

**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2012 or tax year beginning _____, and ending _____

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 (207)828-7999
City or town, state, and ZIP code PORTLAND, ME 04101		C If exemption application is pending, check here ... <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 611,923,275.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1,893,498.	1,893,497.		STATEMENT 1
	4 Dividends and interest from securities	3,031,109.	3,031,109.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	594,739.			
	b Gross sales price for all assets on line 6a	51,937,514.			
	7 Capital gain net income (from Part IV, line 2)		594,739.		
	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)					
11 Other income	236,106.	236,106.		STATEMENT 3	
12 Total. Add lines 1 through 11	5,755,452.	5,755,451.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees	36,780.	250.		36,530.
	b Accounting fees	33,625.	13,450.		20,175.
	c Other professional fees	928,495.	512,376.		416,119.
	17 Interest	62,864.	0.		62,864.
	18 Taxes	235,971.	154,684.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	6,696.	2,678.		4,018.
	22 Printing and publications				
	23 Other expenses	2,525,607.	2,487,643.		12,511.
	24 Total operating and administrative expenses. Add lines 13 through 23	3,830,038.	3,171,081.		552,217.
	25 Contributions, gifts, grants paid	27,917,452.			27,917,452.
26 Total expenses and disbursements. Add lines 24 and 25	31,747,490.	3,171,081.		28,469,669.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-25,992,038.				
b Net investment income (if negative, enter -0-)		2,584,370.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		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	860,558.	2,676,477.	2,676,477.	
	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				
	7	Other notes and loans receivable				
		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				
	b	Investments - corporate stock STMT 9	413,106,372.	362,613,153.	371,670,792.	
	c	Investments - corporate bonds STMT 10	42,995,851.	44,950,934.	47,914,283.	
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other STMT 11	173,316,288.	178,656,310.	189,656,723.		
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation					
15	Other assets (describe STATEMENT 12)	5,000.	5,000.	5,000.		
16	Total assets (to be completed by all filers)	630,284,069.	588,901,874.	611,923,275.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue	250,784.			
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable	15,139,373.			
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)	15,390,157.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	614,893,912.	588,901,874.		
	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	614,893,912.	588,901,874.			
31	Total liabilities and net assets/fund balances	630,284,069.	588,901,874.			

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	614,893,912.
2	Enter amount from Part I, line 27a	2	-25,992,038.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	588,901,874.
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	588,901,874.

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			
b SEE ATTACHED STATEMENTS			
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			
b			
c			
d			
e 51,937,514.		55,657,210.	594,739.

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			594,739.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69		
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	594,739.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	51,517,900.	568,688,016.	.090591
2010	10,720,167.	571,399,621.	.018761
2009	4,733,489.	479,318,495.	.009875
2008	11,285,532.	132,974,046.	.084870
2007	5,077,042.	72,784,172.	.069755

2 Total of line 1, column (d)	2	.273852
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	.054770
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	569,593,913.
5 Multiply line 4 by line 3	5	31,196,659.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	25,844.
7 Add lines 5 and 6	7	31,222,503.
8 Enter qualifying distributions from Part XII, line 4	8	28,469,669.

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.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	51,687.
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	51,687.
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	51,687.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	71,370.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	80,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	151,370.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	99,683.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax	11	99,683.	Refunded
			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?		X
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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 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>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
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>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>ME</u>		
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>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ WWW.HAROLDALFONDFOUNDATION.ORG	13	X	
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		N/A
16	At any time during calendar year 2012, 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16		X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	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. ▶ _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
- b** If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
Organizations relying on a current notice regarding disaster assistance check here **N/A**
- 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). **N/A**
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **N/A**

5b		
6b		X
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.

(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 STATEMENT 13		0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
DEXTER ENTERPRISES, INC. TWO MONUMENT SQUARE, PORTLAND, ME 04101	INVESTMENT & GRANT ADMINISTRATION	693,531.
DEXTER REAL ASSETS TE, LLC TWO MONUMENT SQUARE, PORTLAND, ME 04101	INVEST PORTFOLIO DEDUCTIONS	553,352.
DEXTER US EQUITY TE LLC TWO MONUMENT SQUARE, PORTLAND, ME 04101	INVEST PORTFOLIO DEDUCTIONS	410,255.
DEXTER PRIVATE EQUITY TE LLC TWO MONUMENT SQUARE, PORTLAND, ME 04101	INVEST PORTFOLIO DEDUCTIONS	323,393.
DEXTER INTERNATIONAL EQUITY TE LLC TWO MONUMENT SQUARE, PORTLAND, ME 04101	INVEST PORTFOLIO DEDUCTIONS	320,250.
Total number of others receiving over \$50,000 for professional services		6

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
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	573,208,950.
b	Average of monthly cash balances	1b	5,058,982.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	578,267,932.
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	578,267,932.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,674,019.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	569,593,913.
6	Minimum investment return. Enter 5% of line 5	6	28,479,696.

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	28,479,696.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	51,687.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	51,687.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	28,428,009.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	28,428,009.
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	28,428,009.

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	28,469,669.
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	28,469,669.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	28,469,669.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				28,428,009.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			4,837,460.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 28,469,669.				
a Applied to 2011, but not more than line 2a			4,837,460.	
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 2012 distributable amount				23,632,209.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				4,795,800.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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.

NONE

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 of the person to whom applications should be addressed:

REFER TO GRANT GUIDELINES AT WWW.HAROLDALFONDFOUNDATION.ORG, 207-828-7999 DEXTER ENTERPRISES INC, TWO MONUMENT SQUARE, PORTLAND, ME 04101

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

HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES, INC.

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Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALFOND SCHOLARSHIP FOUNDATION 15 MONUMENT SQUARE, 2ND FLOOR PORTLAND, ME 04101		501C3-509A3 SUPPRTG ORG TYPE 1	FAME PAYMENTS	200,000.
ALFOND SCHOLARSHIP FOUNDATION 15 MONUMENT SQUARE, 2ND FLOOR PORTLAND, ME 04101		501C3-509A3 SUPPRTG ORG TYPE 1	OPERATIONS	438,000.
ALFOND SCHOLARSHIP FOUNDATION 15 MONUMENT SQUARE, 2ND FLOOR PORTLAND, ME 04101		501C3-509A3 SUPPRTG ORG TYPE 1	SCHOLARSHIPS	2,516,814.
ALFOND YOUTH CENTER 126 NORTH STREET WATERVILLE, ME 04901		PUBLIC CHARITY 501C3-509A1:	2012 ANNUAL FUND CHALLENGE	120,000.
ALFOND YOUTH CENTER 126 NORTH STREET WATERVILLE, ME 04901		PUBLIC CHARITY 501C3-509A1:	WATERVILLE CAL RIPKIN LEAGUE	150.
Total	SEE CONTINUATION SHEET(S)			27,917,452.
b Approved for future payment				
BELGRADE LAKES ASSOCIATION PO BOX 551 BELGRADE LAKES, ME 04918		PUBLIC CHARITY 501C3-509A1:	STOP MILFOIL CAPITAL CAMPAIGN	150,000.
COLBY COLLEGE 4800 MAYFLOWER HILL WATERVILLE, ME 04901		PUBLIC CHARITY 501C3-509A1:	ART MUSEUM	1,660,000.
EDUCARE CENTRAL MAINE C/O KVCAP 97 WATER STREET WATERVILLE, ME 04901		PUBLIC CHARITY 501C3-509A1:	SCHOLARSHIPS	284,715.
Total	SEE CONTINUATION SHEET(S)			42,946,267.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P		
b LEGACY VENTURE IV K-1 PASS-THRU	P		
c LEGACY VENTURE V K-1 PASS-THRU	P		
d MAST DISTRESSED OPP K-1 PASS-THRU	D		
e TISHMAN SPEYER K-1 PASS-THRU	D		
f BLACKSTONE REAL ESTATE PARTNERS K-1 PASS-THRU	D		
g OCH ZIFF FUND	P		
h DEXTER US EQUITY TE K-1 PASS-THRU	P		
i DEXTER FIXED INCOME TE K-1 PASS-THRU	P		
j DEXTER INTERNATIONAL EQUITY TE K-1 PASS-THRU	P		
k DEXTER GLOBAL EQUITY TE K-1 PASS-THRU	P		
l DEXTER PRIVATE EQUITY TE K-1 PASS-THRU	P		
m DEXTER HEDGE FUND TE K-1 PASS-THRU	P		
n DEXTER REAL ASSETS TE K-1 PASS-THRU	P		
o PUBLICLY TRADED SECURITIES OPTIONS	P		

(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 51,937,514.		55,657,210.	-3,719,696.
b			112,422.
c			130,724.
d			82,021.
e			75,292.
f			35,925.
g			127,804.
h			808,887.
i			390,517.
j			1,120,616.
k			-5,062.
l			366,527.
m			80,488.
n			298,240.
o			690,034.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			-3,719,696.
b			112,422.
c			130,724.
d			82,021.
e			75,292.
f			35,925.
g			127,804.
h			808,887.
i			390,517.
j			1,120,616.
k			-5,062.
l			366,527.
m			80,488.
n			298,240.
o			690,034.

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	594,739.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ALFOND YOUTH CENTER 126 NORTH STREET WATERVILLE, ME 04901		PUBLIC CHARITY 501C3-509A1:	UNRESTRICTED	1,000.
AROOSTOOK MENTAL HEALTH SERVICES INC PO BOX 1018 CARIBOU, ME 04736		PUBLIC CHARITY 501C3-509A1:	TEEN LEADERSHIP CAMP	500.
BELGRADE REGIONAL HEALTH CENTER PO BOX 304 BELGRADE LAKES, ME 04918		PUBLIC CHARITY 501C3-509A1:	ANNUAL FUND	15,000.
BOSTON LYRIC OPERA 45 FRANKLIN STREET BOSTON, MA 02110		PUBLIC CHARITY 501C3-509A1:	UNRESTRICTED	20,000.
CITY OF WATERVILLE 1 COMMON STREET WATERVILLE, ME 04926		170C1 GOVERNMENTAL UNIT	QUARRY ROAD RECREATION AREA	385,000.
COLBY COLLEGE 4800 MAYFLOWER HILL WATERVILLE, ME 04901		PUBLIC CHARITY 501C3-509A1:	ART MUSEUM	1,670,000.
COLBY COLLEGE 4800 MAYFLOWER HILL WATERVILLE, ME 04901		PUBLIC CHARITY 501C3-509A1:	ATHLETIC ENDOWMENT	300,000.
EDUCARE CENTRAL MAINE C/O KVCAP 97 WATER STREET WATERVILLE, ME 04901		PUBLIC CHARITY 501C3-509A1:	SCHOLARSHIPS	465,285.
GOOD WILL HOME ASSOCIATION PO BOX 159 HINCKLEY, ME 04944-0159		PUBLIC CHARITY 501C3-509A1:	KVCC PROJECT/MANS CHARTER SCHOOL	1,500,000.
INTERNATIONAL RETTS SYNDROME FOUNDATION 4600 DEVITT DRIVE CINCINNATI, OH 45246		PUBLIC CHARITY 501C3-509A1:	UNRESTRICTED	1,000.
Total from continuation sheets				24,642,488.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
KENNEBEC VALLEY YMCA 31 UNION STREET AUGUSTA, ME 04330		PUBLIC CHARITY 501C3-509A1:	UNRESTRICTED	1,000.
KENTS HILL SCHOOL PO BOX 257 1614 MAIN STREET KENTS HILL, ME 04349		PUBLIC CHARITY 501C3-509A1:	KIN LEARNING CENTER	437,216.
MAINE CHILDREN'S HOME FOR LITTLE WANDERERS 93 SILVER STREET WATERVILLE, ME 04901		PUBLIC CHARITY 501C3-509A1:	ANNUAL FUND	15,000.
MAINE COMMUNITY COLLEGE SYSTEM 323 STATE STREET AUGUSTA, ME 04330		170C1 GOVERNMENTAL UNIT	KVCC EXPANSION	3,000,000.
MAINEGENERAL MEDICAL CENTER 157 CAPITOL STREET AUGUSTA, ME 04330		PUBLIC CHARITY 501C3-509A1:	NEW REGIONAL HOSPITAL	10,335,333.
MAINE SPORTS HALL OF FAME PO BOX 8554 PORTLAND, ME 04104		PUBLIC CHARITY 501C3-509A1:	UNRESTRICTED	500.
MASSACHUSETTS GENERAL HOSPITAL 165 CAMBRIDGE STREET, SUITE 600 BOSTON, MA 02114		PUBLIC CHARITY 501C3-509A1:	LUNDER-DINEEN HTH EDCN ALLIANCE OF MAINE	1,000.
ROLLINS COLLEGE 100 HOLT AVENUE WINTER PARK, FL 32789-4499		PUBLIC CHARITY 501C3-509A1:	ALFOND INN AT ROLLINS	2,385,000.
SPECTRUM GENERATIONS 38 GOLD ST. WATERVILLE, ME 04901		PUBLIC CHARITY 501C3-509A1:	SUKEFORTH FUNDRAISER MOW	1,200.
SUSAN CURTIS FOUNDATION 1321 WASHINGTON AVE. SUITE 104 PORTLAND, ME 04103		PUBLIC CHARITY 501C3-509A1:	CAMP SUSAN CURTIS	14,700.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE BRIDGESPAN GROUP 535 BOYLSTON STREET, 10TH FLOOR BOSTON, MA 02116		PUBLIC CHARITY 501C3-509A1:	UNRESTRICTED	2,500.
THE NATIONAL FOOTBALL FOUNDATION AND COLLEGE HALL OF FAME, INC. 433 LAS COLINAS BLVD. SUITE 1130 IRVING, TX 75039		501C3-509A2 1/3 GRS RECPT ORG	HAROLD ALFOND SCHOLARSHIP	18,000.
THE NATIONAL FOOTBALL FOUNDATION AND COLLEGE HALL OF FAME, INC. 433 LAS COLINAS BLVD. SUITE 1130 IRVING, TX 75039		501C3-509A2 1/3 GRS RECPT ORG	RICHARD MACPHERSON COACHING FUND	1,730.
THE PIONEER INSTITUTE 85 DEVONSHIRE STREET, 8TH FLOOR BOSTON, MA 02109		PUBLIC CHARITY 501C3-509A1:	UNRESTRICTED	2,000.
THOMAS COLLEGE 180 WEST RIVER ROAD WATERVILLE, ME 04901		PUBLIC CHARITY 501C3-509A1:	UNRESTRICTED	1,000.
UNITED STATES BIATHLON ASSOCIATION 49 PINELAND DRIVE SUITE 301A NEW GLOUCESTER, ME 04260		PUBLIC CHARITY 501C3-509A1:	UNRESTRICTED	20,000.
UNITED WAY OF MID-MAINE, INC. 105 KENNEDY MEMORIAL DRIVE PO BOX 91 WATERVILLE, ME 04903		PUBLIC CHARITY 501C3-509A1:	UNRESTRICTED	22,500.
UNIVERSITY OF MAINE 5747 MEMORIAL GYM ORONO, ME 04469		170C1 GOVERNMENTAL UNIT	ALFOND HOCKEY ARENA RENOVATION	500,000.
UNIVERSITY OF MAINE FOUNDATION TWO ALUMNI PLACE ORONO, ME 04469		PUBLIC CHARITY 501C3-509A1:	2011 FOOTBALL CHALLENGE	250,000.
UNIVERSITY OF NEW ENGLAND 11 HILLS BEACH ROAD BIDDEFORD, ME 04005		PUBLIC CHARITY 501C3-509A1:	HAROLD ALFOND FORUM	2,000,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
UNIVERSITY OF NEW ENGLAND 11 HILLS BEACH ROAD BIDDEFORD, ME 04005		PUBLIC CHARITY 501C3-509A1:	DEBORAH MORTON ENDOWED SCHOLARSHIP	1,000.
WATERVILLE OPERA HOUSE IMPROVEMENT ASSOCIATION 93 MAIN STREET, 3RD FLOOR WATERVILLE, ME 04901		501C3-509A2 1/3 GRS RECPT ORG	EXPANSION / RENOVATION PROJECT	950,024.
WATERVILLE OPERA HOUSE IMPROVEMENT ASSOCIATION 93 MAIN STREET, 3RD FLOOR WATERVILLE, ME 04901		501C3-509A2 1/3 GRS RECPT ORG	SET BUILDING SPACE	310,000.
WATERVILLE OPERA HOUSE IMPROVEMENT ASSOCIATION 93 MAIN STREET, 3RD FLOOR WATERVILLE, ME 04901		501C3-509A2 1/3 GRS RECPT ORG	ANNUAL FUND	15,000.
Total from continuation sheets				

HAROLD ALFOND FOUNDATION
C/O DEXTER ENTERPRISES, INC.

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Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)				
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)				
KENTS HILL SCHOOL PO BOX 257 1614 MAIN STREET KENTS HILL, ME 04349		PUBLIC CHARITY 501C3-509A1:	AKIN LEARNING CENTER	389,259.
MAINE COMMUNITY COLLEGE SYSTEM 323 STATE STREET AUGUSTA, ME 04330		170C1 GOVERNMENTAL UNIT	KVCC EXPANSION	6,350,000.
MAINE FILM CENTER 177 MAIN STREET WATERVILLE, ME 04901		PUBLIC CHARITY 501C3-509A1:	CAPITAL CAMPAIGN TO LAUNCH THE MAINE FILM CENTER AT RAILROAD SQUARE	150,000.
MAINEGENERAL MEDICAL CENTER 157 CAPITOL STREET AUGUSTA, ME 04330		PUBLIC CHARITY 501C3-509A1:	NEW REGIONAL HOSPITAL	15,127,293.
ROLLINS COLLEGE 1000 HOLT AVENUE WINTER PARK, FL 32789-4499		PUBLIC CHARITY 501C3-509A1:	ALFOND INN AT ROLLINS	7,615,000.
THOMAS COLLEGE 180 WEST RIVER ROAD WATERVILLE, ME 04901		PUBLIC CHARITY 501C3-509A1:	ACADEMIC CENTER & SCHOLARSHIPS	4,750,000.
UNIVERSITY OF MAINE 5747 MEMORIAL GYM ORONO, ME 04469		170C1 GOVERNMENTAL UNIT	MEMORIAL GYM RENOVATION	2,000,000.
UNIVERSITY OF MAINE FOUNDATION TWO ALUMNI PLACE ORONO, ME 04469		PUBLIC CHARITY 501C3-509A1:	2011 FOOTBALL CHALLENGE	30,000.
UNIVERSITY OF NEW ENGLAND 11 HILLS BEACH ROAD BIDDEFORD, ME 04005		PUBLIC CHARITY 501C3-509A1:	HAROLD ALFOND FORUM	4,200,000.
WATERVILLE OPERA HOUSE IMPROVEMENT ASSOCIATION 93 MAIN STREET, 3RD FLOOR WATERVILLE, ME 04901		501C3-509A2 1/3 GRS RECPT ORG	DEBT SERVICE & MARKETING SUPPORT	240,000.
Total from continuation sheets				40,851,552.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
TAX-EXEMPT INTEREST	1.
TAXABLE INTEREST INCOME	1,893,497.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,893,498.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
TAXABLE DIVIDEND INCOME	3,031,109.	0.	3,031,109.
TOTAL TO FM 990-PF, PART I, LN 4	3,031,109.	0.	3,031,109.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME PASS THRU FROM K-1S	25,199.	25,199.	
ORDINARY INCOME PASS THRU FROM K-1S	11,194.	11,194.	
RENTAL INCOME PASS THRU FROM K-1S	23,010.	23,010.	
PORTFOLIO INCOME PASS THRU FROM K-1S	174.	174.	
OTHER INCOME PASS THRU FROM K-1S	148,251.	148,251.	
COMMISSION REBATES & OTHER	168.	168.	
OTHER REAL ESTATE INCOME PASS THRU FROM K-1S	28,110.	28,110.	
TOTAL TO FORM 990-PF, PART I, LINE 11	236,106.	236,106.	

FORM 990-PF	LEGAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	36,780.	250.		36,530.	
TO FM 990-PF, PG 1, LN 16A	36,780.	250.		36,530.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAX PREPARATION	33,625.	13,450.		20,175.	
TO FORM 990-PF, PG 1, LN 16B	33,625.	13,450.		20,175.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DEXTER ENTERPRISES, INC. INVESTMENT MANAGEMENT FEES	693,531.	277,412.		416,119.	
FROM PASS THRU INVESTMENT CONSULTING FEES	112,067. 122,897.	112,067. 122,897.		0. 0.	
TO FORM 990-PF, PG 1, LN 16C	928,495.	512,376.		416,119.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	154,684.	154,684.			0.
NET INVESTMENT INCOME					
TAXES	65,000.	0.			0.
NET STATE UBIT TAXES	16,287.	0.			0.
TO FORM 990-PF, PG 1, LN 18	235,971.	154,684.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT INTEREST PASS THRU FROM K-1S	44,007.	44,007.			0.
NON DEDUCTIBLE EXPENSE PASS THRU FROM K-1S	25,453.	0.			0.
NET RENTAL LOSS PASS THRU FROM K-1S	21,231.	21,231.			0.
CHARITABLE DONATIONS PASS THRU FROM K-1S	7,808.	0.		7,808.	
ORDINARY LOSS PASS THRU FROM K-1S	75,758.	75,758.			0.
INVESTMENT PORTFOLIO DEDUCTION PASS THRU FROM K-1S	2,167,592.	2,167,592.			0.
INSURANCE	3,900.	1,560.			2,340.
DUES, LICENSES & SUBSCRIPTIONS	2,140.	0.			2,140.
MISCELLANEOUS	80.	0.			80.
ADVERTISING	240.	97.			143.
ROYALTY DEDUCTION PASS-THRU FROM K-1S	74.	74.			0.
OTHER DEDUCTIONS PASS-THRU FROM K-1S	177,324.	177,324.			0.
TO FORM 990-PF, PG 1, LN 23	2,525,607.	2,487,643.			12,511.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
2,900 SH BERKSHIRE HATHAWAY CL B	258,298.	260,130.	
2,243 SH BERKSHIRE HATHAWAY CL A	302,974,831.	300,696,580.	
709,462 SH QUANTUM CORP DIT & STORAGE	638,862.	879,733.	
194,000 SH PEACE MARK HOLDINGS LMT	210,641.	37,561.	
20 SH FIRST HORIZON NATIONAL CORP	184.	198.	
DEXTER GLOBAL EQUITY TE, LLC	11,872,112.	15,957,705.	
DEXTER US EQUITY TE, LLC	46,658,225.	53,838,885.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	362,613,153.	371,670,792.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
DEXTER FIXED INCOME TE, LLC	44,950,934.	47,914,283.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	44,950,934.	47,914,283.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OPTIMA PARTNERS FOCUS FUND	COST	0.	0.
BLACKSTONE REAL ESTATE PARTNERS V AND VI, LP	COST	4,113,744.	4,790,300.
LEGACY VENTURE FUNDS	COST	3,445,915.	4,556,678.
OCH ZIFF CAPITAL ADVISORS	COST	466,679.	388,550.
SPECIAL OPPORTUNITIES FUNDS	COST	3,321,520.	3,539,354.
TISHMAN SPEYER INVESTMENTS: US REAL ESTATE VENTURE	COST	1,020,715.	74,412.
TISHMAN SPEYER INVESTMENTS: INTERNATIONAL REAL ESTATE VENTURE	COST	643,653.	105,568.
TISHMAN SPEYER INVESTMENTS: INDIA REAL ESTATE VENTURE	COST	674,890.	288,657.
TISHMAN SPEYER INVESTMENTS: 201 FOLSOM INVESTOR FEEDER, LP	COST	44,313.	0.
REALTY ASSOCIATES IX	COST	2,609,111.	2,994,625.
DEXTER HEDGE FUNDS TE, LLC	COST	81,091,708.	85,893,233.
DEXTER INTERNATIONAL EQUITY TE, LLC	COST	40,533,551.	44,481,981.

MAINE GENERAL PROGRAM RELATED		COST	
INVESTMENT 238 SH BRKA COLLATERAL ACCOUNT		28,774,956.	28,554,780.
MAST DISTRESSED OPPORTUNITIES I, LP	COST	0.	88,280.
DEXTER PRIVATE EQUITY TE, LLC	COST	5,157,913.	6,730,298.
DEXTER REAL ASSETS TE, LLC	COST	6,757,642.	7,170,007.
TOTAL TO FORM 990-PF, PART II, LINE 13		178,656,310.	189,656,723.

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SPORTS MEMORABILIA COLLECTION	5,000.	5,000.	5,000.
TO FORM 990-PF, PART II, LINE 15	5,000.	5,000.	5,000.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
THEODORE ALFOND C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 2.00	0.	0.	0.
WILLIAM ALFOND C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 1.00	0.	0.	0.
PETER ALFOND C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 1.00	0.	0.	0.
GREGORY POWELL - SEE STATEMENT 14 C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 22.00	0.	0.	0.

PETER LUNDER C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 1.00	0.	0.	0.
ROBERT MARDEN C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 1.00	0.	0.	0.
LARRY PUGH C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 3.00	0.	0.	0.
STEVEN P. AKIN C/O DEXTER ENT., TWO MONUMENT SQUARE PORTLAND, ME 04101	TRUSTEE 2.00	0.	0.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0.	0.	0.
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GENERAL EXPLANATION

STATEMENT 14

FORM/LINE IDENTIFIER AND DESCRIPTION/RETURN REFERENCE

FORM 990-PF, PART VIII - FOUNDATION TRUSTEE POWELL ADDITIONAL INFORMATION

EXPLANATION:

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.