

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	62,847	830,226	830,226
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	193,684	168,026	29,960,407
	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)	22,953,064	22,698,733	25,289,034
	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)	23,209,595	23,696,985	56,079,667	
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)	1,580,000		
	22	Other liabilities (describe ▶ _____)	0	12,480	
	23	Total liabilities (add lines 17 through 22)	1,580,000	12,480	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	21,629,595	23,684,505	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
30	Total net assets or fund balances (see instructions)	21,629,595	23,684,505		
31	Total liabilities and net assets/fund balances (see instructions) .	23,209,595	23,696,985		

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	21,629,595
2	Enter amount from Part I, line 27a	2	2,054,910
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	23,684,505
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	23,684,505

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 See Additional Data Table			
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 See Additional Data Table			
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	3,141,932
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 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))
2015	2,735,596	54,459,171	0 050232
2014	1,998,947	53,636,159	0 037269
2013	1,189,958	42,991,501	0 027679
2012	1,171,385	24,945,152	0 046958
2011	502,069	23,884,140	0 021021

2 Total of line 1, column (d)	2	0 183159
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 036632
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	54,221,652
5 Multiply line 4 by line 3	5	1,986,248
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	34,044
7 Add lines 5 and 6	7	2,020,292
8 Enter qualifying distributions from Part XII, line 4 ,	8	2,652,956

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 ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	34,044
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	34,044
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	34,044
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	19,235
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	21,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	40,235
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	6,191
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 6,191 Refunded ▶	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (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? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ME _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	Yes	
14	The books are in care of ▶ DEXTER ENTERPRISES INC Telephone no ▶ (207) 828-7999			

Located at **▶** TWO MONUMENT SQUARE PORTLAND ME ZIP+4 **▶** 04101

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 2016, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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 2016? ☐	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 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 2016). ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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	5b	
	Organizations relying on a current notice regarding disaster assistance check here.	☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</i>			
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	6b	No
	<i>If "Yes" to 6b, file Form 8870</i>			
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	

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

[illegible][illegible]

Total number of other employees paid over \$50,000.	0
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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
THE HALLEE GROUP LLC PO BOX 284 OAKLAND, ME 04963	GRANT CONSULTING	121,000
DEXTER ENTERPRISES INC TWO MONUMENT SQUARE PORTLAND, ME 04101	INVESTMENT & GRANT ADMINISTRATION	70,578
Total number of others receiving over \$50,000 for professional services. ▶		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	0
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	0
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	54,718,662
b	Average of monthly cash balances.	1b	328,700
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	55,047,362
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	55,047,362
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	825,710
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	54,221,652
6	Minimum investment return. Enter 5% of line 5.	6	2,711,083

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	2,711,083
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	34,044
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	34,044
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,677,039
4	Recoveries of amounts treated as qualifying distributions.	4	10,250
5	Add lines 3 and 4.	5	2,687,289
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	2,687,289

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	2,652,956
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	2,652,956
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	34,044
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,618,912

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				2,687,289
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			2,451,066	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 2,652,956				
a Applied to 2015, but not more than line 2a			2,451,066	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				201,890
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				2,485,399
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).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
THE BILL JOAN ALFOND FOUNDATION CO
TWO MONUMENT SQUARE
PORTLAND, ME 04101
(207) 828-7999

b The form in which applications should be submitted and information and materials they should include
APPLICANTS SHOULD SUBMIT THEIR REQUESTS AS FOLLOWS (1) A BRIEF (1-3 PAGE) LETTER DESCRIBING THE PROJECT, DRIVE OR CAMPAIGN THIS SHOULD INCLUDE A STATEMENT OF NEED, NUMBER OF PEOPLE BENEFITED, GEOGRAPHIC AREA SERVED, TOTAL FUND RAISING GOAL, STRATEGY AND AMOUNT REQUESTED FROM THE FOUNDATION, (2) CAPITAL CAMPAIGNS AND SPECIAL PROJECTS SHOULD ALSO INCLUDE A BUDGET, (3) ORGANIZATIONS SHOULD ENCLOSE A COPY OF THEIR 501(C)(3) DETERMINATION LETTER, (4) OTHER SUPPORTING MATERIAL

c Any submission deadlines
NO SUBMISSION DEADLINES

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
THE FOUNDATION CONTRIBUTES TO ORGANIZATIONS IN THE FIELD OF HIGHER EDUCATION THE FOUNDATION ALSO CONTRIBUTES TO WORTHY CHARITIES WITHIN ITS PRINCIPAL AREA OF GEOGRAPHIC INTEREST WHEN CONSIDERING MAJOR GRANTS, THE FOUNDATION NORMALLY REQUIRES THAT THE GRANTEE RAISE MATCHING FUNDS FROM OTHER ORGANIZATIONS AND INDIVIDUALS

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 <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				2,465,778
b <i>Approved for future payment</i> See Additional Data Table				
Total ▶ 3b				560,000

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	220,826	
4 Dividends and interest from securities.			14	286,591	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	10,250	
8 Gain or (loss) from sales of assets other than inventory	900099	9,583	18	4,547,497	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). . .		9,583		5,065,164	0
13 Total. Add line 12, columns (b), (d), and (e).			13		5,074,747

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII

- d** If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- | b If "Yes," complete the following schedule | | |
|---|--------------------------|---------------------------------|
| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
| | | |
| | | |
| | | |
| | | |

**Sign
Here**

***** 2017-11-02 *****
 Signature of officer or trustee Date Title
 (see instr.)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
PUBLICLY TRADED SECURITIES	D		
STGC OPTION INCOME	P		
DEXTER US EQUITY TE LLC	P		
DEXTER US EQUITY TE LLC	P		
DEXTER GLOBAL EQUITY TE LLC	P		
DEXTER GLOBAL EQUITY TE LLC	P		
THE FAIRHOLME PARTNERSHIP, LP	P		
THE FAIRHOLME PARTNERSHIP, LP	P		
DEXTER REAL ASSETS TE LLC	P		
DEXTER REAL ASSETS TE LLC	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,649,178		12,516	2,636,662
8,640			8,640
59,787			59,787
27,894			27,894
50,637			50,637
		60	-60
		25,825	-25,825
		642	-642
78,723		9,583	69,140
4,740			4,740

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			2,636,662
			8,640
			59,787
			27,894
			50,637
			-60
			-25,825
			-642
			69,140
			4,740

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
DEXTER PRIVATE EQUITY TE LLC	P		
DEXTER PRIVATE EQUITY TE LLC	P		
DEXTER HEDGE FUNDS TE LLC	P		
DEXTER HEDGE FUNDS TE LLC	P		
DEXTER FIXED INCOME TE LLC	P		
DEXTER FIXED INCOME TE LLC	P		
LEGACY VENTURE VI (QP), LLC	P		
LEGACY VENTURE VI (QP), LLC	P		
LEGACY VENTURE V (QP), LLC	P		
LEGACY VENTURE V (QP), LLC	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
22,908			22,908
3,553			3,553
		9,946	-9,946
		4,428	-4,428
2,300			2,300
		3,396	-3,396
28,796			28,796
1,789			1,789
64,573			64,573
		723	-723

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			22,908
			3,553
			-9,946
			-4,428
			2,300
			-3,396
			28,796
			1,789
			64,573
			-723

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
SPECIAL OPPS FUND III	P		
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
132,380			132,380
73,153			73,153

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			132,380
			73,153

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JOAN ALFOND	VICE PRES, TREAS, DIRECTOR 7 50	0	0	0
14 OTIS PLACE BOSTON, MA 02108				
GREGORY POWELL SEE GENERAL EXPLANTN	SECRETARY 1 50	0	0	0
TWO MONUMENT SQUARE PORTLAND, ME 04101				
WILLIAM ALFOND	PRESIDENT, DIRECTOR 12 50	0	0	0
14 OTIS PLACE BOSTON, MA 02108				
KENDEN ALFOND	DIRECTOR 1 00	0	0	0
TWO MONUMENT SQUARE PORTLAND, ME 04101				
JUSTIN ALFOND	DIRECTOR 1 00	0	0	0
TWO MONUMENT SQUARE PORTLAND, ME 04101				
REIS ALFOND	DIRECTOR 1 00	0	0	0
925 PARK AVENUE APT 9/10B NEW YORK, NY 10028				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
CAPITAL AREA RECREATIONAL ORGANIZATION 207 CAPITOL STREET AUGUSTA, ME 04330		PC	DONATION	100
TWO TEN INTERNATIONAL FOOTWEAR FOUNDATION 1466 MAIN STREET WALTHAM, MA 02154		PC	SCHOLARSHIPS	210
MAKE-A-WISH FOUNDATION OF MAINE 477 CONGRESS STREET SUITE 7W PORTLAND, ME 04101		PC	DONATION	250
NATIONAL FOOTBALL FOUNDATION & COLLEGE HALL OF FAME MAINE CHAPTER 13 APPLE TREE DRIVE BRUNSWICK, ME 04011		PC	DONATION	250
FRIENDS OF BELGRADE PUBLIC LIBRARY 1 CENTER DRIVE BELGRADE, ME 04917		PC	HISTORY BOOK PROJECT	300
Total 				2,465,778

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
BELMONT GOLD SCHOLARSHIP FUND INC 151 TREMONT STREET ROOM PH BOSTON, MA 021111125		PC	SCHOLARSHIP FUND	316
ABBOTT MEMORIAL LIBRARY ONE CHURCH STREET DEXTER, ME 04930		GOV	UNRESTRICTED	500
ALFOND YOUTH CENTER 89 SOUTH STREET SUITE 401 BOSTON, MA 02111		PC	UNRESTRICTED	500
BELGRADE LAKES ASSOCIATION 137 MAIN STREET BELGRADE LAKES, ME 04918		PC	UNRESTRICTED	500
DEXTER HISTORICAL SOCIETY 12 CHURCH ST DEXTER, ME 04930		GOV	UNRESTRICTED	500
Total 				2,465,778
3a				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
HEAR ME NOW INC PO BOX 896 PORTLAND, ME 041040896		PC	UNRESTRICTED	500
TOWN OF DEXTER 35 SUNRISE AVENUE DEXTER, ME 04930		GOV	DEXTER GOLF COURSE	500
ABBOTT MEMORIAL LIBRARY ONE CHURCH STREET DEXTER, ME 04930		GOV	CHILDREN'S BOOKS	800
ALFOND YOUTH CENTER 89 SOUTH STREET SUITE 401 BOSTON, MA 02111		PC	AFTER SCHOOL PROGRAM	1,000
BETH ISRAEL CONGREGATION 291 MAIN STREET WATERVILLE, ME 04903		PC	ANNUAL FUND	1,000
Total ► 3a				2,465,778

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
DANA-FARBER CANCER INSTITUTE 10 BROOKLINE PLACE WEST BROOKLINE, MA 02445		PC	RED SOX PARTNERS CHALLENGE	1,000
DEXTER HISTORICAL SOCIETY 12 CHURCH ST DEXTER, ME 04930		GOV	ANNUAL FUND	1,000
EAGLEBROOK SCHOOL PINE NOOK ROAD DEERFIELD, MA 01342		PC	1964 FUND	1,000
GREATER WATERTOWN FOOD BANK 61 PLEASANT STREET WATERTOWN, ME 04901		PC	UNRESTRICTED	1,000
HOLOCAUST HUMAN RIGHTS CENTER OF MAINE PO BOX 4645 AUGUSTA, ME 043301644		PC	ANNUAL FUND	1,000
Total ► 3a				2,465,778

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
HOSPICE VOLUNTEERS OF WATERVILLE AREA 304 MAIN STREET WATERVILLE, ME 04901		PC	ANNUAL FUND	1,000
LITERACY VOLUNTEERS - WATERVILLE AREA PO BOX 1645 WATERVILLE, ME 04903		PC	ANNUAL FUND	1,000
LOWN CARDIOVASCULAR RESEARCH FOUNDATION INC 21 LONGWOOD AVENUE BROOKLINE, MA 02246		PC	WOMEN'S COUNCIL	1,000
MAINE HUTS AND TRAILS 375 N MAIN STREET KINGFIELD, ME 04947		PC	ANNUAL FUND	1,000
PINE TREE SOCIETY 149 FRONT STREET BATH, ME 04530		PC	ANNUAL FUND	1,000
Total ► 3a				2,465,778

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ROOM TO GROW 142 BERKELEY STREET BOSTON, MA 02116		PC	OPERATIONS	1,000
THE ESPLANADE ASSOCIATION 376 BOYLSTON STREET SUITE 503 BOSTON, MA 02116		PC	CHARLES RIVER ESPLANADE	1,000
THE GOVERNOR'S ACADEMY (FORMERLY GOVERNOR DUMMER ACADEMY) 1 ELM STREET BYFIELD, MA 01922		PC	'67 ANNUAL FUND	1,000
THE SPORTS MUSEUM 100 LEGENDS WAY BOSTON, MA 02114		PC	TRADITION 2016	1,000
WATERVILLE HISTORICAL SOCIETY 62 SILVER STREET WATERVILLE, ME 04901		PC	ANNUAL FUND	1,000
Total 				2,465,778
3a				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
WOODFORDS FAMILY SERVICE PO BOX 1768 PORTLAND, ME 041041768		PC	UNRESTRICTED	1,000
FRIENDS OF BELGRADE PUBLIC LIBRARY 1 CENTER DRIVE BELGRADE, ME 04917		PC	CHILDREN'S BOOKS	1,100
CHARLES RIVER CONSERVANCY INC FOUR BRATTLE STREET CAMBRIDGE, MA 02128		PC	PEDAL POWER	2,000
TRUSTEES OF DARTMOUTH COLLEGE 6066 DEVELOPMENT OFFICE HANOVER, NH 03755		PC	MEN'S SOCCER	2,000
WILLIAMS COLLEGE 22 SPRING STREET WILLIAMSTOWN, MA 01267		PC	WOMEN'S LACROSSE & FIELD HOCKEY	2,000
Total ▶ 3a				2,465,778

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
AMERICAN CIVIL LIBERTIES UNION FOUNDATION OF MASSACHUSETTS 99 CHAUNCY STREET SUITE 310 BOSTON, MA 02111		PC	UNRESTRICTED	2,500
CULTIVATING COMMUNITY PO BOX 3792 PORTLAND, ME 04104		PC	UNRESTRICTED	2,500
IMMIGRANT LEGAL ADVOCACY PROJECT 309 CUMBERLAND AVE PORTLAND, ME 04112		PC	UNRESTRICTED	2,500
MAINE ORGANIC FARMERS & GARDENERS ASSOCIATION PO BOX 170 UNITY, ME 04899		PC	UNRESTRICTED	2,500
CENTRAL PARK CONSERVANCY 14 EAST 60TH STREET 8TH FLOOR NEW YORK, NY 10022		PC	PLAYGROUND PARTNERS	5,000
Total ► 3a				2,465,778

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CHARLES RIVER CONSERVANCY INC FOUR BRATTLE STREET CAMBRIDGE, MA 02128		PC	PEDAL POWER	5,000
MAINE SPORTS HALL OF FAME PO BOX 8554 PORTLAND, ME 04104		PC	SCHOLARSHIPS	5,000
MAX WARBURG COURAGE CURRICULUM INC 325 HUNTINGTON AVENUE BOX 52 BOSTON, MA 02115		PC	ANNUAL FUND	5,000
MOUNT VIEW HIGH SCHOOL 877 MOUNT VIEW ROAD THORNDIKE, ME 04986		GOV	ATHLETICS	5,000
PRESIDENT AND TRUSTEES OF COLBY COLLEGE 4605 MAYFLOWER HILL WATERVILLE, ME 04901		PC	CENTER FOR SMALL TOWN JEWISH LIFE	5,000
Total ► 3a				2,465,778

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
SCHOOL OF THE MUSEUM OF FINE ARTS 230 THE FENWAY BOSTON, MA 02115		PC	SCHOLARSHIPS	5,000
STTHOMAS MORE PLAY GROUP 65 EAST 89TH STREET NEW YORK, NY 10128		PC	ANNUAL FUND	6,000
EDUCARE CENTRAL MAINE 97 WATER STREET WATERVILLE, ME 04901		PC	PLAYGROUND	9,300
FRIENDS OF BELGRADE LAKES VILLAGE PO BOX 331 BELGRADE LAKES, ME 04918		PC	VILLAGE ENHANCEMENT	10,000
MAINE ORGANIC FARMERS & GARDENERS ASSOCIATION PO BOX 170 UNITY, ME 04899		PC	HERITAGE ORCHARD	10,000
Total ► 3a				2,465,778

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
MASSACHUSETTS EYE AND EAR INFIRMARY 243 CHARLES STREET BOSTON, MA 02114		PC	HEARING SCREENING	10,000
PORTLAND TRAILS 305 COMMERCIAL STREET PORTLAND, ME 04101		PC	UNRESTRICTED	10,000
TREE STREET YOUTH INC 144 HOWE ST LEWISTON, ME 042406421		PC	UNRESTRICTED	10,000
UNIVERSITY OF MAINE FOUNDATION TWO ALUMNI PLACE ORONO, ME 04469		PC	ELLEN LORING FUND	10,000
TOWN OF DEXTER 23 MAIN STREET DEXTER, ME 04930		GOV	SUMMER CAMP	12,000
Total ▶ 3a				2,465,778

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
BELGRADE REGIONAL CONSERVATION ALLIANCE INC PO BOX 250 BELGRADE LAKES, ME 04918		PC	EDUCATION & OUTREACH COORDINATOR	12,500
MAINE GRAIN ALLIANCE PO BOX 2060 SKOWHEGAN, ME 04976		PC	KNEADING CONFERENCE 2017 SCHOLARSHIPS	12,500
MAINE CHILDRENS' HOME FOR LITTLE WANDERERS 93 SILVER STREET WATERVILLE, ME 04901		PC	TEEN PROGRAM	15,000
NOBLE AND GREENOUGH SCHOOL 10 CAMPUS DRIVE DEDHAM, MA 020264099		PC	CASTLE PROJECT	15,000
RED SOX FOUNDATION 4 YAWKEY WAY BOSTON, MA 02215		PC	DAVID ORTIZ CHILDREN'S FUND	15,000
Total ▶ 3a				2,465,778

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
THE GOVERNOR'S ACADEMY (FORMERLY GOVERNOR DUMMER ACADEMY) 1 ELM STREET BYFIELD, MA 01922		PC	SPECIAL PROJECT	16,000
PRESIDENT AND TRUSTEES OF COLBY COLLEGE 4605 MAYFLOWER HILL WATERVILLE, ME 04901		PC	SUMMER INTERNSHIPS	17,604
GOOD SHEPHERD FOOD BANK 3121 HOTEL ROAD AUBURN, ME 04211		PC	REDUCING HUNGER DEXTER TO MILLINOCKET	22,000
COMBINED JEWISH PHILANTHROPIES OF GREATER BOSTON 126 HIGH STREET BOSTON, MA 021102700		PC	ANNUAL FUND	25,000
QUODDY TIDES FOUNDATION PO BOX 161 EASTPORT, ME 04631		PC	ART LINK	25,500
Total ▶ 3a				2,465,778

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
FRIENDS OF FOUNDATION DE FRANCE INC 275 MADISON AVENUE NO 6TH FLO NEW YORK, NY 10016		PC	ASSOCIATION DE L'ECOLE FRANCAISE DE BATTAMBANG, CAMBODIA	30,000
EDUCARE CENTRAL MAINE 97 WATER STREET WATERVILLE, ME 04901		PC	PLAYGROUND	31,383
WATERVILLE PUBLIC LIBRARY PO BOX 2060 WATERVILLE, ME 04903		GOV	BUSINESS AND CAREER CENTER	40,000
GOOD SHEPHERD FOOD BANK 3121 HOTEL ROAD AUBURN, ME 04211		PC	LOCAL PRODUCE IN THE DEXTER-MILLINOCKET REGION	40,000
PRESIDENT AND TRUSTEES OF COLBY COLLEGE 4605 MAYFLOWER HILL WATERVILLE, ME 04901		PC	BRO ADAMS SCHOLARSHIP FUND	40,000
Total ► 3a				2,465,778

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CHEWONKI FOUNDATION 485 CHEWONKI NECK ROAD WISCASSET, ME 04578		PC	MAINE COAST SEMESTER	40,250
THOMAS COLLEGE 180 WEST RIVER ROAD WATERVILLE, ME 04901		PC	THOMAS ALFOND SCHOLARS PROGRAM	43,875
RED SOX FOUNDATION 4 YAWKEY WAY BOSTON, MA 02215		PC	ANNUAL FUND	50,000
KENNEBEC VALLEY COMMUNITY ACTION PROGRAM 97 WATER STREET WATERVILLE, ME 04901		PC	CAREQUILT BEYOND THE WALLS	100,000
PARTNERS HEALTHCARE SYSTEM INC 1153 CENTER STREET BOSTON, MA 02130		PC	MIGRAINE CLINIC	100,000
Total ► 3a				2,465,778

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
FESSENDEN SCHOOL 250 WALTHAM STREET WEST NEWTON, MA 02465		PC	TURF FIELDS	125,000
UNITED STATES BIATHLON ASSOCIATION 49 PINELAND DRIVE SUITE 301A NEW GLOUCESTER, ME 04260		PC	U S BIATHLON TEAM	211,540
JEWISH COMMUNITY ALLIANCE 57 ASHMONT STREET PORTLAND, ME 04103		PC	TOGETHER B'YACHAD CAMPAIGN	250,000
THOMAS COLLEGE 180 WEST RIVER ROAD WATERVILLE, ME 04901		PC	EVP CHALLENGE GRANT	280,000
THE GOVERNOR'S ACADEMY (FORMERLY GOVERNOR DUMMER ACADEMY) 1 ELM STREET BYFIELD, MA 01922		PC	DINING HALL PROJECT	322,000
Total ► 3a				2,465,778

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CARRABASSETT VALLEY ACADEMY 3197 CARRABASSETT DRIVE CARRABASSETT VALLEY, ME 04947		PC	COMPETITION CENTER	423,000
Total  3a				2,465,778

TY 2016 Accounting Fees Schedule

Name: THE BILL AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

EIN: 01-0421806

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION	7,295	1,824		5,471

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Gain/Loss from Sale of Other Assets Schedule

Name: THE BILL AND JOAN ALFOND FOUNDATION

C/O DEXTER ENTERPRISES INC

EIN: 01-0421806

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
PUBLICLY TRADED SECURITIES DONATED		PURCHASED			1,418,708	13,143		0	1,405,565	

TY 2016 General Explanation Attachment

Name: THE BILL AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

EIN: 01-0421806

General Explanation Attachment

Identifier	Return Reference	Explanation	
1	OFFICER COMPENSATION	990-PF, PART VIII	GREGORY POWELL IS AN EMPLOYEE OF DEXTER ENTERPRISES, INC DEXTER ENTERPRISES, INC IS COMPENSATED UNDER A MANAGEMENT CONTRACT WITH THE FOUNDATION SEE STATEMENT 6 FOR DEXTER ENTERPRISES, INC INFORMATION

General Explanation Attachment

Identifier	Return Reference	Explanation	
2	DISTRIBUTION OF PROPERTY FOR CHARITY	990-PF, PART I, LINE 6A, COLUMN A	UNDER REGULATION 53.4940-1, A DISTRIBUTION OF PROPERTY FOR CHARITABLE PURPOSES UNDER SECTION 170(C)(1) OR (2)(B) MADE BY A FOUNDATION TO A CHARITABLE ORGANIZATION IS NOT TREATED AS A TAXABLE SALE OR DISPOSITION. THE CAPITAL GAIN RECORDED ON THE BOOKS IS NOT TAXABLE, THEREFORE, THE PROPERTY DISTRIBUTION IS EXCLUDED FROM NET INVESTMENT INCOME, LINE 7, COLUMN (B).

TY 2016 Investments Corporate Stock Schedule

Name: THE BILL AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

EIN: 01-0421806

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BERKSHIRE HATHAWAY COMMON STOCK CLASS A	88,487	18,553,196
BERKSHIRE HATHAWAY COMMON STOCK CLASS B	40	8,312
BERKSHIRE HATHAWAY COMMON STOCK CLASS A	16,768	7,811,872
BERKSHIRE HATHAWAY COMMON STOCK CLASS B	28,528	1,631,267
BERKSHIRE HATHAWAY COMMON STOCK CLASS B	34,203	1,955,760

TY 2016 Investments - Other Schedule**Name:** THE BILL AND JOAN ALFOND FOUNDATION

C/O DEXTER ENTERPRISES INC

EIN: 01-0421806

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LEGACY VENTURE FUNDS V & VI	AT COST	2,042,946	3,135,939
SPECIAL OPPORTUNITIES FUNDS	AT COST	147,617	646,079
REALTY ASSOCIATES FUND VIII CORPORATION	AT COST	1,326,113	1,028,686
DEXTER GLOBAL EQUITY TE, LLC	AT COST	3,905,964	4,698,182
DEXTER INTERNATIONAL EQUITY TE, LLC	AT COST	1,261,430	1,271,808
DEXTER REAL ASSETS TE, LLC (PORTFOLIO 2)	AT COST	1,318,282	1,584,539
DEXTER US EQUITY TE, LLC	AT COST	2,885,576	3,267,160
DEXTER HEDGE FUND TE, LLC	AT COST	1,331,000	1,705,450
DEXTER PRIVATE EQUITY TE, LLC (PORTFOLIO 2)	AT COST	1,154,626	1,474,754
DEXTER PRIVATE EQUITY TE, LLC (PORTFOLIO 1 A/R)	AT COST	0	0
THE FAIRHOLME PARTNERSHIP, LP	AT COST	3,617,109	2,763,234
DEXTER FIXED INCOME TE	AT COST	3,698,400	3,701,551
DEXTER REAL ASSETS TE, LLC (PORTFOLIO 3)	AT COST	9,670	11,652

TY 2016 Other Expenses Schedule

Name: THE BILL AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

EIN: 01-0421806

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEES	35	0		35
OTHER LOSSES FROM FLOW-THRU ENTITIES	1,425	1,425		0
OTHER DEDUCTIONS FROM FLOW-THRU ENTITIES	93,487	11,750		0
CHARITABLE DEDUCTIONS FROM FLOW-THRU ENTITIES	51	0		51
PORTFOLIO DEDUCTIONS FROM FLOW-THRU ENTITIES	195,790	191,809		0
NONDEDUCTIBLE EXPENSES FROM FLOW-THRU ENTITIES	3,186	0		0
INVESTMENT INTEREST FROM FLOW-THRU ENTITIES	6,279	5,575		0
MEMBERSHIP FEES	495	0		495

TY 2016 Other Income Schedule

Name: THE BILL AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

EIN: 01-0421806

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME FROM PASS-THRUS	0	0	0
QUALIFIED DISTRIBUTION RECOVERY	10,250	0	10,250

TY 2016 Other Liabilities Schedule

Name: THE BILL AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

EIN: 01-0421806

Description	Beginning of Year - Book Value	End of Year - Book Value
UNEXPIRED BRK OPTION DEFERRED REVENUE	0	12,480

TY 2016 Other Professional Fees Schedule

Name: THE BILL AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

EIN: 01-0421806

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DEXTER ENTERPRISES - INVESTMENT ADMINISTRATION	17,645	17,645		0
DEXTER ENTERPRISES - GRANT ADMINISTRATION	52,933	0		52,933
CONSULTING	128,193	0		128,193
BNY MELLON INVESTMENT MANAGEMENT FEES	659	659		0

TY 2016 Taxes Schedule

Name: THE BILL AND JOAN ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

EIN: 01-0421806

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	15,000	0		0
FOREIGN TAXES	11,359	11,359		0
OTHER INVESTMENT TAXES	179	179		0