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

2017

Open to Public Inspection

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

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)*▶$ 864,888,238

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	3,061,895	3,061,895		
	4	Dividends and interest from securities	5,736,698	5,715,178		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	54,284,744			
	b	Gross sales price for all assets on line 6a 79,272,096				
	7	Capital gain net income (from Part IV, line 2)		42,172,638		
	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)	1,530,252	1,365,868		
	12	**Total.** Add lines 1 through 11	64,613,589	52,315,579		
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)	8,709	0		8,709
	b	Accounting fees (attach schedule)	28,025	11,210		16,815
	c	Other professional fees (attach schedule)	1,357,632	638,382		719,250
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	735,927	394,875		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	34,337	13,735		20,602
	22	Printing and publications				
	23	Other expenses (attach schedule)	6,528,433	4,738,794		3,088
	24	**Total operating and administrative expenses.** Add lines 13 through 23	8,693,063	5,796,996		768,464
	25	Contributions, gifts, grants paid	38,548,065			38,548,065
	26	**Total expenses and disbursements.** Add lines 24 and 25	47,241,128	5,796,996		39,316,529
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	17,372,461			
	b	**Net investment income** (if negative, enter -0-)		46,518,583		
	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	672	5,130	5,130
	2	Savings and temporary cash investments	12,249,919	10,046,084	10,046,084
	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)	367,886,683	352,444,594	564,587,298
	c	Investments—corporate bonds (attach schedule)	43,911,685	45,132,533	45,737,476
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	156,794,406	190,533,501	244,507,250
	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)	580,848,365	598,166,842	864,888,238
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 ▶)	4,053,984	4,000,000	
	23	**Total liabilities**(add lines 17 through 22)	4,053,984	4,000,000	
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	576,794,381	594,166,842	
	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)	576,794,381	594,166,842	
	31	**Total liabilities and net assets/fund balances** (see instructions)	580,848,365	598,166,842	

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	576,794,381
2	Enter amount from Part I, line 27a	2	17,372,461
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	594,166,842
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	594,166,842

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	42,172,638
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	37,663,163	733,858,913	0 051322
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

2 Total of line 1, column (d)	2	0 237912
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 047582
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	776,253,417
5 Multiply line 4 by line 3	5	36,935,690
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	465,186
7 Add lines 5 and 6	7	37,400,876
8 Enter qualifying distributions from Part XII, line 4	8	46,816,529

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	465,186
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	465,186
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	465,186
6	Credits/Payments				
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	168,858		
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	658,858
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	193,672
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ 193,672	**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)?	1b		No
	*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*			
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 2017 or the taxable year beginning in 2017 (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 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?	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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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 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**	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

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 PRIVATE EQUITY TE LLC TWO MONUMENT SQUARE PORTLAND, ME 04101	INVEST PORTFOLIO DEDUCTIONS	1,273,752
DEXTER ENTERPRISES INC TWO MONUMENT SQUARE PORTLAND, ME 04101	INVESTMENT & GRANT ADMINISTRATION	1,113,260
DEXTER US EQUITY TE LLC TWO MONUMENT SQUARE PORTLAND, ME 04101	INVEST PORTFOLIO DEDUCTIONS	1,026,706
DEXTER INTERNATIONAL EQUITY TE LLC TWO MONUMENT SQUARE PORTLAND, ME 04101	INVEST PORTFOLIO DEDUCTIONS	802,468
DEXTER REAL ASSETS TE LLC TWO MONUMENT SQUARE PORTLAND, ME 04101	INVEST PORTFOLIO DEDUCTIONS	432,918
Total number of others receiving over $50,000 for professional services		5

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 LOAN TO COASTAL MAINE BOTANICAL GARDENS INC, A 501(C)(3) ORGANIZATION, IN SUPPORT OF THE 2015-2035 MASTER PLAN	7,500,000
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	7,500,000

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	782,552,349
b	Average of monthly cash balances	1b	5,522,186
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	788,074,535
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	788,074,535
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,821,118
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	776,253,417
6	**Minimum investment return.** Enter 5% of line 5	6	38,812,671

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	38,812,671
2a	Tax on investment income for 2017 from Part VI, line 5 — 2a: 465,186		
b	Income tax for 2017 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	465,186
3	Distributable amount before adjustments Subtract line 2c from line 1	3	38,347,485
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	38,347,485
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	38,347,485

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	39,316,529
b	Program-related investments—total from Part IX-B	1b	7,500,000
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	46,816,529
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	465,186
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	46,351,343

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				38,347,485
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			11,001,938	
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 ▶ $ 46,816,529				
a Applied to 2016, but not more than line 2a			11,001,938	
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.				35,814,591
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				2,532,894
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))

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**				38,548,065
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				43,645,633

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	3,061,895	
4 Dividends and interest from securities. . . .			14	5,736,698	
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	1,530,252	
8 Gain or (loss) from sales of assets other than inventory	900099	307,200	18	53,977,544	
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). .		307,200		64,306,389	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 64,613,589

(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

******	2018-11-13	******
Signature of officer or trustee	Date	Title

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		2018-11-13		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	D		
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		
DEXTER HEDGE FUNDS TE 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)
25,988,638		12,381,666	13,606,972
26,368			26,368
206,597			206,597
245,298			245,298
		1,463	-1,463
200,371			200,371
1,203			1,203
405,058			405,058
2,355,614			2,355,614
56,920			56,920

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	
			13,606,972
			26,368
			206,597
			245,298
			-1,463
			200,371
			1,203
			405,058
			2,355,614
			56,920

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 TS US 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		
DEXTER GLOBAL EQUITY TE PASS-THROUGH	P		
DEXTER PRIVATE 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)
723			723
55			55
4,631,016			4,631,016
647,393			647,393
		262,139	-262,139
135,510			135,510
7,446,674			7,446,674
933,824			933,824
536,671			536,671
7,832,970			7,832,970

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	
			723
			55
			4,631,016
			647,393
			-262,139
			135,510
			7,446,674
			933,824
			536,671
			7,832,970

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 PRIVATE EQUITY PASS-THROUGH	P		
DEXTER REAL ASSETS PASS-THROUGH	P		
DEXTER REAL ASSETS PASS-THROUGH	P		
CLASS ACTION PROCEEDS	P		
ADJUSTMENT FOR GAINS INCLUDED IN UBTI	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)
		8,774	-8,774
1,240			1,240
2,810,927			2,810,927
1,054			1,054
		307,200	-307,200
669,756			669,756

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	
			-8,774
			1,240
			2,810,927
			1,054
			-307,200
			669,756

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 THROUGH JULY 2017 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 SCHOLARSHIP FOUNDATION 15 MONUMENT SQUARE 2ND FLOOR PORTLAND, ME 04101		SO I	FAME PAYMENTS	200,000
ALFOND SCHOLARSHIP FOUNDATION 15 MONUMENT SQUARE 2ND FLOOR PORTLAND, ME 04101		SO I	OPERATIONS	585,000
ALFOND SCHOLARSHIP FOUNDATION 15 MONUMENT SQUARE 2ND FLOOR PORTLAND, ME 04101		SO I	SCHOLARSHIPS	7,522,138
Total . . . . ▶ 3a				38,548,065

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	STRATEGIC LONG TERM CAPITAL AND DEVELOPMENT SUSTAINABILITY AT THE ALFOND YOUTH CENTER	573,460
ALFOND YOUTH CENTER 126 NORTH STREET WATERVILLE, ME 04901		PC	ALFOND LITTLE LEAGUE	150
ALFOND YOUTH CENTER 126 NORTH STREET WATERVILLE, ME 04901		PC	LGR & ALFOND YOUTH CENTER WATERVILLE PARTNERSHIP	71,656
Total . . . . ▶ **3a**				38,548,065

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	WELLNESS PROJECT	120,000
AMERICAN UNIVERSITY IN BULGARIA 910 17TH ST NW SUITE 1100 WASHINGTON, DC 20006		PC	UNRESTRICTED	2,500
AROOSTOOK MENTAL HEALTH SERVICES INC PO BOX 1018 CARIBOU, ME 04736		PC	AROOSTOOK TEEN LEADERSHIP CAMP	500
Total . . . . ▶ 3a				38,548,065

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*				
ARTS FOUNDATION OF CAPE COD 396 MAIN STREET HYANNIS, MA 02601		PC	UNRESTRICTED	1,000
AUGUSTA FOOD BANK9 SUMMER ST AUGUSTA, ME 04330		PC	UNRESTRICTED	5,000
BELGRADE REGIONAL HEALTH CENTER PO BOX 304 BELGRADE LAKES, ME 04918		PC	ENERGY EFFICIENCY UPGRADES TO HVAC AND LIGHTING	15,000
Total . . . . ▶ **3a**				38,548,065

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	50,000
BIGELOW LABORATORY FOR OCEAN SCIENCES PO BOX 380 60 BIGELOW DRIVE EAST BOOTHBAY, ME 04544		PC	BIGELOW LABORATORY RESIDENCE PROJECT	694,863
BOSTON LYRIC OPERA 11 AVE DE LAFAYETTE BOSTON, MA 02111		PC	UNRESTRICTED	7,000
Total . . . . ▶ **3a**				38,548,065

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*				
CARRABASSETT VALLEY ACADEMY 3197 CARRABASSETT DRIVE CARRABASSETT VALLEY, ME 04947		PC	DEBT SUPPORT FOR ACADEMIC CENTER	250,000
CHILDREN'S CENTER EARLY INTERVENTION AND FAMILY SUPPORT 1 ALDEN AVE AUGUSTA, ME 043300000		PC	UNRESTRICTED	5,000
COLGATE UNIVERSITY13 OAK DR HAMILTON, NY 13346		PC	UNRESTRICTED	2,000
Total . . . . ▶ **3a**				38,548,065

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*				
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	5,105
EAGLES NEST FOUNDATION INCORPORATED 43 HART RD PISGAH FOREST, NC 28768		PC	UNRESTRICTED	5,000
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
Total . . . . ▶ **3a**				38,548,065

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*				
FAME LEADERS INCPO BOX 949 AUGUSTA, ME 04332		SO I	ALFOND LEADERS PROGRAM MARKETING	7,500
FOUNDATION FOR A STRONG MAINE ECONOMY 125 COMMUNITY DRIVE SUITE 101 AUGUSTA, ME 04330		PC	FOCUSMAINE YEARS ONE TO THREE OF TEN-YEAR IMPLEMENTATION PLAN	1,424,419
FRIENDS OF THE MAINE STATE MUSEUM 83 STATE HOUSE STATION AUGUSTA, ME 043330083		PC	UNRESTRICTED	5,000
Total . . . . ▶ **3a**				38,548,065

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*				
GULFSHORE PLAYHOUSE INC 1010 5TH AVE S SUITE 205 NAPLES, FL 341026408		PC	UNRESTRICTED	7,000
JOBS FOR MAINE'S GRADUATES INC 65 STONE STREET AUGUSTA, ME 04330		PC	COLLEGE SUCCESS PROGRAM	898,000
MAINE CANCER FOUNDATION 170 US ROUTE 1 SUITE 250 FALMOUTH, ME 04105		PC	UNRESTRICTED	2,500
Total . . . . ▶ 3a				38,548,065

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 CHILDREN'S HOME FOR LITTLE WANDERERS 93 SILVER STREET WATERVILLE, ME 04901		PC	ANNUAL FUND	15,000
MAINE MARITIME ACADEMY 1 PLEASANT STREET CASTINE, ME 04420		PC	ABS CENTER FOR ENGINEERING AND APPLIED RESEARCH & SCHOLARSHIPS	150,000
MAINE SPORTS COMMISSION 44 LAKESIDE DRIVE FALMOUTH, ME 04105		NC	2017 SHE RULES SYMPOSIUM	5,000
Total . . . . ▶ 3a				38,548,065

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*				
MAINEHEALTH110 FORE STREET PORTLAND, ME 04101		SO III	THE DEVELOPMENT OF AN INTEGRATED, PATIENT-CENTERED ONCOLOGY SERVICE LINE FOR MAINE	1,712,900
MAINEGENERAL MEDICAL CENTER PO BOX 828 WATERVILLE, ME 04903		SO II	THE DEVELOPMENT OF AN INTEGRATED, PATIENT-CENTERED ONCOLOGY SERVICE LINE FOR MAINE	287,100
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139		PC	UNRESTRICTED	30,000
Total . . . . ▶ **3a**				38,548,065

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*				
MITCHELL INSTITUTE 22 MONUMENT SQUARE SUITE 200 PORTLAND, ME 04101		PC	OPEN FOR OPPORTUNITY CAMPAIGN	1,000,000
OLYMPIA SNOWE WOMENS LEADERSHIP INSTITUTE ONE CANAL PLAZA SUITE 501 PORTLAND, ME 04101		PC	SUPPORT FOR LONG-TERM SUSTAINABLE DELIVERY OF THE OLYMPIA SNOWE WOMEN'S LEADERSHIP PROGRAMMING STATEWIDE IN MAINE	500,000
PINE TREE LEGAL ASSISTANCE INC 88 FEDERAL STREET PO BOX 547 PORTLAND, ME 04112		PC	UNRESTRICTED	5,000
Total . . . . ▶ **3a**				38,548,065

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*				
PRESIDENT AND TRUSTEES OF COLBY COLLEGE 4000 MAYFLOWER HILL WATERVILLE, ME 049018847		PC	WATERVILLE DOWNTOWN DEVELOPMENT FUND	3,206,861
PRESIDENT AND TRUSTEES OF COLBY COLLEGE 4000 MAYFLOWER HILL WATERVILLE, ME 049018846		PC	ATHLETICS CENTER	10,000,000
SEEDS OF PEACE INC 370 LEXINGTON AVE SUITE 1201 NEW YORK, NY 10017		PC	WATERVILLE/WINSLOW SEEDS PROGRAM	25,000
Total . . . . ▶ 3a				38,548,065

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*				
SPECTRUM GENERATIONS ONE WESTON COURT AUGUSTA, ME 04338		PC	MEALS ON WHEELS PROGRAM	1,200
SUSAN CURTIS FOUNDATION 1321 WASHINGTON AVE SUITE 104 PORTLAND, ME 04103		PC	CAMP SUSAN CURTIS	14,400
THE CAHOON MUSEUM OF AMERICAN ART INC PO BOX 1853 COTUIT, MA 02635		PC	UNRESTRICTED	2,000
Total . . . . ▶ 3a				38,548,065

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*				
THE IRIS NETWORK189 PARK AVENUE PORTLAND, ME 04102		PC	UNRESTRICTED	5,000
THE JACKSON LABORATORY 600 MAIN STREET BAR HARBOR, ME 04609		PC	MAINE CANCER GENOMICS INITIATIVE	2,800,000
THE PIONEER INSTITUTE 185 DEVONSHIRE STREET SUITE 1101 BOSTON, MA 02110		PC	UNRESTRICTED	8,000
Total . . . . ▶ **3a**				38,548,065

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 CGI TO PROVIDE EDUCATIONAL TRAINING AND MEET THE NEEDS OF GREATER WATERVILLE	253,600
THOMAS COLLEGE 180 WEST RIVER ROAD WATERVILLE, ME 04901		PC	HAROLD ALFOND INSTITUTE FOR BUSINESS INNOVATION	1,415,730
UNITED WAY OF MID-MAINE INC 105 KENNEDY MEMORIAL DRIVE WATERVILLE, ME 04901		PC	ANNUAL FUND	12,500
Total . . . . ▶ **3a**				38,548,065

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 39 FLAGSTAFF ROAD ORONO, ME 04469		PC	ALFOND OCEAN ENGINEERING AND ADVANCED MANUFACTURING LABORATORIES	800,000
UNIVERSITY OF MAINE FOUNDATION TWO ALUMNI PLACE ORONO, ME 044695792		PC	PROPOSAL TO CREATE "THE ALFOND FUND" TO SUPPORT UMAINE ATHLETIC EXCELLENCE	500,000
UNIVERSITY OF MAINE FOUNDATION TWO ALUMNI PLACE ORONO, ME 044695792		PC	UNRESTRICTED	4,000
Total . . . . ▶ **3a**				38,548,065

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 HOCKEY FACILITIES AND PROGRAM PLANNING	250,000
UNIVERSITY OF MAINE SYSTEM 16 CENTRAL STREET BANGOR, ME 04401		GOV	MAINE CENTER FOR GRADUATE PROFESSIONAL STUDIES	500,000
WATERVILLE DEVELOPMENT CORPORATION ONE COMMON STREET WATERVILLE, ME 04901		PC	SUPPORT OF CGI'S BUSINESS EXPANSION TO WATERVILLE	200,000
Total . . . . ▶ 3a				38,548,065

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*				
WATERVILLE OPERA HOUSE IMPROVEMENT ASSOCIATION 93 MAIN STREET 3RD FLOOR WATERVILLE, ME 04901		PC	SEASON SPONSOR	15,000
WATERVILLE REGIONAL ARTS AND COMMUNITY CENTER 93 MAIN STREET WATERVILLE, ME 04901		PC	WATERVILLE OPERA HOUSE OPERATIONS	84,200
WATERVILLE REGIONAL ARTS AND COMMUNITY CENTER 93 MAIN STREET WATERVILLE, ME 04901		PC	WATERVILLE CREATES! VISION AND ACTION PLAN	2,035,783
Total . . . . ▶ **3a**				38,548,065

TY 2017 Accounting Fees Schedule

Name: HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

EIN: 22-3281672

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION	28,025	11,210		16,815

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

TY 2017 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 CGI'S EXPANSION TO THE CITY	400,000	TO THE BEST OF THE GRANTOR'S KNOWLEDGE, THERE WERE NO DIVERTED FUNDS	AUGUST 15, 2017, JULY 10, 2018	2018-07-10	THE GRANTOR VERIFIED WATERVILLE DEVELOPMENT CORPORATION SUPPORTED THE EXPANSION OF CGI TO WATERVILLE BY PROVIDING GRANT FUNDS IN SUPPORT OF CGI'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 THE GRANTEE HAS EXPENDED $400,000 OF GRANT FUNDS TO CGI AND THAT CGI, IN TURN, HAS EXPENDED $378,330 OF GRANT FUNDS IN COMPLIANCE WITH THE TERMS OF THE GRANT AGREEMENT THE GRANTOR HAS VALID REASONS TO BELIEVE THE $21,670 OF FUNDS YET TO BE EXPENDED BY CGI WILL BE EXPENDED IN COMPLIANCE WITH THE TERMS OF THE GRANT AGREEMENT THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE
MAINE SPORTS COMMISSION	44 LAKESIDE DRIVE FALMOUTH, ME 04105	2017-03-08	5,000	TO SUPPORT THE 2017 SHE RULES SYMPOSIUM	5,000	TO THE BEST OF THE GRANTOR'S KNOWLEDGE, THERE WERE NO DIVERTED FUNDS	AUGUST 16, 2017	2017-08-16	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 OR 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 2017 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
PUBLICLY TRADED SECURITIES DONATED		DONATED			24,138,216	12,333,310		0	11,804,906	

TY 2017 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 2017 Investments Corporate Bonds Schedule

Name: HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

EIN: 22-3281672

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
DEXTER FIXED INCOME TE, LLC	45,132,533	45,737,476

TY 2017 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	20,673,421	45,507,546
BERKSHIRE HATHAWAY CL A	95,901,634	211,296,007
709,462 SH QUANTUM CORP DIT & STORAGE	638,857	499,280
DEXTER GLOBAL EQUITY TE, LLC	42,785,287	56,641,473
DEXTER INTERNATIONAL EQUITY TE, LLC	74,025,585	88,809,569
DEXTER US EQUITY TE, LLC	99,374,555	119,871,822
MAINEGENERAL PROGRAM RELATED INVESTMENT 145 SH BRKA COLLATERAL ACCOUNT	16,343,800	36,009,601
BRKA STOCK SET ASIDE FOR ALFOND LEADERS PROGRAM (FAME)	2,701,455	5,952,000

TY 2017 Investments - Other Schedule

Name: HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES INC

EIN: 22-3281672

Investments Other Schedule 2

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	1,506,412	996,819
LEGACY VENTURE FUNDS	AT COST	2,992,482	5,401,900
SPECIAL OPPORTUNITIES FUNDS	AT COST	19,257	1,053,688
TISHMAN SPEYER INVESTMENTS: US REAL ESTATE VENTURE	AT COST	916,308	118,194
TISHMAN SPEYER INVESTMENTS: INTERNATIONAL REAL ESTATE VENTURE	AT COST	656,228	58,932
TISHMAN SPEYER INVESTMENTS: INDIA REAL ESTATE VENTURE	AT COST	701,746	304,553
TISHMAN SPEYER INVESTMENTS: 201 FOLSOM INVESTOR FEEDER, LP	AT COST	94,558	0
REALTY ASSOCIATES IX	AT COST	77,776	221,037
DEXTER HEDGE FUNDS TE, LLC	AT COST	93,684,605	123,334,041
DEXTER PRIVATE EQUITY TE, LLC	AT COST	48,754,728	63,822,364
DEXTER REAL ASSETS TE, LLC	AT COST	33,610,663	41,663,802
WINDJAMMER COMMUNICATION HOLDINGS, LLC	AT COST	18,554	0
FIRST HORIZON NATIONAL CO.	AT COST	184	400
OCH ZIFF CAPITAL ADVISORS	AT COST	0	31,520
COASTAL MAINE BOTANICAL GARDENS PRI RECEIVABLE	AT COST	7,500,000	7,500,000

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TY 2017 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	8,709	0		8,709

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TY 2017 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 2017 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	220,808	209,937		0
NON DEDUCTIBLE EXPENSE PASS THRU FROM K-1S	43,869	0		0
CHARITABLE DONATIONS PASS THRU FROM K-1S	1,314	0		1,314
RENTAL LOSS FROM PASS-THRU K-1S	304,923	117,568		0
ORDINARY LOSS FROM PASS-THRU K-1S	179,332	0		0
ROYALTY DEDUCTIONS FROM PASS-THRU K-1S	15,281	15,281		0
INVESTMENT PORTFOLIO DEDUCTION FROM PASS-THRU K-1S	4,429,820	4,354,495		0
INSURANCE	2,957	1,183		1,774
OTHER DEDUCTIONS PASS-THRU FROM K-1S	1,330,129	40,330		0

TY 2017 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	59,121	59,116	59,121
ORDINARY INCOME FROM PASS-THRU K-1S	131,649	37,341	131,649
RENTAL INCOME FROM PASS-THRU K-1S	9,076	4,412	9,076
OTHER INCOME FROM PASS-THRU K-1S	1,330,406	1,264,999	1,330,406

TY 2017 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	27,985	0
ALFOND LEADERS PROGRAM SET ASIDE PAYABLE BY 12/31/2025	4,000,000	4,000,000
UNEXPIRED BRK OPTIONS DEFERRED INCOME	25,999	0

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TY 2017 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	1,113,260	445,304		667,956
INVESTMENT MANAGEMENT FEES	2,453	2,453		0
INVESTMENT CONSULTING FEES	190,625	190,625		0
GRANT CONSULTING SERVICES	51,294	0		51,294

TY 2017 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	394,875	394,875		0
NET INVESTMENT INCOME TAXES	300,000	0		0
NET STATE UBIT TAXES	41,052	0		0