

Department of the Treasury Internal Revenue Service

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. Go to www.irs.gov/Form990PF for instructions and the latest information.

2023

Open to Public Inspection

For calendar year 2023 or tax year beginning and ending

Name of foundation: HATTIE A AND FRED C LYNAM TRUST
Employer identification number: 01-0222218
Telephone number: 603-224-1350
Address: 90 NORTH MAIN ST., CONCORD, NH 03301
G Check all that apply: Initial return, Final return, Address change
H Check type of organization: Section 501(c)(3) exempt private foundation
I Fair market value of all assets at end of year: \$ 5,568,217
J Accounting method: Cash

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), ending with Net investment income of 312,150.

<b>Part II Balance Sheets</b> 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
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing . . . . .			
	<b>2</b> Savings and temporary cash investments . . . . .	1,386,647.	969,434.	969,434.
	<b>3</b> Accounts receivable _____ Less: allowance for doubtful accounts _____			
	<b>4</b> Pledges receivable _____ Less: allowance for doubtful accounts _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) _____ Less: allowance for doubtful accounts _____ <b>NONE</b>			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments - U.S. and state government obligations (attach schedule) . . . . . <b>STMT 7</b>	528,498.	535,005.	495,924.
	<b>b</b> Investments - corporate stock (attach schedule) . . . . . <b>STMT 8</b>	1,478,276.	1,469,167.	2,215,192.
	<b>c</b> Investments - corporate bonds (attach schedule) . . . . . <b>STMT 9</b>	1,382,078.	1,818,966.	1,887,667.
	<b>11</b> Investments - land, buildings, and equipment: basis _____ Less: accumulated depreciation (attach schedule) _____			
	<b>12</b> Investments - mortgage loans . . . . .			
	<b>13</b> Investments - other (attach schedule) . . . . . <b>STMT 10</b>			
	<b>14</b> Land, buildings, and equipment: basis _____ Less: accumulated depreciation (attach schedule) _____			
<b>15</b> Other assets (describe _____)				
<b>16 Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	4,775,499.	4,792,572.	5,568,217.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe _____)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .		<b>NONE</b>	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow FASB ASC 958, check here and complete lines 24, 25, 29, and 30</b> . . . . . <input type="checkbox"/>			
	<b>24</b> Net assets without donor restrictions . . . . .			
	<b>25</b> Net assets with donor restrictions . . . . .			
	<b>Foundations that do not follow FASB ASC 958, check here and complete lines 26 through 30</b> . . . . . <input checked="" type="checkbox"/>			
	<b>26</b> Capital stock, trust principal, or current funds . . . . .	4,775,499.	4,792,572.	
	<b>27</b> Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
	<b>28</b> Retained earnings, accumulated income, endowment, or other funds . . . . .			
<b>29 Total net assets or fund balances</b> (see instructions) . . . . .	4,775,499.	4,792,572.		
<b>30 Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	4,775,499.	4,792,572.		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>		
<b>1</b> Total net assets or fund balances at beginning of year - Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return) . . . . .	<b>1</b>	4,775,499.
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	12,624.
<b>3</b> Other increases not included in line 2 (itemize) <u>SEE STATEMENT 11</u> . . . . .	<b>3</b>	10,064.
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	4,798,187.
<b>5</b> Decreases not included in line 2 (itemize) <u>SEE STATEMENT 12</u> . . . . .	<b>5</b>	5,615.
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29 . . . . .	<b>6</b>	4,792,572.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (for example, 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.)
<b>1 a PUBLICLY TRADED SECURITIES</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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))	
<b>a</b> 716,733.		562,750.	153,983.	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>			153,983.	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> 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 }		<b>2</b>	153,983.
<b>3</b> 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 . . . . .			<b>3</b>	

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

<b>1a</b> 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>1</b>	4,339.
<b>b</b> All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations, enter 4% (0.04) of Part I, line 12, col. (b) . . . . .		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	<b>2</b>	NONE
<b>3</b> Add lines 1 and 2 . . . . .	<b>3</b>	4,339.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	<b>4</b>	NONE
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	4,339.
<b>6</b> Credits/Payments:		
<b>a</b> 2023 estimated tax payments and 2022 overpayment credited to 2023 . . . . .	<b>6a</b>	2,872.
<b>b</b> Exempt foreign organizations - tax withheld at source . . . . .	<b>6b</b>	NONE
<b>c</b> Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	NONE
<b>d</b> Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d . . . . .	<b>7</b>	2,872.
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	<b>8</b>	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	<b>9</b>	1,467.
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	<b>10</b>	
<b>11</b> Enter the amount of line 10 to be: Credited to 2024 estimated tax NONE Refunded	<b>11</b>	

Part VI-A Statements Regarding Activities

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?
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes?
c Did the foundation file Form 1120-POL for this year?
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers.
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
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?
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
4b If "Yes," has it filed a tax return on Form 990-T for this year?
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
7 Did the foundation have at least \$5,000 in assets at any time during the year?
8a Enter the states to which the foundation reports or with which it is registered.
8b 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?
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 2023 or the tax year beginning in 2023?
10 Did any persons become substantial contributors during the tax year?
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)?
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of BAR HARBOR WEALTH MANAGEMENT Telephone no. (603) 224-1350 Located at 90 NORTH MAIN STREET, CONCORD, NH ZIP+4 03301
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here
16 At any time during calendar year 2023, 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?

**Part VI-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
<b>1a</b> During the year, did the foundation (either directly or indirectly):		
<b>(1)</b> Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<b>1a(1)</b>	X
<b>(2)</b> Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<b>1a(2)</b>	X
<b>(3)</b> Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<b>1a(3)</b>	X
<b>(4)</b> Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<b>1a(4)</b>	X
<b>(5)</b> Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<b>1a(5)</b>	X
<b>(6)</b> Agree to pay money or property to a government official? ( <b>Exception.</b> 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.) . . . . .	<b>1a(6)</b>	X
<b>b</b> If any answer is "Yes" to 1a(1)-(6), did <b>any</b> 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 . . . . .	<b>1b</b>	X
<b>c</b> Organizations relying on a current notice regarding disaster assistance, check here. . . . . <input type="checkbox"/>		
<b>d</b> 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 2023? . . . . .	<b>1d</b>	X
<b>2</b> 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)):		
<b>a</b> At the end of tax year 2023, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2023? If "Yes," list the years . . . . .	<b>2a</b>	X
_____ , _____ , _____ , _____		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement - see instructions.) . . . . .	<b>2b</b>	
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. . . . .		
_____ , _____ , _____ , _____		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<b>3a</b>	X
<b>b</b> If "Yes," did it have excess business holdings in 2023 as a result of <b>(1)</b> any purchase by the foundation or disqualified persons after May 26, 1969; <b>(2)</b> 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 <b>(3)</b> the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2023.) . . . . .	<b>3b</b>	
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	<b>4a</b>	X
<b>b</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 2023? . . . . .	<b>4b</b>	X

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

<b>5a</b>	During the year, did the foundation pay or incur any amount to:		<b>Yes</b>	<b>No</b>
<b>(1)</b>	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<b>5a(1)</b>		X
<b>(2)</b>	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<b>5a(2)</b>		X
<b>(3)</b>	Provide a grant to an individual for travel, study, or other similar purposes?	<b>5a(3)</b>		X
<b>(4)</b>	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<b>5a(4)</b>		X
<b>(5)</b>	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<b>5a(5)</b>		X
<b>b</b>	If any answer is "Yes" to 5a(1)-(5), did <b>any</b> 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	<b>5b</b>		
<b>c</b>	Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>			
<b>d</b>	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? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	<b>5d</b>		
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<b>6a</b>		X
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.	<b>6b</b>		X
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<b>7a</b>		X
<b>b</b>	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<b>7b</b>		
<b>8</b>	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<b>8</b>		X

**Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1 List all officers, directors, trustees, and 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
BAR HARBOR WEALTH MANAGEMENT 90 NORTH MAIN STREET, CONCORD, NH 03301	TRUSTEE 15	35,647.	-0-	-0-

**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		NONE	NONE	NONE

**Total** number of other employees paid over \$50,000 . . . . . NONE

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

**Total** number of others receiving over \$50,000 for professional services . . . . . NONE

**Part VIII-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	
2	
3	
4	

**Part VIII-B Summary of Program-Related Investments** (see instructions)

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

	Amount
1 NONE	
2	
All other program-related investments. See instructions. 3 NONE	
<b>Total.</b> Add lines 1 through 3 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	4,393,249.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	1,129,980.
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	5,523,229.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	5,523,229.
<b>4</b>	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	82,848.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 . . . . .	<b>5</b>	5,440,381.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% (0.05) of line 5. . . . .	<b>6</b>	272,019.

**Part X 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.)

<b>1</b>	Minimum investment return from Part IX, line 6. . . . .	<b>1</b>	272,019.
<b>2a</b>	Tax on investment income for 2022 from Part V, line 5. . . . .	<b>2a</b>	4,339.
<b>b</b>	Income tax for 2022. (This does not include the tax from Part V.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	4,339.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1. . . . .	<b>3</b>	267,680.
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	1,875.
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	269,555.
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1 . . . . .	<b>7</b>	269,555.

**Part XI Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 . . . . .	<b>1a</b>	299,281.
<b>b</b>	Program-related investments - total from Part VIII-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part XII, line 4 . . . . .	<b>4</b>	299,281.



**Part XII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2022	(c) 2022	(d) 2023
<b>1</b> Distributable amount for 2023 from Part X, line 7				269,555.
<b>2</b> Undistributed income, if any, as of the end of 2023:				
<b>a</b> Enter amount for 2022 only. . . . .			NONE	
<b>b</b> Total for prior years: 20____, 20____, 20____		NONE		
<b>3</b> Excess distributions carryover, if any, to 2023:				
<b>a</b> From 2018 . . . . .	27,278.			
<b>b</b> From 2019 . . . . .	7,372.			
<b>c</b> From 2020 . . . . .	23,444.			
<b>d</b> From 2021 . . . . .	NONE			
<b>e</b> From 2022 . . . . .	14,733.			
<b>f</b> <b>Total</b> of lines 3a through e . . . . .	72,827.			
<b>4</b> Qualifying distributions for 2023 from Part XI, line 4: \$ <u>299,281.</u>				
<b>a</b> Applied to 2022, but not more than line 2a . . .			NONE	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2023 distributable amount . . . . .				269,555.
<b>e</b> Remaining amount distributed out of corpus . . .	29,726.			
<b>5</b> Excess distributions carryover applied to 2023 (If an amount appears in column (d), the same amount must be shown in column (a).) . . . . .	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	102,553.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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 . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2022. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .			NONE	
<b>f</b> Undistributed income for 2023. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2024. . . . .				NONE
<b>7</b> 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) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2018 not applied on line 5 or line 7 (see instructions) . . .	27,278.			
<b>9</b> <b>Excess distributions carryover to 2024.</b> Subtract lines 7 and 8 from line 6a . . . . .	75,275.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2019 . . .	7,372.			
<b>b</b> Excess from 2020 . . .	23,444.			
<b>c</b> Excess from 2021 . . .	NONE			
<b>d</b> Excess from 2022 . . .	14,733.			
<b>e</b> Excess from 2023 . . .	29,726.			

Part XIII Private Operating Foundations (see instructions and Part VI-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2023, 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)
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed.
b 85% (0.85) of line 2a
c Qualifying distributions from Part XI, 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 IX, 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 XIV 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).)
N/A
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.
N/A
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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.
a The name, address, and telephone number or email address of the person to whom applications should be addressed:
SEE STATEMENT 13
b The form in which applications should be submitted and information and materials they should include:
SEE ATTACHED STATEMENT FOR LINE 2
c Any submission deadlines:
SEE ATTACHED STATEMENT FOR LINE 2
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
SEE ATTACHED STATEMENT FOR LINE 2

**Part XIV** 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
<b>a Paid during the year</b>				
VARIOUS CHARITIES C/O HATTIE AND FRED C LYNAM 135 HIGH STREET ELLSWORTH ME 04605	NONE	PC	GENERAL PURPOSES	280,557.
<b>Total</b> . . . . .				<b>3a</b> 280,557.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .				<b>3b</b>





FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES  
 =====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
AUTOZONE INC 4% 15 APR 2030	2,467.	2,467.
BAKER HUGHES CO	1,437.	1,437.
BARRICK GOLD CORP	2,234.	2,234.
BAR HARBOR BANK & TRUST INST MONEY MARK	55,070.	55,070.
BOOZ ALLEN HAMILTON HOLDINGS	2,378.	2,378.
BROOKFIELD CORP	124.	124.
BROWN & BROWN INC	1,188.	1,188.
CH ROBINSON WORLDWIDE 4.2% 15 APR 2028	4,200.	4,200.
COMCAST CORP 3.4% 01 APR 2030	3,306.	3,306.
EATON CORP 5.45% 15 OCT 2034	5,299.	5,299.
EMERSON ELECTRIC CO .875% 15 OCT 2026	875.	875.
EQUITY COMMONWEALTH 6.5%	1,625.	1,625.
FAIRFAX FINL HLDGS LTD 3.375% 03 MAR 20	1,744.	1,744.
FEDEX CORP 4.9% 15 JAN 2034	1,824.	1,824.
GRUPO AEROPORTUARIO SUR-ADR	2,991.	2,991.
HUNTINGTON INGALLS INDUSTRIE	1,273.	1,273.
HUNTINGTON INGALLS INDUS 3.483% 01 DEC	871.	871.
INTEL CORP 4% 08/05/2029	2,683.	2,683.
JPMORGAN CHASE & CO 4.25% 01 OCT 2027	4,132.	4,132.
JOHNSON & JOHNSON	4,935.	4,935.
KRAFT HEINZ FOODS CO 3% 01 JUN 2026	1,497.	1,497.
LOWE'S COS INC 6.5% 15 MAR 2029	5,388.	5,388.
MARKEL GROUP INC 3.35% 17 SEP 2029	1,824.	1,824.
MCDONALD'S CORP 3.5% 01 JUL 2027	2,100.	2,100.
BERKSHIRE HATHAWAY ENERG 6.125% 01 APR	5,717.	5,717.
NVR INC 3% 15 MAY 2030	3,150.	3,150.
NELNET INC-CL A	1,712.	1,712.
NINTENDO CO LTD-UNSPONS ADR	1,067.	1,067.
NOVO-NORDISK A S SPONS ADR	3,641.	3,641.
PACCAR INC	5,914.	5,914.
PARKER HANNIFIN CORP	1,604.	1,604.
PHILLIPS 66 2.15% 15 DEC 2030	645.	645.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PROCTER & GAMBLE CO/THE 5.5% 01 FEB 2034	3,807.	3,807.
SANDSTORM GOLD LTD	1,141.	1,141.
STARBUCKS CORP 4% 15 NOV 2028	3,000.	3,000.
TJX COS INC	1,822.	1,822.
TEXAS PACIFIC LAND CORP	1,482.	1,482.
TRACTOR SUPPLY CO 1.75% 11/1/2030	1,157.	1,157.
US BANCORP 6.19017%	1,196.	1,196.
TSY INFL IX N/B .625% 15 FEB 2043	7,735.	7,735.
US TREASURY N/B 2.25% 15 NOV 2025	4,500.	4,500.
US TREASURY N/B 2.875% 06/15/2025	4,313.	4,313.
VANGUARD REAL ESTATE ETF	3,493.	3,493.
VERISK ANALYTICS INC 4.125% 15 MAR 2029	2,223.	2,223.
WELLS FARGO & COMPANY 4.3% 22 JUL 2027	3,356.	3,356.
MEDTRONIC PLC	1,363.	1,363.
NOBLE CORP PLC	844.	844.
PERRIGO CO PLC	1,964.	1,964.
TOTAL	----- 178,311. =====	----- 178,311. =====

FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
OTHER REVENUE	531.
TOTALS	----- 531. =====



FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	575.			
TOTALS	575.	NONE	NONE	NONE

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	2,320.	2,320.
TOTALS	----- 2,320. =====	----- 2,320. =====

FORM 990PF, PART I - OTHER EXPENSES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
OTHER EXPENSE (NON-DEDUCTIBLE)	202.
TOTALS	----- 202. =====

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS  
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
US TREASURY INFL INDX BOND .62	190,981.	156,697.
UNITED STATES TREASURY NOTE/BO	196,862.	192,626.
US TREASURY NOTE/BOND 2.875% 0	147,162.	146,601.
TOTALS	----- 535,005. =====	----- 495,924. =====

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
JOHNSON & JOHNSON COM	67,594.	164,577.
SANDSTORM GOLD LTD	98,840.	96,777.
VANGUARD REAL ESTATE ETF	57,167.	88,360.
TEXAS PACIFIC LAND TRUST	69,127.	179,259.
BROWN & BROWN INC	95,450.	177,775.
CVS HEALTH CORP		
PARKER HANNIFIN CORP	39,174.	128,075.
BOOZ ALLEN HAMILTON HOLDING CO	103,427.	161,806.
BROOKFIELD ASSET MANAGEMENT IN		
NOVO NORDISK A/S	64,454.	226,038.
GRUPO AEROPORTUARIO DEL SUREST		
BAKER HUGHES CO	41,647.	62,960.
NELNET INC	120,796.	142,475.
PACCAR INC	39,542.	66,402.
TJX COS INC/THE	100,900.	132,272.
PERRIGO CO PLC		
BARRICK GOLD CORP	108,427.	101,033.
NOBLE CORP PLC	63,411.	58,033.
FIRST AMERICAN FINANCIAL CORP	30,924.	31,576.
DENTSPLY SIRONA INC	55,571.	60,147.
MEDTRONIC PLC	112,409.	105,446.
HUNTINGTON INGALLS INDUSTRIES	114,214.	130,080.
NINTENDO CO LTD	86,093.	102,101.
	-----	-----
TOTALS	1,469,167.	2,215,192.
	=====	=====

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
NVR INC 3.95% 9-15-22	88,750.	93,704.
EQUITY COMMONWEALTH 6.5%	22,837.	25,130.
EMERSON ELECTRIC CO .875% 15 O	99,725.	90,753.
KRAFT HEINZ FOODS CO 3% 01 JUN	50,008.	48,034.
PHILLIPS 66 2.15% 15 DEC 2030	29,229.	25,305.
US BANCORP FLOATING 3.5%		
BERKSHIRE HATHAWAY ENERGY CO 6	98,625.	108,560.
CH ROBINSON WORLDWIDE INC 4.2%	93,433.	96,912.
COMCAST CORP 3.4% 01 APR 2030	89,255.	93,600.
EATON CORP 5.45% 15 OCT 2034	94,847.	106,149.
HUNTINGTON INGALLS INDUSTRIES	24,581.	23,634.
INTEL CORP 4% 08/05/2029	72,850.	73,809.
JPMORGAN CHASE & CO 4.25% 01 O	95,028.	98,990.
LOWE'S COS INC 6.5% 15 MAR 202	102,975.	108,645.
MCDONALD'S CORP 3.5% 01 JUL 20	72,509.	72,908.
PROCTER & GAMBLE CO/THE 5.5% 0	86,435.	93,018.
STARBUCKS CORP 4% 15 NOV 2028	73,657.	73,856.
WELLS FARGO & CO 4.3% 22 JUL 2	94,910.	97,937.
AUTOZONE INC 4% 15 APR 2030	91,625.	96,194.
FEDEX CORP 4.9% 15 JAN 2034	96,291.	101,436.
MARKEL GROUP INC 3.35% 17 SEP	89,002.	91,768.
TRACTOR SUPPLY CO 1.75% 11/1/2	76,915.	81,898.
VERISK ANALYTICS INC 4.125% 15	92,490.	97,550.
FAIRFAX FINANCIAL HOLDINGS LTD	82,989.	87,877.
	-----	-----
TOTALS	1,818,966.	1,887,667.
	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F
-----	-----
LAZARD LTD SHS A	C
VANGUARD EMERGING MKT STOCK IN	C
VANGUARD PRECIOUS METAL & MINI	C
ABERDEEN ASIA PACIFIC INCOM	C

TOTALS

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
2022 INCOME POSTED IN 2023	3,958.
FLOWERS FOR LYNAM GRAVES	198.
RECOVERY OF RETURNED PAYMENTS	1,875.
ACCRUED INTEREST ADJUSTMENT	4,033.
ROUNDING ADJUSTMENT	
	-----
TOTAL	10,064.
	=====



FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
2023 TRANSACTIONS POSTED TO 2024	4,314.
ROC ADJUSTMENT	898.
OID ADJUSTMENT	403.
	-----
TOTAL	5,615.
	=====

RECIPIENT NAME:

BAR HARBOR WEALTH MANAGEMENT

ADDRESS:

PO BOX 1100  
ELLSWORTH, ME 04605

RECIPIENT'S PHONE NUMBER: 207-667-6685

FORM, INFORMATION AND MATERIALS:

Scholarship-Common application form & Grant application form  
found on Maine Community website must be completed & submitted

SUBMISSION DEADLINES:

Scholarship app due by May 1st  
Grant appl deadline is Sept 18

RESTRICTIONS OR LIMITATIONS ON AWARDS:

MUST BE MT DESERT ISLAND BASED GROUP