING FUND	1,000.
MAINE COLLEGE OF ART 522 CONGRESS STREET PORTLAND, ME 04101	NONE	CHARITY	OPERATING FUND	5,500.
MAINE FARMLAND TRUST 97 MAIN STREET BELFAST, ME 04915	NONE	CHARITY	OPERATING FUND	5,000.
MAINE MEDIA WORKSHOPS + COLLEGE PO BOX 200, 70 CAMDEN STREET ROCKPORT, ME 04856	NONE	CHARITY	OPERATING FUND	5,500.
MAINE ORGANIC FARMERS & GARDENERS ASSOCIATION PO BOX 170, 294 CROSBY BROOK ROAD UNITY, ME 04988	NONE	CHARITY	OPERATING FUND	2,500.
MAINE WOMEN'S FUND PO BOX 5135 PORTLAND, ME 04101	NONE	CHARITY	OPERATING FUND	3,000.
Total from continuation sheets				93,500.

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
NAAMEHNAY PROJECT INC 23 ESQUILA ROAD SANTE FE, NM 87508	NONE	CHARITY	OPERATING FUND	5,000.
NATURAL RESOURCES COUNCIL OF MAINE 3 WADE STREET AUGUSTA, ME 04330-6318	NONE	CHARITY	OPERATING FUND	7,500.
RESTORE THE NORTH WOODS 9 UNION STREET HALLOWELL, ME 04347	NONE	CHARITY	OPERATING FUND	3,500.
SUMMER CAMP 8 CHURCH STREET BRIDGTON, ME 04009	NONE	CHARITY	OPERATING FUND	15,000.
WAYNFLETE SCHOOL 360 SPRING STREET PORTLAND, ME 04102	NONE	CHARITY	OPERATING FUND	10,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PLAINS ALL AMERICAN(NYSE: PAA)	2.	2.	
UBS AG TRIGGER PS (OTC)	15.	15.	
UBS BANK	47.	47.	
TOTAL TO PART I, LINE 3	64.	64.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BLACKROCK BUILD AM (NYSE: BBN)	14.	0.	14.	14.	
BLACKROCK RESOURC (NYSE: BCX)	1,298.	0.	1,298.	1,298.	
CIGNA CORP (NYSE: CI)	48.	0.	48.	48.	
EXXON MOBIL CORP (NYSE: XOM)	2,925.	0.	2,925.	2,925.	
FT TEMPLETON GLOB (MUTF: TPINX)	2,405.	15.	2,390.	2,390.	
GENERAL ELECTRIC (NYSE: GE)	1,320.	0.	1,320.	1,320.	
GENERAL MOTORS (NYSE: GM)	2,400.	0.	2,400.	2,400.	
INTERNATIONAL BUSI (NYSE: IBM)	7,900.	0.	7,900.	7,900.	
ITT CORP (NYSE: ITT)	220.	0.	220.	220.	
JP MORGAN & CHASE (NYSE: JPM)	3,420.	0.	3,420.	3,420.	
JP MORGAN STRATEG (MUTF: JSOAX)	151.	0.	151.	151.	
KEYCORP (NYSE: KEY)	600.	0.	600.	600.	
MICROSOFT CORP (NASDAQ: MSFT)	2,520.	0.	2,520.	2,520.	
PENNANT PARK FLOAT (NASDAQ: PFLT)	2,045.	0.	2,045.	2,045.	
PFIZER INC (NYSE: PFE)	875.	0.	875.	875.	
PIMCO DYNAMIC CR I (NYSE: PCI)	391.	0.	391.	391.	

PLAINS				
ALL-AMERICAN(NYSE:				
PAA)	2.	0.	2.	2.
PROCTOR & GAMBLE				
(NYSE: PG)	644.	0.	644.	644.
QUALCOMM INC				
(NASDAQ: QCOM)	1,155.	0.	1,155.	1,155.
RMA MONEY MARKET				
PORTFOLIO	21.	0.	21.	21.
SANOFI SPON ADR				
(NYSE: SNY)	2,987.	0.	2,987.	2,987.
SOTHEBYS				
(NYSE: BID)	4,540.	0.	4,540.	4,540.
STARBUCKS CORP				
(NASDAQ: SBUX)	195.	0.	195.	195.
SUNCOR ENERGY INC				
(NYSE: SU)	764.	0.	764.	764.
VIACOM INC				
(NASDAQ: VIAB)	600.	0.	600.	600.
WALGREEN CO				
(NYSE: WAG)	945.	0.	945.	945.
TO PART I, LINE 4	40,385.	15.	40,370.	40,370.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY BUSINESS LOSS FROM PLAINS			
ALL-AMERICAN PIPELINE LP K-1	<837.>	0.	
SECTION 1231 CAPITAL GAIN FROM			
PLAINS ALL-AMERICAN PIPELINE LP K-1	13.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<824.>	0.	

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL ESTIMATED TAX				
PAYMENT	3,000.	0.		0.
FOREIGN TAXES WITHHELD				
THROUGH DIVIDEND				
INVESTMENTS	1,171.	1,171.		0.
TO FORM 990-PF, PG 1, LN 18	4,171.	1,171.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
COUNCIL ON FOUNDATIONS	500.	0.		0.	
INVESTMENT FEES	31.	31.		0.	
TO FORM 990-PF, PG 1, LN 23	531.	31.		0.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
BERKSHIRE HATHAWAY (NYSE: BRK/B)	COST	112,965.	126,560.	
CIGNA CORP (NYSE: CI)	COST	94,956.	110,364.	
DAVITA HEALTHCARE (NYSE: DVA)	COST	140,616.	173,568.	
EXXON MOBIL CORP (NYSE: XOM)	COST	131,513.	151,020.	
GENERAL MOTORS (NYSE: GM)	COST	141,860.	145,200.	
GENERAL ELECTRIC (NYSE: GE)	COST	72,593.	78,840.	
INTERNATIONAL BUSI (NYSE: IBM)	COST	382,320.	362,540.	
JP MORGAN & CHASE (NYSE: JPM)	COST	152,370.	172,860.	
KEYCORP (NYSE: KEY)	COST	63,500.	71,650.	
LIBERTY MEDIA CORP (NASDAQ: LMCA)	COST	89,190.	82,008.	
MICROSOFT CORP (NASDAQ: MSFT)	COST	101,126.	125,100.	
PENNANT PARK FLOAT (OTC: PFLT)	COST	0.	0.	
PFIZER INC (NYSE: PFE)	COST	77,903.	74,200.	
PROCTOR & GAMBLE (NYSE: PG)	COST	78,375.	78,590.	
QUALCOMM INC (NASDAQ: QCOM)	COST	112,695.	118,800.	
SANOFI SPON ADR (NYSE: SNY)	COST	76,761.	83,158.	
STARBUCKS CORP (NASDAQ: SBUX)	COST	55,868.	58,035.	
VIACOM INC (NASDAQ: VIAB)	COST	83,330.	86,730.	
WALGREEN CO (NYSE: WAG)	COST	94,283.	111,195.	
UBS AG TRIGGER PS (OTC)	COST	100,000.	114,000.	
CITIGROUP INC TRIG (OTC)	COST	100,000.	114,800.	
HSBC USA INC (OTC)	COST	100,000.	105,100.	
BLACKROCK RESOURC (NYSE: BCX)	COST	0.	0.	
PLAINS ALL-AMERICAN (NYSE: PAA)	COST	75,251.	90,075.	
BLACKROCK BUILD AM (NYSE: BBN)	COST	0.	0.	
FT TEMPLETON GLOB (MUTF: TPINX)	COST	64,383.	65,568.	
JP MORGAN STRATEG (MUTF: JSOAX)	COST	0.	0.	
TOTAL TO FORM 990-PF, PART II, LINE 13		2,501,858.	2,699,961.	

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 7

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
ORGANIZATIONAL COSTS	8,170.	8,170.	0.
TOTAL TO FM 990-PF, PART II, LN 14	8,170.	8,170.	0.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 8
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
JON H. EDWARDS & NANCY J. FOX	10 MIDDLE STREET, PO BOX 715 SOUTH FREEPORT, ME 04078

FORM 990-PF PART XV - LINE 1A STATEMENT 9
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

JON H. EDWARDS
NANCY J. FOX