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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 instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation
HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

A Employer identification number
22-3281672

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

Room/suite

B Telephone number (see instructions)
(207) 828-7999

City or town, state or province, country, and ZIP or foreign postal code
PORTLAND, ME 04101

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 774,225,055

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	2,344,499	2,344,353		
	4	Dividends and interest from securities	5,757,662	5,690,684		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	31,504,939			
	b	Gross sales price for all assets on line 6a 56,454,345				
	7	Capital gain net income (from Part IV, line 2)		23,891,481		
	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)	393,802	113,933		
	12	**Total.** Add lines 1 through 11	40,000,902	32,040,451		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	68,710	0		68,710
	b	Accounting fees (attach schedule)	27,675	11,070		16,605
	c	Other professional fees (attach schedule)	1,364,251	632,912		731,339
	17	Interest	303,923	0		0
	18	Taxes (attach schedule) (see instructions)	929,576	329,907		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	31,830	12,732		19,098
	22	Printing and publications				
	23	Other expenses (attach schedule)	5,255,418	3,865,428		37,830
	24	**Total operating and administrative expenses.** Add lines 13 through 23	7,981,383	4,852,049		873,582
	25	Contributions, gifts, grants paid	36,789,581			36,789,581
	26	**Total expenses and disbursements.** Add lines 24 and 25	44,770,964	4,852,049		37,663,163
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-4,770,062			
	b	**Net investment income** (if negative, enter -0-)		27,188,402		
	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	485,402	672	672
2	Savings and temporary cash investments	2,166,992	12,249,919	12,249,919
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)	408,515,636	367,886,683	516,858,021
c	Investments—corporate bonds (attach schedule)	46,219,436	43,911,685	43,949,089
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	145,319,258	156,794,406	201,162,354
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	5,000	5,000	5,000
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	602,711,724	580,848,365	774,225,055
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 ▶)	21,147,281	4,053,984	
23	**Total liabilities**(add lines 17 through 22)	21,147,281	4,053,984	
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	581,564,443	576,794,381	
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)	581,564,443	576,794,381	
31	**Total liabilities and net assets/fund balances** (see instructions)	602,711,724	580,848,365	

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	581,564,443
2	Enter amount from Part I, line 27a	2	-4,770,062
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	576,794,381
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	576,794,381

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
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	23,891,481
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	35,704,178	735,472,955	0 048546
2014	32,953,278	727,180,835	0 045316
2013	28,392,988	664,218,594	0 042746
2012	28,469,669	569,593,913	0 049982
2011	51,517,900	568,688,016	0 090591

2	**Total** of line 1, column (d)	2	0 277181
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 055436
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	733,858,913
5	Multiply line 4 by line 3	5	40,682,203
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	271,884
7	Add lines 5 and 6	7	40,954,087
8	Enter qualifying distributions from Part XII, line 4	8	37,663,163

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**	543,768
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**	543,768
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**	543,768
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	**6a**	412,626		
b	Exempt foreign organizations—tax withheld at source	**6b**			
c	Tax paid with application for extension of time to file (Form 8868)	**6c**	225,000		
d	Backup withholding erroneously withheld	**6d**			
7	Total credits and payments Add lines 6a through 6d.			**7**	637,626
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**	93,858
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 93,858 **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)?. *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*	**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 ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	**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? *If "Yes," attach a conformed copy of the changes*	**3**		**No**
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?.	**4a**	**Yes**	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?.	**4b**	**Yes**	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	**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? *If "Yes," complete Part II, col (c), and Part XV*	**7**	**Yes**	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ME, CA			
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* .	**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)? *If "Yes," complete Part XIV*	**9**		**No**
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	**10**		**No**

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		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?	13	Yes	

Website address ▶WWW HAROLDALFONDFOUNDATION ORG

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

			Yes	No
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?	16		No
	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 ▶			

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

			Yes	No
	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)			
	(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)?	1b		No
	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 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

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)? **5b** **Yes**

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

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** **No**

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **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
See Additional Data Table				

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				

Total number of other employees paid over $50,000 ▶ 0

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
DEXTER ENTERPRISES INC TWO MONUMENT SQUARE PORTLAND, ME 04101	INVESTMENT & GRANT ADMINISTRATION	1,178,776
DEXTER PRIVATE EQUITY TE LLC TWO MONUMENT SQUARE PORTLAND, ME 04101	INVEST INTEREST & PORTFOLIO DEDUCTIONS	989,611
DEXTER US EQUITY TE LLC TWO MONUMENT SQUARE PORTLAND, ME 04101	INVEST PORTFOLIO DEDUCTIONS	825,961
DEXTER INTERNATIONAL EQUITY TE LLC TWO MONUMENT SQUARE PORTLAND, ME 04101	INVEST PORTFOLIO DEDUCTIONS	675,923
DEXTER REAL ASSETS TE LLC TWO MONUMENT SQUARE PORTLAND, ME 04101	INVEST PORTFOLIO DEDUCTIONS	465,913
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	
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**	741,933,780
b	Average of monthly cash balances		**1b**	3,100,649
c	Fair market value of all other assets (see instructions)		**1c**	0
d	**Total** (add lines 1a, b, and c)		**1d**	745,034,429
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**	745,034,429
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		**4**	11,175,516
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		**5**	733,858,913
6	**Minimum investment return.** Enter 5% of line 5		**6**	36,692,946

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**	36,692,946
2a	Tax on investment income for 2016 from Part VI, line 5	**2a** 543,768		
b	Income tax for 2016 (This does not include the tax from Part VI)	**2b**		
c	Add lines 2a and 2b		**2c**	543,768
3	Distributable amount before adjustments Subtract line 2c from line 1		**3**	36,149,178
4	Recoveries of amounts treated as qualifying distributions		**4**	0
5	Add lines 3 and 4		**5**	36,149,178
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**	36,149,178

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**	37,663,163
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**	37,663,163
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**	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	**6**	37,663,163

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				36,149,178
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			12,515,923	
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 ▶ $ 37,663,163				
a Applied to 2015, but not more than line 2a			12,515,923	
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.				25,147,240
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				11,001,938
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))

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

REFER TO GRANT GUIDELINES AT WWWHAR
DEXTER ENTERPRISES INC 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

REFER TO GRANT GUIDELINES AT WWW HAROLDALFONDFOUNDATION ORG

c Any submission deadlines

REFER TO GRANT GUIDELINES AT WWW HAROLDALFONDFOUNDATION ORG

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

REFER TO GRANT GUIDELINES AT WWW HAROLDALFONDFOUNDATION ORG

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				36,789,581
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				15,941,082

Part XVI-A Analysis of Income-Producing Activities

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	2,344,499	
4 Dividends and interest from securities. . . .			14	5,757,662	
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	393,802	
8 Gain or (loss) from sales of assets other than inventory	900099	491,007	18	31,013,932	
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). .		491,007		39,509,895	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 40,000,902

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
1	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501 (c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	**1a(1)**		**No**
	(2) Other assets.	**1a(2)**		**No**
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
	(4) Reimbursement arrangements.	**1b(4)**		**No**
	(5) Loans or loan guarantees.	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

******	2017-11-14	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
DANIEL P DOIRON		2017-11-14		P01206204

Firm's name ▶ ALBIN RANDALL & BENNETT

Firm's EIN ▶01-0448006

Firm's address ▶ PO BOX 445 130 MIDDLE STREET

PORTLAND, ME 041120445

Phone no (207) 772-1981

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

(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)
PUBLICLY TRADED SECURITIES			
OCH ZIFF CAPITAL PASS-THROUGH	P		
SPECIAL OPPS III PASS-THROUGH	P		
LEGACY VENTURE IV PASS-THROUGH	P		
LEGACY VENTURE IV PASS-THROUGH	P		
LEGACY VENTURE V PASS-THROUGH	P		
LEGACY VENTURE V PASS-THROUGH	P		
BLACKSTONE REAL ESTATE PASS-THROUGH	P		
WINDJAMMER COMMUNICATIONS HOLDINGS PASS-THROUGH	P		
DEXTER HEDGE FUNDS TE PASS-THROUGH	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)
41,587,143		23,862,848	17,724,295
5,934			5,934
360,927			360,927
1,936			1,936
160,506			160,506
		1,084	-1,084
96,860			96,860
401,751			401,751
		41,874	-41,874
		80,532	-80,532

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	
			17,724,295
			5,934
			360,927
			1,936
			160,506
			-1,084
			96,860
			401,751
			-41,874
			-80,532

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

(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)
DEXTER HEDGE FUNDS TE PASS-THROUGH	P		
DEXTER TS US PASS-THROUGH	P		
DEXTER TS INTERNATIONAL PASS-THROUGH	P		
DEXTER TS INDIA FUND PASS-THROUGH	P		
DEXTER US EQUITY TE PASS-THROUGH	P		
DEXTER US EQUITY TE PASS-THROUGH	P		
DEXTER FIXED INCOME TE PASS-THROUGH	P		
DEXTER FIXED INCOME TE PASS-THROUGH	P		
DEXTER INTERNATIONAL EQUITY PASS-THROUGH	P		
DEXTER INTERNATIONAL EQUITY PASS-THROUGH	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)
		35,853	-35,853
9,082			9,082
1,451			1,451
170			170
953,400			953,400
2,043,588			2,043,588
		48,145	-48,145
35,130			35,130
		551,997	-551,997
		327,073	-327,073

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	
			-35,853
			9,082
			1,451
			170
			953,400
			2,043,588
			-48,145
			35,130
			-551,997
			-327,073

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

(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)
DEXTER GLOBAL EQUITY TE PASS-THROUGH	P		
DEXTER PRIVATE EQUITY PASS-THROUGH	P		
DEXTER PRIVATE EQUITY PASS-THROUGH	P		
REALTY ASSOCIATES PASS-THROUGH	P		
DEXTER REAL ASSETS PASS-THROUGH	P		
DEXTER REAL ASSETS PASS-THROUGH	P		
	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)
384,344			384,344
97,441			97,441
1,287,898			1,287,898
200,493			200,493
62,022			62,022
1,641,818			1,641,818
		491,007	-491,007

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	
			384,344
			97,441
			1,287,898
			200,493
			62,022
			1,641,818
			-491,007

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
THEODORE B ALFOND C/O DEXTER ENT TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 2 00	0	0	0
WILLIAM L ALFOND C/O DEXTER ENT TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 1 00	0	0	0
PETER G ALFOND C/O DEXTER ENT TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 1 00	0	0	0
GREGORY W POWELL - SEE STATEMENT 15 C/O DEXTER ENT TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 27 00	0	0	0
PETER H LUNDER C/O DEXTER ENT TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 1 00	0	0	0
STEVEN P AKIN C/O DEXTER ENT TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 8 00	0	0	0
THERESA M STONE C/O DEXTER ENT TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 7 00	0	0	0
DAVID T FLANAGAN C/O DEXTER ENT TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 7 00	0	0	0

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 *Paid during the year*				
ALFOND YOUTH CENTER 126 NORTH STREET WATERVILLE, ME 04901		PC	WATERVILLE CAL RIPKIN LEAGUE	150
AROOSTOOK MENTAL HEALTH SERVICES INC PO BOX 1018 CARIBOU, ME 04736		PC	TEEN LEADERSHIP CAMP	500
COASTAL ENTERPRISES INC 30 FEDERAL ST SUITE 100 BRUNSWICK, ME 04011		PC	UNRESTRICTED	1,000
FRIENDS OF ACADIA 43 COTTAGE STREET PO BOX 45 BAR HARBOR, ME 04609		PC	UNRESTRICTED	1,000
MAINE CENTER FOR ECONOMIC POLICY PO BOX 437 AUGUSTA, ME 04332		PC	UNRESTRICTED	1,000
Total . . . . ▶ **3a**				36,789,581

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 *Paid during the year*				
MAINE JEWISH MUSEUM 267 CONGRESS ST PORTLAND, ME 04101		PC	UNRESTRICTED	1,000
ROLLINS COLLEGE 1000 HOLT AVENUE WINTER PARK, FL 327894499		PC	DR CRAIG MCALLASTER ENDOWED MBA SCHOLARSHIP FUND	1,000
SOUTHEAST NH HABITAT FOR HUMANITY PO BOX 4428 PORTSMOUTH, NH 038024428		PC	UNRESTRICTED	1,000
SPECTRUM GENERATIONS ONE WESTON COURT AUGUSTA, ME 04338		PC	MEALS ON WHEELS PROGRAM	1,200
TREE STREET YOUTH INC 144 HOWE ST LEWISTON, ME 042406421		PC	UNRESTRICTED	1,650
Total . . . . ▶ **3a**				36,789,581

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 *Paid during the year*				
KENNEBEC BEHAVIORAL HEALTH 67 EUSTIS PARKWAY WATERVILLE, ME 04901		PC	ANNUAL FUND	2,000
AMERICAN UNIVERSITY IN BULGARIA 910 17TH ST NW SUITE 1100 WASHINGTON, DC 20006		PC	UNRESTRICTED	5,000
CHILDREN'S CENTER EARLY INTERVENTION AND FAMILY SUPPORT 1 ALDEN AVE AUGUSTA, ME 043300000		PC	UNRESTRICTED	5,000
FRIENDS OF THE MAINE STATE MUSEUM 83 STATE HOUSE STATION AUGUSTA, ME 043330083		PC	UNRESTRICTED	5,000
GULFSHORE PLAYHOUSE INC 1010 5TH AVE S SUITE 205 NAPLES, FL 341026408		PC	UNRESTRICTED	5,000
Total . . . . ▶ **3a**				36,789,581

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 *Paid during the year*				
MAINE IRISH HERITAGE CENTER PO BOX 7588 PORTLAND, ME 04112		PC	UNRESTRICTED	5,000
THE IRIS NETWORK 189 PARK AVENUE PORTLAND, ME 04102		PC	UNRESTRICTED	5,000
BOSTON LYRIC OPERA 11 AVE DE LAFAYETTE BOSTON, MA 02111		PC	UNRESTRICTED	12,500
UNITED WAY OF MID-MAINE INC 105 KENNEDY MEMORIAL DRIVE WATERVILLE, ME 04901		PC	ANNUAL FUND	12,500
SUSAN CURTIS FOUNDATION 1321 WASHINGTON AVE SUITE 104 PORTLAND, ME 04103		PC	CAMP SUSAN CURTIS	14,400
Total . . . . ▶ **3a**				36,789,581

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 *Paid during the year*				
BELGRADE REGIONAL HEALTH CENTER PO BOX 304 BELGRADE LAKES, ME 04918		PC	REPAIR/REPLACE COMPLETE HEATING SYSTEM	15,000
MAINE CHILDREN'S HOME FOR LITTLE WANDERERS 93 SILVER STREET WATERVILLE, ME 04901		PC	ANNUAL FUND	15,000
THE PIONEER INSTITUTE 85 DEVONSHIRE STREET 8TH FLOOR BOSTON, MA 02109		PC	UNRESTRICTED	15,000
WATERVILLE OPERA HOUSE IMPROVEMENT ASSOCIATION 93 MAIN STREET 3RD FLOOR WATERVILLE, ME 04901		PC	SEASON SPONSOR	15,000
BELGRADE REGIONAL CONSERVATION ALLIANCE INC PO BOX 250 BELGRADE LAKES, ME 04918		PC	HAROLD ALFOND MEMORIAL GOLF TOURNAMENT	25,000
Total . . . . ▶ 3a				36,789,581

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 *Paid during the year*				
BETH ISRAEL CONGREGATION PO BOX 1882 WATERVILLE, ME 04903		PC	OPERATIONS	25,000
BETH ISRAEL CONGREGATION PO BOX 1882 WATERVILLE, ME 04903		PC	OPERATIONS	25,000
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139		PC	UNRESTRICTED	25,000
MOUNT DESERT ISLAND HOSPITAL 10 WAYMAN LANE BAR HARBOR, ME 04609		PC	EMERGENCY GENERATOR REPLACEMENT PROJECT	25,000
SEEDS OF PEACE INC 370 LEXINGTON AVE SUITE 1201 NEW YORK, NY 10017		PC	WATERVILLE/WINSLOW SEEDS	25,000
Total . . . . ▶ **3a**				36,789,581

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 *Paid during the year*				
FRIENDS OF BELGRADE LAKES VILLAGE PO BOX 331 BELGRADE LAKES, ME 04918		PC	BELGRADE LAKES VILLAGE ENHANCEMENTS	30,000
LETS GET READY INC 89 SOUTH STREET SUITE 401 BOSTON, MA 02111		PC	LGR & ALFOND YOUTH CENTER WATERVILLE PARTNERSHIP	53,344
SPRING HARBOR HOSPITAL 123 ANDOVER ROAD WESTBROOK, ME 04092		PC	CENTER FOR AUTISM AND DEVELOPMENTAL DISORDERS TREATMENT AND RESEARCH	75,000
WATERVILLE REGIONAL ARTS AND COMMUNITY CENTER 93 MAIN STREET WATERVILLE, ME 04901		PC	WATERVILLE OPERA HOUSE STAFFING NEEDS	85,800
JOBS FOR MAINES GRADUATES INC 65 STONE STREET AUGUSTA, ME 04330		PC	JMG EXPANSION TO DEXTER & FAIRFIELD HIGH SCHOOLS	92,152
Total . . . . ▶ **3a**				36,789,581

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 *Paid during the year*				
PRESIDENT AND TRUSTEES OF COLBY COLLEGE 4605 MAYFLOWER HILL WATERVILLE, ME 049018846		PC	ENDOWMENT FOR ASSISTANT PROFESSOR IN JEWISH STUDIES	100,000
UNIVERSITY OF MAINE FOUNDATION TWO ALUMNI PLACE ORONO, ME 044695792		PC	UNIVERSITY OF MAINE RESEARCH COMMERCIALIZATION RESEARCH FOUNDATION AND PATENT PORTFOLIO ASSESSMENT	100,000
WATERVILLE REGIONAL ARTS AND COMMUNITY CENTER 93 MAIN STREET WATERVILLE, ME 04901		PC	WATERVILLE CREATES!	100,000
BELGRADE LAKES ASSOCIATION 137 MAIN STREET PO BOX 551 BELGRADE LAKES, ME 04918		PC	STOP MILFOIL CAPITAL CAMPAIGN	125,000
FRIENDS OF QUARRY ROAD C/O FRANKLIN BOUCHARD PO BOX 362 FAIRFIELD, ME 04937		PC	COMPLETING CORE INFRASTRUCTURE FOR QUARRY ROAD RECREATION AREA	142,500
Total . . . . ▶ 3a				36,789,581

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 *Paid during the year*				
UNIVERSITY OF MAINE SYSTEM 16 CENTRAL STREET BANGOR, ME 04401		GOV	UNIVERSITY OF MAINE SYSTEM PROFESSIONAL AND GRADUATE CENTER CONCEPT PROPOSAL	150,000
ALFOND SCHOLARSHIP FOUNDATION 15 MONUMENT SQUARE 2ND FLOOR PORTLAND, ME 04101		SO I	FAME PAYMENTS	200,000
WATERVILLE DEVELOPMENT CORPORATION ONE COMMON STREET WATERVILLE, ME 04901		PC	SUPPORT OF COLLABORATIVE CONSULTING'S BUSINESS EXPANSION TO WATERVILLE	200,000
WATERVILLE REGIONAL ARTS AND COMMUNITY CENTER 93 MAIN STREET WATERVILLE, ME 04901		PC	WC / MFC / OPERA HOUSE	223,380
ALFOND YOUTH CENTER 126 NORTH STREET WATERVILLE, ME 04901		PC	PURNELL WRIGLEY FIELD	250,000
Total . . . . ▶ **3a**				36,789,581

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 *Paid during the year*				
EDUCARE CENTRAL MAINE C/O KVCAP 97 WATER STREET WATERVILLE, ME 04901		PC	MAINTAINING CONTINUITY OF CARE, COMPREHENSIVE EVALUATION, AND SHARED SERVICES FOR EXTENDED HIGH-QUALITY EARLY EDUCATION	250,000
KENNEBEC VALLEY YMCA 31 UNION STREET AUGUSTA, ME 04330		PC	SCHOLARSHIPS, PROGRAMMING, ENDOWMENT	250,000
UNIVERSITY OF MAINE FOUNDATION TWO ALUMNI PLACE ORONO, ME 044695792		PC	2015 FOOTBALL CHALLENGE	250,000
THOMAS COLLEGE 180 WEST RIVER ROAD WATERVILLE, ME 04901		PC	FAMILY BUSINESS AND CAREER DEVELOPMENT CENTER PLANNING/RAMPING UP RETENTION	251,000
UNITED STATES BIATHLON ASSOCIATION INC 49 PINELAND DR SUITE 301A NEW GLOUCESTER, ME 04260		PC	LARRY PUGH MILLION DOLLAR MEDAL MATCH	275,837
Total . . . . ▶ **3a**				36,789,581

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 *Paid during the year*				
THOMAS COLLEGE 180 WEST RIVER ROAD WATERVILLE, ME 04901		PC	PARTNERSHIP WITH COLLABORATIVE CONSULTING TO PROVIDE EDUCATIONAL TRAINING AND MEET THE NEEDS OF GREATER WATERVILLE	286,100
MAINE CHILDREN'S HOME FOR LITTLE WANDERERS 93 SILVER STREET WATERVILLE, ME 04901		PC	TEEN PARENT SCHOOL ENDOWMENT	400,000
ALFOND YOUTH CENTER 126 NORTH STREET WATERVILLE, ME 04901		PC	STRATEGIC LONG TERM CAPITAL AND DEVELOPMENT SUSTAINABILITY AT THE ALFOND YOUTH CENTER	406,246
THOMAS COLLEGE 180 WEST RIVER ROAD WATERVILLE, ME 04901		PC	HAROLD ALFOND ENTREPRENEURIAL INSTITUTE	475,798
ST JOSEPH'S COLLEGE 278 WHITES BRIDGE ROAD STANDISH, ME 04084		PC	CREATING THE CENTER FOR NURSING EXCELLENCE	500,000
Total . . . . ▶ **3a**				36,789,581

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 *Paid during the year*				
UNIVERSITY OF MAINE SYSTEM 16 CENTRAL STREET BANGOR, ME 04401		GOV	MAINE CENTER FOR GRADUATE PROFESSIONAL STUDIES -- PLANNING AND IMPLEMENTATION	500,000
ALFOND SCHOLARSHIP FOUNDATION 15 MONUMENT SQUARE 2ND FLOOR PORTLAND, ME 04101		SO I	OPERATIONS	635,000
MAINE MARITIME ACADEMY PLEASANT STREET CASTINE, ME 04420		PC	ABS CENTER FOR ENGINEERING AND APPLIED RESEARCH & SCHOLARSHIPS	639,743
UNIVERSITY OF MAINE 39 FLAGSTAFF ROAD ORONO, ME 04469		GOV	ALFOND OCEAN ENGINEERING AND ADVANCED MANUFACTURING LABORATORIES	800,000
LESLEY UNIVERSITY 29 EVERETT STREET CAMBRIDGE, MA 02138		PC	CONSTRUCTION OF THE LUNDER ARTS CENTER AND ESTABLISHMENT OF ENDOWED SCHOLARSHIP FUND FOR MAINE STUDENTS	1,000,000
Total . . . . ▶ **3a**				36,789,581

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 *Paid during the year*				
BIGELOW LABORATORY FOR OCEAN SCIENCES PO BOX 380 60 BIGELOW DRIVE EAST BOOTHBAY, ME 04544		PC	BIGELOW LABORATORY RESIDENCE PROJECT	1,600,000
DOWNEAST INSTITUTE FOR APPLIED MARINE RESEARCH AND EDUCATION PO BOX 83 39 WILDFLOWER LANE BLACK DUCK COVE ROAD BEALS, ME 04611		PC	DOWNEAST INSTITUTE PHASE II EXPANSION OF LABORATORY, HATCHERY AND STUDENT FACILITIES	1,809,000
PRESIDENT AND TRUSTEES OF COLBY COLLEGE 4606 MAYFLOWER HILL WATERVILLE, ME 049018847		PC	WATERVILLE DOWNTOWN DEVELOPMENT FUND	2,000,000
THE JACKSON LABORATORY 600 MAIN STREET BAR HARBOR, ME 04609		PC	MAINE CANCER GENOMICS INITIATIVE	2,860,000
KENTS HILL SCHOOL PO BOX 257 1614 MAIN ST KENTS HILL, ME 04349		PC	DINING HALL / SCIENCE CENTER / SCHOLARSHIPS	3,172,549
Total . . . . ▶ **3a**				36,789,581

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 *Paid during the year*				
ALFOND SCHOLARSHIP FOUNDATION 15 MONUMENT SQUARE 2ND FLOOR PORTLAND, ME 04101		SO I	SCHOLARSHIPS	6,210,232
PRESIDENT AND TRUSTEES OF COLBY COLLEGE 4605 MAYFLOWER HILL WATERVILLE, ME 049018846		PC	ATHLETICS CENTER	10,000,000
Total . . . . ▶ 3a				36,789,581

TY 2016 Accounting Fees Schedule

Name: HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC
EIN: 22-3281672

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION	27,675	11,070		16,605

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

TY 2016 Expenditure Responsibility Statement

Name: HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC
EIN: 22-3281672

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
WATERVILLE DEVELOPMENT CORPORATION	ONE COMMON STREET WATERVILLE, ME 04901	2016-06-30	1,000,000	FOR WATERVILLE DEVELOPMENT CORPORATION TO SUPPORT BUSINESS EXPANSION AND JOB GROWTH IN WATERVILLE, SPECIFICALLY THROUGH COLLABORATIVE CONSULTING'S EXPANSION TO THE CITY	234,593	TO THE BEST OF THE GRANTOR'S KNOWLEDGE, THERE WERE NO DIVERTED FUNDS	AUGUST 15, 2017	2017-08-15	THE GRANTOR VERIFIED WATERVILLE DEVELOPMENT CORPORATION SUPPORTED THE EXPANSION OF COLLABORATIVE CONSULTING TO WATERVILLE BY PROVIDING GRANT FUNDS IN SUPPORT OF COLLABORATIVE'S EXPENDITURES REQUIRED TO DEVELOP NEW TECHNOLOGIES AND PRODUCTS IN THE FINANCIAL SERVICES AND OTHER INDUSTRIES THE GRANTOR OBTAINED REPRESENTATIONS FROM THE GRANTEE IN THE GRANTEE'S ANNUAL EXPENDITURE RESPONSIBILITY REPORT THAT GRANT FUNDS WERE EXPENDED IN COMPLIANCE WITH THE TERMS OF THE GRANT AGREEMENT THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OF RELIABILITY OF THE REPORT FROM THE GRANTEE

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: HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC
EIN: 22-3281672

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
DONATED STOCK		DONATED			7,122,451			0	7,122,451	

TY 2016 General Explanation Attachment

Name: HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC
EIN: 22-3281672

General Explanation Attachment

Identifier	Return Reference	Explanation	
1	FOUNDATION TRUSTEE POWELL ADDITIONAL INFORMATION	FORM 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 Bonds Schedule

Name: HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC
EIN: 22-3281672

Name of Bond	End of Year Book Value	End of Year Fair Market Value
DEXTER FIXED INCOME TE, LLC	43,911,685	43,949,089

TY 2016 Investments Corporate Stock Schedule

Name: HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC
EIN: 22-3281672

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BERKSHIRE HATHAWAY CL B	21,930,768	39,692,801
BERKSHIRE HATHAWAY CL A	113,866,307	205,794,003
709,462 SH QUANTUM CORP DIT & STORAGE	638,862	590,343
DEXTER GLOBAL EQUITY TE, LLC	21,188,386	27,989,429
DEXTER INTERNATIONAL EQUITY TE, LLC	93,216,423	93,696,177
DEXTER US EQUITY TE, LLC	92,507,725	104,740,803
MAINEGENERAL PROGRAM RELATED INVESTMENT 145 SH BRKA COLLATERAL ACCOUNT	19,585,545	35,397,545
BRKA STOCK SET ASIDE FOR ALFOND LEADERS PROGRAM (FAME)	2,701,455	4,882,420
BERKSHIRE HATHAWAY CL B (OPTIONS ACCOUNT)	2,251,212	4,074,500

TY 2016 Investments - Other Schedule

Name: HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC
EIN: 22-3281672

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BLACKSTONE REAL ESTATE PARTNERS V AND VI, LP	AT COST	1,918,388	1,636,356
LEGACY VENTURE FUNDS	AT COST	3,178,541	5,626,499
SPECIAL OPPORTUNITIES FUNDS	AT COST	400,243	1,421,705
TISHMAN SPEYER INVESTMENTS: US REAL ESTATE VENTURE	AT COST	919,173	223,422
TISHMAN SPEYER INVESTMENTS: INTERNATIONAL REAL ESTATE VENTURE	AT COST	659,583	40,738
TISHMAN SPEYER INVESTMENTS: INDIA REAL ESTATE VENTURE	AT COST	693,613	226,035
TISHMAN SPEYER INVESTMENTS: 201 FOLSOM INVESTOR FEEDER, LP	AT COST	173,176	0
REALTY ASSOCIATES IX	AT COST	1,252,717	1,971,716
DEXTER HEDGE FUNDS TE, LLC	AT COST	81,596,035	106,256,890
DEXTER PRIVATE EQUITY TE, LLC	AT COST	37,306,660	48,806,884
DEXTER REAL ASSETS TE, LLC	AT COST	28,676,523	34,886,067
WINDJAMMER COMMUNICATION HOLDINGS, LLC	AT COST	19,570	516
FIRST HORIZON NATIONAL CO.	AT COST	184	400
OCH ZIFF CAPITAL ADVISORS	AT COST	0	65,126

TY 2016 Legal Fees Schedule

Name: HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC
EIN: 22-3281672

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	68,710	0		68,710

TY 2016 Other Assets Schedule

Name: HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC
EIN: 22-3281672

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
SPORTS MEMORABILIA COLLECTION	5,000	5,000	5,000

TY 2016 Other Expenses Schedule

Name: HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC
EIN: 22-3281672

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT INTEREST PASS THRU FROM K-1S	146,001	136,146		0
NON DEDUCTIBLE EXPENSE PASS THRU FROM K-1S	36,935	0		0
CHARITABLE DONATIONS PASS THRU FROM K-1S	1,341	0		1,341
ORDINARY LOSS FROM PASS-THRU K-1S	299,045	0		0
RENTAL LOSS FROM PASS-THRU K-1S	379,042	126,664		0
ROYALTY DEDUCTIONS FROM PASS-THRU K-1S	11,392	11,392		0
INVESTMENT PORTFOLIO DEDUCTION FROM PASS-THRU K-1S	3,619,692	3,577,239		0
INSURANCE	2,964	1,186		1,778
BOARD SOFTWARE SUBSCRIPTION FEES	46,282	11,571		34,711
OTHER DEDUCTIONS PASS-THRU FROM K-1S	711,494	0		0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS	1,230	1,230		0

TY 2016 Other Income Schedule

Name: HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC
EIN: 22-3281672

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME FROM PASS-THRU K-1S	29,483	29,483	29,483
ORDINARY INCOME FROM PASS-THRU K-1S	126,439	37,528	126,439
RENTAL INCOME FROM PASS-THRU K-1S	5,166	3,791	5,166
OTHER INCOME FROM PASS-THRU K-1S	232,714	43,131	232,714

TY 2016 Other Liabilities Schedule

Name: HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC
EIN: 22-3281672

Description	Beginning of Year - Book Value	End of Year - Book Value
LINE OF CREDIT USED FOR QUALIFYING DISTRIBUTIONS	17,147,281	27,985
ALFOND LEADERS PROGRAM SET ASIDE PAYABLE BY 12/31/2025	4,000,000	4,000,000
UNEXPIRED BRK OPTIONS DEFERRED INCOME	0	25,999

TY 2016 Other Professional Fees Schedule

Name: HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC
EIN: 22-3281672

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DEXTER ENTERPRISES, INC	1,151,941	460,776		691,165
INVESTMENT MANAGEMENT FEES	7,433	7,433		0
INVESTMENT CONSULTING FEES	164,703	164,703		0
GRANT CONSULTING SERVICES	40,174	0		40,174

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TY 2016 Taxes Schedule

Name: HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC
EIN: 22-3281672

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	329,907	329,907		0
NET INVESTMENT INCOME TAXES	550,000	0		0
NET STATE UBIT TAXES	49,669	0		0