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**Return of Private Foundation**

OMB No 1545-0052

**2013**Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation  
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Open to Public Inspection

For calendar year 2013 or tax year beginning **OCT 1, 2013**, and ending **SEP 30, 2014**

Name of foundation <b>VIRGINIA HODGKINS SOMERS FOUNDATION, INC</b>		A Employer identification number <b>01-0537127</b>
Number and street (or P O box number if mail is not delivered to street address) <b>PO BOX 367</b>	Room/suite	B Telephone number <b>207-967-5597</b>
City or town, state or province, country, and ZIP or foreign postal code <b>KENNEBUNK, ME 04043</b>		C If exemption application is pending check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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) <b>\$ 6,694,532.</b> (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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				<b>N/A</b>	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		<b>205,922.</b>	<b>205,922.</b>		<b>STATEMENT 1</b>
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<b>-65,300.</b>			
b Gross sales price for all assets on line 6a <b>150,140.</b>					
7 Capital gain net income (from Part IV line 2)			<b>0.</b>		
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		<b>-18,149.</b>	<b>-18,149.</b>		<b>STATEMENT 2</b>
12 Total Add lines 1 through 11		<b>122,473.</b>	<b>187,773.</b>		
13 Compensation of officers directors trustees etc		<b>47,050.</b>	<b>42,345.</b>		<b>4,705.</b>
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees <b>STMT 3</b>		<b>3,025.</b>	<b>3,025.</b>		<b>0.</b>
c Other professional fees <b>STMT 4</b>		<b>39,630.</b>	<b>39,630.</b>		<b>0.</b>
17 Interest					
18 Taxes <b>STMT 5</b>		<b>9,648.</b>	<b>0.</b>		<b>0.</b>
19 Depreciation and depletion					
20 Occupancy <b>STMT 6</b>		<b>8,456.</b>	<b>0.</b>		<b>8,456.</b>
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		<b>360.</b>	<b>360.</b>		<b>0.</b>
24 Total operating and administrative expenses Add lines 13 through 23		<b>108,169.</b>	<b>85,360.</b>		<b>13,161.</b>
25 Contributions, gifts, grants paid		<b>339,400.</b>			<b>339,400.</b>
26 Total expenses and disbursements Add lines 24 and 25		<b>447,569.</b>	<b>85,360.</b>		<b>352,561.</b>
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<b>-325,096.</b>			
b Net investment income (if negative enter -0-)			<b>102,413.</b>		
c Adjusted net income (if negative enter -0-)				<b>N/A</b>	

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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		311,154.	103,157.	103,157.
	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 8	2,114,998.	2,081,328.	3,952,248.	
	c	Investments - corporate bonds STMT 9	554,532.	367,836.	563,738.	
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 10	1,638,559.	1,748,746.	2,075,389.		
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)	4,619,243.	4,301,067.	6,694,532.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	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	4,619,243.	4,301,067.			
30	Total net assets or fund balances	4,619,243.	4,301,067.			
31	Total liabilities and net assets/fund balances	4,619,243.	4,301,067.			

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

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,619,243.
2	Enter amount from Part I, line 27a	2	-325,096.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	6,920.
4	Add lines 1, 2, and 3	4	4,301,067.
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	4,301,067.

**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.)
<b>1a</b>			
<b>b</b> SEE ATTACHED STATEMENT			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 150,140.		215,440.	-65,300.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			-65,300.

<b>2</b> 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 }	<b>2</b>	-65,300.
<b>3</b> 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	{ }	<b>3</b>	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	211,296.	6,141,809.	.034403
2011	290,840.	5,801,500.	.050132
2010	282,238.	5,897,904.	.047854
2009	236,056.	5,000,957.	.047202
2008	266,923.	4,671,243.	.057142

<b>2</b> Total of line 1, column (d)	<b>2</b>	.236733
<b>3</b> 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	<b>3</b>	.047347
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	6,534,204.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	309,375.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	1,024.
<b>7</b> Add lines 5 and 6	<b>7</b>	310,399.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	352,561.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,024.
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	1,024.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 <b>Tax based on investment income</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	1,024.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	6,480.	
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	6,480.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	4.	
9 <b>Tax due</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9		
10 <b>Overpayment</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	5,452.	
11 Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input checked="" type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	4,412.	

**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
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
c 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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" 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 checked="" 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
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) <input checked="" type="checkbox"/> NONE		
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

**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 ► <b>N/A</b>	13	X	
14	The books are in care of ► <b>GORDON C. AYER, PRESIDENT</b> Telephone no. ► <b>207-967-5597</b> Located at ► <b>16 LOCKE STREET, KENNEBUNKPORT, ME</b> ZIP+4 ► <b>04046</b>			
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 ► <b>15</b> <b>N/A</b>			
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 <b>any</b> 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 ► <b>N/A</b>	1b	
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 <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement - see instructions) <b>N/A</b> c If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ► _____, _____, _____	2b	
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) <b>N/A</b>	3b	
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

**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
GORDON C. AYER	PRESIDENT			
16 LOCKE STREET				
KENNEBUNKPORT, ME 04046	8.00	17,550.	0.	0.
SUSAN AYER	VICE PRESIDENT			
16 LOCKE STREET				
KENNEBUNKPORT, ME 04046	8.00	17,500.	0.	0.
CAROLYN B. MAY	TREASURER			
4 HUNNEWELL ROAD				
SCARBOROUGH, ME 04074	4.00	12,000.	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





**Part X****Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
<b>a</b> Average monthly fair market value of securities		<b>1a</b>	6,453,871.
<b>b</b> Average of monthly cash balances		<b>1b</b>	179,839.
<b>c</b> Fair market value of all other assets		<b>1c</b>	
<b>d Total</b> (add lines 1a, b, and c)		<b>1d</b>	6,633,710.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.	
<b>2</b> Acquisition indebtedness applicable to line 1 assets		<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d		<b>3</b>	6,633,710.
<b>4</b> Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		<b>4</b>	99,506.
<b>5 Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4		<b>5</b>	6,534,204.
<b>6 Minimum investment return.</b> Enter 5% of line 5		<b>6</b>	326,710.

**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.)

<b>1</b> Minimum investment return from Part X, line 6		<b>1</b>	326,710.
<b>2a</b> Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	1,024.	
<b>b</b> Income tax for 2013 (This does not include the tax from Part VI.)	<b>2b</b>		
<b>c</b> Add lines 2a and 2b		<b>2c</b>	1,024.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1		<b>3</b>	325,686.
<b>4</b> Recoveries of amounts treated as qualifying distributions		<b>4</b>	0.
<b>5</b> Add lines 3 and 4		<b>5</b>	325,686.
<b>6</b> Deduction from distributable amount (see instructions)		<b>6</b>	0.
<b>7 Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		<b>7</b>	325,686.

**Part XII****Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
<b>a</b> Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26		<b>1a</b>	352,561.
<b>b</b> Program-related investments - total from Part IX-B		<b>1b</b>	0.
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes		<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:			
<b>a</b> Suitability test (prior IRS approval required)		<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)		<b>3b</b>	
<b>4 Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4		<b>4</b>	352,561.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b		<b>5</b>	1,024.
<b>6 Adjusted qualifying distributions</b> Subtract line 5 from line 4		<b>6</b>	351,537.

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				325,686.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			0.	
<b>b</b> Total for prior years.		0.		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008	652.			
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011	4,194.			
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e	4,846.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	352,561.			
<b>a</b> Applied to 2012, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2013 distributable amount				325,686.
<b>e</b> Remaining amount distributed out of corpus	26,875.			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below.	31,721.			
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b.		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions.		0.		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014.				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3).	0.			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7.	652.			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	31,069.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011	4,194.			
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013	26,875.			

N/A

- 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** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- GORDON C. AYER, PRESIDENT, 207-967-5597  
16 LOCKE STREET, KENNEBUNKPORT, ME 04046

- 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.

LIMITED TO CHARITABLE, RELIGIOUS, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES DESCRIBED IN SECTION 170(C) OF THE INTERNAL REVENUE CODE.

**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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)				
<b>a Paid during the year</b>				
KIDS FIRST CENTER 222 ST. JOHN STREET, SUITE 101 PORTLAND, ME 04102	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000.
MAYO STREET ARTS 10 MAYO STREET PORTLAND, ME 04101	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000.
WOMEN WORK AND COMMUNITY 46 AUGUSTA UNIVERSITY DRIVE UMA AUGUSTA, ME 04330	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000.
ENGINE, INC P.O. BOX 1684 BIDDEFORD, ME 04005	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000.
BRICK STORE MUSEUM 117 MAIN STREET KENNEBUNK, ME 04043	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>339,400.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>





**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
CULTIVATING COMMUNITY P.O. BOX 3792 PORTLAND, ME 04104	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000.
BOYS AND GIRLS CLUBS OF SOUTHERN MAINE P.O. BOX 7830 PORTLAND, ME 04112	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000.
JOBS FOR MAINE GRADUATES 45 COMMERCIAL STREET, SUITE 9 PORTLAND, ME 04330	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000.
THE LANDING SCHOOL 286 RIVER ROAD ARUNDEL, ME 04046	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	20,000.
SPURWINK SERVICES INC. 899 RIVERSIDE STREET PORTLAND, ME 04103	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000.
THE TELLING ROOM 225 COMMERCIAL STREET, SUITE 201 PORTLAND, ME 04101	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000.
TIDES INSTITUTE AND MUSEUM OF ART 43 WATER STREET EASTPORT, ME 04631	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	20,000.
UNIVERSITY OF SOUTHERN MAINE FOUNDATION P.O. BOX 9300 PORTLAND, ME 04104	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	20,000.
ART VAN 7 PARK STREET BATH, ME 04530	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	7,500.
CENTER FOR GRIEVING CHILDREN 555 FOREST AVENUE PORTLAND, ME 04101	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000.
<b>Total from continuation sheets</b>				<b>289,400.</b>

**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
COMMUNITY BICYCLE CENTER P.O. BOX 7830 BIDDEFORD, ME 04005	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000.
COMMUNITY FINANCIAL LITERACY P.O. BOX 8013 PORTLAND, ME 04101	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000.
DENMARK ARTS CENTER P.O. BOX 813 DENMARK, ME 04022	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	3,500.
HABITAT FOR HUMANITY YORK COUNTY P.O. BOX 267 KENNEBUNK, ME 04043	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	20,000.
KIDS FREE TO GROW 62 PORTLAND ROAD, SUITE 15 KENNEBUNK, ME 04043	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	4,000.
LITERACY VOLUNTEERS OF SANFORD 883 MAIN STREET, SUITE 4 SANFORD, ME 04073	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	8,000.
PARTNERS FOR HUNGER FREE YORK COUNTY P.O. BOX 727 KENNEBUNK, ME 04043	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	30,000.
PORTLAND FOOD CO-OP 56 HAMPSHIRE STREET PORTLAND, ME 04101	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000.
SACO RIVER THEATER P.O. BOX 661 BAR MILLS, ME 04004	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000.
PHILANTHROPY CENTER 314 FOREST AVENUE PORTLAND, ME 04101	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	1,400.
<b>Total from continuation sheets</b>				



**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	.363 SHS VODAFONE GROUP PLC NEW SPNSR ADR NO PAR	P	09/17/13	02/24/14
b	1636 SHS VODAFONE GROUP PLC NEW SPNSR ADR NO PAR	P	09/17/13	06/11/14
c	6880.734 SHS PIMCO TOTAL RETURN FUND CLASS P	P	12/04/09	06/11/14
d	0.684 SHS PARAGON OFFSHORE PLC SHS	P	09/17/13	08/08/14
e	EQUITY RESOURCE FUND IV L.P.	P	VARIOUS	10/01/13
f	MARKWEST ENERGY PARTNERS, LP	P	VARIOUS	09/30/14
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
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 15.		22.	-7.
b 54,412.		68,069.	-13,657.
c 75,000.		75,413.	-413.
d 7.		10.	-3.
e		71,918.	-71,918.
f		8.	-8.
g 20,706.			20,706.
h			
i			
j			
k			
l			
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			-7.
b			-13,657.
c			-413.
d			-3.
e			-71,918.
f			-8.
g			20,706.
h			
i			
j			
k			
l			
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	-65,300.
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

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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BROKERAGE ACCOUNTS	225,160.	20,706.	204,454.	204,454.	
PARTNERSHIP INCOME	1,468.	0.	1,468.	1,468.	
TO PART I, LINE 4	226,628.	20,706.	205,922.	205,922.	

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FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME FROM P'SHIP INVESTMENTS	-18,056.	-18,056.	
OTHER INCOME	-93.	-93.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-18,149.	-18,149.	

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,775.	2,775.		0.
LEGAL FEES	250.	250.		0.
TO FORM 990-PF, PG 1, LN 16B	3,025.	3,025.		0.

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FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	39,630.	39,630.		0.
TO FORM 990-PF, PG 1, LN 16C	39,630.	39,630.		0.

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FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
990PF EXCISE TAXES	9,648.	0.		0.
TO FORM 990-PF, PG 1, LN 18	9,648.	0.		0.

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FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WEBSITE AND EMAIL EXPENSES	360.	360.		0.
TO FORM 990-PF, PG 1, LN 23	360.	360.		0.

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FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
DISTRIBUTIONS FROM PUBLICLY TRADED PARTNERSHIPS	6,920.
TOTAL TO FORM 990-PF, PART III, LINE 3	6,920.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SMITH BARNEY - CORPORATE STOCKS	1,699,927.	3,552,065.
SMITH BARNEY - PREFERRED STOCKS	381,401.	400,183.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,081,328.	3,952,248.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SMITH BARNEY - CORPORATE BONDS	367,836.	563,738.
TOTAL TO FORM 990-PF, PART II, LINE 10C	367,836.	563,738.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SMITH BARENY - MUTUAL FUNDS	COST	1,748,746.	2,075,389.
SMITH BARNEY - EQUITY RESOURCE FUND	COST		
VI L.P.		0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,748,746.	2,075,389.