

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation THE BILL AND JOAN ALFOND FOUNDATION C/O DEXTER ENTERPRISES INC		A Employer identification number 01-0421806	
Number and street (or P O box number if mail is not delivered to street address) TWO MONUMENT SQUARE		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 ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 62,867,183		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)			

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	246,851	245,400		
	4 Dividends and interest from securities	253,952	253,643		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 	3,721,274			
	b Gross sales price for all assets on line 6a _____ 4,051,412				
	7 Capital gain net income (from Part IV, line 2)		1,767,209		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 61,715	51,961		
	12 Total. Add lines 1 through 11	4,283,792	2,318,213		
	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)				
	b Accounting fees (attach schedule)	 8,600	2,150		6,450
	c Other professional fees (attach schedule)	 197,099	16,389		180,710
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 42,792	13,792		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	 298,803	219,962		86
	24 Total operating and administrative expenses. Add lines 13 through 23	547,294	252,293		187,246
	25 Contributions, gifts, grants paid	2,507,172			2,507,172
	26 Total expenses and disbursements. Add lines 24 and 25	3,054,466	252,293		2,694,418
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,229,326			
	b Net investment income (if negative, enter -0-)		2,065,920		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	830,226	1,132,380	1,132,380		
	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)	168,026	1,410,560	35,108,933		
	c	Investments—corporate bonds (attach schedule)	0	686,190	338,985		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	22,698,733	21,684,701	26,286,885		
	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)	23,696,985	24,913,831	62,867,183			
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 ▶ _____)	12,480	0			
	23	Total liabilities (add lines 17 through 22)	12,480	0			
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	23,684,505	24,913,831			
	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)	23,684,505	24,913,831				
31	Total liabilities and net assets/fund balances (see instructions) .	23,696,985	24,913,831				

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	23,684,505
2	Enter amount from Part I, line 27a	2	1,229,326
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	24,913,831
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	24,913,831

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	1,767,209
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))
2016	2,618,912	54,221,652	0 048300
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
2 Total of line 1, column (d)			2 0 210438
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 042088
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 57,862,116
5 Multiply line 4 by line 3			5 2,435,301
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 20,659
7 Add lines 5 and 6			7 2,455,960
8 Enter qualifying distributions from Part XII, line 4			8 2,694,418

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	20,659
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	20,659
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	20,659
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	14,191
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	34,191
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	0
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	13,532
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 13,532 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 ☐ \$ 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? <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 2017 or the taxable year beginning in 2017 (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 2017, 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 2017? ☐	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ 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 2017 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 2017). ☐	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 2017?	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		
	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?		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?		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	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
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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

Total number of other employees paid over \$50,000. **0****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	123,600
DEXTER ENTERPRISES INC TWO MONUMENT SQUARE PORTLAND, ME 04101	INVESTMENT & GRANT ADMINISTRATION	65,556

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	58,095,858
b	Average of monthly cash balances.	1b	647,407
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	58,743,265
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	58,743,265
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	881,149
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	57,862,116
6	Minimum investment return. Enter 5% of line 5.	6	2,893,106

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	2,893,106
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	20,659
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	20,659
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,872,447
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,872,447
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	2,872,447

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	2,694,418
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	2,694,418
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	20,659
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,673,759

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				2,872,447
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			2,485,399	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>2,694,418</u>				
a Applied to 2016, but not more than line 2a			2,485,399	
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 2017 distributable amount.				209,019
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (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 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				2,663,428
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 2012 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

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 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	
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	2,507,172
b <i>Approved for future payment</i> See Additional Data Table				
Total			3b	29,056,037

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	246,851	
4 Dividends and interest from securities. . . .			14	253,952	
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	61,715	
8 Gain or (loss) from sales of assets other than inventory	900099	20,544	18	3,700,730	
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). . .		20,544		4,263,248	0
13 Total. Add line 12, columns (b), (d), and (e).			13		4,283,792

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

[illegible]

Part XVII

		Yes	No
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1a(1)	No
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1a(2)	No
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1b(1)	No
--------------	-----------

1b(2)		No
--------------	--	-----------

1b(3)		No
--------------	--	-----------

1b(4)		No
--------------	--	-----------

1b(5)	No
--------------	-----------

1b(6)		No
--------------	--	-----------

1c		No
-----------	--	-----------

value
ue[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

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.

Sign Here ***** Signature of officer or trustee	2018-10-24 Date	***** Title
---	-------------------------------------	---------------------------------

May the IRS discuss this return with the preparer shown below

(see instr)? ☒ **Yes** ☐ **No**

May the IRS discuss this return with the preparer shown below

(see instr)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	DANIEL P DOIRON		2018-10-24		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			
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			
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		
DEXTER PRIVATE EQUITY TE LLC	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)
35,396		4,175	31,221
61,005			61,005
433,276			433,276
308,869			308,869
148,196			148,196
		134	-134
		293,694	-293,694
		276	-276
227,561		20,544	207,017
102			102

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			31,221
			61,005
			433,276
			308,869
			148,196
			-134
			-293,694
			-276
			207,017
			102

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 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		
SPECIAL OPPS FUND IV	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)
414,012			414,012
1,702			1,702
70,439			70,439
		16,313	-16,313
15,894			15,894
1,929			1,929
50,186			50,186
802			802
133,581			133,581
42,877			42,877

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	
			414,012
			1,702
			70,439
			-16,313
			15,894
			1,929
			50,186
			802
			133,581
			42,877

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		
DEXTER INTERNATIONAL EQUITY TE LLC	P		
DEXTER INTERNATIONAL EQUITY TE LLC	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	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
82,639			82,639
8,008			8,008
63,857			63,857
2,014			2,014

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	
			82,639
			8,008
			63,857
			2,014

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	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>				
ABBOTT MEMORIAL LIBRARY 1 CHURCH STREET DEXTER, ME 04930		GOV	CHILDREN'S BOOKS	800
ALFOND YOUTH CENTER 126 NORTH STREET WATERVILLE, ME 04901		PC	AFTER SCHOOL PROGRAM	1,000
AMERICAN REPERATORY THEATER 64 BRATTLE STREET CAMBRIDGE, MA 02138		PC	2017 A R T GALA	8,251
Total ▶ 3a				2,507,172

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 CENTRAL SCHOOL 158 DEPOT ROAD BELGRADE, ME 04917		GOV	BELGRADE CENTRAL SCHOOL PLAYGROUND FUND	500
BELGRADE LAKES ASSOCIATION 137 MAIN STREET BELGRADE LAKES, ME 04918		PC	UNRESTRICTED	1,000
BELMONT GOLF SCHOLARSHIP FUND INC PO BOX 550068 NORTH WALTHAM, MA 02455		PC	2017 BELMONT GOLF SCHOLARSHIP	316
Total ► 3a				2,507,172

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>				
BETH ISRAEL CONGREGATION 291 MAIN STREET WATERVILLE, ME 04903		PC	ANNUAL FUND	1,000
BRIGHAM AND WOMEN'S FAULKNER HOSPITAL 116 HUNTINGTON AVENUE 3RD FLOOR BOSTON, MA 02116		PC	FELLOWSHIP PROGRAM AT THE JOHN R GRAHAM HEADACHE CENTER	500,000
CENTER THEATRE INC 20 E MAIN STREET DOVERFOXCROFT, ME 04426		PC	2018 ONE ACT PLAY FESTIVAL	3,150
Total ▶ 3a				2,507,172

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>				
CENTRAL PARK CONSERVANCY 14 EAST 60TH STREET 8TH FLOOR NEW YORK, NY 10022		PC	STEWARDSHIP OF CENTRAL PARK PLAYGROUNDS	5,000
CHABAD OF CAMBODIA 415 RUTLAND ROAD BROOKLYN, NY 11203		PC	PROGRAM SUPPORT	5,074
CHARLES RIVER CONSERVANCY INC 43 THORNDIKE STREET S3-3 CAMBRIDGE, MA 02141		PC	MUSIC BIKES PROJECT	16,111
Total 3a				2,507,172

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	2017 SCHOLARSHIP SUPPORT FOR MAINE COAST SEMESTER	21,675
COMBINED JEWISH PHILANTHROPIES 126 HIGH STREET BOSTON, MA 02110		PC	ANNUAL GIFT	25,000
COMMUNITY FINANCIAL LITERACY PO BOX 8013 PORTLAND, ME 04104		PC	UNRESTRICTED	2,500
Total ▶ 3a				2,507,172

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>				
CULTIVATING COMMUNITYPO BOX 3792 PORTLAND, ME 04104		PC	UNRESTRICTED	2,500
DEXTER HISTORICAL SOCIETY 12 CHURCH ST DEXTER, ME 04930		GOV	ANNUAL FUND	1,000
EAGLEBROOK SCHOOL 271 PINE NOOK ROAD DEERFIELD, MA 01342		PC	UNRESTRICTED	2,000
Total 				2,507,172
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>				
FALMOUTH MEMORIAL LIBRARY ASSOCIATION 5 LUNT ROAD FALMOUTH, ME 04105		PC	UNRESTRICTED	5,000
FAMILY PROMISE METROWEST INC PO BOX 847 NATICK, MA 01760		PC	UNRESTRICTED	500
FRIENDS OF FOUNDATION DE FRANCE INC 275 MADISON AVENUE NO 6TH FLO NEW YORK, NY 10016		PC	COMPUTER SOFTWARE AND PROGRAMMING TRAINING PROJECT	17,926
Total 				2,507,172
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>				
FRIENDS OF THE BELGRADE PUBLIC LIBRARY PO BOX 474 BELGRADE, ME 04917		PC	ANNUAL GRANT	1,100
GOOD SHEPHERD FOOD BANK 3121 HOTEL ROAD AUBURN, ME 04211		PC	PISCATAQUIS REGIONAL FOOD CENTER	40,000
GOOD SHEPHERD FOOD BANK 3121 HOTEL ROAD AUBURN, ME 04211		PC	LOCAL PRODUCE IN THE DEXTER-MILLINOCKET-GREENVILLE REGION	40,000
Total ► 3a				2,507,172

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>				
GOVERNOR'S ACADEMY1 ELM STREET BYFIELD, MA 01922		PC	BEN BEACH TRACK PROJECT	661
GOVERNOR'S ACADEMY1 ELM STREET BYFIELD, MA 01922		PC	UNRESTRICTED	1,000
GOVERNOR'S ACADEMY1 ELM STREET BYFIELD, MA 01922		PC	BEN BEACH TRACK PROJECT	149,339
Total ▶ 3a				2,507,172

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>				
GOVERNOR'S ACADEMY1 ELM STREET BYFIELD, MA 01922		PC	PARKER RIVER SCIENCE CENTER	203,963
GREAT AND SMALL17320 MOORE ROAD BOYDS, MD 20841		PC	UNRESTRICTED	500
HOLOCAUST HUMAN RIGHTS CENTER OF MAINE MICHAEL KLAHR CENTER UNIVERSITY OF MAINE AUGUSTA, ME 043301644		PC	ANNUAL FUND	1,000
Total ► 3a				2,507,172

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>				
ILLUSTRATION INSTITUTE 2 UNION STREET SUITE 400 PORTLAND, ME 04101		PC	UNRESTRICTED	5,000
JOBS FOR MAINE'S GRADUATES INC 65 STONE STREET AUGUSTA, ME 04330		PC	MIDDLE SCHOOL PROGRAM AT RIDGE VIEW COMMUNITY SCHOOL IN DEXTER	50,000
KENNEBEC VALLEY COMMUNITY ACTION PROGRAM 97 WATER STREET WATERVILLE, ME 04901		PC	CAREQUILT BEYOND THE WALLS	100,000
Total ▶ 3a				2,507,172

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>				
KENNEBEC VALLEY COMMUNITY COLLEGE FOUNDATION 92 WESTERN AVENUE FAIRFIELD, ME 04937		PC	ANNUAL GIFT TO BILL AND JOAN ALFOND SCHOLARSHIP FUND	1,000
LITERACY VOLUNTEERS - WATERVILLE AREA 105 KENNEDY MEMORIAL DRIVE WATERVILLE, ME 04901		PC	ANNUAL FUND	1,000
MAINE CHARITABLE MECHANIC ASSOCIATION PO BOX 8769 PORTLAND, ME 04104		PC	MAINE KIDS CODE	5,000
Total ▶ 3a				2,507,172

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>				
MAINE CHILDREN'S HOME FOR LITTLE WANDERERS 93 SILVER STREET WATERVILLE, ME 04901		PC	ANNUAL GIFT TO TEEN PROGRAM	15,000
MAINE GRAIN ALLIANCEPO BOX 1140 SKOWHEGAN, ME 04976		PC	2017 SCHOLARSHIPS	12,500
MAINE HUTS AND TRAILS 496C MAIN STREET KINGFIELD, ME 04947		PC	ANNUAL FUND	1,000
Total ▶ 3a				2,507,172

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>				
MAINE MATHEMATICS SCIENCE AND ENGINEERING TALENT SEARCH 19 LEXINGTON ROAD ORONO, ME 04473		PC	MATHEMATICS, SCIENCE AND ENGINEERING AFTERSCHOOL PROGRAM	3,750
MAINE ORGANIC FARMERS & GARDENERS ASSOCIATION PO BOX 170 UNITY, ME 04899		PC	HERITAGE ORCHARD	10,000
MAINE SPORTS HALL OF FAME PO BOX 8554 PORTLAND, ME 04104		PC	SCHOLARSHIPS	5,000
Total ▶ 3a				2,507,172

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>				
MAINEGENERAL MEDICAL CENTER 35 MEDICAL CENTER PARKWAY AUGUSTA, ME 04330		PC	TEACHING KITCHEN COLLABORATIVE FUND	40,000
MAX Warburg COURAGE CURRICULUM INC 325 HUNTINGTON AVENUE BOX 52 BOSTON, MA 02115		PC	ANNUAL GRANT	5,000
MIDCOAST SYMPHONY ORCHESTRA PO BOX 86 BRUNSWICK, ME 04011		PC	UNRESTRICTED	250
Total ► 3a				2,507,172

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>				
MID-MAINE HOMELESS SHELTER 19 COLBY STREET WATERVILLE, ME 04901		PC	UNRESTRICTED	100
NEW YORK BOTANICAL GARDEN 2900 SOUTHERN BOULEVARD BRONX, NY 10458		PC	EDIBLE ACADEMY	5,000
NOBLE AND GREENOUGH SCHOOL 10 CAMPUS DRIVE DEDHAM, MA 020264099		PC	ANNUAL FUND	5,000
Total ▶ 3a				2,507,172

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>				
PAN MASSACHUSETTS CHALLENGE TRUST 77 FOURTH AVENUE NEEDHAM HIGHTS, MA 02494		PC	UNRESTRICTED	1,500
PINE TREE SOCIETY149 FRONT STREET BATH, ME 04530		PC	ANNUAL FUND	1,000
PORTLAND TRAILS 305 COMMERCIAL STREET PORTLAND, ME 04101		PC	UNRESTRICTED	10,000
Total ▶ 3a				2,507,172

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>				
PRESIDENT AND TRUSTEES OF COLBY COLLEGE 4000 MAYFLOWER HILL WATERVILLE, ME 04901		PC	UNRESTRICTED	1,000
PRESIDENT AND TRUSTEES OF COLBY COLLEGE 4000 MAYFLOWER HILL WATERVILLE, ME 04901		PC	CENTER FOR SMALL TOWN JEWISH LIFE	7,000
PRESIDENT AND TRUSTEES OF COLBY COLLEGE 4000 MAYFLOWER HILL WATERVILLE, ME 04901		PC	2017 COLBY SUMMER INTERNSHIPS AT BRCA AND CMGC	7,106
Total ▶ 3a				2,507,172

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>				
PRESIDENT AND TRUSTEES OF COLBY COLLEGE 4000 MAYFLOWER HILL WATERVILLE, ME 04901		PC	2017 COLBY PRE-MED SUMMER INTERNSHIPS	17,249
PRESIDENT AND TRUSTEES OF COLBY COLLEGE 4000 MAYFLOWER HILL WATERVILLE, ME 04901		PC	SPONSORSHIP OF THE H M S PINAFORE	25,000
PRESIDENT AND TRUSTEES OF COLBY COLLEGE 4000 MAYFLOWER HILL WATERVILLE, ME 04901		PC	BRO ADAMS SCHOLARSHIP FUND	40,000
Total ▶ 3a				2,507,172

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 4000 MAYFLOWER HILL WATERVILLE, ME 04901		PC	DARE NORTHWARD CAMPAIGN	1,000,000
SHEAD HIGH SCHOOL89 HIGH STREET EASTPORT, ME 04631		PC	RENOVATION OF SHEAD HIGH SCHOOL GREENHOUSE	6,805
SKI MUSEUM OF MAINE 256 MAINE STREET PO BOX 359 KINGFIELD, ME 04947		PC	ANNUAL FUND	1,000
Total ▶ 3a				2,507,172

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>				
ST THOMAS MORE PLAY GROUP 65 EAST 89TH STREET NEW YORK, NY 10128		PC	ANNUAL FUND	8,000
THE FISTULA FOUNDATION 1922 THE ALAMEDA SUITE 302 SAN JOSE, CA 95126		PC	UNRESTRICTED	586
THE FOUNDATION OF THE MEEI INC 243 CHARLES STREET BOSTON, MA 02114		PC	UNRESTRICTED	10,000
Total ▶ 3a				2,507,172

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 SPORTS MUSEUM 100 LEGENDS WAY BOSTON, MA 02114		PC	TRADITION 2017	1,000
TOWN OF DEXTER23 MAIN STREET DEXTER, ME 04930		GOV	DEXTER SUMMER CAMP 2017	11,000
TRUSTEES OF DARTMOUTH COLLEGE 6066 DEVELOPMENT OFFICE HANOVER, NH 03755		PC	MEN'S SOCCER	2,000
Total ▶ 3a				2,507,172

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>				
TWO TEN FOOTWEAR FOUNDATION 1466 MAIN STREET WALTHAM, MA 02451		PC	ANNUAL GRANT	210
UNIVERSITY OF MAINE FOUNDATION TWO ALUMNI PLACE ORONO, ME 04469		PC	ELLEN LORING FUND	10,000
UNIVERSITY OF MAINE FOUNDATION TWO ALUMNI PLACE ORONO, ME 04469		PC	UNIVERSITY OF MAINE DARLING MARINE CENTER	10,000
Total ▶ 3a				2,507,172

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>				
UNIVERSITY OF SOUTHERN MAINE FOUNDATION 96 FALMOUTH STREET PORTLAND, ME 04103		PC	UNRESTRICTED	1,000
WATERVILLE HISTORICAL SOCIETY 62 SILVER STREET WATERVILLE, ME 04901		PC	ANNUAL FUND	2,000
WATERVILLE PUBLIC LIBRARY PO BOX 2060 WATERVILLE, ME 04903		GOV	UNRESTRICTED	1,000
Total ► 3a				2,507,172

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				
WATERVILLE PUBLIC LIBRARY PO BOX 2060 WATERVILLE, ME 04903		GOV	2017 NATIONAL MEDAL FOR MUSEUM AND LIBRARY SCIENCES	5,000
WILLIAMS COLLEGE75 PARK STREET WILLIAMSTOWN, MA 01267		PC	WOMEN'S LACROSSE AND WOMEN'S FIELD HOCKEY	5,000
WILTON FREE PUBLIC LIBRARY ASSOCIATION 6 GOODSPEED STREET WILTON, ME 04294		PC	UNRESTRICTED	250
Total ▶ 3a				2,507,172

TY 2017 Accounting Fees Schedule

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

EIN: 01-0421806

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION	8,600	2,150		6,450

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

TY 2017 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			1,949,067	15,546		0	1,933,521	

TY 2017 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 2017 Investments Corporate Bonds Schedule

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

EIN: 01-0421806

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SEARS ROEBUCK ACCEP CORP NT 7.00000% 07/15/2042 PREFERRED	650	390
SEARS HLDGS CORP NOTE CALL MAKE WHOLE	681,440	335,775
SEARS ROEBUCK ACCEP CORP BOND	1,460	940
SEARS ROEBUCK ACCEP CORP BOND	2,640	1,880

TY 2017 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	22,617,601
BERKSHIRE HATHAWAY COMMON STOCK CLASS B	40	10,109
BERKSHIRE HATHAWAY COMMON STOCK CLASS A	14,671	8,332,800
BERKSHIRE HATHAWAY COMMON STOCK CLASS B	15,078	1,048,584
BERKSHIRE HATHAWAY COMMON STOCK CLASS B	34,203	2,378,640
IMPERIAL METALS CORP NEW COMMON STOCK	97,455	36,745
ST JOE COMPANY COMMON STOCK	204,503	194,940
SEARS HLDGS CORP COMMON STOCK	730,241	76,580
FREDDIE MAC PERPETUAL 8.37500% PREFERRED	53,008	99,751
FEDERAL NATL MTG 8.24960% PREFERRED	98,050	158,453
FEDERAL NATL MTG 0.00000% PREFERRED	74,824	154,730

TY 2017 Investments - Other Schedule

Name: THE BILL AND JOAN ALFOND FOUNDATION

C/O DEXTER ENTERPRISES INC

EIN: 01-0421806

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LEGACY VENTURE FUNDS V & VI	AT COST	2,007,062	3,260,779
SPECIAL OPPORTUNITIES FUNDS	AT COST	0	482,517
REALTY ASSOCIATES FUND VIII CORPORATION	AT COST	823,030	609,768
DEXTER GLOBAL EQUITY TE, LLC	AT COST	5,435,370	6,876,327
DEXTER INTERNATIONAL EQUITY TE, LLC	AT COST	3,376,891	3,691,809
DEXTER REAL ASSETS TE, LLC (PORTFOLIO 2)	AT COST	1,816,960	2,178,060
DEXTER US EQUITY TE, LLC	AT COST	1,411,310	1,702,410
DEXTER HEDGE FUND TE, LLC	AT COST	1,397,868	2,011,833
DEXTER PRIVATE EQUITY TE, LLC (PORTFOLIO 2)	AT COST	1,518,154	1,842,634
THE FAIRHOLME PARTNERSHIP, LP	AT COST	504,249	350,284
DEXTER FIXED INCOME TE	AT COST	2,808,580	2,846,226
DEXTER REAL ASSETS TE, LLC (PORTFOLIO 3)	AT COST	50,670	60,740
IMPERIAL METALS CORP-RTS OPTION	AT COST	4,726	213
SEARS HLDGS CORP WTS EXP 12/15/2019	AT COST	176,307	8,336
SERITAGE GROWTH PPTYS COM BEN INT C	AT COST	353,524	364,949

TY 2017 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 DEDUCTIONS FROM FLOW-THRU ENTITIES	82,504	28,530		0
CHARITABLE DEDUCTIONS FROM FLOW-THRU ENTITIES	51	0		51
PORTFOLIO DEDUCTIONS FROM FLOW-THRU ENTITIES	205,908	184,972		0
NONDEDUCTIBLE EXPENSES FROM FLOW-THRU ENTITIES	3,225	0		0
INVESTMENT INTEREST FROM FLOW-THRU ENTITIES	7,080	6,460		0

TY 2017 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	61,641	51,887	61,641
CLASS ACTION PROCEEDS	74	74	74

TY 2017 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	12,480	0

TY 2017 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	16,389	16,389		0
DEXTER ENTERPRISES - GRANT ADMINISTRATION	49,167	0		49,167
CONSULTING	131,543	0		131,543

TY 2017 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	29,000	0		0
FOREIGN TAXES	13,792	13,792		0