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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No. 1545-0052

2015**Open to Public Inspection**

For calendar year 2015 or tax year beginning

, 2015, and ending

, 20

Name of foundation

LEACH ELIZABETH ANN

PFDN 101-1680640

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

KEYBANK 4900 TIEDEMAN RD. OH-01-49-0150

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

BROOKLYN, OH 44144-2302

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col. (c), line

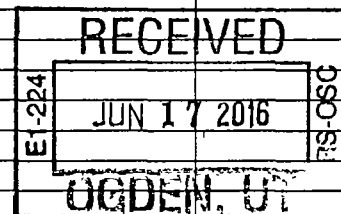
16) ▶ \$ 5,056,534.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here. ☐D 1 Foreign organizations, check here. ☐2 Foreign organizations meeting the 85% test, check here and attach computation. ☐E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

| | (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 (attach schedule) | | | | |
| 2 Check <input 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 | 132,202. | 132,202. | | STMT 1 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | 149,839. | | | |
| b Gross sales price for all assets on line 6a 593,998. | | | | |
| 7 Capital gain net income (from Part IV, line 2) . | | 149,839. | | |
| 8 Net short-term capital gain. | | | | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit or (loss) (attach schedule) | | | | |
| 11 Other income (attach schedule) | | | | |
| 12 Total. Add lines 1 through 11 | 282,041. | 282,041. | | |
| 13 Compensation of officers, directors, trustees, etc. . . | 81,633. | 61,224. | | 20,408. |
| 14 Other employee salaries and wages | | NONE | NONE | |
| 15 Pension plans, employee benefits | | NONE | NONE | |
| 16a Legal fees (attach schedule) | | | | |
| b Accounting fees (attach schedule) STMT. 2 . | 1,000. | NONE | NONE | 1,000. |
| c Other professional fees (attach schedule) | | | | |
| 17 Interest | | | | |
| 18 Taxes (attach schedule) (see instructions) STMT. 3 . | 1,870. | | | |
| 19 Depreciation (attach schedule) and depletion . | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | NONE | NONE | |
| 22 Printing and publications | | NONE | NONE | |
| 23 Other expenses (attach schedule) STMT. 4 . | 423. | | | 423. |
| 24 Total operating and administrative expenses. Add lines 13 through 23. | 84,926. | 61,224. | NONE | 21,831. |
| 25 Contributions, gifts, grants paid | 257,840. | | | 257,840. |
| 26 Total expenses and disbursements Add lines 24 and 25 | 342,766. | 61,224. | NONE | 279,671. |
| 27 Subtract line 26 from line 12. | | | | |
| a Excess of revenue over expenses and disbursements . . | -60,725. | | | |
| b Net investment income (if negative, enter -0-) . | | 220,817. | | |
| c Adjusted net income (if negative, enter -0-) . . | | | | |



| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.) | | Beginning of year | End of year | |
|------------------------------------|---|---|------------|-------------------|----------------|-----------------------|
| | | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | | | | |
| | 2 | Savings and temporary cash investments | | | | |
| | 3 | Accounts receivable ▶ | | | | |
| | | Less: allowance for doubtful accounts ▶ | | | | |
| | 4 | Pledges receivable ▶ | | | | |
| | | Less: allowance for doubtful accounts ▶ | | | | |
| | 5 | Grants receivable | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ | | | | |
| | | Less: allowance for doubtful accounts ▶ | NONE | | | |
| | 8 | Inventories for sale or use | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | |
| | 10a | Investments - U.S. and state government obligations (attach schedule) | | | | |
| | b | Investments - corporate stock (attach schedule) | | | | |
| | c | Investments - corporate bonds (attach schedule) | | | | |
| | 11 | Investments - land, buildings, and equipment basis ▶ | | | | |
| | Less: accumulated depreciation ▶ (attach schedule) | | | | | |
| 12 | Investments - mortgage loans | | | | | |
| 13 | Investments - other (attach schedule) | STMT 5. | 4,456,864. | 4,396,139. | 5,056,534. | |
| 14 | Land, buildings, and equipment basis ▶ | | | | | |
| | Less: accumulated depreciation ▶ (attach schedule) | | | | | |
| 15 | Other assets (describe ▶) | | | | | |
| 16 | Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | | 4,456,864. | 4,396,139. | 5,056,534. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | | |
| | 18 | Grants payable | | | | |
| | 19 | Deferred revenue | | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | | |
| | 22 | Other liabilities (describe ▶) | | | | |
| 23 | Total liabilities (add lines 17 through 22) | | | NONE | | |
| 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 | 4,456,864. | 4,396,139. | | |
| | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | | |
| | 30 | Total net assets or fund balances (see instructions) | 4,456,864. | 4,396,139. | | |
| | 31 | Total liabilities and net assets/fund balances (see instructions) | 4,456,864. | 4,396,139. | | |

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 | 4,456,864. |
| 2 | Enter amount from Part I, line 27a | 2 | -60,725. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 4,396,139. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 4,396,139. |

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 PUBLICLY TRADED SECURITIES | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | |
| a 593,998. | | 444,159. | 149,839. | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| 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) FM 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 | | | 149,839. | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| 2 Capital gain net income or (net capital loss) | | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 | 2 | 149,839. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 | | | 3 | |

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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)) |
|--|--|--|---|
| 2014 | 347,801. | 5,352,257. | 0.064982 |
| 2013 | 278,046. | 5,067,488. | 0.054869 |
| 2012 | 334,629. | 4,859,319. | 0.068863 |
| 2011 | 248,167. | 4,919,016. | 0.050451 |
| 2010 | 45,042. | 4,211,717. | 0.010694 |
| 2 Total of line 1, column (d) | | | 2 0.249859 |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | | | 3 0.049972 |
| 4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5 | | | 4 5,217,218. |
| 5 Multiply line 4 by line 3 | | | 5 260,715. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 2,208. |
| 7 Add lines 5 and 6 | | | 7 262,923. |
| 8 Enter qualifying distributions from Part XII, line 4 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. | | | 8 279,671. |

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 | 2,208. |
| 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 | |
| 3 | Add lines 1 and 2. | 3 | 2,208. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | NONE |
| 5 | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | 5 | 2,208. |
| 6 | Credits/Payments. | | |
| a | 2015 estimated tax payments and 2014 overpayment credited to 2015 | 6a | 4,406. |
| b | Exempt foreign organizations - tax withheld at source | 6b | NONE |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | NONE |
| d | Backup withholding erroneously withheld | 6d | |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | 4,406. |
| 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 | 2,198. |
| 11 | Enter the amount of line 10 to be Credited to 2016 estimated tax 2,198. Refunded <input type="checkbox"/> 11 | 11 | |

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. \$ _____ (2) On foundation managers. \$ _____ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ _____ | | |
| 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) 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 | |
| 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 2015 or the taxable year beginning in 2015 (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 | |

Part VII-A Statements Regarding Activities (continued)

| | Yes | No |
|--|-----|----|
| 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | 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 ► KEYBANK NA Telephone no. ► (216) 813-4556 | | |
| Located at ► 4900 TIEDEMAN RD OH-01-49-0150, BROOKLYN, OH ZIP+4 ► 44144-2302 | | |
| 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 | | |
| 16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | X |
| See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ► | | |

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

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

| | Yes | No |
|--|---|----|
| 1a During the year did the foundation (either directly or indirectly) | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | <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 checked="" type="checkbox"/> Yes <input 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)? | 1b | X |
| Organizations relying on a current notice regarding disaster assistance check here | | |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015? | 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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? | <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 | X |
| 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 2015 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 2015) | 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 2015? | 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 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐ **5b**

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

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

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

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

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? ☐ Yes ☒ No **7b**

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|--|---|---|---|---------------------------------------|
| KEYBANK NA 127 PUBLIC SQUARE MC OH-01-27-161, CLEVELAND, HI 44111 | CO-TRUSTEE 1 | 41,633. | -0- | -0- |
| WILLIAM W LOGAN PO BOX 250, WISCASSET, ME 04578 | CO-TRUSTEE 1 | 20,000. | -0- | -0- |
| SEYMOUR EPSTEIN PO BOX 404, WISCASSET, ME 04578 | CO-TRUSTEE 1 | 20,000. | -0- | -0- |
| | | | | |

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

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

Total number of other employees paid over \$50,000 ☐ **NONE**

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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 (see instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services **NONE****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 NONE | |
| | |
| 2 | |
| | |
| 3 | |
| | |
| 4 | |
| | |

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. | Amount |
|---|--------|
| 1 NONE | |
| | |
| 2 | |
| | |
| All other program-related investments. See instructions. | |
| 3 NONE | |
| | |
| Total. Add lines 1 through 3 | |

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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 | 5,296,668. |
| b | Average of monthly cash balances | 1b | NONE |
| c | Fair market value of all other assets (see instructions). | 1c | NONE |
| d | Total (add lines 1a, b, and c) | 1d | 5,296,668. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | NONE |
| 3 | Subtract line 2 from line 1d | 3 | 5,296,668. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 79,450. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 5,217,218. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 260,861. |

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 | 260,861. |
| 2a | Tax on investment income for 2015 from Part VI, line 5 | 2a | 2,208. |
| b | Income tax for 2015. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 2,208. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 258,653. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | NONE |
| 5 | Add lines 3 and 4 | 5 | 258,653. |
| 6 | Deduction from distributable amount (see instructions). | 6 | NONE |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 258,653. |

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 | 279,671. |
| b | Program-related investments - total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | NONE |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | NONE |
| b | Cash distribution test (attach the required schedule) | 3b | NONE |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 279,671. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | 5 | 2,208. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 277,463. |

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 2014 | (c) 2014 | (d) 2015 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2015 from Part XI, line 7 | | | | 258,653. |
| 2 Undistributed income, if any, as of the end of 2015: | | | | |
| a Enter amount for 2014 only. | | | NONE | |
| b Total for prior years 20 <u>13</u> , 20 <u> </u> , 20 <u> </u> | | NONE | | |
| 3 Excess distributions carryover, if any, to 2015: | | | | |
| a From 2010 | NONE | | | |
| b From 2011 | NONE | | | |
| c From 2012 | NONE | | | |
| d From 2013 | NONE | | | |
| e From 2014 | 32,142. | | | |
| f Total of lines 3a through e | 32,142. | | | |
| 4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>279,671.</u> | | | | |
| a Applied to 2014, but not more than line 2a | | | NONE | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | NONE | | |
| c Treated as distributions out of corpus (Election required - see instructions) | NONE | | | |
| d Applied to 2015 distributable amount. | | | | 258,653. |
| e Remaining amount distributed out of corpus. | 21,018. | | | |
| 5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a)) | NONE | | | NONE |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 53,160. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b. | | NONE | | |
| 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 | | NONE | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | NONE | | |
| e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instructions | | | NONE | |
| f Undistributed income for 2015 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016. | | | | NONE |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) | NONE | | | |
| 8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) | NONE | | | |
| 9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a | 53,160. | | | |
| 10 Analysis of line 9. | | | | |
| a Excess from 2011 | NONE | | | |
| b Excess from 2012 | NONE | | | |
| c Excess from 2013 | NONE | | | |
| d Excess from 2014 | 32,142. | | | |
| e Excess from 2015 | 21,018. | | | |

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, 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)

| | Tax year | Prior 3 years | | | (e) Total |
|--|----------|---------------|----------|----------|-----------|
| | (a) 2015 | (b) 2014 | (c) 2013 | (d) 2012 | |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon: | | | | | |
| a "Assets" alternative test - enter: | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter: | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)) or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

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

N/A

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.

N/A

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:

SEE STATEMENT 6

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

N/A

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

SEE ATTACHED STATEMENT FOR LINE 2

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 | | | | |
| SEE ATTACHED SCHEDULE PORTLAND ME 04104 | NONE | PUBLIC | SUPPORT | 257,840. |
| Total | | | ▶ 3a | 257,840. |
| b Approved for future payment | | | | |
| Total | | | ▶ 3b | |

| Description | Date Acquired | Date Sold | Gross Sales Price | Cost or Other Basis | Long-term Gain/Loss |
|--|------------------|--------------|----------------------|------------------------|------------------------|
| PUBLICLY TRADED SECURITIES | | | | | |
| 50000. BANK OF NOVA SCOTIA DTD 1/22/2010 3.40000% 1/22/2015 | 04/05/2010 | 01/22/2015 | 50,000.00 | 50,083.00 | -83.00 |
| 100. CVS HEALTH CORPORATION | 11/17/2009 | 03/11/2015 | 10,200.00 | 3,025.00 | 7,175.00 |
| 125. CELGENE CORP | 11/17/2009 | 03/11/2015 | 14,735.00 | 3,411.00 | 11,324.00 |
| 125. CHEVRON CORP | 06/18/2014 | 07/28/2015 | 11,535.00 | 16,154.00 | -4,619.00 |
| 55. COSTCO WHOLESALE CORP | 11/17/2009 | 03/30/2015 | 8,344.00 | 3,340.00 | 5,004.00 |
| 1000. ISHARES RUSSELL MIDCAP GRWTH IDX \$0.67100 | 09/04/2013 | 02/13/2015 | 96,385.00 | 75,825.00 | 20,560.00 |
| 600. ISHARES RUSSELL MIDCAP GRWTH IDX \$0.67100 | VAR | 02/27/2015 | 58,923.00 | 44,186.00 | 14,737.00 |
| 700. ISHARES RUSSELL MIDCAP GRWTH IDX \$0.67100 | VAR | 03/11/2015 | 67,289.00 | 43,530.00 | 23,759.00 |
| 50000. MEDTRONIC INC DTD 3/16/2010 3.00000% 3/15/2015 | 03/29/2010 | 03/16/2015 | 50,000.00 | 49,785.00 | 215.00 |
| 50000. PROCTER & GAMBLE CO DTD 2/6/2009 3.50000% 2/15/2015 | 11/17/2009 | 02/17/2015 | 50,000.00 | 50,000.00 | |
| 200. SOUTHERN CO | 11/17/2009 | 01/12/2015 | 9,912.00 | 6,378.00 | 3,534.00 |
| 971. TFS MARKET NEUTRAL FUND | VAR | 07/28/2015 | 15,021.00 | 13,972.00 | 1,049.00 |
| 100. UNITEDHEALTH GROUP INC | 11/17/2009 | 01/12/2015 | 10,214.00 | 2,899.00 | 7,315.00 |
| 100. UNITEDHEALTH GROUP INC | 11/17/2009 | 03/11/2015 | 11,314.00 | 2,899.00 | 8,415.00 |
| 100. UNITEDHEALTH GROUP INC | 11/17/2009 | 03/30/2015 | 12,078.00 | 2,899.00 | 9,179.00 |
| 250. UNITEDHEALTH GROUP INC | 11/17/2009 | 10/05/2015 | 29,687.00 | 7,246.00 | 22,441.00 |
| 400. VANGUARD FTSE EMERGING MKTS ETF | 01/15/2010 | 07/28/2015 | 15,112.00 | 16,732.00 | -1,620.00 |
| 425. VISA INC | 11/17/2009 | 10/05/2015 | 30,437.00 | 8,498.00 | 21,939.00 |
| 8240.4 PARADIGM MASTER FUND LP HEDGE FUND CL A | 11/17/2009 | 05/26/2015 | 8,240.00 | 8,481.00 | -241.00 |
| 325. MICHAEL KORS HOLDINGS LTD | 09/15/2014 | 10/05/2015 | 14,077.00 | 24,799.00 | -10,722.00 |
| TOTAL PUBLICLY TRADED SECURITIES | | | 573,503.00 | 434,142.00 | 139,361.00 |
| Totals | | | 573,503.00 | 434,142.00 | 139,361.00 |

FEDERAL CAPITAL GAIN DISTRIBUTIONS

=====

LONG-TERM CAPITAL GAIN DISTRIBUTIONS

15% RATE CAPITAL GAIN DISTRIBUTIONS

| | |
|---|----------|
| BAIRD INTERMEDIATE BOND FUND \$0.274 | 230.00 |
| COLUMBIA ACORN INTERNATIONAL FD \$1.191 | 3,913.00 |
| HARBOR INTERNATIONAL FD \$1.495 | 4,432.00 |
| NORTEL NETWORKS CORP | 23.00 |
| TFS MARKET NEUTRAL FUND | 1,917.00 |

TOTAL 15% RATE CAPITAL GAIN DISTRIBUTIONS

10,515.00

TOTAL LONG-TERM CAPITAL GAIN DISTRIBUTIONS

10,515.00

=====

BK-RG-OFF-ACCOUNT
1961-100-10123-1680640

ACCOUNT NAME
LEACH ELIZABETH ANN PFDN

TAX ANALYST/NAME
Bernard Calvey

ACN DATE 2016-01-13
BUS DATE 2016-01-14
FISCAL YEAR 2015 - 1231

MF

| MONTH | CASH | SECURITIES | MARKET VALUE |
|-------------|------------|--------------|--------------|
| JANUARY | 104,981.91 | 5,215,992.04 | 5,320,973.95 |
| FEBRUARY | 161,055.52 | 5,352,057.59 | 5,513,113.11 |
| MARCH | 130,837.34 | 5,331,476.66 | 5,462,314.00 |
| APRIL | 136,362.99 | 5,378,341.99 | 5,514,704.98 |
| MAY | 93,300.54 | 5,432,440.83 | 5,525,741.37 |
| JUNE | 82,080.38 | 5,325,450.17 | 5,407,530.55 |
| JULY | 13,385.84 | 5,307,347.07 | 5,320,732.91 |
| AUGUST | 19,457.50 | 5,047,949.82 | 5,067,407.32 |
| SEPTEMBER | 10,581.62 | 4,948,033.43 | 4,958,615.05 |
| OCTOBER | 37,790.02 | 5,174,786.32 | 5,212,576.34 |
| NOVEMBER | 45,407.62 | 5,154,371.18 | 5,199,778.80 |
| DECEMBER | 15,305.14 | 5,041,228.24 | 5,056,533.38 |
| MONTHLY AVG | 70,878.87 | 5,225,789.61 | 5,296,668.48 |

| TAX CODE/DATE TRANSACTIONS | TAXABLE | INCOME | PRINCIPAL | EDIT NUMBER |
|--|-----------|-----------|--|----------------------------|
| 149 BENEFICIARY DISTRIBUTIONS (CONTINUED) | | | | |
| 07/29/15 TRUST CHARITABLE CASH CONTRIBUTION 2015 GRANT AWARDS CHARTABLE COMM. APPROVAL 7/27/2015\PAID T O GOOD SHEPHERD FOOD BANK FOR: TR TRAN#=002165698201 TR CD=78 REG= PORT=INC | -10000 00 | -10000 00 | **CHANGED** | 1507000042 05/10/16 BPC |
| 07/29/15 TRUST CHARITABLE CASH CONTRIBUTION 2015 GRANT AWARDS CHARTABLE COMM APPROVAL 7/28/15\PAID TO BRCRC FOR: TR TRAN#=002165698601 TR CD=78 REG= PORT=INC | -15000 00 | -15000.00 | **CHANGED** | 1507000043 05/10/16 BPC |
| 07/29/15 TRUST CHARITABLE CASH CONTRIBUTION 2015 GRANT AWARDS. CHARTABLE COMM. APPROVAL 7/27/2015\PAID T O BOOTHBAY SEA AND SCIENCE CENTER FOR: TR TRAN#=002165698901 TR CD=78 REG= PORT=INC | -10000 00 | -10000 00 | **CHANGED** | 1507000044 05/10/16 BPC |
| 07/29/15 TRUST CHARITABLE CASH CONTRIBUTION 2015 GRANT AWARD. COMM APPROVAL 7/27/2015\PAID TO WISCASSET PUBLIC LIBRARY FOR: TR TRAN#=002166069001 TR CD=78 REG= PORT=INC | -5000.00 | -5000 00 | **CHANGED** | 1507000046 05/10/16 BPC |
| 07/29/15 TRUST CHARITABLE CASH CONTRIBUTION 2015 GRANT AWARD COMM APPROVAL 7/27/2015\PAID TO TRI-COUNT Y LITERACY FOR: TR TRAN#=002166069201 TR CD=78 REG= PORT=INC | -3000.00 | -3000 00 | **CHANGED** | 1507000047 05/10/16 BPC |
| 07/29/15 TRUST CHARITABLE CASH CONTRIBUTION 2015 GRANT AWARD COMM APPROVAL 7/27/2015\PAID TO SPECTRUM GENERATIONS(COASTAL CENTER) FOR: TR TRAN#=002166069501 TR CD=78 REG= PORT=INC | -5000.00 | -5000.00 | **CHANGED** | 1507000048 05/10/16 BPC |
| 07/29/15 TRUST CHARITABLE CASH CONTRIBUTION 2015 GRANT AWARD COMM APPROVAL 7/27/2015\PAID TO THE RESTO RATIVE JUSTICE PROJECT FOR: TR TRAN#=002166070001 TR CD=78 REG= PORT=INC | -10000 00 | -10000.00 | **CHANGED** | 1507000049 05/10/16 BPC |
| 07/29/15 TRUST CHARITABLE CASH CONTRIBUTION 2015 GRANT AWARD. COMM APPROVAL 7/27/2015\PAID TO LINCOLN T HEATRE FOR: TR TRAN#=002166070201 TR CD=78 REG= PORT=INC | -5000 00 | -5000.00 | **CHANGED** | 1507000050 05/10/16 BPC |
| 07/31/15 TRUST CHARITABLE CASH CONTRIBUTION 2015 GRANT AWARD COMM APPROVAL 7/27/2015\PAID TO LINCOLN COUNTY HEALTHCARE FOR: TR TRAN#=002173012101 TR CD=78 REG= PORT=INC | -50000.00 | -50000.00 | **CHANGED** | 1507000055 05/10/16 BPC |
| 12/23/15 BENE CHARITABLE CONTRIBUTIONS CASH FALL 2015 LEACH FOUNDATION GRANT\PAID TO ELDERCARE NETWORK OF LINCOLN COUNTY FOR: TR TRAN#=002735663601 TR CD=3501 REG= PORT=INC | -5000.00 | -5000.00 | BENE DISTRIBUTION WITH NO SSN **CHANGED** | 1512000055 05/10/16 BPC |
| 12/23/15 BENE CHARITABLE CONTRIBUTIONS CASH FALL 2015 LEACH FOUNDATION GRANT\PAID TO BOOTHBAY REGIO DIST RICT NURSING ASSN FOR: TR TRAN#=002735664801 TR CD=3501 REG= PORT=INC | -5000.00 | -5000.00 | BENE DISTRIBUTION WITH NO SSN **CHANGED** | 1512000056 05/10/16 BPC |
| 12/23/15 BENE CHARITABLE CONTRIBUTIONS CASH FALL 2015 LEACH FOUNDATION GRANT\PAID TO AMERICAN RED CROSS FOR: TR TRAN#=002735665601 TR CD=3501 REG= PORT=INC | -2500.00 | -2500.00 | BENE DISTRIBUTION WITH NO SSN **CHANGED** | 1512000057 05/10/16 BPC |
| 12/23/15 BENE CHARITABLE CONTRIBUTIONS CASH FALL 2015 LEACH FOUNDATION GRANT\PAID TO GULF MAINE RESEARC H INSTITUTE FOR: TR TRAN#=002736059401 TR CD=3501 REG= PORT=INC | -2500.00 | -2500.00 | BENE DISTRIBUTION WITH NO SSN **CHANGED** | 1512000058 05/10/16 BPC |
| 12/23/15 BENE CHARITABLE CONTRIBUTIONS CASH FALL 2015 LEACH FOUNDATION GRANT\PAID TO JOBS FOR MAINE'S G RADUATES, INC FOR: TR TRAN#=002736059601 TR CD=3501 REG= PORT=INC | -7500.00 | -7500.00 | BENE DISTRIBUTION WITH NO SSN **CHANGED** | 1512000059 05/10/16 BPC |
| 12/23/15 BENE CHARITABLE CONTRIBUTIONS CASH FALL 2015 LEACH FOUNDATION GRANT\PAID TO REBUILDING TOGETHE R-LINCOLN COUNTY FOR: TR TRAN#=002736364901 TR CD=3501 REG= PORT=INC | -5000.00 | -5000.00 | BENE DISTRIBUTION WITH NO SSN **CHANGED** | 1512000060 05/10/16 BPC |

149 BENEFICIARY DISTRIBUTIONS
REPORTABLE FOR 1099 MISCELLANEOUS

| | | | | |
|----------|---|-----------|---|------------|
| 02/05/15 | CHECK DISBURSEMENT REISSUE OF GIFT CHECK THAT WAS NOT RECEIVED.\PAID TO FEED O UR SCHOLARS FOR: PAID TO: FEED OUR SCHOLARS TR TRAN#001504153201 TR CD=176 REG= PORT=PRIN | -5000.00 | -5000.00 | 1502000032 |
| | | | BENE DISTRIBUTION WITH NO SSN **CHANGED** 05/10/16 BPC | |
| | TOTAL REPORTABLE MISC FOR CODE 149 | -5000.00 | 0.00 | -5000.00 |
| 01/20/15 | BENE CHARITABLE CONTRIBUTIONS CASH CHARITABLE DONATION\PAID TO BOOTHBAY REGION YMCA FOR: PAID TO: BOOTHBAY REGION YMCA BOOTHBAY HARBOR ME 04538 TR TRAN#001434908901 TR CD=3501 REG= PORT=INC | -75000.00 | -75000.00 | 1501000023 |
| | | | BENE DISTRIBUTION WITH NO SSN **CHANGED** 05/10/16 BPC | |
| 07/29/15 | TRUST CHARITABLE CASH CONTRIBUTION 2015 GRANT AWARDS CHARTABLE COMM APPROVAL 7/27/15\PAID TO LIFEFLIGHT FOUNDATION FOR TR TRAN#002165696601 TR CD=78 REG= PORT=INC | -5000.00 | -5000.00 | 1507000039 |
| | | | **CHANGED** 05/10/16 BPC | |
| 07/29/15 | TRUST CHARITABLE CASH CONTRIBUTION 2015 GRANT AWARDS. CHARTABLE COMM APPROVAL 7/27/15\PAID TO HVNC FOR TR TRAN#002165697301 TR CD=78 REG= PORT=INC | -15940.00 | -15940.00 | 1507000040 |
| | | | **CHANGED** 05/10/16 BPC | |
| 07/29/15 | TRUST CHARITABLE CASH CONTRIBUTION 2015 GRANT AWARDS CHARTABLE COMM. APPROVAL 7/27/15\PAID TO HEARTWOOD REGIONAL THEATRE CO. FOR TR TRAN#002165697701 TR CD=78 REG= PORT=INC | -5000.00 | -5000.00 | 1507000041 |
| | | | **CHANGED** 05/10/16 BPC | |

ACCT L701 1680640 KEYBANK NATIONAL ASSOCIATION, TRUSTEE
PREP:BXCOP ADMN CMY06 INV:RPEOTAX TRANSACTION DETAIL

PAGE 31
RUN 05/10/2016
06 41:06 AM

| TAX CODE/DATE TRANSACTIONS | TAXABLE | INCOME | PRINCIPAL | EDIT NUMBER |
|--|------------|------------|---|----------------|
| 149 BENEFICIARY DISTRIBUTIONS (CONTINUED) | | | | |
| 12/23/15 BENE CHARITABLE CONTRIBUTIONS CASH FALL 2015 LEACH FOUNDATION GRANT\PAID TO WAYFINDER SCHOOLS FOR: TR TRAN#002736366201 TR CD=3501 REG= PORT=INC | -10000.00 | -10000.00 | | 1512000061 |
| | | | BENE DISTRIBUTION WITH NO SSN **CHANGED** 05/10/16 BPC | |
| 12/24/15 MISCELLANEOUS DISBURSEMENT ANNUAL GRANTMAKING\PAID TO MAINE PHILANTHROPY CENTER FOR TR TRAN#002739725501 TR CD=1 REG= PORT=PRIN | -1400.00 | | -1400.00 | 1512000067 |
| | | | **CHANGED** 05/10/16 BPC | |
| TOTAL CODE 149 - BENEFICIARY DISTRIBUTIONS | -257840.00 | -251440.00 | -6400.00 | |

LEACH ELIZABETH ANN

PFDN 101-1680640

61-6386848

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- |
|----------------------|--|--------------------------------------|
| DIV AND INT | 132,202. | 132,202. |
| | ----- | ----- |
| TOTAL | 132,202. | 132,202. |
| | ===== | ===== |

FORM 990PF, PART I - ACCOUNTING FEES
=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- | ADJUSTED NET INCOME ----- | CHARITABLE PURPOSES ----- |
|--------------------------------|--|--------------------------------------|------------------------------------|---------------------------------|
| TAX PREPARATION FEE (NON-ALLOC | 1,000. | | | 1,000. |
| TOTALS | 1,000. | NONE | NONE | 1,000. |
| | ===== | ===== | ===== | ===== |

FORM 990PF, PART I - TAXES

=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- |
|-------------------------------|--|
| FEDERAL ESTIMATES - PRINCIPAL | 1,870. |
| | ----- |
| TOTALS | 1,870. |
| | ===== |

LEACH ELIZABETH ANN PFDN 101-1680640 61-6386848

FORM 990PF, PART I - OTHER EXPENSES
=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | | CHARITABLE PURPOSES ----- | |
|--------------------------------|--|-------|---------------------------------|-------|
| | | | | |
| OTHER ALLOCABLE EXPENSE-PRINCI | | 423. | | 423. |
| TOTALS | ----- | 423. | ----- | 423. |
| | ===== | ===== | ===== | ===== |

61-6386848

PFDN 101-1680640

LEACH ELIZABETH ANN

FORM 990PF, PART II - OTHER INVESTMENTS
=====

COST/
FMV
C OR F

DESCRIPTION

SEE ATTACHED

C

TOTALS

LEACH ELIZABETH ANN PFDN 101-1680640
FORM 990PF, PART XV - LINES 2a - 2d

61-6386848

RECIPIENT NAME:
SEYMOUR EPSTEIN

ADDRESS:
PO BOX 404
WISCASSET, ME 04578

FORM, INFORMATION AND MATERIALS:
LETTER

RESTRICTIONS OR LIMITATIONS ON AWARDS:
THE FOUNDATION IS ABLE TO GRANT FUNDS AS FOLLOWS TO CHARITABLE ORG.
DEFINED IN IRS CODE OF 1986 LOCATED IN LINCOLN CO. MAINE FUNDS USED
FOR OPERATIONS AND CAPITAL EXPENDITURES

RECIPIENT NAME:
WILIAM LOGAN

ADDRESS:
PO BOX 250
WISCASSET, ME 04578

FORM, INFORMATION AND MATERIALS:
LETTER

RESTRICTIONS OR LIMITATIONS ON AWARDS:
SAME AS ABOVE

STATEMENT 6

| CUSIP | ASSET NAME | PRINCIPAL MV | INCOME MV | TAX COST | UNITS |
|---------------|---|--------------|-----------|--------------|-------------|
| 00287Y109 | ABBVIE INC COM | 37,025.00 | 0.00 | 35,474.00 | 625.000 |
| 008882532 | INVESCO INTERNATIONAL GROWTH FD OPEN-END FUND CL Y | 96,404.94 | 0.00 | 87,568.90 | 3,104.829 |
| 012653101 | ALBEMARLE CORP COM | 22,404.00 | 0.00 | 20,715.00 | 400.000 |
| 018490AN2 | ALLERGAN INC SENIOR BD DTD 09/14/10 3 375% DUE 09/15/20 | 50,378.50 | 0.00 | 49,470.00 | 50,000.000 |
| 02079K305 | ALPHABET INC COM CL A | 66,130.85 | 0.00 | 47,785.75 | 85.000 |
| 023608102 | AMEREN CORP COM | 28,099.50 | 0.00 | 25,033.00 | 650.000 |
| 031162100 | AMGEN INC COM | 81,165.00 | 0.00 | 28,042.50 | 500.000 |
| 037833100 | APPLE INC COM | 89,892.04 | 0.00 | 25,158.84 | 854.000 |
| 057071805 | BAIRD INTERMEDIATE BOND FUND OPEN-END FUND INSTL CL | 97,986.79 | 0.00 | 100,159.46 | 8,964.940 |
| 06739GAR0 | BARCLAYS BANK PLC FGN SR NT DTD 01/08/10 5 125% DUE 01/08/20 | 54,962.00 | 0.00 | 49,287.50 | 50,000.000 |
| 09247XAE1 | BLACKROCK INC NOTE SER 2 DTD 12/10/09 5.00% DUE 12/10/19 | 27,642.50 | 0.00 | 24,935.00 | 25,000.000 |
| 09256H187 | BLACKROCK FLOATING RATE INCOME OPEN-END FUND INSTL CL | 75,636.00 | 0.00 | 80,067.20 | 7,640.000 |
| 126650100 | CVS HEALTH CORPORATION | 65,994.75 | 0.00 | 20,418.75 | 675.000 |
| 14040H105 | CAPITAL ONE FINANCIAL CORP COM | 25,263.00 | 0.00 | 28,521.50 | 350.000 |
| 151020104 | CELGENE CORP COM | 74,850.00 | 0.00 | 17,056.25 | 625.000 |
| 166764100 | CHEVRON CORP COM | 13,494.00 | 0.00 | 19,384.50 | 150.000 |
| 191216AR1 | COCA-COLA CO SENIOR NT DTD 11/15/10 3.15% DUE 11/15/20 | 104,678.00 | 0.00 | 96,750.00 | 100,000.000 |
| 19416QDR8 | COLGATE-PALMOLIVE CO MED TERM NT SER F DTD 11/03/10 2.95% DUE 11/01/20 | 51,737.50 | 0.00 | 49,512.50 | 50,000.000 |
| 197199813 | COLUMBIA ACORN INTERNATIONAL FD OPEN-END FUND CL Z | 97,597.83 | 0.00 | 100,336.15 | 2,494.832 |
| 20030N101 | COMCAST CORP COM CL A | 25,393.50 | 0.00 | 25,672.50 | 450.000 |
| 20825C104 | CONOCOPHILLIPS COM | 23,345.00 | 0.00 | 30,102.00 | 500.000 |
| 22160K105 | COSTCO WHOLESALE CORP COM | 64,600.00 | 0.00 | 24,290.00 | 400.000 |
| 254709108 | DISCOVER FINANCIAL SERVICES COM | 26,810.00 | 0.00 | 29,861.00 | 500.000 |
| 268648102 | EMC CORP COM | 28,248.00 | 0.00 | 27,676.00 | 1,100.000 |
| 278642AC7 | EBAY INC SENIOR NT DTD 10/28/10 3.25% DUE 10/15/20 | 101,637.00 | 0.00 | 96,400.00 | 100,000.000 |
| 30231G102 | EXXON MOBIL CORP COM | 42,872.50 | 0.00 | 41,153.75 | 550.000 |
| 313381X59 | FEDERAL HOME LN BANKS DEB DTD 02/07/13 2.96% DUE 02/07/28 | 48,048.00 | 0.00 | 49,900.00 | 50,000.000 |
| 3140000W1 | FEDERATED PRIME OBLIGATIONS FUND INSTITUTIONAL SHARES | 11,489.53 | 3,815.61 | 15,305.14 | 15,305.140 |
| 369550108 | GENERAL DYNAMICS CORP COM | 41,208.00 | 0.00 | 20,377.50 | 300.000 |
| 36966R6W1 | GENERAL ELECT CAP CORP MED TERM NT SER NOTZ DTD 06/04/10 5.15% DUE 06/15/22 | 55,411.00 | 0.00 | 49,350.00 | 50,000.000 |
| 36966TCN0 | GENERAL ELECT CAP CORP MED TERM NT SER NOTZ DTD 07/08/11 4.55% DUE 07/15/24 | 54,131.50 | 0.00 | 49,300.00 | 50,000.000 |
| 37045V100 | GENERAL MOTORS CO COM | 27,208.00 | 0.00 | 30,382.48 | 800.000 |
| 38141EA58 | GOLDMAN SACHS GROUP INC MED TERM NT DTD 03/08/10 5.375% DUE 03/15/20 | 54,927.00 | 0.00 | 49,663.00 | 50,000.000 |
| 411511306 | HARBOR INTERNATIONAL FD OPEN- | 148,600.50 | 0.00 | 140,348.26 | 2,500.429 |
| *** TOTAL *** | | 5,052,717.77 | 3,815.61 | 4,396,138.68 | 999,775.871 |

| CUSIP | ASSET NAME | PRINCIPAL MV | INCOME MV | TAX COST | UNITS |
|-----------|--|--------------|-----------|--------------|-------------|
| | END FUND | | | | |
| 437076102 | HOME DEPOT INC COM | 46,287.50 | 0.00 | 28,366.49 | 350.000 |
| 458140100 | INTEL CORP COM | 37,895.00 | 0.00 | 35,959.00 | 1,100.000 |
| 459200101 | INTERNATIONAL BUSINESS MACHS COM | 34,405.00 | 0.00 | 32,006.87 | 250.000 |
| 464286665 | ISHARES MSCI PAC EX-JPN INDEX FD CLOSED-END FUND | 76,780.00 | 0.00 | 96,971.10 | 2,000.000 |
| 464287226 | ISHARES CORE TOTL US BD MKT ETF CLOSED-END FUND | 98,289.10 | 0.00 | 100,147.29 | 910.000 |
| 464287465 | ISHARES MSCI EAFE INDEX FUND CLOSED-END FUND | 229,008.00 | 0.00 | 262,169.00 | 3,900.000 |
| 464287473 | ISHARES RUSSELL MIDCAP VALUE IDX CLOSED-END FUND | 130,454.00 | 0.00 | 123,581.51 | 1,900.000 |
| 464287481 | ISHARES RUSSELL MIDCAP GRWTH IDX CLOSED-END FUND | 64,344.00 | 0.00 | 43,013.81 | 700.000 |
| 464287606 | ISHARES S&P MIDCAP 400/BARRA GR CLOSED-END FUND | 134,401.60 | 0.00 | 130,882.41 | 835.000 |
| 464287648 | ISHARES RUSSELL 2000 GWTH INDEX CLOSED-END FUND | 149,726.00 | 0.00 | 99,928.69 | 1,075.000 |
| 464288588 | ISHARES BARCLAYS MBS BOND FUND CLOSED-END FUND | 107,700.00 | 0.00 | 105,791.50 | 1,000.000 |
| 464288646 | ISHARES BARCLAYS 1-3 YR CR BD FD CLOSED-END FUND | 136,503.00 | 0.00 | 137,614.05 | 1,305.000 |
| 46625H100 | JP MORGAN CHASE & CO COM | 33,015.00 | 0.00 | 21,432.50 | 500.000 |
| 478160104 | JOHNSON & JOHNSON COM | 61,632.00 | 0.00 | 37,269.00 | 600.000 |
| 478366107 | JOHNSON CONTROLS INC COM | 23,694.00 | 0.00 | 16,731.00 | 600.000 |
| 5604253N8 | MAINE HEALTH & HIGHER EDL FACS REV 05/14/09 5.00% DUE 07/01/39 SER A | 55,575.50 | 0.00 | 50,611.50 | 50,000.000 |
| 58933Y105 | MERCK & CO INC COM | 29,051.00 | 0.00 | 28,011.50 | 550.000 |
| 59156R108 | METLIFE INC COM | 48,210.00 | 0.00 | 45,036.30 | 1,000.000 |
| 594918104 | MICROSOFT CORP COM | 44,384.00 | 0.00 | 34,912.00 | 800.000 |
| 594918AL8 | MICROSOFT CORP SENIOR NT DTD 02/08/11 4.00% DUE 02/08/21 | 54,418.00 | 0.00 | 49,371.50 | 50,000.000 |
| 617446448 | MORGAN STANLEY COM | 27,038.50 | 0.00 | 30,573.48 | 850.000 |
| 654106103 | NIKE INC COM CL B | 46,875.00 | 0.00 | 34,554.38 | 750.000 |
| 674599105 | OCCIDENTAL PETE CORP DEL COM | 16,902.50 | 0.00 | 20,078.99 | 250.000 |
| 68389X105 | ORACLE CORP COM | 45,662.50 | 0.00 | 36,557.43 | 1,250.000 |
| 713448BR8 | PEPSICO INC SENIOR BD DTD 10/26/10 3.125% DUE 11/01/20 | 51,768.50 | 0.00 | 49,105.00 | 50,000.000 |
| 74005P104 | PRAXAIR INC COM | 35,840.00 | 0.00 | 29,498.00 | 350.000 |
| 74144T108 | T ROWE PRICE GROUP INC COM | 35,745.00 | 0.00 | 38,650.00 | 500.000 |
| 741503403 | PRICELINE GROUP INC. COM | 31,873.75 | 0.00 | 25,735.25 | 25.000 |
| 742718109 | PROCTER & GAMBLE CO COM | 55,587.00 | 0.00 | 43,666.00 | 700.000 |
| 747525103 | QUALCOMM INC COM | 32,490.25 | 0.00 | 36,969.00 | 650.000 |
| 760759100 | REPUBLIC SERVICES INC COM CL A | 30,793.00 | 0.00 | 28,714.00 | 700.000 |
| 806857108 | SCHLUMBERGER LTD FGN COM | 27,900.00 | 0.00 | 26,808.00 | 400.000 |
| 832696405 | SMUCKER J M CO COM | 61,670.00 | 0.00 | 29,475.54 | 500.000 |
| 842587107 | SOUTHERN CO COM | 37,432.00 | 0.00 | 25,512.00 | 800.000 |
| 872407101 | TFS MARKET NEUTRAL FUND OPEN- END FUND | 48,210.90 | 0.00 | 48,326.34 | 3,402.322 |
| 87612E106 | TARGET CORP COM | 50,827.00 | 0.00 | 34,324.50 | 700.000 |
| | *** TOTAL *** | 5,052,717.77 | 3,815.61 | 4,396,138.68 | 999,775.871 |

BK-RG-OFF-ACCOUNT
1961-100-10123-1680640
FISCAL YEAR CODE 1231

ACCOUNT NAME
LEACH ELIZABETH ANN PFDN
AS OF 12-31-2015

TAX ANALYST/NAME
Bernard Calvey

RUN DATE 2016-01-15
BUS DATE 2016-01-14
PAGE 1,181

| CUSIP | ASSET NAME | PRINCIPAL MV | INCOME MV | TAX COST | UNITS |
|---------------|--|--------------|-----------|--------------|-------------|
| 87612EAZ9 | TARGET CORP SENIOR BD DTD 01/12/12 2.90% DUE 01/15/22 | 50,857.00 | 0.00 | 49,144.00 | 50,000.000 |
| 880208400 | TEMPLETON GLOBAL BOND FUND OPEN-END FUND ADV CL | 177,660.34 | 0.00 | 199,078.96 | 15,408.529 |
| 88579Y101 | 3M CO COM | 37,660.00 | 0.00 | 19,585.00 | 250.000 |
| 902973304 | US BANCORP COM | 34,136.00 | 0.00 | 18,688.00 | 800.000 |
| 911312106 | UNITED PARCEL SERVICE INC COM CL B | 38,492.00 | 0.00 | 22,906.00 | 400.000 |
| 913017109 | UNITED TECHNOLOGIES CORP COM | 48,035.00 | 0.00 | 34,761.25 | 500.000 |
| 91324P102 | UNITEDHEALTH GROUP INC COM | 29,410.00 | 0.00 | 7,246.25 | 250.000 |
| 922042858 | VANGUARD FTSE EMERGING MKTS ETF CLOSED-END FUND | 207,708.50 | 0.00 | 259,157.70 | 6,350.000 |
| 92343V104 | VERIZON COMMUNICATIONS INC COM | 46,220.00 | 0.00 | 28,549.05 | 1,000.000 |
| 92826C839 | VISA INC COM CL A | 29,081.25 | 0.00 | 7,498.59 | 375.000 |
| 931142CP6 | WAL-MART STORES INC NOTE DTD 01/23/09 4.125% DUE 02/01/19 | 53,543.50 | 0.00 | 49,880.25 | 50,000.000 |
| 931142CU5 | WAL-MART STORES INC SENIOR NT DTD 07/08/10 3.625% DUE 07/08/20 | 53,498.00 | 0.00 | 49,846.50 | 50,000.000 |
| 949746101 | WELLS FARGO CO COM | 81,540.00 | 0.00 | 42,352.50 | 1,500.000 |
| 9983193H8 | PARADIGM MASTER FUND LP HEDGE FUND CL A | 17,215.85 | 0.00 | 3,631.27 | 17,215.850 |
| *** TOTAL *** | | 5,052,717.77 | 3,815.61 | 4,396,138.68 | 999,775.871 |