

STATE OF MAINE
PENOBSCOT, ss.

SUPERIOR COURT
Civil Action, Docket No. BANSC-CV-2020-80

JAMES P. GARLAND, of Columbus, County
of Franklin, State of Ohio, **IRVIN C. (“BUZZ”)**
CAVERLY, of Corinth, County of Penobscot,
State of Maine, and **JOHN F. LOYD, JR.**, of
Harpswell, County of Cumberland,
State of Maine,

Plaintiffs

v.

AARON M. FREY, ESQ., in his capacity as
Attorney General for the State of Maine, of
Augusta, County of Kennebec, State of Maine,

Defendant

and

THE TRUST FOR PUBLIC LAND and the
BAXTER STATE PARK AUTHORITY,

Parties-in-Interest

FIRST AMENDED COMPLAINT

Plaintiffs James P. Garland, Irvin C. (“Buzz”) Caverly, and John F. Loyd, Jr., complain against the defendant, Aaron M. Frey, Esq., in his capacity as Attorney General for the State of Maine, as follows.

1. Plaintiff James P. Garland is a resident of Columbus, County of Franklin, State of Ohio.
2. Plaintiff Irvin C. (“Buzz”) Caverly is a resident of Corinth, County of Penobscot, State of Maine.
3. Plaintiff John F. Loyd, Jr., is a resident of Harpswell, County of Cumberland, State of Maine.
4. Defendant Aaron M. Frey, Esq., is the duly elected, qualified, and acting Attorney General for the State of Maine, with a business address of Augusta, County of Kennebec, State of Maine.

5. Party-in-Interest The Trust for Public Land is a 501(c)(3) tax-exempt organization with a place of business in Portland, County of Cumberland, State of Maine.
6. Party-in-Interest Baxter State Park Authority is a three-person authority with a business address in Millinocket, County of Penobscot, State of Maine.
7. This complaint is brought pursuant to 18-B M.R.S. § 412 and the general equitable jurisdiction of the Superior Court.
8. This court has subject matter jurisdiction pursuant to 18-B M.R.S. § 203.
9. Venue is proper in this court pursuant to 18-B M.R.S. § 204.

I. INTRODUCTION

10. The plaintiffs are the duly appointed and acting Commissioners of the Baxter Park Wilderness Fund (the "Trust").¹
11. The Trust was created pursuant to an Executive Order signed by Governor John E. Baldacci on August 23, 2007. It was intended as a vehicle to accept financial contributions that would fund quarterly distributions to support the maintenance and operation of Baxter State Park.
12. Under the provisions of the Executive Order, the Trust has been managed since its inception by a Commission comprised of three (3) members appointed by the Governor. The Plaintiffs are the current Commissioners of the Trust.
13. The Trust was funded initially with a contribution from a private donor and has received additional contributions in the years since. The current value of the assets the Trust holds for the benefit of Baxter State Park is over \$25 million.
14. The Trust has some characteristics of a state agency and some characteristics of a private charitable foundation, but it does not appear to be clearly one or the other.
15. For the reasons that follow, the plaintiffs seek an order from this court modifying the Trust so that it will qualify as a private, independent, tax-exempt organization described in section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (the "Code") that is classified as a Type I "supporting organization" within the meaning of Section 509(a) of the Code, dedicated exclusively to supporting Baxter State Park.

¹ James P. Garland's term as a Commissioner expired on August 23, 2019. He has applied to Governor Janet Mills to be reappointed to a new term that would end on August 23, 2022. Mr. Garland's reappointment is pending.

II. BACKGROUND AND REASONS FOR REQUEST

16. The Trust had its origin in the wishes of Frank Trautmann to make a substantial gift to fund the ongoing support of Baxter State Park.
17. Mr. Trautmann had been a long-time volunteer at the Park, and as early as 1997 had considered making a contribution to the Percival Baxter Trust. The Percival Baxter Trust was established by Governor Percival P. Baxter following his initial gift to the State of Maine of the real property that is now Baxter State Park. It is a charitable trust managed by BNY Mellon, successor to the Boston Safe Deposit and Trust Company, at the direction of the Baxter State Park Authority.
18. The Percival Baxter Trust was funded by Governor Baxter through gifts during his lifetime and at the time of his death. The purpose of the Percival Baxter Trust is to ensure that the Baxter State Park Authority would have sufficient funds to maintain the park without ever having to compete for Maine taxpayers' dollars from the general fund account.
19. The Percival Baxter Trust, however, does not accept new gifts, so Mr. Trautmann was left to explore different alternatives to achieve his desire to provide meaningful financial support for Baxter State Park.
20. In early 2006, the Gardner Land Company announced its intention to sell a 4,000-acre parcel of real property contiguous to Baxter State Park that included Katahdin Lake (the "Katahdin Lake parcel"). During his lifetime, Governor Baxter had expressed interest in adding the Katahdin Lake parcel to Baxter State Park.
21. Over the course of early- to mid-2006, The Trust for Public Land ("TPL"), a nonprofit organization whose charitable mission includes the creation of parks and protection of public lands, undertook fundraising efforts to facilitate the State of Maine's acquisition of the Katahdin Lake parcel. TPL's fundraising efforts were successful. The owner of the Katahdin Lake parcel, however, wanted the sale to close by December, and it was unlikely that TPL would be able to reach its \$14 million goal within this timeframe. Moreover, many of the larger gifts TPL received came in the form of multi-year pledges that would not be completed by December, 2006.
22. Mr. Trautmann, however, was in a position to assist TPL in meeting its goal in time to facilitate the purchase of the property by the end of 2006.
23. In the fall of 2006, Mr. Trautmann agreed to loan TPL several million dollars to facilitate the acquisition of the Katahdin Lake parcel.
24. At the time, Mr. Trautmann and TPL agreed that the loan would be repaid over time as TPL continued its fundraising efforts and as the proceeds from multi-year

pledges were received. In December, 2006, TPL completed the purchase of the Katahdin Lake parcel and donated it to the State of Maine.

25. In 2007, Mr. Trautmann, his attorney Willard D. Pease, Esq., who would go on to serve as one of the 3 original Commissioners of the Trust, and several individuals who had been involved in the Katahdin Lake fundraising campaign, approached then Governor John E. Baldacci with a proposal to establish a perpetual endowment to benefit Baxter State Park.
26. If the Governor would agree to establish a perpetual trust to benefit Baxter State Park, Mr. Trautmann was willing to contribute seed funding for the new trust. Mr. Trautmann also agreed to, in effect, forgive his loan to TPL and direct the organization to distribute the proceeds of any future fundraising efforts and payments received in connection with multi-year pledges, which would have been paid to Mr. Trautmann under the original loan arrangement, to the newly-established perpetual trust.
27. In addition, Mr. Trautmann stated his intention to leave some portion of his estate to the new perpetual trust at the time of his death. In order to respect and honor Governor Baxter's memory, Mr. Trautmann wished for any support he provided to the new trust to be made on an anonymous basis.
28. Mr. Trautmann wanted the new perpetual trust to be managed by private citizens and insulated from the vagaries of the Legislature. These and other terms were central to Mr. Trautmann's willingness to support the new trust.
29. In 2007, it was agreed that the new trust would be established by an Executive Order signed by Governor Baldacci. Mr. Trautmann's willingness to contribute to the new trust was conditioned on Governor Baldacci's signing of an Executive Order establishing the trust and adopting the terms and conditions to which the parties had agreed in the course of their negotiations.
30. On August 23, 2007, Governor Baldacci signed an Executive Order (the "Executive Order"), accepting the initial gift from TPL and establishing the Trust. The Executive Order, a copy of which is attached as *Exhibit A*, states as follows:

THE TRUST FOR PUBLIC LAND wishes to make a gift to the State of Maine for the benefit of Baxter State Park. This gift is made possible through the generosity of an anonymous Maine resident (the "Donor"). In consideration of this generosity, this gift is made subject to the following conditions and subject to the acceptance of these terms by the State of Maine.

31. The purpose of the Trust, according to the Executive Order, is the following:

The purpose for the establishment of (the Trust) is to create a vehicle to accept contributions and provide income for the maintenance and operation of Baxter State Park. The Donor's goal for the fund is to establish an ever increasing source of income for these purposes as well as making user fees more affordable. It is the Donor's hope that the Commission would seek to accomplish this goal by production of income, capital appreciation and the transfer of small but regular additions from income to the trust principal. The Donor, by this gift, hopes to encourage additional contributions, using this vehicle.

32. Under the provisions of the Executive Order:

The initial gift and any additions thereto shall be transferred and paid over . . . to the GOVERNOR OF THE STATE OF MAINE, to be invested and reinvested as a trust fund, known as THE BAXTER PARK WILDERNESS FUND . . . and distributions . . . shall be paid over to the Baxter State Park Authority . . . to be expended, as determined solely by the Authority, for the purposes of Baxter State Park.

33. The Trust was intended to be governed by all of the laws of the State of Maine that apply to trusts:

This instruction, the Fund and the Commissioners shall be governed by The Maine Uniform Principal and Income Act, Title 18-A Maine Revised Statutes Annotated (§7-701 *et seq*) and the Maine Uniform Trust Code, Title 18-B M.R.S.A., including the Maine Prudent Investor Act, as they may be amended from time to time, as if the Fund were a trust under Maine law and the Commissioners trustees under Maine law. The Commissioners shall have the power to interpret this instrument and to modify its terms as they deem prudent and necessary to carry out and further the intention of the Donor.

34. The Executive Order also established the Commission and described how its members are appointed and the role it plays in managing the Trust:

The Governor of the State of Maine (the "Governor") shall appoint, to have supervision and investment authority of this trust Fund, a Commission of three (3) members, who shall receive no compensation for their services but who shall be reimbursed for all of their reasonable expenses and, except for the first two years of the Fund's existence, each Commissioner shall serve a term of three (3) years on a staggered basis so that the term of one Commissioner shall expire each year The Governor shall appoint a Commissioner to

complete the uncompleted term of any Commissioner who does not complete her term. At no time during a Commissioner's terms shall that Commissioner hold an elected or appointed position in the state government or be an employee thereof.

The persons appointed to the Commission shall be persons having a demonstrated interest in the preservation and future of Baxter State Park and, although not exclusively, be persons who have backgrounds in the fields of investment, accounting, banking, insurance or law.

35. Governor Baldacci appointed James P. Garland, Irvin C. ("Buzz") Caverly and Willard D. Pease as the initial members of the Commission.
36. The initial contribution to the Trust was made by TPL in December, 2007, and was valued at approximately \$3.2 million. The proceeds of this contribution, and of all subsequent contributions to the Trust, have been held in one or more investment accounts that have been managed and controlled by the Commissioners and registered under the Employer Identification Number of the State of Maine.
37. As of December 31, 2019, the Trust had received contributions totaling \$17,398,263. As of June 30, 2020, the total value of the investments held by the Trust was \$25,143,945.23.
38. Since its inception, the Commissioners, in compliance with the terms of the Executive Order, have provided reports twice each year to the Governor, to the State Treasurer and to the Baxter State Park Authority. Copies of these reports are attached *Exhibit B*.
39. In the fall of 2018, the Commissioners decided to transfer custody of the Trust assets to a new financial institution. As part of this transition, the Commissioners sought to establish a checking account in a Maine bank. In the process of establishing the checking account, the Commissioners were asked by the bank to provide evidence that the Trust was duly established and existing under Maine law.
40. The Commissioners contacted the Maine Assistant Attorney General who is counsel to Baxter State Park and requested that she prepare a letter stating that the Trust is an instrumentality of the State of Maine, which led to much discussion, without a clear resolution, as to whether the Trust is an instrumentality of the state or something else.
41. The Maine Uniform Trust Code ("MUTC") authorizes Maine courts to modify charitable trusts:

The court may modify the administrative or dispositive terms of a trust or terminate the trust if, because of circumstances not anticipated by the settlor, modification or termination will further the purposes of

the trust. To the extent practicable, the modification must be made in accordance with the settlor's probable intention. 18-B M.R.S. § 412(1).

The court may modify the administrative terms of a trust if continuation of the trust, on its existing terms would be impractical or wasteful or impair the trust's administration. 18-B M.R.S. § 412(2).

Upon termination of a trust under this section, the trustee shall distribute the trust property in a manner consistent with the purposes of the trust. 18-B M.R.S. § 412(3).

42. There is no dispute that Mr. Trautmann possessed the requisite capacity to establish a charitable trust.
43. Mr. Trautmann's gift was conditioned on, and made in reliance on, his belief that the terms and conditions of the Executive Order would govern the management, administration, and distribution of the proceeds of his gift.
44. In relevant part, the Executive Order made clear that the Trust was to be governed by the laws of the State of Maine that apply to trusts and trustees, including the Maine Uniform Principal and Income Act (18-C M.R.S. §§ 7-401 *et seq.*), the Maine Uniform Trust Code (18-B M.R.S. §§ 101 *et seq.*) and the Maine Uniform Prudent Investor Act (18-B M.R.S. §§ 901 *et seq.*).
45. These statutes were to apply to the Trust "as if [it] were a trust under Maine law and the Commissioners trustees under Maine law." See *Exhibit A*.
46. These provisions conclusively show that Mr. Trautmann intended to create a trust.
47. At the time of his initial gift, Mr. Trautmann desired to remain anonymous. As a result, he relied on TPL to facilitate his gift to the State of Maine. As part of the negotiations that occurred among the parties, and in order to facilitate Mr. Trautmann's desire to remain anonymous, it was agreed, and Mr. Trautmann intended, that the terms and conditions that would govern the management and use of the proceeds of his contribution would be established by the Governor through the Executive Order.
48. Mr. Trautmann's contribution was conditioned on Governor Baldacci's signing, and was made in reliance on the effectiveness, of the Executive Order.
49. The parties agree that current administration of the Trust has become problematic due to circumstances unanticipated by the settlor, because the Trust as established has attributes of both a public and a private entity.

50. The parties also agree that in order to facilitate and further the purposes of the Trust, this court should exercise its authority under 18-B M.R.S. § 412 to modify the trust so that it will qualify as a private, independent, tax-exempt organization described in section 501(c)(3) of the Code that is classified as a Type I “supporting organization” within the meaning of section 509(a)(3) of the Code.²
51. As modified, the purpose of the Trust would continue to be providing financial support to Baxter State Park in the form of distributions to the Baxter State Park Authority.
52. In addition to the authority stated in section 412 of Title 18-B, this court has authority to “make orders, judgments and decrees and take all other action necessary and proper to administer justice in the matters that come before it.” 18-C M.R.S. § 1-302(2).
53. Here, the court may, and clearly should, exercise its authority to modify the Trust in the manner set forth in *Exhibit C* so that the Trust will qualify as a private, independent, tax-exempt organization described in section 501(c)(3) of the Code that is classified as a Type I “supporting organization” within the meaning of section 509(a)(3) of the Code.

² The IRS describes a Type I supporting organization as follows:

A Type I supporting organization must be operated, supervised or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. The relationship between the supported organization(s) and the supporting organization is sometimes described as similar to a parent-subsidiary relationship.

<https://www.irs.gov/charities-non-profits/charitable-organizations/supporting-organizations-requirements-and-types>

The examples offered in 26 C.F.R. § 1.509(a)-4(g) are squarely on point:

“(2) The provisions of this paragraph may be illustrated by the following examples:

Example 1. X is a university press which is organized and operated as a nonstock educational corporation to perform the publishing and printing for M University, a publicly supported organization. Control of X is vested in a Board of Governors appointed by the Board of Trustees of M University upon the recommendation of the president of the university. X is considered to be operated, supervised, or controlled by M University within the meaning of section 509(a)(3)(B). [...]”

[https://www.law.cornell.edu/cfr/text/26/1.509\(a\)-4](https://www.law.cornell.edu/cfr/text/26/1.509(a)-4)

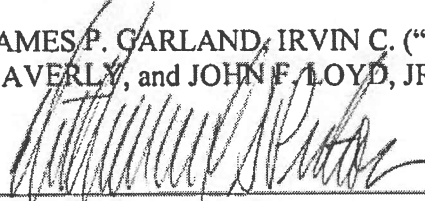
WHEREFORE, plaintiffs James P. Garland, Irvin C. (“Buzz”) Caverly, and John F. Loyd, Jr., pray for judgment against the defendant, Aaron M. Frey, Esq., in his capacity as Attorney General for the State of Maine, and that the court:

- A. DETERMINE that the previous contributions of assets to the Trust were duly accepted by Governor John E. Baldacci on behalf of the State of Maine, that the assets so contributed have since then been held in a charitable trust for the benefit of Baxter State Park, and that the Commissioners appointed pursuant to the Executive Order signed by Governor John E. Baldacci on August 23, 2007, or appointed by a subsequent Governor of the State of Maine, have custody of the assets presently held by the Trust;
- B. ORDER that the Trust is hereby RENAMED the “Baxter Park Wilderness Fund Trust;”
- C. ORDER that the Trust is hereby MODIFIED so that it shall henceforth be governed by the terms and conditions stated in the AMENDED AND RESTATED INDENTURE OF TRUST, attached as *Exhibit C*;
- D. ORDER that James P. Garland, Irvin C. (“Buzz”) Caverly, and John F. Loyd, Jr., (the “Trustees”) are APPOINTED as Trustees of the Trust, each to serve for the terms described in, and otherwise in accordance with, the terms and conditions stated in the AMENDED AND RESTATED INDENTURE OF TRUST;
- E. ORDER that the Trustees are hereby vested with all of the rights, powers, authority, and privileges granted by the AMENDED AND RESTATED INDENTURE OF TRUST and by statute, including, but not limited to, the Maine Uniform Trust Code, and by general rules of law to manage, administer, and distribute any assets held at any time by the Trust without authorization or further order of the court;
- F. ORDER that the Baxter State Park Authority is hereby AUTHORIZED to appoint successor Trustees in the manner described in the AMENDED AND RESTATED INDENTURE OF TRUST; and
- G. ORDER such other and further relief as it may deem necessary and proper.

Dated at Bangor, Maine, this 29th day of July, 2020.

JAMES P. GARLAND, IRVIN C. ("BUZZ")
CAVERLY, and JOHN F. LOYD, JR.

By



Nathaniel S. Putnam, Esq.
Maine Bar Registration No. 8422

EATON PEABODY
80 Exchange Street
P.O. Box 1210
Bangor, Maine 04402-1210

Attorneys for Plaintiffs



THE BAXTER PARK WILDERNESS FUND

THE TRUST FOR PUBLIC LAND wishes to make a gift to the State of Maine for the benefit of Baxter State Park. This gift is made possible through the generosity of an anonymous Maine resident (the "Donor"). In consideration of this generosity, this gift is made subject to the following conditions and subject to the acceptance of these terms by the State of Maine.

The initial gift and any additions thereto shall be transferred and paid over, upon acceptance by the State of Maine, to the GOVERNOR OF THE STATE OF MAINE, to be invested and reinvested as a trust fund, known as **THE BAXTER PARK WILDERNESS FUND**, (the "Fund") and distributions, subject to conditions set forth in this instrument, and made at least quarter-annually therefrom, shall be paid over to the Baxter State Park Authority (the "Authority") as created under Title 12, Maine Revised Statutes Annotated, Sections 900 to 907, inclusive, to be expended, as determined solely by the Authority, for the purposes of Baxter State Park.

The Governor of the State of Maine (the "Governor") shall appoint, to have supervision and investment authority of this trust Fund, a Commission of three (3) members, who shall receive no compensation for their services but who shall be reimbursed for all of their reasonable expenses and, except for the first two years of the Fund's existence, each Commissioner shall serve a term of three (3) years on a staggered basis so that the term of one Commissioner shall expire each year (therefore the initial terms of two (2) of the members of the Commission are for one and two years, respectively).. The Governor shall appoint a Commissioner to complete the uncompleted term of any Commissioner who does not complete her term. At no time during a Commissioner's term shall that Commissioner hold an elected or appointed position in state government or be an employee thereof.

The persons appointed to the Commission shall be persons having a demonstrated interest in the preservation and future of Baxter State Park and, although not exclusively, be persons who have backgrounds in the fields of investment, accounting, banking, insurance or law.

The purpose for the establishment of this fund is to create a vehicle to accept contributions and provide income for the maintenance and operation of Baxter State Park. The Donor's goal for the fund is to establish an ever increasing source of income for these purposes as well as making user fees more affordable. It is the Donor's hope that the Commission would seek to accomplish this goal by production of income, capital appreciation and the transfer of small but regular additions from income to the trust principal. The Donor, by this gift, hopes to encourage additional contributions, using this vehicle. The commission may utilize traditional brokerage firms and investment advisors. It is the desire of the Donor that investment expenses be minimized and that the Commission exercise its good faith judgment concerning investment decisions and utilization of investment resources in the exercise of its duties.

The Commission shall employ the prudent investor standard of the State of Maine for investment purposes. Decisions and actions by the Commission shall be taken upon an affirmative vote of at least two Commissioners. The Commission shall keep complete financial records and statements of the Fund's activities and shall provide the Governor and the Authority with copies of such statements no less often than semi-annually. At least semi-annually, the Commission shall report to the Governor or his representatives and the State Treasurer on investments, income earned and distributions made, and shall meet with them annually to discuss the same.

This instrument, the Fund and the Commissioners shall be governed by The Maine Uniform Principal and Income Act, Title 18-A Maine Revised Statutes Annotated (§7-701 *et seq*) and the Maine Uniform Trust Code, Title 18-B M.R.S.A., including the Maine Prudent Investor Act, as they may be amended from time to time, as if the Fund were a trust under Maine law and the Commissioners trustees under Maine law. The Commissioners shall have the power to interpret this instrument and to modify its terms as they deem prudent and necessary to carry out and further the intention of the Donor.

The Fund shall indemnify the Commissioners in respect of any and all matters or actions for which indemnification is permitted by the laws of the State of Maine, including without limitation, liability for expenses incurred, including legal fees and expenses, in any threatened.

pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative. The Fund may purchase and maintain insurance on behalf of the Commissioners or who are or were serving the Fund insuring them against any liability asserted against or incurred by a them, or any of them, in the course of or as a consequence of their service to the Fund in such capacity, whether or not the Fund would have the power to indemnify the Commissioner(s).

The Donor may make or direct future additions to the Fund, which the Governor and Commission shall accept. This trust Fund shall be open to contribution from others who may wish to contribute to the same purpose. The Commissioners may reject any contribution to the Fund which carries conditions, other than those from the Donor and all contributions in excess of the statutory minimum, must be accepted by the Governor.

The purposes of Baxter State Park are set forth in the State of Maine Statutes and are repeated here for the guidance of the Commission.

Section 900

“Seldom has a more generous gift been presented to a people than has been given by Percival Proctor Baxter to the people of the State of Maine. It is incumbent upon them, the recipients, to preserve the trust impressed upon them, to ensure for themselves and future generations the fullest use of Baxter State Park consistent with the desires of the donor.

Governor Baxter’s expressed desires were that this park ‘shall forever be retained and used for state forest, public park and public recreational purposes . . . shall forever be kept and remain in the natural wild state . . . shall forever be kept and remain as a sanctuary for beasts and birds.’

Lest those that follow, uncertain of Governor Baxter’s wishes, seek to define his desires in ways inharmonious with their original intent, this section is enacted.

It shall be the object of the Baxter State Park Authority to preserve the grandeur and beauty of Maine’s highest peak, Mount Katahdin, as well as the 45 other mountains, the numerous

lakes, ponds and streams; to subordinate its own wishes to the intent of Governor Baxter; to recognize his wish that, in this era of change, one thing of natural beauty remain constant.

This intent must be interpreted so as not to separate this park from the people to whom it was given; but rather seek to have it enjoyed and 'used to the fullest extent but in the right unspoiled manner.'

As a public forest it shall remain in its natural wild state and when 'the Forests of our State have been cut off and disappeared, when civilization has encroached upon the land we now refer to as "Wild Land," this park will give the people of succeeding generations a living example of what the State of Maine was "in the good old days" before the song of the woodsman's axe and the whine of the power saw was heard in the land.'

As a public park and a place of recreation, it is apparent that it is intended for 'those persons who enjoy the wilderness' and that the repeated use of the word 'recreation' refers to the use of this park compatible with its natural state as a wilderness area and an expanse 'for those who love nature and who are willing to walk and make an effort to get close to nature . . . with pleasant foot-trails built and attractive campsites laid out in the valleys, by the brooks, and on the shores of the water.'

As a tract kept in its 'natural wild state', it is intended that 'everything in connection with the park must be left simple and natural and must remain as nearly as possible as it was when only the Indians and the animals roamed at will through those areas . . .' Access to the park shall be provided only 'as may be necessary to accommodate those persons who wish to enjoy the great unspoiled area that now is the property of our State . . .'

As a 'sanctuary for beasts and birds' it shall be forever a 'sanctuary and home for the creatures of the wild', and as refuge 'against hunting, trapping and killing' where 'hunting with cameras will take the place of hunting with guns.'

While this area bears the name park, it is not to be confused with the existing state park system and is to 'be separately administered free from any connection with the larger State Park Commission' (Bureau of Parks and Recreation). That system, purchased with the funds

of the people, must change from time to time to accommodate changing circumstances and the varying desires of its proprietors; not so, Baxter State Park, purchased by the generosity of one man, richly endowed, and presented to the people with specific stipulations.


‘While I am living I fear no encroachments on the park, but as time passes and new men appear upon the scene, there may be a tendency to overlook these restrictions and thus break the spirit of these gifts.’

Solemnly cognizant of the responsibility, it shall always be the purpose of the authority to satisfy the terms of the Trust.”

ACCEPTANCE

On behalf of the People of the State of Maine and pursuant to the provisions of Title 2, Maine Revised Statutes Annotated, Section 5. I accept this Gift and the Terms of this generous Donation.

August 23, 2007



John E. Baldacci
Governor



Baxter Park Wilderness Fund

Commissioners
Irvin C. Caverly, Jr.
James P. Garland
Willard D. Pease, Esq.

Mailing Address
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(866) 596-7306

March 28, 2008

(mailed 4-16)

The Hon. John E. Baldacci
Office of the Governor
#1 State House Station
Augusta, ME 04333-0001

The Hon. David G. Lemoine
Office of the State Treasurer
#39 State House Station
Augusta, ME 04333-0039

The Hon. Steven Rowe
Baxter State Park Authority
#6 State House Station
Augusta, ME 04333-0006

re: Semiannual Report for the Period ending December 31, 2007

Dear Governor Baldacci, Treasurer Lemoine, and Attorney General Rowe:

The governing document for the Baxter Park Wilderness Fund ("the Fund") specifies that the Commissioners of the Fund, at least semiannually, are to provide financial statements to the Governor and the Baxter Park Authority, and are to report to the Governor (or his representatives) and the State Treasurer regarding the Fund's "investments, income earned and distributions." Accordingly, we are pleased to present the first such semiannual report for the Fund.

First Steps. The Fund was established on August 23, when Governor Baldacci signed the necessary documents at a State House ceremony. The Governor subsequently appointed the three individuals named at the end of this report as the Fund's first Commissioners. The State Treasurer appointed Patricia Sanborn to serve as liaison with the Fund for reporting and other matters, and Michael Mahoney was appointed to perform the same role at the Governor's Office.

Semiannual Report – December 31, 2007

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Contributions. The only contribution to the Fund through December 31 was an original gift of \$3,167,895.12 that was sent to the State Treasurer and received by the Fund on December 19. (While the sender of this money was The Trust for Public Land (TPL), the donor in effect was Frank Trautmann, who had lent this to TPL for its acquisition of Katahdin Lake and who later stipulated that TPL should forward the money to the Baxter Park Wilderness Fund rather than paying him back.)

Investments. The Commissioners established an investment account at the Camden office of A. G. Edwards (now Wachovia Securities, LLC). In accordance with the Commissioners' instructions, the Fund's broker invested approximately \$2.8 million of the incoming cash in a pre-approved list of stocks, investment funds, and bonds, leaving an uninvested balance at year-end of \$367,729.

In accordance with instructions from the State Treasurer's Office, enclosed herewith is a spreadsheet (on ivory paper) showing the account's asset mix and accumulated expenses. Future versions of this spreadsheet will also show returns; those have not been shown here because of the short time period.

Operating Expenses. Through December 31, the Commissioners had not incurred any expenses in performing their duties, beyond those shown on the spreadsheet.

Disbursements. The Commissioners expect to begin making disbursements to Baxter State Park sometime after July 1, 2008, that being the beginning of the Park's next fiscal year.

Procedural matters. Subsequent to December 31, the Commissioners rented a Post Office box in Rockland. Other procedural matters — a web site, recordkeeping, gift processing, etc. — will be tackled in the near future.

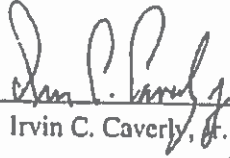
As mentioned on the first page, the Fund's guiding document specifies that the Commissioners will report to the State at least twice a year. The next report will most likely be issued in August. At approximately that time, Mr. Caverly's abbreviated term will expire. His original term was only one year, because the Commissioners are supposed to serve staggered three-year terms and, to make this happen, two of the three original appointees had to serve for shorter intervals. Mr. Caverly would be pleased to serve a second term, if that suited the Governor's intentions.

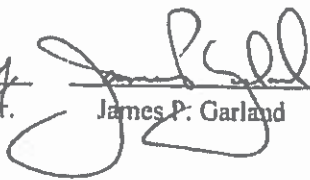
Semiannual Report – December 31, 2007


page 3

We appreciate having had this opportunity to serve the State of Maine and Baxter State Park.

Sincerely,


Irvin C. Caverly, Jr.


James P. Garland


Willard D. Pease

enclosures: Semiannual Report to the Office of the State Treasurer (ivory paper)
A. G. Edwards statement dated December 31, 2007

cc: Patricia Sanborn
Michael Mahoney
BSP Director

**Baxter Park Wilderness Fund
Semiannual Report to the Office of the State Treasurer
Period: July 1 – December 31, 2007**

Ending Asset Mix	Return on Investments (net of fees/expenses)				Operating Expenses						
	Reporting Period	Year to Date	Annualiz'd 3 Years	Annualiz'd 5 Years	Managem't Fees	Commissions	Other (note 1)	Total			
58.2% Equity	not calculated -- beginning cash was only received on December 21							\$0	\$23,047	\$237	\$23,283
30.0% Fixed Income											
11.8% Cash											
0.0% Other											
100.0% Total Portfolio											
	\$0.00	Beginning Portfolio Value	\$3,167,895.12	Principal Additions / Withdrawals	(\$46,622.02)	Appreciation / Depreciation	\$3,121,273.10	Ending Portfolio Value			

Note(s): (1) A per-transaction charge of \$5.50.

Baxter Park Wilderness Fund
P.O. Box 823
Rockland, ME 04841
(207) 596-7306



Baxter Park Wilderness Fund

Commissioners
Irvin C. Caverly, Jr.
James P. Garland
Willard D. Pease, Esq.

Mailing Address
Post Office Box 823
Rockland, Maine 04841
(866) 596-7306

September 1, 2008

The Hon. John E. Baldacci
Office of the Governor
#1 State House Station
Augusta, ME 04333-0001

The Hon. David G. Lemoine
Office of the State Treasurer
#39 State House Station
Augusta, ME 04333-0039

The Hon. Roland D. Martin
Baxter State Park Authority
#41 State House Station
Augusta, ME 04333-0041

re: First Annual Report for the Period ending June 30, 2008

Dear Governor Baldacci, Treasurer Lemoine, and Commissioner Martin:

The governing document for the Baxter Park Wilderness Fund ("the Fund") specifies that the Commissioners of the Fund, at least semiannually, are to provide financial statements to the Governor and the Baxter Park Authority, and are to report to the Governor (or his representatives) and the State Treasurer regarding the Fund's investments, income earned, and disbursements. Accordingly, we are pleased to present here the Fund's first annual report.

Creation. The Fund was established on August 23, 2007, when Governor Baldacci signed its governing document at a State House ceremony. The Governor subsequently appointed the three individuals named at the end of this report as the Fund's first Commissioners.

Contributions. The first contribution to the Fund was a gift of \$3,167,895.12 from the Trust for Public Land (TPL) on December 19. TPL subsequently contributed another \$94,115.24 in April. Three individuals donated a total of \$700 to the Fund in April and May.

Investments. All of the Fund’s cash has been invested, via the Camden office of Wachovia Securities, in a diversified portfolio comprised primarily of bonds and common stocks. A June 30, 2008 statement for the account is enclosed with this report.

The State Treasurer’s Office has requested that the Commissioners report investment returns and expenses twice a year according to a preset format. A spreadsheet showing returns for January 1 through June 30 is enclosed.

The Commissioners did not calculate investment returns for the six-month period ending December 31, 2007, because the Fund only received its first contribution on December 19. For the six months ending June 30, 2008, the Fund’s total return net of all expenses was –4.93%. Comparable six-month returns for common benchmarks are as follows.

S&P 500	Lehman Aggregate Bond Index	30% Lehman, 70% S&P 500, Rebalanced Quarterly
–11.92%	+1.13%	–8.05%

Operating Expenses. The only expenses paid by the Fund so far have been ones directly related to its investments, such as brokerage commissions. As of June 30 there were no outstanding unpaid bills.

Disbursements. The Commissioners have agreed to make quarterly disbursements to Baxter State Park beginning in July 2008.

Subsequent matters. The Commissioners disbursed \$18,750 to Baxter Park on July 1, 2008, and expect to make similar disbursements in October 2008, January 2009, and April 2009.

The Commissioners’ terms are staggered. The Governor’s Office has indicated that Mr. Caverly will be reappointed for a three-year term starting in September, 2008.

The Fund’s governing document specifies that the Commissioners are to meet with the Governor and State Treasurer, or their representatives, on an annual

BPWF Annual Report – June 30, 2008

page 3

basis. The first such meeting has been tentatively scheduled for September 23
at the State Treasurer's office in Augusta.

We appreciate having had this opportunity to serve the State of Maine and Baxter State
Park.

Sincerely,

Irvin C. Caverly, Jr.

James P. Garland

Willard D. Pease

enclosures: Semiannual Report to the State Treasurer dated June 30, 2008 (ivory paper)
Wachovia Securities statement dated June 30, 2008

cc: Patricia Sanborn
Karin Tilberg
BSP Director
F. Trautmann

Baxter Park Wilderness Fund
Semiannual Report to the Office of the State Treasurer
Period: January 1 through June 30, 2008
revised 02/21/2009

Ending Asset Mix	Return on Investments (net of fees/expenses)				Operating Expenses			
	Reporting Period	Year to Date	Annualiz'd 3 Years	Annualiz'd 5 Years	Managem't Fees (note 3)	Commis-sions	Other (note 1)	Total
62.2% Equity	<i>not available</i>				\$1,098	\$3,493	\$132	\$4,723
28.4% Fixed Income	<i>not available</i>							
9.4% Cash	<i>not available</i>							
0.0% Other								
100.0% Total Portfolio	-4.93%	-4.93%						

\$3,121,273.10	Beginning Portfolio Value
\$94,482.35	Principal Additions / Withdrawals (note 2)
(\$156,187.54)	Appreciation / Depreciation
\$3,059,567.91	Ending Portfolio Value

- Notes:
- (1) Per-transaction charge of \$5.50 for security purchases and sales, plus SEC fees on sales, plus front-end loads (where applicable) for purchases of mutual funds.
 - (2) Includes contributions of \$94,115.24 from The Trust for Public Land and \$700 from three individuals.
 - (3) There is no fee charged for the management of this account as a whole. The fees shown here are for mutual funds and closed-end funds held in this account.

Baxter Park Wilderness Fund
P.O. Box 823
Rockland, ME 04841
(207) 596-7306

**Baxter Park Wilderness Fund
Estimated Expenses for Mutual Funds and Closed-End Funds
Period: January 1 through June 30, 2008**

Fund	Ticker	Load	Annual Expense Ratio	Purchase Date	Mkt Value at 12/31/07	Mkt Value at 6/30/08	Loads for 1st Half 2008	Expenses for 1st Half 2008
Cohen & Steers Quality Income Realty Fund	RQI		1.14%	12/24/2007	\$51,546	\$54,315	\$0	\$302
Gabelli Global Gold & Natural Resources Inc Tr	GGN		1.45%	12/24/2007 04/04/2008	\$55,461 \$5,600	\$56,753 \$5,974	\$0 \$0	\$407 \$21
Royce Value Trust	RVT		1.38%	12/24/2007 04/04/2008	\$55,740	\$47,040 \$7,840	\$0 \$0	\$355 \$14
Capital World Growth & Income Fund "A"	CWGIX	3.5%	0.73%	07/24/2008				
New World Fund "Class A"	NEWFX	3.5%	1.02%	07/24/2008				
Total market values of mutual funds and closed-end funds:					\$168,347	\$171,922	\$0	\$1,098
Total estimated fees and loads:							\$0	\$1,098
Grand total per period:								\$1,098

The expenses generally were estimated as follows: [average market value] * [annual expense ratio] * [one-half].

Note 1: taken from fund websites, 09/20/2008

Note 2: on a planned \$100,000 investment



Baxter Park Wilderness Fund

Commissioners
Irvin C. Caverly, Jr.
James P. Garland
Willard D. Pease, Esq.

Mailing Address
Post Office Box 823
Rockland, Maine 04841
(866) 596-7306

April 16, 2009

The Hon. John E. Baldacci
Office of the Governor
#1 State House Station
Augusta, ME 04333-0001

The Hon. David G. Lemoine
Office of the State Treasurer
#39 State House Station
Augusta, ME 04333-0039

The Hon. Roland D. Martin
Baxter State Park Authority
#41 State House Station
Augusta, ME 04333-0041

re: Semiannual Report for the Period ending December 31, 2008

Dear Governor Baldacci, Treasurer Lemoine, and Commissioner Martin:

The governing document for the Baxter Park Wilderness Fund ("the Fund") specifies that the Commissioners of the Fund, at least semiannually, are to provide financial statements to the Governor and the Baxter Park Authority, and are to report to the Governor (or his representatives) and the State Treasurer regarding the Fund's "investments, income earned and distributions." Accordingly, we are pleased to present the third such semiannual report for the Fund, this one covering the last six months of 2008.

Contributions. There were no contributions to the Fund during this period.

Investments. The market value of the cash and securities in the account at Wachovia was \$2,513,450 at the end of 2008, compared to \$3,059,568 six months earlier.

BPWF Semiannual Report – December 31, 2008

page 2

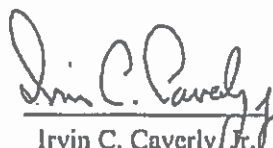
In accordance with instructions from the State Treasurer's Office, enclosed herewith is a spreadsheet (on ivory paper) showing the account's asset mix, investment-related expenses, and returns. For the past six months the account's total return was -16.77%, and for calendar year 2008 as a whole the return was -20.87%. Both numbers are after expenses.

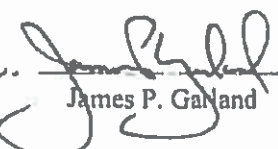
Operating Expenses. During this period the Commissioners did not incur any expenses in performing their duties, except for investment-related expenses that appear on the State Treasurer's spreadsheet.

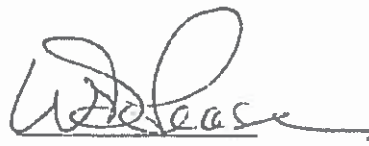
Disbursements. The Fund's first quarterly distribution — of \$18,750 — was sent to Baxter State Park in July, and an identical distribution was sent in October. [The same amounts were distributed in January and April 2009, although these fall beyond the end of this reporting period.]

We appreciate having had this opportunity to serve the State of Maine and Baxter State Park.

Sincerely,


Irvin C. Caverly, Jr.


James P. Garland


Willard D. Pease

enclosures: Semiannual Report to the Office of the State Treasurer (ivory paper)
Wachovia Securities statement dated December 31, 2008

cc: Alec Giffen
Janet Mills
Patricia Sanborn
Patrick Ende, Esq.
BSP Director

**Baxter Park Wilderness Fund
Semiannual Report to the Office of the State Treasurer
Period: July 1 through December 31, 2008**

<u>Ending Asset Mix</u>	<u>Return on Investments (net of fees/expenses)</u>				<u>Operating Expenses</u>			
	<u>Reporting Period</u>	<u>Year to Date</u>	<u>Annualiz'd 3 Years</u>	<u>Annualiz'd 5 Years</u>	<u>Managem't Fees (note 3)</u>	<u>Commis-sions</u>	<u>Other (note 1)</u>	<u>Total</u>
53.1% Equity		<i>not available</i>			\$2,708	\$0	\$0	\$2,708
33.1% Fixed Income		<i>not available</i>						
12.6% Cash		<i>not available</i>						
1.3% Other								
100.0% Total Portfolio		-16.77%		-20.87%				

\$3,059,567.91	Beginning Portfolio Value
(\$37,500.00)	Principal Additions / Withdrawals (note 2)
(\$508,618.16)	Appreciation / Depreciation
\$2,513,449.75	Ending Portfolio Value

- Notes:
- (1) Per-transaction charge of \$5.50 for security purchases and sales, plus SEC fees on sales, plus front-end loads (where applicable) for purchases of mutual funds.
 - (2) Two disbursements to Baxter State Park, in July and October
 - (3) There is no fee charged for the management of this account as a whole. The fees shown here are for mutual funds and closed-end funds held in this account.

Baxter Park Wilderness Fund
P.O. Box 823
Rockland, ME 04841
(207) 596-7306

**Baxter Park Wilderness Fund
Estimated Expenses for Mutual Funds and Closed-End Funds
Period: July 1 through December 31, 2008**

Fund	Ticker	Front-End Load Ratio (note 2) (note 1)	Annual Expense Ratio	Purchase Date	Mkt Value at 6/30/08	Mkt Value at 12/31/08	Loads for 2nd Half 2008	Expenses for 2nd Half 2008
Cohen & Steers Quality Income Realty Fund	RQI		1.14%	12/24/2007	\$54,315	\$13,490		\$193
Gabelli Global Gold & Natural Resources Inc Tr	GGN		1.45%	12/24/2007 04/04/2008	\$56,753 \$5,974	\$24,890 \$2,620		\$296 \$31
Royce Value Trust	RVT		1.38%	12/24/2007 04/04/2008	\$47,040 \$7,840	\$25,170 \$4,195		\$249 \$42
Capital World Growth & Income Fund "A"	CWGIX	3.5%	0.73%	07/24/2008		\$16,619	\$875	\$63
New World Fund "Class A"	NEWFX	3.5%	1.02%	07/24/2008		\$14,367	\$875	\$84
Total market values of mutual funds and closed-end funds:					\$171,922	\$101,351		
Total estimated fees and loads:							\$1,750	\$958
Grand total per period:								\$2,708

The expenses generally were estimated as follows: [average market value] * [annual expense ratio] * [one-half].

Note 1: taken from fund websites, 09/29/2008

Note 2: on a planned \$100,000 investment



Baxter Park Wilderness Fund

Commissioners
Irvin C. Caverly, Jr.
James P. Garland
Willard D. Pease, Esq.

Mailing Address
Post Office Box 823
Rockland, Maine 04841
(866) 596-7306

August 4, 2009

The Hon. John E. Baldacci
Office of the Governor
#1 State House Station
Augusta, ME 04333-0001

The Hon. David G. Lemoine
Office of the State Treasurer
#39 State House Station
Augusta, ME 04333-0039

The Hon. Roland D. Martin
Baxter State Park Authority
#41 State House Station
Augusta, ME 04333-0041

re: Second Annual Report for the Period ending June 30, 2009

Dear Governor Baldacci, Treasurer Lemoine, and Commissioner Martin:

The governing document for the Baxter Park Wilderness Fund ("the Fund") specifies that the Commissioners of the Fund, at least semiannually, are to provide financial statements to the Governor and the Baxter Park Authority, and are to report to the Governor (or his representatives) and the State Treasurer regarding the Fund's investments, income earned, and disbursements. Accordingly, we are pleased to present here the Fund's second annual report.

Contributions. Total contributions during the past twelve months were \$629,167. Of this amount, \$500 came from one individual, and the remainder came from The Trust for Public Land.

Investments. The Fund’s cash has been invested, via the Camden office of Wachovia Securities, in a diversified portfolio comprised primarily of bonds and common stocks. A June 30, 2009 statement for the account is enclosed with this report.

The State Treasurer’s Office has requested that the Commissioners report investment returns and expenses twice a year following a preset format. A spreadsheet showing final asset allocation and returns for January 1 through June 30 is enclosed. The Fund’s market value at the end of June was \$3,190,243.

For the twelve months ending June 30, 2009, the Fund’s total return net of all investment-related expenses was –13.67%. Comparable returns for common benchmarks are as follows.

S&P 500	Barclays Capital Aggregate Bond Index	30% Barclays, 70% S&P 500, Rebalanced Quarterly
–26.21%	+6.05%	–16.63%

In late July 2009, following the end of the current reporting period, the Commissioners transferred the Fund’s cash and securities to the Camden office of Raymond James & Associates.

Operating Expenses. Administrative expenses for the Fund during this period were \$749.50. Total estimated investment-related expenses were \$7,842.

Disbursements. The Commissioners began making quarterly distributions to Baxter State Park in July 2008. During the past twelve months, the Fund has distributed \$96,250 to the Park. Of that amount, \$75,000 was distributed in equal quarterly installments of \$18,750 in July 2008, October 2008, January 2009, and April 2009. For the year beginning on July 1, 2009, the Commissioners have decided to increase quarterly distributions to \$21,250. The first of these payments would normally have been made in July 2009 — just after the current reporting period — but was made in June instead to avoid any potential problems associated with the transfer in July of the Fund’s cash and securities to Raymond James.

Subsequent matters. The Commissioners serve for staggered three-year terms. The Governor has recently reappointed Mr. Pease for a three-year term starting in August 2009.

BPWF Annual Report – June 30, 2009

page 3

The Fund's governing document specifies that the Commissioners are to meet with the Governor and State Treasurer (or their representatives) on an annual basis. The three of us would be pleased to come to Augusta on a date that suited your schedules. We are generally free during the second half of August (except August 26), and during much of September.

We appreciate having had this opportunity to serve the State of Maine and Baxter State Park.

Sincerely,

Irvin C. Caverly, Jr.

James P. Garland

Willard D. Pease

enclosures: Semiannual Report to the State Treasurer dated June 30, 2009 (ivory paper)
Wachovia Securities statement dated June 30, 2009

cc: Patricia Sanborn
Pat Ende, Esq.
Karin Tilberg, Esq.
BSP Director
F. Trautmann

**Baxter Park Wilderness Fund
Semiannual Report to the Office of the State Treasurer
Period: January 1 through June 30, 2009**

Ending Asset Mix	Return on Investments (net of fees/expenses)				Operating Expenses			
	Reporting Period	Year to Date	Annualized 3 Years	Annualized 5 Years	Management Fees (note 3)	Commissions (note 4)	Other (note 1)	Total
46.0%	Equity	<i>not available</i>			\$955	\$2,429	\$1,750	\$5,134
26.4%	Fixed Income	<i>not available</i>						
27.7%	Cash	<i>not available</i>						
0.0%	Other							
100.0%	Total Portfolio	3.72%	3.72%	<i>n.a.</i>				
	\$2,513,449.75	Beginning Portfolio Value						
	\$569,667.50	Principal Additions / (Withdrawals)	(note 2)					
	\$107,126.06	Appreciation / (Depreciation)						
	\$3,190,243.31	Ending Portfolio Value						

- Notes:
- (1) Per-transaction charge of \$5.50 for security purchases and sales, plus SEC fees on sales, plus front-end loads (where applicable) for purchases of mutual funds.
 - (2) Three disbursements to Baxter State Park (in January, April, and June) totalling \$58,750, plus Wilderness Fund administrative expenses of \$749.50.
 - (3) Principal additions of \$500 from an individual and \$628,667 from The Trust for Public Land. There is no fee charged for the management of this account as a whole. The fees shown here are for mutual funds and closed-end funds held in this account.
 - (4) On bond trades where commissions are not disclosed, we've assumed a mark-up of 2% of the principal value.

Baxter Park Wilderness Fund
P.O. Box 823
Rockland, ME 04841
(207) 596-7306

**Baxter Park Wilderness Fund
Estimated Expenses for Mutual Funds and Closed-End Funds
Period: January 1 through June 30, 2009**

Fund	Ticker	Front-End Load Ratio (note 2) (note 1)	Annual Expense Ratio	Purchase Date	Mkt Value at 12/31/08	Mkt Value at 6/30/09	Loads for 1st Half 2009	Expenses for 1st Half 2009
Cohen & Steers Quality Income Realty Fund	RQI		1.76%	12/24/2007	\$13,490	\$14,342		\$122
Gabelli Global Gold & Natural Resources Inc Tr	GGN		1.45%	12/24/2007 04/04/2008	\$24,890 \$2,620	\$25,764 \$2,712		\$184 \$19
Royce Value Trust	RVT		1.38%	12/24/2007 04/04/2008	\$25,170 \$4,195	\$25,230 \$4,205		\$174 \$29
Capital World Growth & Income Fund "A" reinvested dividends	CWGLX	3.5%	0.80%	07/24/2008 01/14/2009	\$16,619 n.a. \$309	\$17,419 \$27,208 \$1,266	\$875	\$68 \$104 \$3
New World Fund "Class A" reinvested dividends	NEWFX	3.5%	1.13%	07/24/2008 01/14/2009	\$14,367 n.a. \$237	\$17,709 \$31,222 \$292	\$875	\$91 \$159 \$1
Total market values of mutual funds and closed-end funds:					\$101,897	\$167,369	\$1,750	\$955
Total estimated fees and loads:								\$2,705
Grand total per period:								

The expenses generally were estimated as follows: leverage market value] * [annual expense ratio] * [one-half].
 Note 1: taken from fund websites, July 17, 2009
 Note 2: on a planned \$100,000 investment

Baxter Park Wilderness Fund
Total Return Calculations (Dietz Method*)

2009

for overall account only
pre-tax (i.e., taxes withheld on foreign dividends treated as withdrawals) and after fees

Date	Market Value	Additions	Withdrawals	Monthly Total Return	Quarterly Total Return	Semiannual Total Return	Annual Total Return
31-Dec-2008	2,513,449.75						
31-Jan-2009	2,380,989.05	500.00	18,750.00	-4.56%			
28-Feb-2009	2,253,297.87	0.00	0.00	-5.36%			
31-Mar-2009	2,363,938.44	0.00	749.50	4.94%	-5.21%		
30-Apr-2009	2,458,756.73	0.00	18,750.00	4.82%			
31-May-2009	3,187,672.33	628,667.00	0.00	3.62%			
30-Jun-2009	3,190,243.31	0.00	21,250.00	0.75%	9.43%	3.72%	
31-Jul-2009	0.00	0.00	0.00	-100.00%			
20-Aug-2009	0.00	0.00	0.00	#DIV/0!			
30-Sep-2009	0.00	0.00	0.00	#DIV/0!	#DIV/0!		
31-Oct-2009	0.00	0.00	0.00	#DIV/0!			
30-Nov-2009	0.00	0.00	0.00	#DIV/0!			
31-Dec-2009	0.00	0.00	0.00	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!
Total additions/withdrawals:		629,167.00	59,499.50				

*The Dietz Method (named after an employee at the Frank Russell Company, a prominent pension consulting firm) is as follows
total return = $\frac{((\text{ending market value} + \text{distributed income} - (0.5 \times \text{net contributions})) - (\text{starting market value} + (0.5 \times \text{net contributions})))}{1}$



Baxter Park Wilderness Fund

Commissioners
Irvin C. Caverly, Jr.
James P. Garland
Willard D. Pease, Esq.

Mailing Address
Post Office Box 823
Rockland, Maine 04841
(866) 596-7306

March 5, 2010

The Hon. John E. Baldacci
Office of the Governor
#1 State House Station
Augusta, ME 04333-0001

The Hon. David G. Lemoine
Office of the State Treasurer
#39 State House Station
Augusta, ME 04333-0039

The Hon. Roland D. Martin
Baxter State Park Authority
#41 State House Station
Augusta, ME 04333-0041

re: Semi-Annual Report for the Period ending December 31, 2009

Dear Governor Baldacci, Treasurer Lemoine, and Commissioner Martin:

The governing document for the Baxter Park Wilderness Fund ("the Fund") specifies that the Commissioners of the Fund, at least semiannually, are to provide financial statements to the Governor and the Baxter Park Authority, and are to report to the Governor (or his representatives) and the State Treasurer regarding the Fund's investments, income earned, and disbursements. Accordingly, we are pleased to present here the Fund's fifth semi-annual report, this one covering the period from July 1 to December 31, 2009.

Contributions. The only contribution during the past six months was \$500 from one individual.

Investments. The Fund's cash has been invested in a diversified portfolio comprised primarily of bonds and common stocks. A statement for the account dated December 31, 2009 is enclosed with this report. In July 2009, the Commissioners transferred the account from A.G. Edwards to Raymond James.

The State Treasurer's Office has requested that the Commissioners report investment returns and expenses twice a year following a preset format. A spreadsheet showing final asset allocation and returns for July 1 through December 31 is enclosed. The Fund's market value at the end of December was \$3,536,840.35.

For the six months ending December 31, 2009, the Fund's total return net of all investment-related expenses was +11.54%. Comparable returns for common benchmarks are as follows.

	Barclays Capital Aggregate Bond Index	30% Barclays, 70% S&P 500, Rebalanced Quarterly
S&P 500		
+22.59%	+3.96%	+16.86%

The experience so far has been for the Fund to have better relative returns during declining markets and poorer relative returns during rising markets.¹ Since inception, the Fund's cumulative total return net of expenses has been -8.45%, versus -10.42% for a benchmark comprised of 30% invested in the Barclays Aggregate and 70% in the S&P 500, with quarterly rebalancing.

Operating Expenses. Administrative expenses for the Fund during this period were \$194.45. Total estimated investment-related expenses were \$16,853.

Disbursements. The Commissioners have been making distributions to the Park on a quarterly basis. The current annualized distribution rate is \$85,000. One quarter of that amount, or \$21,250, was distributed to the Park in October. Another \$21,250 that ordinarily would have been distributed three months earlier, in July, was instead paid in June to avoid any potential delays associated with the subsequent move of the investment account from A.G. Edwards to Raymond James.

¹ While the Wilderness Fund was established in August 2008, it did not receive its first cash until mid-December. To make comparisons easier, since-inception returns for this Fund (as well as for comparable benchmarks) begin as of December 31, 2008.

BPWF Semi-Annual Report – December 31, 2009

page 3

We appreciate having had this opportunity to serve the State of Maine and Baxter State Park.

Sincerely,

Irvin C. Caverly, Jr.

James P. Garland

Willard D. Pease

enclosures: Semiannual Report to the State Treasurer dated Dec. 31, 2009 (ivory paper)
Raymond James statement dated December 31, 2009

cc: Patricia Sanborn
Pat Ende, Esq.
Karin Tilberg, Esq.
BSP Director
F. Trautmann

**Baxter Park Wilderness Fund
 Semiannual Report to the Office of the State Treasurer
 Period: July 1 through December 31, 2009**

Ending Asset Mix	Return on Investments (net of fees/expenses)	Reporting Year				Operating Expenses			
		Period	to Date	3 Years	5 Years	Management Fees (note 3)	Commissions (note 4)	Other (note 1)	Total
61.8%	Equity	not available				\$1,251	\$13,852	\$1,750	\$16,853
33.5%	Fixed Income	not available							
4.7%	Cash	not available							
0.0%	Other	not available							
100.0%	Total Portfolio	11.54%	15.69%	n.a.	n.a.				

\$3,190,243.31	Beginning Portfolio Value
(\$20,944.45)	Principal Additions / (Withdrawals) (note 2)
\$367,541.49	Appreciation / (Depreciation)
\$3,536,840.35	Ending Portfolio Value

- Notes:
- (1) Per-transaction charges (when separately shown on statements), plus front-end loads (when applicable) for purchases of mutual funds.
 - (2) One disbursement of \$21,250 to Baxter State Park in October. (The normal July disbursement took place in June.) Wilderness Fund administrative expenses of \$194.45 Principal contribution of \$500 from one individual
 - (3) There is no fee charged for the management of this account as a whole. The fees shown here are for mutual funds and closed-end funds held in this account.
 - (4) On bond trades where commissions are not disclosed, we've assumed a markup of 1.5% of the principal value.

Baxter Park Wilderness Fund
 P.O. Box 823
 Rockland, ME 04841
 (207) 596-7306

**Baxter Park Wilderness Fund
Estimated Expenses for Mutual Funds and Closed-End Funds
Period: July 1 through December 31, 2009**

Fund	Ticker	Front-End Load	Annual Expense Ratio	First Purchase Date	Mkt Value at 7/1/09	Mkt Value at 12/31/09	Loads for Expenses		
							2nd Half 2009	2nd Half 2009	
Cohen & Steers Quality Income Realty Fund	RQI		1.76%	12/24/2007	\$14,342	\$21,549		\$158	
Gabelli Global Gold & Natural Resources Inc Tr	GGN		1.69%	12/24/2007 04/04/2008	\$25,764 \$2,712	\$31,027 \$3,266		\$240 \$25	
Royce Value Trust	RVT		1.60%	12/24/2007 04/04/2008	\$25,230 \$4,205	\$32,370 \$5,395		\$230 \$38	
Capital World Growth & Income Fund "A"	CWGIX	3.5%	0.83%	07/24/2008	\$45,893	\$56,717		\$213	
New World Fund "Class A"	NEWFX	3.5%	1.18%	07/24/2008	\$49,223	\$60,784		\$325	
American Funds -- Intl Growth & Income "A"	IGAXX	3.5%	1.06%	12/14/2009	\$0	\$49,216	\$1,750	\$22	
Total market values of mutual funds and closed-end funds:							\$167,369	\$260,325	
Total estimated fees and loads:								\$1,750	\$1,251
Grand total per period:								\$3,001	\$3,001

The expenses generally were estimated as follows: [average market value] * [annual expense ratio] * [one-half].
 Note 1: taken from most recent fund prospectus or annual report, January 30, 2010
 Note 2: on a planned total investment in these funds of \$100,000

Trading Costs		July-December 2009		Per Share	Total Transaction	Trading Cost	%	
July 2009	BUY	200	GNMA 5.00%	104.125		3,000.00	1.5%	assumed 1.5% markup
August 2009	BUY	500	BDX	65.277	32,938.90	300.40	0.9%	
		1,500	ORCL	22.180	33,599.95	329.95	1.0%	
		425	AFL	38.778	16,697.94	217.29	1.3%	
		1,000	WGL	33.676	34,005.95	329.95	1.0%	
		350	APD	75.228	26,599.75	269.95	1.0%	
		100	ABT	44.768	4,556.83	80.03	1.8%	
		990	MO	17.619	17,742.76	299.95	1.7%	
		400	ED	39.539	16,045.79	230.19	1.4%	
		250	CAI	45.107	11,466.85	190.10	1.7%	
		200	FPL	56.959	11,541.91	150.11	1.3%	
		700	T	26.170	18,598.95	279.95	1.5%	
		350	VZ	32.030	11,400.45	189.95	1.7%	
		160	SIAL	51.944	8,447.99	136.95	1.6%	
		120	GNMA 4.5%	102.000		1,800.00	1.5%	assumed 1.5% markup
		106	GNMA 6.5%	108.000		1,590.00	1.5%	assumed 1.5% markup
September 2009						0.00		
October 2009						0.00		
November 2009						0.00		
December 2009	BUY	15	BRKB	3,288.900	49,433.45	99.95	0.2%	
		150	ED	44.009	6,733.69	132.34	2.0%	
		300	FPL	53.619	16,315.89	230.19	1.4%	
		650	WGL	32.459	21,532.33	433.98	2.0%	
		900	VVO	24.187	22,103.90	335.60	1.5%	
		215	GNMA 4.5%	104.875		3,225.00	1.5%	assumed 1.5% markup
		50,000	Amer Intl G&I 'A'			1,750.00	3.5%	assumed 3.5% load
TOTALS:								
commissions on stocks						4,236.83		
markups on bonds (est.)						9,615.00		
loads on mutual funds:						1,750.00		

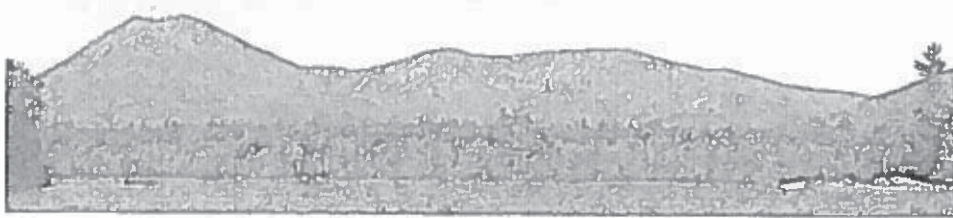
Baxter Park Wilderness Fund
Total Return Calculations (Dietz Method*)

2009

for overall account only
 pre-tax (i.e., taxes withheld on foreign dividends treated as withdrawals) and after fees

Date	Market Value	Additions	Withdrawals	Monthly Total Return	Quarterly Total Return	Semiannual Total Return	Annual Total Return
31-Dec-2008	2,513,449.75						
		500.00	18,750.00				
31-Jan-2009	2,380,989.05			-4.56%			
		0.00	0.00				
28-Feb-2009	2,253,297.87			-5.36%			
		0.00	749.50				
31-Mar-2009	2,363,938.44			4.94%	-5.21%		
		0.00	18,750.00				
30-Apr-2009	2,458,756.73			4.82%			
		628,667.00	0.00				
31-May-2009	3,187,672.33			3.62%			
		0.00	21,250.00				
30-Jun-2009	3,190,243.31			0.75%	9.43%	3.72%	
		0.00	0.00				
31-Jul-2009	3,319,385.78			4.05%			
		0.00	0.00				
31-Aug-2009	3,344,165.44			0.75%			
		0.00	0.00				
30-Sep-2009	3,419,558.21			2.25%	7.19%		
		0.00	21,250.00				
31-Oct-2009	3,394,577.63			-0.11%			
		500.00	0.00				
30-Nov-2009	3,506,668.71			3.29%			
		0.00	0.00				
31-Dec-2009	3,536,840.35			0.86%	4.06%	11.54%	15.69%
Total additions/withdrawals:		629,667.00	80,749.50				

*The Dietz Method (named after an employee at the Frank Russell Company, a prominent pension consulting firm) is as follows:
 total return = $\frac{(\text{ending market value} + \text{distributed income} - (0.5 \times \text{net contributions})) + (\text{starting market value} + (0.5 \times \text{net contributions}))}{2} - 1$



Baxter Park Wilderness Fund

Commissioners
Irvin C. Caverly, Jr.
James P. Garland
Willard D. Pease, Esq.

Mailing Address
Post Office Box 823
Rockland, Maine 04841
(866) 596-7306

August 12, 2010

The Hon. John E. Baldacci
Office of the Governor
#1 State House Station
Augusta, ME 04333-0001

The Hon. David G. Lemoine
Office of the State Treasurer
#39 State House Station
Augusta, ME 04333-0039

The Hon. R. Alec Giffen
Baxter State Park Authority
#22 State House Station
Augusta, ME 04333-0022

re: Semi-Annual Report for the Period ending June 30, 2010

Dear Governor Baldacci, Treasurer Lemoine, and Director Giffen:

The governing document for the Baxter Park Wilderness Fund ("the Fund") specifies that the Commissioners of the Fund, at least semiannually, are to provide financial statements to the Governor and the Baxter Park Authority, and are to report to the Governor (or his representatives) and the State Treasurer regarding the Fund's investments, income earned, and disbursements. Accordingly, we are pleased to present here the Fund's sixth semi-annual report, this one covering the period from January 1 to June 30, 2010.

Contributions. During this period the Fund received contributions totaling \$1,250 from three individuals, and one contribution of \$452,155.50 from The Trust for Public Land. TPL's contribution represents a payback of funds lent to

it by one individual during the Katahdin Lake capital campaign several years ago.

Investments. The Fund's cash has been invested in a diversified portfolio comprised primarily of bonds and common stocks. A statement for the account dated June 30, 2010 is enclosed with this report.

The State Treasurer's Office has requested that the Commissioners report investment returns and expenses twice a year following a preset format. A spreadsheet showing final asset allocation and returns for January 1 through June 30 is enclosed. The Fund's market value at the end of June was \$3,851,097.70.

For the six months ending June 30, the Fund's total return net of all investment-related expenses was -2.32%. Comparable returns for common benchmarks are as follows.

S&P 500	Barclays Capital Aggregate Bond Index	30% Barclays, 70% S&P 500, Rebalanced Quarterly
-6.66%	+5.34%	-2.94%

The experience so far has been for the Fund to have better relative returns during declining markets and poorer relative returns during rising markets.¹ In the two and a half years since inception, the Fund's cumulative total return net of expenses has been -10.58%, versus -13.05% for a benchmark comprised of 30% invested in the Barclays Aggregate Bond Index and 70% in the S&P 500, with quarterly rebalancing.

Operating Expenses. Administrative expenses for the Fund during this period were \$199.50. Total estimated investment-related expenses were \$11,520.32.

Disbursements. The Commissioners have been making distributions to the Park on a quarterly basis. The current annualized distribution rate is \$85,000. One quarter of that, or \$21,250, was distributed to the Park in January. A second identical amount was distributed in April.

¹ While the Wilderness Fund was established in August 2007, it did not receive its first cash until mid-December. To make comparisons easier, since-inception returns for this Fund (as well as for comparable benchmarks) begin as of December 31, 2007.

BPWF Semi-Annual Report – June 30, 2010

page 3

We appreciate having had this opportunity to serve the State of Maine and Baxter State
Park.

Sincerely,

Irvin C. Caverly, Jr.

James P. Garland

Willard D. Pease

enclosures: Semiannual Report to the State Treasurer dated June 30, 2010 (ivory paper)
Raymond James statement dated June 30, 2010

cc: Patricia Sanborn
Pat Ende, Esq.
Karin Tilberg, Esq.
BSP Director
F. Trautmann

**Baxter Park Wilderness Fund
Semiannual Report to the Office of the State Treasurer
Period: January 1 through June 30, 2010**

Ending Asset Mix	Return on Investments (net of fees/expenses)				Operating Expenses			
	Reporting Period	Year to Date	Annualized 3 Years	Annualized 5 Years	Managem't Fees (note 3)	Commissions (note 4)	Other (note 1)	Total
51.8% Equity	<i>not available</i>				\$1,367	\$10,050	\$103	\$11,520
41.9% Fixed Income	<i>not available</i>							
6.3% Cash	<i>not available</i>							
0.0% Other								
100.0% Total Portfolio	-2.32%	-2.32%	<i>n.a.</i>	<i>n.a.</i>				
	<hr/>							
	\$3,536,840.35	Beginning Portfolio Value						
	\$410,706.00	Principal Additions / (Withdrawals) (note 2)						
	(\$96,448.65)	Appreciation / (Depreciation)						
	\$3,851,097.70	Ending Portfolio Value						

- Notes:
- (1) Per-transaction charges (when separately shown on statements), plus front-end loads (when applicable) for purchases of mutual funds. Also amounts withheld on foreign dividends.
 - (2) Two disbursements of \$21,250 each to Baxter State Park in January and April. A contribution of \$452,155.50 from The Trust for Public Land in May. Administrative expenses of \$199.50. Contributions totaling \$1,250 from three individuals.
 - (3) There is no fee charged for the management of this account as a whole. The fees shown here are estimated fees for mutual funds and closed-end funds held in this account.
 - (4) On bond trades where commissions are not disclosed, we've assumed a markup of 1.5% of the principal value.

Baxter Park Wilderness Fund
P.O. Box 823
Rockland, ME 04841
(207) 596-7306

Baxter Park Wilderness Fund
Total Return Calculations (Dietz Method*)

2010

for overall account only
pre-tax (i.e., taxes withheld on foreign dividends treated as withdrawals) and after fees

Date	Market Value	Additions	Withdrawals	Monthly Total Return	Quarterly Total Return	Semiannual Total Return	Annual Total Return
31-Dec-2009	3,536,840.35						
		250.00	(21,250.00)				
31-Jan-2010	3,463,116.75			-1.50%			
		0.00	(199.50)				
28-Feb-2010	3,511,400.57			1.40%			
		0.00	0.00				
31-Mar-2010	3,620,152.61			3.10%	2.98%		
		1,000.00					
30-Apr-2010	3,645,095.87			0.66%			
		452,155.50	(21,250.00)				
31-May-2010	3,889,711.30			-4.83%			
		0.00	0.00				
30-Jun-2010	3,851,097.70			-0.99%	-5.15%	-2.32%	
31-Jul-2010				-100.00%			
31-Aug-2010				#DIV/0!			
30-Sep-2010				#DIV/0!	#DIV/0!		
31-Oct-2010				#DIV/0!			
30-Nov-2010				#DIV/0!			
31-Dec-2010				#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!

Total additions/withdrawals: 453,405.50 (42,699.50)

*The Dietz Method (named after an employee at the Frank Russell Company, a prominent pension consulting firm) is as follows:

$$\text{total return} = \frac{((\text{ending market value} + \text{distributed income} - (0.5 \times \text{net contributions})) + (\text{starting market value} + (0.5 \times \text{net contributions}))) - 1}{1}$$



Baxter Park Wilderness Fund

Commissioners
Irvin C. Caverly, Jr.
James P. Garland
Willard D. Pease, Esq.

Mailing Address
Post Office Box 823
Rockland, Maine 04841
(866) 596-7306

February 7, 2011

The Hon. Paul LePage
Office of the Governor
#1 State House Station
Augusta, ME 04333-0001

The Hon. Bruce L. Poliquin
Office of the State Treasurer
#39 State House Station
Augusta, ME 04333-0039

The Hon. William J. Schneider
Baxter State Park Authority
#6 State House Station
Augusta, ME 04333-0006

re: Semi-Annual Report for the Period ending December 31, 2010

Dear Governor LePage, Treasurer Poliquin, and Attorney General Schneider:

The governing document for the Baxter Park Wilderness Fund ("the Fund") specifies that the Commissioners of the Fund, at least semiannually, are to provide financial statements to the Governor and the Baxter Park Authority, and are to report to the Governor (or his representatives) and the State Treasurer regarding the Fund's investments, income earned, and disbursements. Accordingly, we are pleased to present here the Fund's seventh semi-annual report, this one covering the period from July 1 to December 31, 2010.

Contributions. During this period the Fund received one contribution of \$500.

Investments. The Fund's cash has been invested in a diversified portfolio comprised primarily of bonds and common stocks. A statement for the account dated December 31, 2010 is enclosed with this report.

The State Treasurer's Office has requested that the Commissioners report investment returns and expenses twice a year following a preset format. A spreadsheet showing final asset allocation and returns for July 1 through December 31 is enclosed. The Fund's market value at the end of December was \$4,309,462.67.

For the six months ending December 31, the Fund's total return net of all investment-related expenses was 13.07%. Comparable returns for common benchmarks are as follows.

S&P 500	Barclays Capital Aggregate Bond Index	30% Barclays, 70% S&P 500, Rebalanced Quarterly
23.26%	1.16%	16.41%

The experience so far has been for the Fund to have better relative returns during declining markets and poorer relative returns during rising markets.¹ In the three years since inception, the Fund's cumulative total return net of expenses has been 1.11%, versus 1.21% for a benchmark comprised of 30% invested in the Barclays Aggregate Bond Index and 70% in the S&P 500, with quarterly rebalancing.

Operating Expenses. Administrative expenses for the Fund during this period were \$50. Total estimated investment-related expenses were \$6,961.

Disbursements. The Commissioners have been making distributions to the Park on a quarterly basis. The current annualized distribution rate is \$85,000. One quarter of that, or \$21,250, was distributed to the Park in July. A second identical amount was distributed in October.

Subsequent Events. On January 3, 2011, the Fund received a \$1.5 million contribution from an anonymous donor. This brings the current market value of the Fund to slightly more than \$5.8 million.

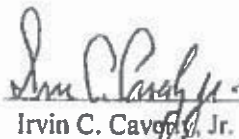
¹ While the Wilderness Fund was established in August 2007, it did not receive its first cash until mid-December. To make comparisons easier, the calculated returns for this Fund (as well as for comparable benchmarks) begin as of December 31, 2007.

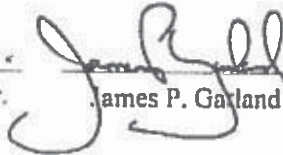
BPWF Semi-Annual Report – December 31, 2010

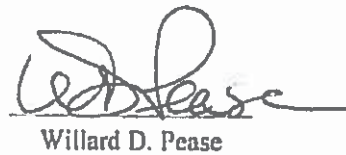
page 3

We appreciate having this opportunity to serve the State of Maine and Baxter State Park.

Sincerely,


Irvin C. Cavonius, Jr.


James P. Garland


Willard D. Pease

enclosures: Semiannual Report to the State Treasurer dated Dec. 31, 2010 (ivory paper)
Raymond James statement dated December 31, 2010

cc: Timothy Rodriguez (State Treasurer's Office)
BSP Director
Frank Trautmann

**Baxter Park Wilderness Fund
 Semiannual Report to the Office of the State Treasurer
 Period: July 1 through December 31, 2010**

Ending Asset Mix	Return on Investments (net of fees/expenses)				Operating Expenses			
	Reporting Period	Year to Date	Annualized 3 Years	Annualized 5 Years	Managem't Fees (note 3)	Commissions (note 4)	Other (note 1)	Total
61.2% Equity	<i>not available</i>				\$1,531	\$5,430	\$50	\$7,011
34.6% Fixed Income	<i>not available</i>							
4.2% Cash	<i>not available</i>							
0.0% Other								
100.0% Total Portfolio	13.07%	10.45%	0.37%	<i>n.a.</i>				
	<hr/>							
	\$3,851,097.70	Beginning Portfolio Value						
	(\$42,050.00)	Principal Additions / (Withdrawals) (note 2)						
	\$500,414.97	Appreciation / (Depreciation)						
	\$4,309,462.67	Ending Portfolio Value						

- Notes:
- (1) Per-transaction charges (when separately shown on statements), plus front-end loads (when applicable) for purchases of mutual funds. Also amounts withheld on foreign dividends.
 - (2) Two disbursements of \$21,250 each to Baxter State Park in July and October. A contribution of \$500 in November. Administrative expenses of \$50.00.
 - (3) There is no fee charged for the management of this account as a whole. The fees shown here are estimated fees for mutual funds and closed-end funds held in this account.
 - (4) On bond trades where commissions are not disclosed, we've assumed a markup of 1.5% of the principal value.

Baxter Park Wilderness Fund
 P.O. Box 823
 Rockland, ME 04841
 (207) 596-7306



Baxter Park Wilderness Fund

Commissioners
Irvin C. Caverly, Jr.
James P. Garland
Willard D. Pease, Esq.

Mailing Address
Post Office Box 823
Rockland, Maine 04841
(207) 596-7306

August 15, 2011

The Hon. Paul LePage
Office of the Governor
#1 State House Station
Augusta, ME 04333-0001

The Hon. Bruce L. Poliquin
Office of the State Treasurer
#39 State House Station
Augusta, ME 04333-0039

The Hon. Douglas Denico
Baxter State Park Authority
#22 State House Station
Augusta, ME 04333-0022

re: Semi-Annual Report for the Period ending June 30, 2011

Dear Governor LePage, Treasurer Poliquin, and Director Denico:

The governing document for the Baxter Park Wilderness Fund ("the Fund") specifies that the Commissioners of the Fund, at least semiannually, are to provide financial statements to the Governor and the Baxter Park Authority, and are to report to the Governor (or his representatives) and the State Treasurer regarding the Fund's investments, income earned, and disbursements. Accordingly, we are pleased to present here the Fund's eighth semi-annual report, this one covering the period from December 31, 2010 to June 30, 2011.

Contributions. The Fund received a \$1,500,000 contribution from an anonymous donor on the first business day of January. There have been no additional contributions so far this year.

Investments. The Fund’s cash has been invested in a diversified portfolio comprised primarily of bonds and common stocks. A statement for the account dated June 30, 2010 is enclosed with this report.

The State Treasurer’s Office has requested that the Commissioners report investment returns and expenses twice a year following a preset format. A spreadsheet showing final asset allocation and returns for January 1 through June 30 is enclosed. The Fund’s market value at the end of June was \$5,954,670.32.

For the six months ending June 30, 2010, the Fund’s total return net of all investment-related expenses was 3.31%. Comparable returns for common benchmarks are as follows.

<u>S&P 500</u>	<u>Barclays Capital Aggregate Bond Index</u>	<u>30% Barclays, 70% S&P 500, Rebalanced Quarterly</u>
6.03%	2.71%	5.06%

The experience so far has been for the Fund to have better relative returns during declining markets and poorer relative returns during rising markets. In the three and a half years since inception, the Fund’s cumulative total return net of expenses has been 4.46%, versus 6.34% for a benchmark comprised of 30% invested in the Barclays Aggregate Bond Index and 70% in the S&P 500, with quarterly rebalancing.

Operating Expenses. Administrative expenses for the Fund during this period were \$199.50. Total estimated investment-related expenses — primarily commissions and loads for mutual fund purchases — amount to \$24,784.73.

Disbursements. The Commissioners have been making distributions to Baxter State Park on a quarterly basis. At the beginning of the year, the annualized distribution rate had been \$85,000, but the Commissioners voted in late January to increase that amount to \$100,000. The Commissioners distributed \$21,250 to the Park in January and \$25,000 in April.

¹ While the Wilderness Fund was established in August 2007, it did not receive its first cash until mid-December. To simplify the comparisons, the calculated returns for this Fund (as well as for comparable benchmarks) begin as of December 31, 2007.

BPWF Semi-Annual Report – June 30, 2011

page 3

We appreciate having this opportunity to serve the State of Maine and Baxter State Park.

Sincerely,

Irvin C. Caverly, Jr.

James P. Garland

Willard D. Pease

enclosures: Semiannual Report to the State Treasurer dated June 30, 2011
Raymond James statement dated June 30, 2011

cc: Timothy Rodriguez (State Treasurer's Office)
BSP Director
Frank Trautmann

**Baxter Park Wilderness Fund
Semiannual Report to the Office of the State Treasurer
Period: January 1 through June 30, 2011**

<u>Ending Asset Mix</u>	<u>Return on Investments (net of fees/expenses)</u>				<u>Operating Expenses</u>			
	<u>Reporting Period</u>	<u>Year to Date</u>	<u>Annualized 3 Years</u>	<u>Annualized 5 Years</u>	<u>Managem't Fees (note 3)</u>	<u>Commis- sions (notes 1 & 4)</u>	<u>Other (note 5)</u>	<u>Total</u>
59.1% Equity	<i>not available</i>				\$3,132	\$21,453	\$200	\$24,785
32.5% Fixed Income	<i>not available</i>							
8.4% Cash	<i>not available</i>							
0.0% Other								
100.0% Total Portfolio	3.31%	3.31%	3.19%	<i>n.a.</i>				

\$4,309,462.67	Beginning Portfolio Value
\$1,453,550.50	Principal Additions / (Withdrawals) (note 2)
\$191,657.15	Appreciation / (Depreciation)
\$5,954,670.32	Ending Portfolio Value

- Notes:
- (1) Per-transaction charges (when separately shown on statements), plus front-end loads (when applicable) for purchases of mutual funds. Also amounts withheld on foreign dividends.
 - (2) Two disbursements to Baxter Park of \$21,250 in January and \$25,000 in April. A contribution of \$1,500,000 in January. Administrative expenses of \$199,500.
 - (3) There is no fee charged for the management of this account as a whole. The fees shown here are estimated fees for mutual funds and closed-end funds held in this account.
 - (4) On bond trades where commissions are not disclosed, we've assumed a markup of 1.5% of the principal value.

Baxter Park Wilderness Fund
P.O. Box 823
Rockland, ME 04841
(207) 596-7306

**Baxter Park Wilderness Fund
Estimated Expenses for Mutual Funds and Closed-End Funds
Period: January 1 to June 30, 2011**

Fund	Ticker	Front-End Load Ratio <i>(note 2)</i>	Annual Expense Ratio <i>(note 1)</i>	First Purchase Date	Mkt Value at 12/31/10	Mkt Value at 6/30/11	Loads for 1st Half 2011	Expenses for 1st Half 2011
Cohen & Steers Quality Income Realty Fund	RQI		1.76%	12/24/2007	\$30,708	\$34,684		\$288
Gabelli Global Gold & Natural Resources Inc Tr	GGN		1.35%	12/24/2007	\$36,613	\$33,763		\$238
				04/04/2008	\$3,854	\$3,854		\$26
				03/23/2011	\$0	\$15,993		
Royce Value Trust	RVT		1.38%	12/24/2007	\$43,612	\$44,751		\$305
				04/04/2008	\$7,380	\$7,460		\$51
Capital World Growth & Income Fund "A"	CWGIX	1.5%	0.79%	07/24/2008	\$61,090	\$204,069		\$524
American Funds -- New World Fund "A"	NEWFX	1.5%	0.89%	07/24/2008	\$71,312	\$203,938		\$612
American Funds -- Intl Growth & Income "A"	IGAAX	1.5%	1.06%	12/14/2009	\$53,460	\$206,510		\$689
American Funds -- New Perspective "A"	ANWPX	1.5%	0.79%	01/31/2011	\$0	\$202,566		\$400
Total market values of mutual funds and closed-end funds:					\$308,029	\$957,588		
Total estimated fees and loads:					\$0	\$3,132		
Grand total per period:								\$3,132

The expenses were estimated as follows: [average market value] * [annual expense ratio] * [one-half].

Note 1: taken from fund websites August 2011

Note 2: on a planned total investment in these funds of \$800,000

Baxter Park Wilderness Fund
Other Expenses **January – June 2011**

I-Mar Sephone -- website charge (199.50)

Baxter Park Wilderness Fund

Trading Costs January – June 2011

			Per Share	Total Transaction	Trading Cost	\$
January 2011	BUY	185 GNMA 3.50% '35	108.250	200,617.25	2,775.00	assumed 1.5% markup
		131 GNMA 6.00% '34	109.750	143,938.89	1,959.63	assumed 1.5% markup
		180 GNMA 6.00% '35	109.750	198,304.95	2,700.00	assumed 1.5% markup
	SELL	150 Caterpillar Inc.	92.751	(13,727.51)	185.14	
		234 Enterprise Prods	42.431	(9,725.82)	203.03	
		50 IBM	155.560	(7,674.90)	103.10	
		100 Philip Morris Int'l	56.742	(5,371.14)	103.06	
	BUY	38,000 Cap World G&I 'A'	36.799	38,000.00	570.00	1.5% load
		29,500 New World 'A'	54.500	29,500.00	442.50	1.5% load
		46,500 Am Int'l G&I 'A'	31.800	46,500.00	697.50	1.5% load
100,000 New Perspective 'A'		29.090	100,000.00	1,500.00	1.5% load	
			720,111.72			
February 2011	BUY	25,000 Am Int'l G&I 'A'	32.370	25,000.00	375.00	1.5% load
		25,000 Cap World G&I 'A'	37.090	25,000.00	375.00	1.5% load
		25,000 New World 'A'	54.000	25,000.00	375.00	1.5% load
		25,000 New Perspective 'A'	30.059	25,000.00	375.00	1.5% load
				100,000.00		
March 2011	SELL	1,425 Nokia Corp ADR	8.674	(12,066.40)	203.03	
	BUY	300 BP PLC ADR	47.388	14,445.50	203.03	
		1,300 Hewlett Packard	42.890	56,327.05	203.03	
		160 Procter & Gamble	62.338	10,127.91	203.03	
		500 Amer. Tower Corp.	52.208	27,006.12	203.03	
		275 Piedmont Nat Gas	28.830	8,112.20	203.03	
		25,000 Am Int'l G&I 'A'	31.200	25,000.00	375.00	1.5% load
		25,000 Cap World G&I 'A'	35.930	25,000.00	375.00	1.5% load
		25,000 New World 'A'	53.090	25,000.00	375.00	1.5% load
		25,000 New Perspective 'A'	28.839	25,000.00	375.00	1.5% load
		500 State Street Corp.	43.028	21,858.20	327.87	
		2,400 Bank of America	13.608	33,194.35	497.92	
		160 Fortune Brands	60.017	9,776.67	146.65	
900 Gabelli Gbl Gold	18.510	16,982.95	254.74			
328 Royce Value Trust	14.898	5,030.66	75.46			
			290,795.21			
April 2011	BUY	1,000 Emerson Electric	58.898	59,472.45	891.09	
		25,000 Am Int'l G&I 'A'	31.409	25,000.00	375.00	1.5% load
		25,000 Cap World G&I 'A'	37.870	25,000.00	375.00	1.5% load
		25,000 New World 'A'	56.743	25,000.00	375.00	1.5% load
		25,000 New Perspective 'A'	30.119	25,000.00	375.00	1.5% load
		50 Google	523.521	26,269.95	394.05	
			181,742.40			
May 2011	BUY	500 Health Care REIT	53.599	27,153.90	407.31	
		25,000 Am Int'l G&I 'A'	33.330	25,000.00	375.00	1.5% load
		25,000 Cap World G&I 'A'	38.129	25,000.00	375.00	1.5% load
		25,000 New World 'A'	56.090	25,000.00	375.00	1.5% load
		25,000 New Perspective 'A'	30.290	25,000.00	375.00	1.5% load
			127,153.90			
June 2011	BUY	2,178 Cap World G&I 'A'	35.930	2,178.93	0.00	reinvested divs
		3,007 Am Int'l G&I 'A'	32.129	3,006.95	0.00	assumed no load

TOTALS:	
commissions on stocks	4,808.60
estimated markups on bonds	7,432.63
loads on mutual funds	9,210.00

TOTAL TRADES	1,429,028.51	21,453.23
	net purchases	0.00



Baxter Park Wilderness Fund

Commissioners
Irvin C. Caverly, Jr.
James P. Garland
Willard D. Pease, Esq.

Mailing Address
Post Office Box 823
Rockland, Maine 04841
(207) 596-7306

February 27, 2012

The Hon. Paul LePage
Office of the Governor
#1 State House Station
Augusta, ME 04333-0001

The Hon. Bruce L. Poliquin
Office of the State Treasurer
#39 State House Station
Augusta, ME 04333-0039

The Hon. Douglas Denico
Baxter State Park Authority
#22 State House Station
Augusta, ME 04333-0022

re: Semi-Annual Report for the Period June 30 – December 31, 2011

Dear Governor LePage, Treasurer Poliquin, and Director Denico:

The governing document for the Baxter Park Wilderness Fund (“the Fund”) specifies that the Commissioners of the Fund, at least semiannually, are to provide financial statements to the Governor and the Baxter Park Authority, and are to report to the Governor (or his representatives) and the State Treasurer regarding the Fund’s investments, income earned, and disbursements. Accordingly, we are pleased to present here the Fund’s eighth semi-annual report, this one covering the period from June 30, 2011 through December 31, 2011.

Contributions. The Fund received \$167,500 from The Trust for Public Land in August, and in addition several individual contributions totaling \$570.

BPWF Semi-Annual Report – December 31, 2011

page 2

Investments. The Fund continues to be invested in a diversified portfolio of bonds and common stocks. A statement for the account dated December 31, 2011 is enclosed with this report.

The State Treasurer’s Office has requested that the Commissioners report investment returns and expenses twice a year following a preset format. A spreadsheet showing final asset allocation and returns for June 30 through December 31 is enclosed. The Fund’s market value at the end of December was \$5,976,233.08.

For the six months ending December 31, 2011, the Fund’s total return net of all investment-related expenses was –1.54%. Comparable returns for common benchmarks are as follows.

<u>S&P 500</u>	<u>Barclays Capital Aggregate Bond Index</u>	<u>30% Barclays, 70% S&P 500, Rebalanced Quarterly</u>
–3.69%	5.00%	–0.68%

The experience generally has been for the Fund to have better relative returns during declining markets and poorer relative returns during rising markets.¹ In the four years since inception, the Fund’s cumulative (not annualized) total return net of expenses has been 2.85%, versus 5.61% for a benchmark comprised of 30% invested in the Barclays Aggregate Bond Index and 70% in the S&P 500, with quarterly rebalancing.

Operating Expenses. Administrative expenses for the Fund during this period were \$71. Total estimated investment-related expenses — primarily commissions and mutual fund fees — amounted to \$7,547.

Disbursements. The Commissioners have been making distributions to Baxter State Park on a quarterly basis. The distribution in July was \$25,000. Following a meeting of the commissioners during late summer, the distribution for October was increased to \$30,000.

¹ While the Wilderness Fund was established in August 2007, it did not receive its first cash until mid-December. To simplify the comparisons, the calculated returns for this Fund (as well as for comparable benchmarks) begin as of December 31, 2007.

BPWF Semi-Annual Report – December 31, 2011

page 3

We appreciate having this opportunity to serve the State of Maine and Baxter State Park.

Sincerely,

Irvin C. Caverly, Jr.

James P. Garland

Willard D. Pease

enclosures: Semiannual Report to the State Treasurer dated December 31, 2011
Raymond James statement dated December 31, 2011

cc: Timothy Rodriguez (State Treasurer's Office)
BSP Director
Frank Trautmann

**Baxter Park Wilderness Fund
 Semiannual Report to the Office of the State Treasurer
 Period: July 1 through December 31, 2011**

Ending Asset Mix	Return on Investments (net of fees/expenses)	Reporting Year Annualized			Operating Expenses			
		Period to Date	3 Years	5 Years	Management Fees (note 3)	Commissions (note 4)	Other (note 1)	Total
61.2% Equity	<i>not available</i>				\$3,629	\$3,918	\$71	\$7,619
34.6% Fixed Income	<i>not available</i>							
4.2% Cash	<i>not available</i>							
0.0% Other								
100.0% Total Portfolio	-1.54%	1.72%	9.13%	<i>n.a.</i>				

\$5,954,670.32	Beginning Portfolio Value
\$112,998.75	Principal Additions / (Withdrawals) (note 2)
(\$91,435.99)	Appreciation / (Depreciation)
\$5,976,233.08	Ending Portfolio Value

- Notes:
- (1) Per-transaction charges (when separately shown on statements), plus front-end loads (when applicable) for purchases of mutual funds. Also amounts withheld on foreign dividends.
 - (2) Disbursements to Baxter State Park of \$25,000 in July and \$30,000 in October. Contributions of \$168,070 during the six-month period. Administrative expenses of \$71.25.
 - (3) There is no fee charged for the management of this account as a whole. The fees shown here are estimated fees for mutual funds and closed-end funds held in this account.
 - (4) On bond trades where commissions are not disclosed, we've assumed a markup of 1.5% of the principal value.

Baxter Park Wilderness Fund
 P.O. Box 823
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**Baxter Park Wilderness Fund
Estimated Expenses for Mutual Funds and Closed-End Funds
Period: July 1 through December 31, 2011**

Fund	Ticker	Front-End Load	Annual Expense Ratio	First Purchase Date	Mkt Value at 6/30/11	Mkt Value at 12/30/11	Loads for 2nd Half 2011	Expenses for 2nd Half 2011
Cohen & Steers Quality Income Realty Fund	RQI	(note 2)	1.98%	12/24/2007	\$34,684	\$30,069		\$321
Gabelli Global Gold & Natural Resources Inc Tr	GGN		1.33%	12/24/2007	\$33,763	\$26,809		\$201
				04/04/2008	\$3,554	\$2,822		\$21
				03/23/2011	\$15,993	\$12,699		\$95
Royce Value Trust	RVT		1.38%	12/24/2007	\$44,751	\$36,800		\$281
				04/04/2008	\$7,460	\$6,135		\$47
				03/23/2011	\$0	\$4,025		\$14
Capital World Growth & Income Fund "A"	CWGI		0.79%	07/24/2008	\$204,069	\$228,029		\$853
American Funds -- Intl Growth & Income "A"	IGAAX		0.89%	12/14/2009	\$206,510	\$227,536		\$966
American Funds -- New Perspective "A"	ANWPX		0.77%	01/31/2011	\$202,566	\$228,205		\$829
American Funds -- New World Fund "Class A"	NEWFX		1.02%	07/24/2008	\$203,937	\$217,672		\$1,075
Total market values of mutual funds and closed-end funds:					\$957,287	\$1,020,801		
Total estimated fees and loads:								\$0
Grand total per period:								\$3,629

The expenses generally were estimated as follows: (average market value) * (annual expense ratio) * (one-half).
 Note 1: Taken from fund websites as of January 23, 2012.
 Note 2: During 2011 the Wilderness Fund brought its total investment in the four mutual funds (shown at the bottom of this table) to \$1 million. At that level, the front-end load is waived.

26-Nov	Sephone LLC -- website charge	(50.00)
16-Sep	Sephone LLC -- unspecified charge	(21.25)

Baxter Park Wilderness Fund
Other Expenses
July - December 2011

**Baxter Park Wilderness Fund
Trading Costs July -- December 2011**

			<u>Per Share</u>	<u>Total Transaction</u>	<u>Trading Cost</u>	<u>%</u>
July 2011	BUY	no trades				
	SELL	no trades				
August 2011	BUY	250 Adobe Systems	24.477	6,266.32	147.07	2.3%
		1,000 Pfizer Inc.	18.438	18,770.38	332.38	1.8%
		150 Bunge Limited	63.620	9,698.44	155.44	1.6%
		900 Health Care REIT	47.845	43,544.21	483.71	1.1%
		1,000 Norfolk Southern	63.025	63,588.95	563.95	0.9%
		1,504 Cap World G&I 'A'	33.250	50,000.00	0.00	0.0% load
		1,846 New Perspective 'A'	29.820	50,000.00	0.00	0.0% load
		977 New World 'A'	51.180	50,000.00	0.00	0.0% load
		1,677 Am Intl G&I 'A'	29.820	50,000.00	0.00	0.0% load
	SELL	3,700 Bank of America	7.461	(27,043.67)	562.03	2.1%
		<i>net purchases</i>		<i>314,824.63</i>		
September 2011	SELL	no trades				
	BUY	500 AT&T	27.805	14,143.86	241.36	1.7%
		1,000 Automatic Data Pr	46.987	47,491.99	504.99	1.1%
		1,200 Oracle Corporation	28.896	35,139.02	463.82	1.3%
		650 Sigma Aldrich	60.427	39,741.14	463.59	1.2%
		<i>net purchases</i>		<i>136,516.01</i>		
October 2011		no trades				
November 2011		no trades				
December 2011		no trades				

TOTALS:	
commissions on stocks:	3,918.34
estimated markups on bonds:	0.00
loads on mutual funds:	0.00
	<i>451,340.64</i>
	3,918.34

Baxter Park Wilderness Fund
Total Return Calculations (Dietz Method*)

2011

for overall account only
pre-tax (i.e., taxes withheld on foreign dividends treated as withdrawals) and after fees

Date	Market Value	Additions	Withdrawals	Monthly Total Return	Quarterly Total Return	Semiannual Total Return	Annual Total Return
31-Dec-2010	5,809,462.67	<< (see Note 1)					
		0.00	(21,250.00)				
31-Jan-2011	5,808,157.34			0.34%			
		0.00	0.00				
28-Feb-2011	5,904,131.72			1.65%			
		0.00	(199.50)				
31-Mar-2011	5,915,809.12			0.20%	2.21%		
		0.00	(25,000.00)				
30-Apr-2011	6,039,546.48			2.52%			
		0.00	0.00				
31-May-2011	6,012,560.64			-0.45%			
		0.00	0.00				
30-Jun-2011	5,954,670.32			-0.96%	1.08%	3.31%	
		0.00	(25,000.00)				
31-Jul-2011	5,861,018.47			-1.16%			
		167,500.00	0.00				
31-Aug-2011	5,904,580.15			-2.08%			
		500.00	(21.25)				
30-Sep-2011	5,631,962.11			-4.62%	-7.69%		
		0.00	(30,000.00)				
31-Oct-2011	5,964,585.46			6.46%			
		0.00	0.00				
30-Nov-2011	5,961,927.28			-0.04%			
		70.00	(50.00)				
31-Dec-2011	5,976,233.08			0.24%	6.66%	-1.54%	1.72%

Total additions/withdrawals: 168,070.00 (101,520.75)

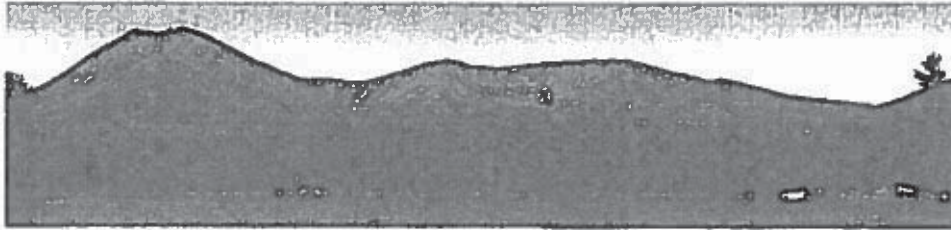
*The Dietz Method (named after an employee at the Frank Russell Company, a prominent pension consulting firm) is as follows.

$$\text{total return} = \frac{((\text{ending market value} + \text{distributed income} - (0.5 \times \text{net contributions})) - (\text{starting market value} + (0.5 \times \text{net contributions})))}{1}$$

Note 1: actual market value on December 31 was \$4,309,462.67. But because a \$1,500,000 contribution was received on the first business day of January, that amount has been added to the starting market value. The Dietz formula assumes that additions take place in the middle of the measurement period. To treat the \$1.5 million as a mid-period addition would have distorted the calculations.

Benchmark Returns		2011		
	S&P 500	Barclays Aggregate Bond Index	70% S&P 30% Barclays	
1st Quarter	5.92%	0.42%	4.27%	
2nd Quarter	0.10%	2.29%	0.76%	
3rd Quarter	-13.87%	3.84% *	-8.56%	
4th Quarter	11.82%	1.12%	8.61%	
YEAR	2.11%	7.85%	4.34%	
FIRST HALF	6.03%	2.72%	5.06%	
SECOND HALF	-3.69%	5.00%	-0.68%	

*estimated



Baxter Park Wilderness Fund

Commissioners
Irvin C. Caverly, Jr.
James P. Garland
Willard D. Pease, Esq.

Mailing Address
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Rockland, Maine 04841
(207) 596-7306

August 15, 2012

The Hon. Paul LePage
Office of the Governor
#1 State House Station
Augusta, ME 04333-0001

The Hon. Bruce L. Poliquin
Office of the State Treasurer
#39 State House Station
Augusta, ME 04333-0039

The Hon. Douglas Denico
Baxter State Park Authority
#22 State House Station
Augusta, ME 04333-0022

re: Semi-Annual Report for the Period January 1 – June 30, 2012

Dear Governor LePage, Treasurer Poliquin, and Director Denico:

The governing document for the Baxter Park Wilderness Fund (“the Fund”) specifies that the Commissioners of the Fund, at least semiannually, are to provide financial statements to the Governor and the Baxter Park Authority, and are to report to the Governor (or his representatives) and the State Treasurer regarding the Fund’s investments, income earned, and disbursements. Accordingly, we are pleased to present here the Fund’s ninth semi-annual report, this one covering the period from January 1 through June 30, 2012.

Contributions. During this six-month period, the Fund received two individual contributions totaling \$700.

Investments. The Fund continues to be invested in a diversified portfolio of bonds and common stocks. A statement for the account dated June 30, 2012 is enclosed with this report.

The State Treasurer's Office has requested that the Commissioners report investment returns and expenses twice a year following a preset format. A spreadsheet showing final asset allocation and returns for January through June is enclosed. The Fund's market value at the end of June was \$6,196,121.

For the six months ending June 30, 2012, the Fund's total return net of all investment-related expenses was 4.67%. Comparable returns for common benchmarks are as follows.

<u>S&P 500</u>	<u>Barclays Capital Aggregate Bond Index</u>	<u>30% Barclays, 70% S&P 500, Rebalanced Quarterly</u>
9.49%	2.37%	7.48%

The experience generally has been for the Fund to have better relative returns during declining markets and poorer relative returns during rising markets. In the four and a half years since inception, the Fund's cumulative (not annualized) total return net of expenses has been 7.65%, versus 13.50% for a benchmark comprised of 30% invested in the Barclays Aggregate Bond Index and 70% in the S&P 500, with quarterly rebalancing.¹ One primary reason for the poor returns relative to its benchmark is the Fund's recent investments in non-US equities. Returns during the past six months for the most popular foreign stock market index, the MSCI EAFE Index, for example, were 6.1% less than for the S&P 500.

Operating Expenses. Administrative expenses for the Fund during this period were \$21. Total estimated investment-related expenses — primarily brokerage commissions and mutual fund fees — amounted to \$7,657.

Disbursements. The Commissioners have been making distributions to Baxter State Park on a quarterly basis. The Fund distributed \$30,000 to the Park in January, and a similar amount in April.

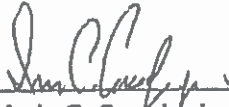
¹ While the Wilderness Fund was established in August 2007, it did not receive its first cash until mid-December 2007. To simplify the comparisons, the calculated returns for this Fund (as well as for comparable benchmarks) begin as of December 31, 2007.

BPWF Semi-Annual Report – June 30, 2012

page 3

We appreciate having this opportunity to serve the State of Maine and Baxter State Park.


Sincerely,



Irvin C. Caverly, Jr.



James P. Garland



Willard D. Pease

enclosures: Semiannual Report to the State Treasurer dated June 30, 2012
Raymond James statement for the Fund dated June 30, 2012

cc: Timothy Rodriguez (State Treasurer's Office)
BSP Director
Frank Trautmann

**Baxter Park Wilderness Fund
Semiannual Report to the Office of the State Treasurer
Period: January 1 through June 30, 2012**

Ending Asset Mix	Return on Investments (net of fees/expenses)				Operating Expenses			
	Reporting Period	Year to Date	Annualized 3 Years	Annualized 5 Years	Management Fees (note 3)	Commissions (note 4)	Other (note 1)	Total
67.2% Equity	<i>not available</i>				\$5,374	\$2,262	\$21	\$7,657
27.4% Fixed Income	<i>not available</i>							
5.3% Cash	<i>not available</i>							
0.0% Other								
100.0% Total Portfolio	4.67%	4.67%	9.46%	<i>n.a.</i>				

\$5,976,233.08	Beginning Portfolio Value
(\$59,321.25)	Principal Additions / (Withdrawals) (note 2)
\$279,209.36	Appreciation / (Depreciation)
\$6,196,121.19	Ending Portfolio Value

- Notes:
- (1) Operating expenses for the Fund -- primarily website maintenance expenses
 - (2) Disbursements to Baxter State Park of \$30,000 each in January and April. Contributions of \$700 during the six-month period. Administrative expenses of \$21.25.
 - (3) There is no fee charged for the management of this account as a whole. The fees shown here are estimated fees for the mutual funds and closed-end funds held in this account.
 - (4) On bond trades where commissions are not disclosed, we've assumed a markup of 1.5% of the principal value.

Baxter Park Wilderness Fund
P.O. Box 823
Rockland, ME 04841
(207) 596-7306



Baxter Park Wilderness Fund

Commissioners
Irvin C. Caverly, Jr.
James P. Garland
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Rockland, Maine 04841
(207) 596-7306

March 8, 2013

The Hon. Paul LePage
Office of the Governor
#1 State House Station
Augusta, ME 04333-0001

The Hon. Neria Douglass
Office of the State Treasurer
#39 State House Station
Augusta, ME 04333-0039

The Hon. Douglas Denico
Baxter State Park Authority
#22 State House Station
Augusta, ME 04333-0022

re: Semi-Annual Report for the Period July 1 – December 31, 2012

Dear Governor LePage, Treasurer Douglass, and Director Denico:

The governing document for the Baxter Park Wilderness Fund ("the Fund") specifies that the Commissioners of the Fund, at least semiannually, are to provide financial statements to the Governor and the Baxter Park Authority, and are to report to the Governor (or his representatives) and the State Treasurer regarding the Fund's investments, income earned, and disbursements. Accordingly, we are pleased to present here the Fund's tenth semi-annual report, this one covering the second half of calendar year 2012.

Contributions. During this six-month period, the Fund received one contribution, from The Trust for Public Land, for \$25,468.

Investments. The Fund continues to be invested in a diversified portfolio of bonds and common stocks. A statement for the account dated December 31, 2012 is enclosed with this report.

The State Treasurer's Office has requested that the Commissioners report investment returns and expenses twice a year following a preset format. A spreadsheet showing final asset allocation and returns for July through December is enclosed. The Fund's market value at the end of December was \$6,433,288.

For the six months ending December 31, 2012, the Fund's total return net of all investment-related expenses was 4.44%. Comparable returns for common benchmarks are as follows.

<u>S&P 500</u>	<u>Barclays Capital Aggregate Bond Index</u>	<u>30% Barclays, 70% S&P 500, Rebalanced Quarterly</u>
5.95%	1.81%	4.71%

The Fund has now been in operation for five years.¹ During these five years, the Fund's cumulative (not annualized) total return net of expenses has been 12.43%, versus 18.85% for a benchmark comprised of 30% invested in the Barclays Aggregate Bond Index and 70% in the S&P 500, with quarterly rebalancing. One reason for the shortfall relative to its benchmark is the Fund's investments in non-US equities, which today account for approximately 24% of the Fund's total equities. Over the past two years, cumulative returns for the most popular foreign stock market index, the MSCI EAFE Index, were 14.4% less than for the S&P 500.

Operating Expenses. Administrative expenses for the Fund during this six-month period were \$250. Total estimated investment-related expenses — primarily brokerage commissions and mutual fund fees — amounted to \$9,088.

Disbursements. The Commissioners have been making distributions to Baxter State Park on a quarterly basis. The Fund distributed \$31,000 to the Park in July, and a similar amount in October. Now that the Fund has completed its

¹ While the Wilderness Fund was established in August 2007, it did not receive its first cash until mid-December 2007. To simplify the comparisons, the calculated returns for this Fund (as well as for comparable benchmarks) begin as of December 31, 2007.

BPWF Semi-Annual Report – December 31, 2012

page 3

fifth full year, a cumulative summary may be informative. Here are the amounts distributed during each of Baxter Park's fiscal years ending on June 30.

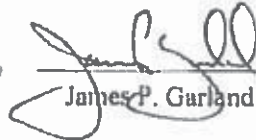
fiscal year 2008 (last 6 months)	\$0
fiscal year 2009	\$75,000
fiscal year 2010	\$85,000
fiscal year 2011	\$108,750
fiscal year 2012	\$115,000
fiscal year 2013 (first 6 months)	\$62,000


The large increase during FY 2011 was due to our having received a large contribution in the middle of that period.

We appreciate having this opportunity to serve the State of Maine and Baxter State Park.

Sincerely,


Irvin C. Caverly, Jr.


James P. Garland


Willard D. Pease

enclosures: Semiannual Report to the State Treasurer dated December 31, 2012
Raymond James statement for the Fund dated December 31, 2012

cc: Timothy Rodriguez (State Treasurer's Office)
BSP Director
Frank Trautmann

**Baxter Park Wilderness Fund
Semiannual Report to the Office of the State Treasurer
Period: July 1 through December 31, 2012**

Ending Asset Mix	Return on Investments (net of fees/expenses)				Operating Expenses			
	Reporting Period	Year to Date	Annualiz'd 3 Years	Annualiz'd 5 Years	Managem't Fees (note 3)	Commis-sions (note 4)	Other (note 1)	Total
67.2% Equity	<i>not available</i>				\$6,450	\$2,638	\$250	\$9,337
27.4% Fixed Income	<i>not available</i>							
5.3% Cash	<i>not available</i>							
0.0% Other								
100.0% Total Portfolio	4.44%	9.32%	7.09%	2.37%				
	<hr/>							
	\$6,196,121.19	Beginning Portfolio Value						
	(\$36,532.00)	Principal Additions / (Withdrawals) (note 2)						
	\$273,698.77	Appreciation / (Depreciation)						
	\$6,433,287.96	Ending Portfolio Value						

- Notes:
- (1) Operating expenses for the Fund -- primarily website maintenance expenses
 - (2) Disbursements to Baxter State Park of \$31,000 each in July and October. Contributions of \$25,468 during the six-month period. Administrative expenses of \$249.50.
 - (3) There is no fee charged for the management of this account as a whole. The fees shown here are estimated fees for the mutual funds and closed-end funds held in this account.
 - (4) On bond trades where commissions are not disclosed, we've assumed a markup of 1.5% of the principal value.

Baxter Park Wilderness Fund
P.O. Box 823
Rockland, ME 04841
(207) 596-7306

**Baxter Park Wilderness Fund
Estimated Expenses for Mutual Funds and Closed-End Funds
Period: July 1 through December 31, 2012**

Fund	Ticker	Front-End Load Ratio (note 2) (note 1)	Annual Expense Ratio	First Purchase Date	Mkt Value at 6/30/12	Mkt Value at 12/31/12	Loads for 2nd half 2012	Expenses for 2nd half 2012
Cohen & Steers Quality Income Realty Fund	RQI		1.87%	12/24/2007	\$37,098	\$36,068		\$342
Gabelli Global Gold & Natural Resources Inc Tr	GGN		1.23%	12/24/2007	\$25,479	\$24,320		\$153
				04/04/2008	\$2,682	\$2,560		\$16
				03/23/2011	\$12,069	\$11,520		\$73
Royce Value Trust	RVT		1.38%	12/24/2007	\$48,582	\$53,291		\$351
Capital World Growth & Income Fund "A"	CWGIX	0.0%	0.82%	07/24/2008	\$292,829	\$325,483	\$0	\$1,268
American Funds -- Intl Growth & Income "A"	IGAAX	0.0%	0.93%	12/14/2009	\$282,402	\$325,333	\$0	\$1,413
American Funds -- New Perspective "A"	ANWPX	0.0%	0.80%	01/31/2011	\$297,224	\$329,366	\$0	\$1,253
American Funds -- New World Fund "Class A"	NEWFX	0.0%	1.07%	07/24/2008	\$277,599	\$313,557	\$0	\$1,581
Total market values of mutual funds and closed-end funds:					\$1,275,963	\$1,421,498	\$0	\$6,450
Total estimated fees and loads:								
Grand total per period:								\$6,450

The expenses generally were estimated as follows: [average market value] * [annual expense ratio] * [one-half].

Note 1: Taken from fund websites as of February 15, 2013.

Note 2: During 2011 the Wilderness Fund brought its total investment in the four mutual funds (shown at the bottom of this table) to \$1 million. At that level, the front-end load is waived. The Wilderness Fund made additional investments (with no load) in 2012.

Baxter Park Wilderness Fund
Other Expenses July -- December 2012

December	Sephone LLC -- unspecified charge (this is our website hosting company)	(249.50)
----------	--	----------

**Baxter Park Wilderness Fund
Trading Costs January -- June 2012**

				<u>Per Share</u>	<u>Total Transaction</u>	<u>Trading Cost</u>	<u>%</u>
July 2012	BUY	no trades					
	SELL	no trades					
August 2012	BUY	605,000 GNMA 6% 07/2037	114.750	175,863.17	2,637.95	1.5%	assumed 1.5% markup
	SELL	no trades					
September 2012	BUY	no trades					
	SELL	no trades					
October 2012	BUY	no trades					
	SELL	no trades					
November 2012	BUY	no trades					
	SELL	no trades					
December 2012	BUY	no trades					
	SELL	no trades					

TOTALS:	commissions on stocks:	0.00
	estimated markups on bonds:	2,637.95
	loads on mutual funds:	0.00

2,637.95



Baxter Park Wilderness Fund

Commissioners
Irvin C. Caverly, Jr.
James P. Garland
Willard D. Pease, Esq.

Mailing Address
Post Office Box 823
Rockland, Maine 04841
(207) 596-7306

February 10, 2014

The Hon. Paul LePage
Office of the Governor
#1 State House Station
Augusta, ME 04333-0001

The Hon. Neria Douglass
Office of the State Treasurer
#39 State House Station
Augusta, ME 04333-0039

The Hon. Douglas Denico
Baxter State Park Authority
#22 State House Station
Augusta, ME 04333-0022

re: Semi-Annual Report for the Period July 2013 through December 2013

Dear Governor LePage, Treasurer Douglass, and Director Denico:

The governing document for the Baxter Park Wilderness Fund ("the Fund") specifies that the Commissioners of the Fund, at least semiannually, are to provide financial statements to the Governor and the Baxter Park Authority, and are to report to the Governor (or his representatives) and the State Treasurer regarding the Fund's investments, income earned, and disbursements. Accordingly, we are pleased to present here the Fund's thirteenth semi-annual report, this one covering the second half of calendar year 2013.

Contributions. During this six-month period, the Fund received one contribution for \$170,000.

Investments. The Fund continues to be invested in a diversified portfolio of bonds, common stocks, and mutual funds. A statement for the Fund dated December 31, 2013 is enclosed.

The State Treasurer’s Office has requested that the Commissioners report investment returns and expenses twice a year following a preset format. A spreadsheet in the preset format showing final asset allocations and returns for July through December is enclosed. The Fund’s market value at the end of December was \$7,571,466.76.

For the six months ending December 31, 2013, the Fund’s total return net of all investment-related expenses was 9.18%. Comparable returns for common benchmarks are as follows.

<u>S&P 500</u>	<u>Barclays Capital Aggregate Bond Index</u>	<u>30% Barclays, 70% S&P 500, Rebalanced Quarterly</u>
16.31%	0.43%	11.44%

The Fund has now been in operation for six years.¹ During this period, the Fund’s cumulative (not annualized) total return net of expenses has been 31.72%, versus 44.15% for a benchmark comprised of 30% invested in the Barclays Aggregate Bond Index and 70% in the S&P 500, with quarterly rebalancing. A separate memorandum is enclosed that analyzes the Fund’s returns since inception.

Operating Expenses. Administrative expenses for the Fund during this six-month period were \$146. Total investment-related expenses — primarily brokerage commissions and mutual fund fees — amounted to approximately \$13,543. For the full calendar year, total estimated expenses of all kinds were \$27,228. Expenses for the full year therefore represented approximately 0.39% of the Fund’s average market value.

Disbursements. The Commissioners have been making distributions to Baxter State Park on a quarterly basis. The Fund distributed \$32,500 to the Park in July and October.


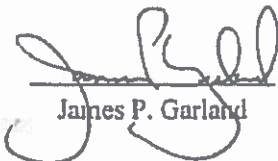

¹ While the Wilderness Fund was established in August 2007, it did not receive its first cash until mid-December 2007. To simplify the comparisons, the calculated returns for this Fund (as well as for comparable benchmarks) begin as of December 31, 2007.

BPWF Semi-Annual Report – December 31, 2013

page 3

We appreciate having had this opportunity to serve the State of Maine and Baxter State Park.

Sincerely,

 Irvin C. Caverly, Jr.	 James P. Garland	 Willard D. Pease
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enclosures: Semiannual Report to the State Treasurer dated December 31, 2013
Raymond James statement for the Fund dated December 31, 2013
Memorandum regarding returns dated January 17, 2014

cc: Timothy Rodriguez (State Treasurer's Office)
BSP Director
Frank Trautmann (w/o enclosures)

Baxter Park Wilderness Fund
Semiannual Report to the Office of the State Treasurer
Period: July 1 through December 31, 2013

Ending Asset Mix	Return on Investments (net of fees/expenses)				Operating Expenses			
	Reporting Period	Year to Date	Annualized 3 Years	Annualized 5 Years	Management Fees (note 3)	Commissions (note 4)	Other (note 1)	Total
72.9% Equity		<i>not available</i>			\$7,408	\$6,135	\$146	\$13,689
21.1% Fixed Income		<i>not available</i>						
6.0% Cash		<i>not available</i>						
0.0% Other								
100.0% Total Portfolio	9.18%	17.14%	9.21%	10.73%				
	\$6,839,499.02	Beginning Portfolio Value						
	\$104,854.00	Principal Additions / (Withdrawals) (note 2)						
	\$627,113.74	Appreciation / (Depreciation)						
	\$7,571,466.76	Ending Portfolio Value						

Notes:

(1) Operating expenses for the Fund -- primarily website maintenance expenses

(2) Disbursements to Baxter State Park of \$32,500 each in July and October. One contribution of \$170,000 during the six-month period. Administrative expenses of \$146.00.

(3) There is no fee charged for the management of this account as a whole. The fees shown here are estimated fees for the mutual funds and closed-end funds held in this account.

(4) On bond trades where commissions are not disclosed, we've assumed a markup of 1.5% of the principal value.

Baxter Park Wilderness Fund
 P.O. Box 823
 Rockland, ME 04841
 (207) 596-7306

Baxter Park Wilderness Fund

Estimated Expenses for Mutual Funds, Closed-End Funds, and ETFs

Period: July 1 through December 31, 2013

Fund	Ticker	Front-End Load (note 2)	Annual Expense Ratio (note 1)	First Purchase Date	Mkt Value at 6/30/13	Mkt Value at 12/31/2013	Loads for 2nd half 2013	Expenses for 2nd half 2013
Cohen & Steers Quality Income Realty Fund	RQI		1.80%	12/24/2007	\$39,867	\$33,654		\$331
Gabelli Global Gold & Natural Resources Inc Tr	GGN		1.20%	12/24/2007 04/04/2008 03/23/2011	\$18,544 \$1,952 \$8,784	\$17,138 \$1,804 \$8,118		\$107 \$11 \$51
Royce Value Trust	RVT		1.38%	12/24/2007	\$60,200	\$64,408		\$430
Capital World Growth & Income Fund "A"	CWGIX	0.0%	0.82%	07/24/2008	\$349,403	\$406,327	\$0	\$1,549
American Funds -- Intl Growth & Income "A"	IGAAX	0.0%	0.93%	12/14/2009	\$334,391	\$384,303	\$0	\$1,671
American Funds -- New Perspective "A"	ANWPX	0.0%	0.79%	01/31/2011	\$355,391	\$417,546	\$0	\$1,527
American Funds -- New World Fund "Class A"	NEWFX	0.0%	1.06%	07/24/2008	\$308,320	\$344,931	\$0	\$1,731
Vanguard FTSE Emerging Markets ETF	VVO	0.0%	0.18%	09/10/2013	\$0	\$226,270		\$102
Total market values of funds:					\$1,476,852	\$1,678,229		
Total estimated fees and loads:							\$0	\$7,408
Grand total for this period:								\$7,408

Estimated total for the full calendar year: (including numbers from June 30 spreadsheet) **\$14,313**

The expenses generally were estimated as follows: [average market value] * [annual expense ratio] * [one-half].

Note 1: Taken from fund websites as of mid-January 2014

Note 2: During 2011 the Wilderness Fund brought its total investment in the four mutual funds (shown at the bottom of this table) to \$1 million. At that level, the front-end load is waived. The Wilderness Fund has made additional investments since crossing the \$1 million threshold.

Baxter Park Wilderness Fund
Trading Costs July — December 2013

			Price Per Share	Total Transaction	Trading Cost	Cost %
July 2013	BUY	no trades				
	SELL	no trades				
August 2013	BUY	1,440,000 GNMA 6% 10/2038	111.500	250,314.90	3,754.72	1.5% (we assume a 1.5% markup)
		410 Chevron Corp.	118.776	49,122.48	424.32	0.9%
		420 Qualcomm Inc.	67.208	28,651.31	423.95	1.5%
	SELL	1,200 BP Plc	41.441	49,125.98	603.82	1.2%
		1,300 Hewlett-Packard	22.341	28,540.49	503.46	1.8%
September 2012	BUY	5,500 VANGUARD EM ETF	39.019	216,208.55	424.32	0.2%
	SELL	no trades				
October 2012	BUY	no trades				
	SELL	no trades				
November 2012	BUY	no trades				
	SELL	no trades				
December 2012	BUY	no trades				
	SELL	no trades				
TOTALS:						
					commissions on stocks:	1,955.55
					estimated markups on bonds:	3,754.72
					loads on mutual funds:	0.00
						6,134.59

Note: we've ignored here the reinvestment of mutual fund dividends and capital gains, as those took place at NAV with no sales charge.

Baxter Park Wilderness Fund

Other Expenses

July -- December 2013

July	US Postal Service -- for P.O. Box	(96.00)
Nov	Seplone (website provider)	(50.00)

Total Expenses

calendar year 2013

commissions & dealer spreads (source: Raymond James)		12,569.74
mutual fund/ETF fees (our calculations)	January -- June June -- December	6,905.00 7,408.00
administrative expenses	January -- June June -- December	199.50 146.00
		<u>27,228.24</u>
market value on December 31, 2012		6,433,287.96
market value on December 31, 2013		7,571,466.76
average of these two numbers		7,002,377.36
expenses as % of average market value		0.39%

Baxter Park Wilderness Fund

2013

Total Return Calculations (Dietz Method*)

for overall account only
after-tax (i.e., there are some taxes withheld at the source on foreign dividends) and after fees

Date	Market Value	Additions	Withdrawals	Monthly Total Return	Quarterly Total Return	Semiannual Total Return	Annual Total Return
31-Dec-2012	6,433,287.98						
		0.00	(31,000.00)				
31-Jan-2013	6,650,531.48			3.87%			
		500.00	(199.50)				
28-Feb-2013	6,704,576.80			0.81%			
		0.00	0.00				
31-Mar-2013	6,850,210.28			2.17%	6.98%		
		0.00	(31,000.00)				
30-Apr-2012	6,956,119.85			2.00%			
		0.00	0.00				
31-May-2013	6,903,375.09			-0.76%			
		0.00	0.00				
30-Jun-2013	6,839,499.02			-0.93%	0.29%	7.30%	
		0.00	(32,596.00)				
31-Jul-2013	7,012,687.16			3.02%			
		0.00	0.00				
31-Aug-2013	6,817,956.41			-2.78%			
		0.00	0.00				
30-Sep-2013	7,025,812.14			3.05%	3.21%		
		0.00	(32,500.00)				
31-Oct-2013	7,232,570.45			3.41%			
		170,000.00	(50.00)				
30-Nov-2013	7,452,519.39			0.68%			
		0.00	0.00				
31-Dec-2013	7,571,466.76			1.60%	5.78%	9.18%	17.14%

Total additions/withdrawals: 170,500.00 (127,345.50)

*The Dietz Method (named after an employee at the Frank Russell Company, a prominent pension consulting firm) is as follows:

$$\text{total return} = \frac{((\text{ending market value} + \text{distributed income} - (0.5 \times \text{net contributions})) - (\text{starting market value} + (0.5 \times \text{net contributions})))}{1}$$

BPWF Benchmark Returns 2013

	S&P 500	Barclays Aggregate Bond Idx	<u>BPWF Benchmark</u> 70% S&P 30% Barclays	MSCI EAFE Index
1st Quarter	10.61%	-0.12%	7.39%	5.23%
2nd Quarter	2.91%	-2.32%	1.34%	-0.73%
3rd Quarter	5.25%	0.56%	3.84%	11.61%
4th Quarter	<u>10.51%</u>	<u>-0.13% *</u>	<u>7.32%</u>	<u>5.75%</u>
YEAR	32.39%	-2.02%	21.28%	23.30%
FIRST HALF	13.82%	-2.44%	8.83%	0.00%
SECOND HALF	16.31%	0.43%	11.44%	18.03%

* estimated



Baxter Park Wilderness Fund

Commissioners
Irvin C. Caverly, Jr.
James P. Garland
Willard D. Pease, Esq.

Mailing Address
Post Office Box 823
Rockland, Maine 04841
(207) 596-7306

August 21, 2014

The Hon. Paul LePage
Office of the Governor
#1 State House Station
Augusta, ME 04333-0001

The Hon. Neria Douglass
Office of the State Treasurer
#39 State House Station
Augusta, ME 04333-0039

The Hon. Douglas Denico
Baxter State Park Authority
#22 State House Station
Augusta, ME 04333-0022

re: Semi-Annual Report for the Period January 2014 through June 2014

Dear Governor LePage, Treasurer Douglass, and Director Denico:

The governing document for the Baxter Park Wilderness Fund ("the Fund") specifies that the Commissioners of the Fund, at least semiannually, are to provide financial statements to the Governor and the Baxter Park Authority, and are to report to the Governor (or his representatives) and the State Treasurer regarding the Fund's investments, income earned, and disbursements. Accordingly, we are pleased to present here the Fund's fourteenth semi-annual report, this one covering the first half of calendar year 2014.

Contributions. During this six-month period, the Fund received two contributions for a total of \$64,500.

Investments. The Fund continues to be invested in a diversified portfolio of bonds, common stocks, and mutual funds. A statement for the Fund dated June 30, 2014 is enclosed.

The State Treasurer’s Office has requested that the Commissioners report investment returns and expenses twice a year following a preset format. A spreadsheet in the preset format showing final asset allocations and returns for January through June is enclosed. The Fund’s market value at the end of June was \$7,993,317.57.

For the six months ending June 30, 2014, the Fund’s total return net of all investment-related expenses was 5.60%. Comparable returns for common benchmarks are as follows.

<u>S&P 500</u>	<u>Barclays Capital Aggregate Bond Index</u>	<u>30% Barclays, 70% S&P 500, Rebalanced Quarterly</u>
7.13%	3.93%	6.17%

The Fund has now been in operation for six and a half years.

Operating Expenses. Administrative expenses for the Fund during this six-month period were \$199.50. Total investment-related expenses — primarily brokerage commissions and mutual fund fees — amounted to approximately \$20,464. Expenses therefore represented approximately 0.27% of the Fund’s average market value. On an annualized basis, expenses were 0.54% of average market value.

Disbursements. The Commissioners have been making distributions to Baxter State Park on a quarterly basis. The Fund distributed \$32,500 to the Park in January and in April. This is 4.8% more than the amounts distributed a year ago.

Frank Trautmann. We announce with deep regret the death of Frank Trautmann in May. Mr. Trautmann was the primary driver behind the creation of the Baxter Park Wilderness Fund back in 2007, and also its primary donor. A longtime Park volunteer, he had a deep respect for the foresight shown by

¹ While the Wilderness Fund was established in August 2007, it did not receive its first cash until mid-December 2007. To simplify the comparisons, the calculated returns for this Fund (as well as for comparable benchmarks) begin as of December 31, 2007.

BPWF Semi-Annual Report – June 30, 2014

page 3

Governor Baxter in establishing Baxter State Park. Mr. Trautmann followed the Governor's lead by creating this Fund that will forever benefit the people of the State of Maine.

We appreciate having had this opportunity to serve the State of Maine and Baxter State Park.

Sincerely,

Irvin C. Caverly, Jr.

James P. Garland

Willard D. Pease

enclosures: Semiannual Report to the State Treasurer dated June 30, 2014
Raymond James statement for the Fund dated June 30, 2014

cc: Timothy Rodriguez (State Treasurer's Office)
BSP Director

Baxter Park Wilderness Fund
Semiannual Report to the Office of the State Treasurer
 Period: **January 1 through June 30, 2014**

Ending Asset Mix	Return on Investments (net of fees/expenses)			Operating Expenses				
	Reporting Period	Year to Date	Annualiz'd 3 Years	Annualiz'd 5 Years	Managem't Fees (note 3)	Commis-sions (note 4)	Other (note 1)	Total
70.2% Equity	<i>not available</i>				\$8,056	\$12,409	\$200	\$20,664
24.1% Fixed Income	<i>not available</i>							
5.7% Cash	<i>not available</i>							
0.0% Other								
100.0% Total Portfolio	5.60%	5.60%	10.01%	11.13%				

Total Op. Exp. as % of Avg. Assets: 0.27%

\$7,571,466.76	Beginning Portfolio Value
(\$699.50)	Principal Additions / (Withdrawals) (note 2)
\$422,550.31	Appreciation / (Depreciation)
\$7,993,317.57	Ending Portfolio Value

- Notes:
- (1) Operating expenses for the Fund -- primarily website maintenance expenses
 - (2) Disbursements to Baxter State Park of \$32,500 each in January and April. Two contributions for \$64,500 during the six-month period. Administrative expenses of \$199.50.
 - (3) There is no fee charged for the management of this account as a whole. The fees shown here are estimated fees for the mutual funds and closed end funds held in this account.
 - (4) On bond trades, where commissions are not disclosed, we've assumed a markup of 1.8% of the principal value.

000000Baxter Park Wilderness Fund
 P.O. Box 823
 Rockland, ME 04841
 (207) 596-7306

Baxter Park Wilderness Fund

Estimated Expenses for Mutual Funds, Closed-End Funds, and ETFs

Period: January 1 through June 30, 2014

Fund	Ticker	Front-End Load Ratio (note 2)	Annual Expense Ratio (note 1)	First Purchase Date	Mkt Value at 12/31/13	Mkt Value at 6/30/14	Loads for 1st half 2014		Expenses for 1st half 2014
Cohen & Steers Quality Income Realty Fund	RQJ		2.00%	12/24/2007	\$33,654	\$39,973			\$368
GAMCO Global Gold & Natural Resources Inc Tr	GGN		1.20%	12/24/2007 04/04/2008 03/23/2011	\$17,138 \$1,804 \$8,118	\$20,862 \$2,196 \$9,882			\$114 \$12 \$54
Royce Value Trust	RVT		0.79%	12/24/2007	\$64,408	\$65,616			\$257
Royce Global Value Trust	RGT		1.70%	(spin-off)	\$5,041	\$5,335			
Capital World Growth & Income Fund "A"	CWGIX	0.0%	0.80%	07/24/2008	\$406,327	\$431,277	\$0	\$0	\$1,675
American Funds -- Intl Growth & Income "A"	IGAAX	0.0%	0.93%	12/14/2009	\$384,303	\$410,149	\$0	\$0	\$1,847
American Funds -- New Perspective "A"	ANWPX	0.0%	0.79%	01/31/2011	\$417,546	\$431,776	\$0	\$0	\$1,677
American Funds -- New World Fund "A"	NEWFX	0.0%	1.06%	07/24/2008	\$344,931	\$363,542	\$0	\$0	\$1,877
Vanguard FTSE Emerging Mkts ETF	VWO	0.0%	0.15%	09/05/2013	\$226,270	\$237,215			\$174
Total market values of mutual funds, closed-end funds, and ETFs:					\$1,909,540	\$2,017,823	\$0	\$0	\$8,056
Total estimated fees and loads:									\$8,056
Grand total per period:									\$8,056

The expenses generally were estimated as follows: [average market value] * [annual expense ratio] * [one-half].

Note 1: Taken from fund websites as of August 9, 2014.

Note 2: During 2011 the Wilderness Fund brought its total investment in the four mutual funds (shown at the bottom of this table) to \$1 million. At that level, the front end load is waived. The Wilderness Fund made additional investments (with no load) in 2012.

Baxter Park Wilderness Fund
Other Expenses

January - June 2014

12-Feb Sephone LLC -- website maintenance (199.50)

Baxter Park Wilderness Fund

Trading Costs January -- June 2014

January 2014	BUY			Price Per Share	Total Transaction	Trading Cost	Cost %
	SELL	no trades					
	BUY	no trades					
February 2014	BUY	207,637 GNMA 6% 01/2035		103.500	165,807.35	2,984.53	1.8% [we assume a 1.8% markup]
	SELL	140,000 GNMA 3.75% 2044		105.200	147,749.70	2,659.49	1.8% [ditto]
	BUY	500 Diamond Offshore		47.241	23,216.33	404.17	1.7%
	BUY	2,014 American Cap Ltd		15.011	29,638.08	594.07	2.0%
	BUY	200 Oracle Corporation		37.900	7,404.93	175.07	2.4%
	BUY	325 Sigma-Aldrich Corp		95.850	30,715.78	435.47	1.4%
	BUY	175 Becton Dickinson		115.198	19,855.34	304.31	1.5%
	BUY	400 Adobe Systems		68.323	26,924.77	404.43	1.5%
	BUY	450 Altria Group		35.522	15,680.67	304.23	1.9%
March 2014	BUY	1,750,000 GNMA 5.5% 2036		110.500	230,157.08	4,142.83	1.8% [ditto]
	SELL	no trades					
April 2014	BUY	no trades					
	SELL	no trades					
May 2014	BUY	no trades					
	SELL	no trades					
June 2014	BUY	no trades					
	SELL	Royce Value Tr		15.979	3.02	0.00	0.0%

TOTALS:	commissions on stocks:	2,621.75
	estimated markups on bonds:	9,786.85
	loads on mutual funds:	0.00
		12,408.61

Total Trades: 697,153.05



Baxter Park Wilderness Fund

Commissioners
Irvin C. Caverly, Jr.
James P. Garland
Willard D. Pease, Esq.

Mailing Address
Post Office Box 823
Rockland, Maine 04841
(207) 596-7306

February 26, 2015

The Hon. Paul LePage
Office of the Governor
#1 State House Station
Augusta, ME 04333-0001

The Hon. Terry Hayes
Office of the State Treasurer
#39 State House Station
Augusta, ME 04333-0039

The Hon. Douglas Denico
Baxter State Park Authority
#22 State House Station
Augusta, ME 04333-0022

re: Semi-Annual Report for the Period July 2014 through December 2014

Dear Governor LePage, Treasurer Hayes, and Director Denico:

The governing document for the Baxter Park Wilderness Fund ("the Fund") specifies that the Commissioners of the Fund, at least semiannually, are to provide financial statements to the Governor and the Baxter Park Authority, and are to report to the Governor (or his representatives) and the State Treasurer regarding the Fund's investments, income earned, and disbursements. Accordingly, we are pleased to present here the Fund's fifteenth semi-annual report, this one covering the second half of calendar year 2014.

Contributions. During this six-month period, the Fund received one contribution of slightly more than \$4 million from the estate of Frank

Trautmann. Mr. Trautmann, who died last spring, was the guiding force behind the establishment of this Fund back in 2007.

Investments. The Fund continues to be invested in a diversified portfolio of bonds, common stocks, and mutual funds. A statement for the Fund dated December 31, 2014 is enclosed.

The State Treasurer’s Office has requested that the Commissioners report investment returns and expenses twice a year following a preset format. A spreadsheet in the desired format showing final asset allocations and returns for July through December is enclosed. The Fund’s market value at the end of December was \$12,340,946.74.

For the six months ending December 31, 2014, the Fund’s total return net of all investment-related expenses was 2.98%. Comparable returns for common benchmarks are as follows.

<u>S&P 500</u>	<u>Barclays Capital Aggregate Bond Index</u>	<u>30% Barclays, 70% S&P 500, Rebalanced Quarterly</u>
6.12%	1.96%	4.86%

The Fund has now been in operation for seven years.¹

Operating Expenses. Administrative expenses for the Fund during this six-month period were \$350. Total investment-related expenses — primarily brokerage commissions and mutual fund fees — amounted to approximately \$16,484. Expenses represented approximately 0.19% of the Fund’s average market value. On an annualized basis, therefore, expenses were twice that amount or 0.38% of average market value.

Disbursements. The Commissioners have been making distributions to Baxter State Park on a quarterly basis. The Fund distributed \$34,000 to the Park in July and in October. This is 4.6% more than the amounts distributed a year ago. The Commissioners expect to make two further distributions of the same amounts to the Park during the first half of calendar year 2015. Below is a summary of the actual and planned distributions to Baxter Park for each of the

¹ While the Wilderness Fund was established in August 2007, it did not receive its first cash until mid-December 2007. To simplify the comparisons, the calculated returns for this Fund (as well as for comparable benchmarks) begin as of December 31, 2007.

BPWF Semi-Annual Report – December 31, 2014


page 3

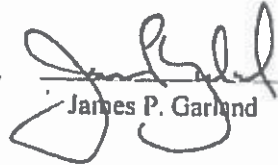
Park's fiscal years (ending on June 30) during the life of the Wilderness Fund so far.


BSP fiscal year 2008	\$0
BSP fiscal year 2009	\$75,000
BSP fiscal year 2010	\$85,000
BSP fiscal year 2011	\$108,750
BSP fiscal year 2012	\$115,000
BSP fiscal year 2013	\$124,000
BSP fiscal year 2014	\$130,000
BSP fiscal year 2015 (current)	\$136,000

We appreciate having had this opportunity to serve the State of Maine and Baxter State Park.

Sincerely,


Irvin C. Caverly, Jr.


James P. Garland


Willard D. Pease

enclosures: Semiannual Report to the State Treasurer dated December 31, 2014
Raymond James statement for the Fund dated December 31, 2014

cc: Timothy Rodriguez (State Treasurer's Office)
BSP Director

Baxter Park Wilderness Fund
Semiannual Report to the Office of the State Treasurer
Period: July 1 through December 31, 2014

Ending Asset Mix	Return on Investments (net of fees/expenses)				Operating Expenses			
	Reporting Period	Year to Date	Annualized 3 Years	Annualized 5 Years	Management Fees (note 3)	Commissions (note 4)	Other (note 1)	Total
59.5% Equity	<i>not available</i>				\$8,076	\$8,408	\$350	\$16,834
33.1% Fixed Income	<i>not available</i>							Total Operating Exp. as % of Avg. Assets: 0.17%
7.4% Cash	<i>not available</i>							
0.0% Other								
100.0% Total Portfolio	2.98%	8.74%	11.67%	9.36%				
	<hr/>							
	\$7,993,317.57	Beginning Portfolio Value						
	\$4,125,456.78	Principal Additions / (Withdrawals) (note 2)						
	\$222,172.39	Appreciation / (Depreciation)						
	\$12,340,946.74	Ending Portfolio Value						

- Notes:
- (1) Operating expenses for the Fund -- primarily website maintenance expenses
 - (2) Disbursements to Baxter State Park of \$34,000 each in July and October. One contribution of \$4,193,606.78 in December. Administrative expenses of \$349,50.
 - (3) There is no fee charged for the management of this account as a whole. The fees shown here are estimated fees for the mutual funds and closed-end funds held in this account.
 - (4) On bond trades, where commissions are not disclosed, we've assumed a markup of 1.8% of the principal value.

Baxter Park Wilderness Fund
 P.O. Box 823
 Rockland, ME 04841
 (207) 596-7306

Baxter Park Wilderness Fund
Estimated Expenses for Mutual Funds, Closed-End Funds, and ETFs
 Period: July 1 through December 31, 2014

Fund	Ticker	Front-End Load (note 2)	Annual Expense Ratio (note 1)	First Purchase Date	Mkt Value at 6/30/14	Mkt Value at 12/31/14	Loads for 2nd half 2014	Expenses for 2nd half 2014
Cohen & Steers Quality Income Realty Fund	RQI		2.00%	12/24/2007	\$39,973	\$43,275		\$416
GAMCO Global Gold & Natural Resources Inc 1	GGN		1.20%	12/24/2007 04/04/2008 03/23/2011	\$20,862 \$2,196 \$9,882	\$13,300 \$1,400 \$6,300		\$102 \$11 \$49
Royce Value Trust	RVT		0.79%	12/24/2007	\$65,616	\$62,393		\$253
Royce Global Value Trust	RGT		1.70%	(spin-off)	\$5,335	\$4,639		
Capital World Growth & Income Fund "A"	CWGIX	0.0%	0.80%	07/24/2008	\$431,277	\$422,643	\$0	\$1,708
American Funds -- Intl Growth & Income "A"	IGAAX	0.0%	0.93%	12/14/2009	\$410,149	\$371,801	\$0	\$1,818
American Funds -- New Perspective "A"	ANWPX	0.0%	0.79%	01/31/2011	\$431,776	\$431,048	\$0	\$1,704
American Funds -- New World Fund "A"	NEWFX	0.0%	1.06%	07/24/2008	\$363,542	\$332,313	\$0	\$1,844
Vanguard FTSE Emerging Mkts ETF	VWO	0.0%	0.15%	09/05/2013	\$237,215	\$220,110		\$171
Total market values of mutual funds, closed-end funds, and ETFs:					\$2,017,823	\$1,909,221	\$0	\$8,076
Total estimated fees and loads:								
Grand total per period:								\$8,076

The expenses generally were estimated as follows: [average market value] * [annual expense ratio] * [one-half].

Note 1: Taken from fund websites as of August 9, 2014.

Note 2: During 2011 the Wilderness Fund brought its total investment in the four mutual funds (shown at the bottom of this table) to \$1 million. At that level, the front-end load is waived. The Wilderness Fund made additional investments (with no load) in 2012.

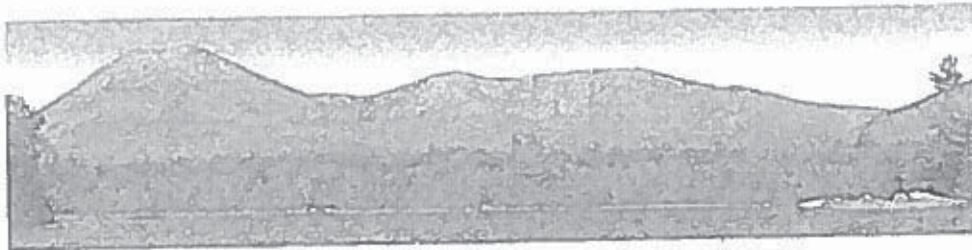
Baxter Park Wilderness Fund
Other Expenses July -- December 2014

12-Feb	Sephone LLC -- website maintenance	-199.50
18-Jul	U.S. Postal Service	-100.00
14-Nov	Sephone LLC	-50.00
TOTAL OTHER EXPENSES		-349.50

Baxter Park Wilderness Fund
Trading Costs July -- December 2014

			Price Per Share	Total Transaction	Trading Cost	Cost %
July 2014	BUY	no trades				
	SELL	no trades				
August 2014	BUY	166,000 GNMA 4.5% 2043	110.500	138,171.85	2,487.09	1.8% [we assume a 1.8% markup]
	SELL	no trades				
September 2014	BUY	90,000 GNMA 4.0% 2043	109.000	85,751.58	1,543.53	1.8% [ditto]
	SELL	123,000 GNMA 4.0% 2042	109.000	76,088.11	1,369.59	1.8% [ditto]
	SELL	no trades				
October 2014	BUY	no trades				
	SELL	0.330 CDK Global Inc.	29.333	9.68	0.00	0.0%
November 2014	BUY	no trades				
	SELL	no trades				
December 2014	BUY	no trades				
	SELL	1,735,000 Chevron Corp.	112.256	193,295.25	1,468.91	0.8%
		2,390,000 Capital One Finc'l	82.020	194,488.51	1,539.29	0.8%
		0.077 Royce Value Trust	14.545	1.12	0.00	0.0%
		0.671 Royce Global Value	8.063	5.41	0.00	0.0%
TOTALS:						
					commissions on stocks:	3,008.20
					estimated markups on bonds:	5,400.21
					loads on mutual funds:	0.00
						8,408.41

Total Mkt. Value of Trades: 687,811.51



Baxter Park Wilderness Fund

Commissioners
Irvin C. Caverly, Jr.
James P. Garland
Willard D. Pease, Esq.

Mailing Address
Post Office Box 823
Rockland, Maine 04841
(207) 596-7306

August 26, 2015

The Hon. Paul LePage
Office of the Governor
#1 State House Station
Augusta, ME 04333-0001

The Hon. Terry Hayes
Office of the State Treasurer
#39 State House Station
Augusta, ME 04333-0039

The Hon. Douglas Denico
Baxter State Park Authority
#22 State House Station
Augusta, ME 04333-0022

re: Semi-Annual Report for the Period January 2015 through June 2015

Dear Governor LePage, Treasurer Hayes, and Director Denico:

The governing document for the Baxter Park Wilderness Fund ("the Fund") specifies that the Commissioners of the Fund, at least semiannually, are to provide financial statements to the Governor and the Baxter Park Authority, and are to report to the Governor (or his representatives) and the State Treasurer regarding the Fund's investments, income earned, and disbursements. Accordingly, we are pleased to present here the Fund's fifteenth semi-annual report, this one covering the first half of calendar year 2015.

Contributions. During this six-month period, the Fund received one contribution of \$500.

Investments. The Fund continues to be invested in a diversified portfolio of bonds, common stocks, and mutual funds. A statement for the Fund dated June 30, 2015 is enclosed.

The State Treasurer’s Office has requested that the Commissioners report investment returns and expenses twice a year following a preset format. A spreadsheet in the desired format showing final asset allocations and returns for January through June is enclosed. The Fund’s market value at the end of June was \$12,188,346.18.

For the six months ending June 30, 2015, the Fund’s total return net of all investment-related expenses was –0.69%. Comparable returns for common benchmarks are as follows.

<u>S&P 500</u>	<u>Barclays Capital Aggregate Bond Index</u>	<u>30% Barclays, 70% S&P 500, Rebalanced Quarterly</u>
1.23%	–0.10%	0.84%

The Fund has now been in operation for seven and one-half years.¹

Operating Expenses. Administrative expenses for the Fund during this six-month period were \$221. Total investment-related expenses — primarily brokerage commissions and mutual fund fees — amounted to approximately \$29,635. These expenses represented approximately 0.24% of the Fund’s average market value. On an annualized basis, therefore, expenses were twice that amount or 0.48% of average market value.

Disbursements. The Commissioners have been making distributions to Baxter State Park on a quarterly basis. The Fund distributed \$34,000 to the Park in January and in April. This is 4.6% more than the amounts distributed a year ago. We show on the next page a summary of the distributions to Baxter Park for each of the Park’s fiscal years (ending on June 30) during the life of the Wilderness Fund so far.

¹ While the Wilderness Fund was established in August 2007, it did not receive its first cash until mid-December 2007. To simplify the comparisons, the calculated returns for this Fund (as well as for comparable benchmarks) begin as of December 31, 2007.

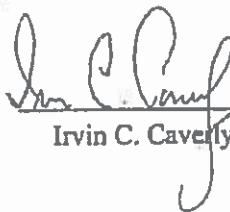
BPWF Semi-Annual Report – June 30, 2015

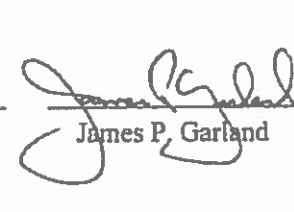
page 3

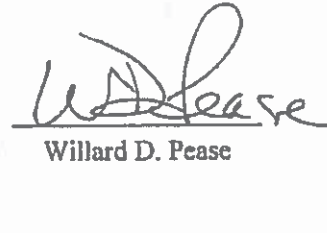
BSP fiscal year 2008	\$0
BSP fiscal year 2009	\$75,000
BSP fiscal year 2010	\$85,000
BSP fiscal year 2011	\$108,750
BSP fiscal year 2012	\$115,000
BSP fiscal year 2013	\$124,000
BSP fiscal year 2014	\$130,000
BSP fiscal year 2015	\$136,000

We appreciate having had this opportunity to serve the State of Maine and Baxter State Park.

Sincerely,


Irvin C. Caverly


James P. Garland


Willard D. Pease

enclosures: Semiannual Report to the State Treasurer dated June 30, 2015 (4 pages)
Raymond James statement for the Fund dated June 30, 2015

cc: Timothy Rodriguez (State Treasurer's Office)
BSP Director

Baxter Park Wilderness Fund
Semiannual Report to the Office of the State Treasurer
 Period: January 1 through June 30, 2015

Ending Asset Mix	Return on Investments (net of fees/expenses)				Operating Expenses			
	Reporting Period	Year to Date	3 Years	5 Years	Management Fees (note 3)	Commissions (note 4)	Other (note 1)	Total
64.7% Equity	<i>not available</i>				\$8,197	\$21,438	\$221	\$29,856
31.5% Fixed Income	<i>not available</i>				Total Operating Expenses as % of Avg. Assets:			0.24%
3.8% Cash	<i>not available</i>							
0.0% Other								
100.0% Total Portfolio	2.98%	8.74%	11.67%	9.36%				
	\$12,340,946.74	Beginning Portfolio Value						
	(\$67,720.79)	Principal Additions / (Withdrawals) (note 2)						
	(\$84,879.77)	Appreciation / (Depreciation)						
	\$12,188,346.18	Ending Portfolio Value						

- Notes:
- (1) Operating expenses for the Fund -- primarily website maintenance expenses
 - (2) Disbursements to Baxter State Park of \$34,000 each in January and April. One contribution of \$500 in April. Administrative expenses of \$220.79.
 - (3) There is no fee charged for the management of this account as a whole. The fees shown here are estimated fees for the mutual funds and closed-end funds held in this account.
 - (4) On bond trades, where commissions are not disclosed, we've assumed a markup of 1.8% of the principal value.

000000Baxter Park Wilderness Fund
 P.O. Box 823
 Rockland, ME 04841
 (207) 596-7306

Baxter Park Wilderness Fund

Estimated Expenses for Mutual Funds, Closed-End Funds, and ETFs

Period: January 1 through June 30, 2015

Fund	Ticker	Front-End Load Ratio (note 2)	Annual Expense Ratio (note 1)	First Purchase Date	Mkt Value at 12/31/14	Mkt Value at 6/30/15	Loads for 1st half 2015	Expenses for 1st half 2015
Cohen & Steers Quality Income Realty Fund	RQJ		2.00%	12/24/2007	\$43,275	\$37,950		\$406
GAMCO Global Gold & Natural Resources Inc Tr	GGN		1.20%	12/24/2007 04/04/2008 03/23/2011	\$13,300 \$1,400 \$6,300	\$12,369 \$1,302 \$5,859		\$77 \$8 \$36
Royce Value Trust	RVT		0.79%	12/24/2007	\$62,393	\$60,042		\$242
Royce Global Value Trust	RGT		1.70%	(spin-off)	\$4,639	\$4,795		
Capital World Growth & Income Fund "A"	CWGIX	0.0%	0.80%	07/24/2008	\$422,643	\$434,984	\$0	\$1,715
American Funds -- Intl Growth & Income "A"	IGAAX	0.0%	0.93%	12/14/2009	\$371,801	\$477,721	\$0	\$1,975
American Funds -- New Perspective "A"	ANWPX	0.0%	0.79%	01/31/2011	\$431,048	\$454,810	\$0	\$1,750
American Funds -- New World Fund "A"	NEWFX	0.0%	1.06%	07/24/2008	\$332,313	\$341,196	\$0	\$1,785
Vanguard FTSE Emerging Mkts ETF	VWO	0.0%	0.15%	09/05/2013	\$220,110	\$320,908		\$203
Total market values of mutual funds, closed-end funds, and ETFs:					\$1,909,221	\$2,151,935		
Total estimated fees and loads:							\$0	\$8,197
Grand total per period:								\$8,197

The expenses generally were estimated as follows: [average market value] * [annual expense ratio] * [one-half].

Note 1: Taken from fund websites as of August 9, 2014.

Note 2: During 2011 the Wilderness Fund brought its total investment in the four mutual funds shown near the bottom of this table to \$1 million. At that level, the front-end load is waived. The Wilderness Fund made additional investments (with no load) in 2012 and 2015.

000000Page 3 of 4

Baxter Park Wilderness Fund
Other Expenses January -- June 2015

10-Feb	Sephone LLC -- website maintenance	(199.50)
6-Mar	Sephone LLC	(21.25)
	TOTAL OTHER EXPENSES	(220.75)

Baxter Park Wilderness Fund

Trading Costs

January – June 2015

			Price Per Share	Total Transaction	Trading Costs	Cost %
January 2015	BUY	no trades				
	SELL	no trades				
February 2015	BUY	1,100 Fortune Brds Home	44.028	49,034.75	603.95	1.2%
		185 Bunge Limited	91.260	17,128.05	244.95	1.4%
		200 Caterpillar Inc	83.489	16,942.93	245.13	1.4%
		525 Emerson Electric	57.096	30,370.72	395.32	1.3%
		725 Praxair Incorporated	124.515	91,008.62	735.24	0.8%
		880 Qualcomm Inc	67.746	60,242.05	625.57	1.0%
		140 IBM	157.906	22,381.80	274.96	1.2%
		120 Google Inc Class C	527.629	63,850.54	535.06	0.8%
		120 Google Inc Class A	529.647	64,092.60	534.96	0.8%
		860 Abbott Labs	45.637	39,773.54	525.72	1.3%
		310 AbbVie Inc	58.029	18,263.94	274.95	1.5%
		225 A/bac Inc	61.007	13,951.55	224.98	1.6%
		650 AT&T Inc	34.489	22,773.39	355.54	1.6%
	SELL	200 Hartford Fin'l Svcs	40.100	7,854.89	165.11	2.1%
		666 WPX Energy	13.332	8,643.96	235.15	2.7%
		500 Northeast Utils	56.312	27,770.42	385.58	1.4%
		546 BP Plc ADRs	41.423	22,271.67	345.29	1.6%
		333 CDKGlobal	47.422	15,526.23	265.30	1.7%
		150 Nestera Energy	109.862	16,243.98	235.32	1.4%
March 2015	BUY	450 American Tower	98.189	44,730.00	544.95	1.2%
		2,350 Vanguard Em Mkts	41.788	99,205.75	1,003.95	1.0%
		3,024 Amer Intl G&I Fund	33.069	100,011.90	0.00	0.0%
		425 Energy Trns Ptr LP	58.376	25,184.75	374.95	1.5%
		710 Deere & Co	91.189	65,448.64	704.45	1.1%
		150 AT&T Inc	34.500	5,299.95	124.95	2.4%
		485 ExxonMobil	88.269	43,345.42	534.95	1.2%
		1,750 Healthcare Svcs Gp	33.674	59,694.45	764.95	1.3%
		160 Microsoft Corp	44.002	7,185.35	145.03	2.0%
		240 PepsiCo Inc	99.219	24,147.51	334.95	1.4%
		250 Procter & Gamble	85.088	21,597.00	325.00	1.5%
		425 SchLumberger	84.084	36,200.69	464.99	1.3%
		190 Target Corp	76.998	14,864.61	234.99	1.6%
		1,400 Xcel Energy	35.469	50,352.11	695.51	1.4%
		550 Piedmont Nat Gas	37.419	20,935.57	355.12	1.7%
		725 Apple Inc	130.189	95,232.63	845.61	0.9%
		5,750 Ford Motor Co	16.388	95,439.55	1,208.55	1.3%
	SELL	274 Plum Creek Timber	43.321	11,644.78	225.17	1.9%
		400 Edison International	63.950	25,204.69	375.31	1.5%
		1,581 Capital One Fin'l	79.072	124,007.52	1,005.31	0.8%
		1,175 Chevron Corp	106.913	124,617.45	1,005.33	0.8%
		1,000 Exelon Corp	33.952	33,426.62	525.38	1.6%
		663 FirstEnergy Corp	35.670	23,253.89	395.32	1.7%
		1,500 JPMorgan Chase	61.522	91,377.50	905.50	1.0%
		1,000 MDU Resources	22.501	22,075.63	425.37	1.9%
		1,050 PG&E Corp	53.900	55,890.21	704.79	1.3%
April 2015	BUY	no trades				
	SELL	no trades				
May 2015	BUY	no trades				
	SELL	no trades				
June 2015	BUY	no trades				
	SELL	no trades				

TOTALS:	commissions on stocks:	21,438.46
	estimated markups on bonds:	0.00
	loads on mutual funds:	0.00

21,438.46

Total Market Value of Trades: 1,928,499.80

Baxter Park Wilderness Fund

2015

Total Return Calculations

(Dietz Method*)

for overall account only
after-tax (i.e., there are some taxes withheld at the source on foreign dividends) and after fees

Date	Market Value	Additions	Withdrawals	Monthly Total Return	Qtrly Total Return	Semi-annual Total Return	Annual Total Return
31-Dec-2014	12,340,946.74						
31-Jan-2015	12,180,849.18		(34,000.00)	-1.02%			
28-Feb-2015	12,462,649.47		(199.50)	2.32%			
31-Mar-2015	12,312,764.28		(21.29)	-1.20%	0.05%		
30-Apr-2015	12,417,182.14	500.00	(34,000.00)	1.12%			
31-May-2015	12,389,319.70		0.00	-0.22%			
30-Jun-2015	12,188,346.18		0.00	-1.62%	-0.74%	-0.69%	
31-Jul-2015	12,208,047.80		(65,102.00)	0.70%			
31-Aug-2015	11,757,699.01		0.00	-3.69%			
30-Sep-2015	11,556,839.20		0.00	-1.71%	-4.67%		
31-Oct-2015	12,163,383.92		0.00	5.25%			
30-Nov-2015	12,044,139.39		(65,050.00)	-0.45%			
31-Dec-2015	11,919,955.87			-1.03%	3.70%	-1.15%	-1.83%
Total additions/withdrawals:		500.00	(198,372.79)				

Avg. Mkt Value: 12,133,431.35
(Jan-Dec)

*The Dietz Method (named after an employee at the Frank Russell Company, a prominent pension consulting firm) is as follows.

$$\text{total return} = \frac{(\text{ending market value} + \text{distributed income} - (0.5 \times \text{net contributions})) - (\text{starting market value} + (0.5 \times \text{net contributions}))}{1}$$



Baxter Park Wilderness Fund

Commissioners
Irvin C. Caverly
James P. Garland
Willard D. Pease, Esq.

Mailing Address
Post Office Box 823
Rockland, Maine 04841
(207) 596-7306

February 22, 2016

The Hon. Paul LePage
Office of the Governor
#1 State House Station
Augusta, ME 04333-0001

The Hon. Terry Hayes
Office of the State Treasurer
#39 State House Station
Augusta, ME 04333-0039

The Hon. Douglas Denico
Baxter State Park Authority
#22 State House Station
Augusta, ME 04333-0022

re: Semi-Annual Report for the Period July 2015 through December 2015

Dear Governor LePage, Treasurer Hayes, and Director Denico:

The governing document for the Baxter Park Wilderness Fund ("the Fund") specifies that the Commissioners of the Fund, at least semiannually, are to provide financial statements to the Governor and the Baxter Park Authority, and are to report to the Governor (or his representatives) and the State Treasurer regarding the Fund's investments, income earned, and disbursements. Accordingly, we are pleased to present here the Fund's seventeenth semi-annual report, this one covering the second half of calendar year 2015.

Contributions. During this six-month period, the Fund received no contributions.

Investments. The Fund continues to be invested in a diversified portfolio of bonds, common stocks, and mutual funds. A statement for the Fund dated December 31, 2015 is enclosed.

The State Treasurer's Office has requested that the Commissioners report investment returns and expenses twice a year following a preset format. A spreadsheet in the desired format showing final asset allocations and returns for July through December is enclosed. The Fund's market value at the end of December was \$11,919,955.87.

For the six months ending December 31, 2015, the Fund's total return net of all investment-related expenses was -1.15%. Comparable returns for common benchmarks are as follows.

<u>S&P 500</u>	<u>Barclays Capital Aggregate Bond Index</u>	<u>30% Barclays, 70% S&P 500, Rebalanced Quarterly</u>
+0.15%	+0.67%	+0.43%

The Fund has now been in operation for eight years.¹

Operating Expenses. Administrative expenses for the Fund during this six-month period were \$152. Total investment-related expenses — primarily brokerage commissions and mutual fund fees — amounted to approximately \$10,335. These two numbers together represented approximately 0.09% of the Fund's average market value.

For the full calendar year, expenses were as follows.

estimated mutual fund fees	\$16,193
estimated commissions on trades	23,777
other expenses	<u>373</u>
total	\$40,343
total as % of average market value	0.33%

¹ While the Wilderness Fund was established in August 2007, it did not receive its first cash until mid-December 2007. To simplify the comparisons, the calculated returns for this Fund (as well as for comparable benchmarks) begin as of December 31, 2007.

BPWF Semi-Annual Report – December 31, 2015

page 3


Disbursements. The Commissioners have been making distributions to Baxter State Park on a quarterly basis. The Fund distributed \$65,000 to the Park in July and also in November. This is almost twice the amounts distributed a year earlier. This large increase is due to a significant transfer of funds from the estate of Frank Trautmann to the Wilderness Fund in late 2014, and the anticipation of an additional transfer once that estate is settled.

Below is a summary of the distributions to Baxter Park for each of the Park's fiscal years (ending on June 30) during the life of the Wilderness Fund so far.

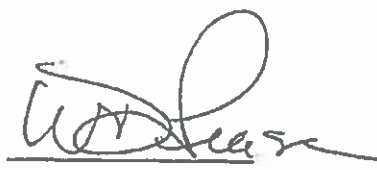
BSP fiscal year 2008	\$0
BSP fiscal year 2009	\$75,000
BSP fiscal year 2010	\$85,000
BSP fiscal year 2011	\$108,750
BSP fiscal year 2012	\$115,000
BSP fiscal year 2013	\$124,000
BSP fiscal year 2014	\$130,000
BSP fiscal year 2015	\$136,000
BSP fiscal year 2016 (first 6 months)	\$130,000

We appreciate having had this opportunity to serve the State of Maine and Baxter State Park.

Sincerely,


Irvin C. Caverly


James P. Garland


Willard D. Pease

enclosures: Semiannual Report to the State Treasurer dated Dec. 31, 2015 (4 pages)
Raymond James statement for the Fund dated Dec. 31, 2015

cc: Timothy Rodriguez (State Treasurer's Office)
BSP Director

Baxter Park Wilderness Fund
Semiannual Report to the Office of the State Treasurer
 Period: July 1 through December 31, 2015

Ending Asset Mix	Return on Investments (net of fees & expenses)			Operating Expenses				
	Reporting Period	Year to Date	Annualiz'd 3 Years	Annualiz'd 5 Years	Managem't Fees (note 3)	Commis-sions (note 4)	Other (note 1)	Total
64.0% Equity	<i>not available</i>				\$7,996	\$2,339	\$152	\$10,487
29.4% Fixed Income	<i>not available</i>							
6.6% Cash	<i>not available</i>							
0.0% Other								
100.0% Total Portfolio	-1.15%	-1.83%	7.74%	6.82%				

Total Operating Expenses as % of Avg. Assets: 0.09%

\$12,188,346.18	Beginning Portfolio Value
(\$130,152.00)	Principal Additions / (Withdrawals) (note 2)
(\$138,238.31)	Appreciation / (Depreciation)
\$11,919,955.87	Ending Portfolio Value

- Notes:
- (1) Operating expenses for the Fund -- primarily website maintenance expenses
 - (2) Disbursements to Baxter State Park of \$65,000 each in July and November. No contributions during this period. Administrative expenses of \$152.
 - (3) There is no fee charged for the management of this account as a whole. The fees shown here are estimated fees for the mutual funds and closed-end funds held in this account. For details, see page 2.
 - (4) On bond trades, where commissions are not disclosed, we've assumed a markup of 1.8% of the principal value.

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Baxter Park Wilderness Fund

Estimated Expenses for Mutual Funds, Closed-End Funds, and ETFs

Period: July 1 through December 31, 2015

Fund	Ticker	Front-End Load	Annual Expense Ratio	First Purchase Date	Mkt Value at 6/30/15	Mkt Value at 12/31/15	Loads for 1st half 2015	Expenses for 1st half 2015
Cohen & Steers Quality Income Realty Fund	RQI		1.89%	12/24/2007	\$37,950	\$43,381		\$384
GAMCO Global Gold & Natural Resources Inc Tr	GGN		1.58%	12/24/2007 04/04/2008 03/23/2011	\$12,369 \$1,302 \$5,859	\$9,025 \$950 \$4,275		\$85 \$9 \$40
Royce Value Trust	RVT		0.62%	12/24/2007	\$60,042	\$54,118		\$177
Royce Global Value Trust	RGT		1.48%	(spin-off)	\$4,795	\$4,351		
Capital World Growth & Income Fund "A"	CWGX	0.0%	0.77%	07/24/2008	\$434,984	\$413,449	\$0	\$1,633
American Funds — Intl Growth & Income "A"	IGAAX	0.0%	0.91%	12/14/2009	\$477,721	\$429,491	\$0	\$2,064
American Funds — New Perspective "A"	ANWPX	0.0%	0.75%	01/31/2011	\$454,810	\$454,065	\$0	\$1,704
American Funds — New World Fund "A"	NEWFX	0.0%	1.03%	07/24/2008	\$341,196	\$312,420	\$0	\$1,683
Vanguard FTSE Emerging Mkts ETF	VWO	0.0%	0.15%	09/05/2013	\$320,908	\$256,774		\$217
Total market values of mutual funds, closed-end funds, and ETFs:					\$2,151,935	\$1,982,298	\$0	\$7,996
Total estimated fees and loads:							\$0	\$7,996
Grand total per period:								\$7,996

The expenses generally were estimated as follows: [average market value] * [annual expense ratio] * [one-half].

Note 1: Taken from fund websites as of December 2015.

Note 2: During 2011 the Wilderness Fund brought its total investment in the four mutual funds shown near the bottom of this table to \$1 million. At that level, the front-end load is waived. The Wilderness Fund made additional investments (with no load) in 2012 and 2015.

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Baxter Park Wilderness Fund
Other Expenses July -- December 2015

21-Jul	U.S. Postal Service -- PO Box fee	(102.00)
5-Nov	Sephone LLC (website host)	(50.00)
	TOTAL OTHER EXPENSES	(152.00)

Baxter Park Wilderness Fund

Trading Costs

July -- December 2015

				<u>Price Per Share</u>	<u>Total Transaction</u>	<u>Trading Cost</u>	<u>Cost %</u>
July 2015	BUY	no trades					
	SELL	no trades					
August 2015	BUY	140 Abbvie Inc.		64.328	9,170.87	164.95	1.8%
		175 Apple Inc.		112.689	20,015.68	295.11	1.5%
		300 Norfolk Southern		78.999	24,044.65	344.95	1.4%
		170 Int'l. Bus. Machines		147.455	25,402.39	335.04	1.3%
		575 Emerson Electric		47.986	27,996.30	404.35	1.4%
		200 Johnson & Johnson		94.759	19,246.91	295.11	1.5%
		300 Qualcomm Inc.		56.826	17,342.90	295.10	1.7%
		165 Deere & Company		82.253	13,775.84	204.09	1.5%
	SELL	no trades					
September 2015	BUY	no trades					
	SELL	0.792 Royce Value Trust			9.34	0.00	
October 2015	BUY	no trades					
	SELL	no trades					
November 2015	BUY	no trades					
	SELL	no trades					
December 2015	BUY						
	SELL	0.870 Royce Value Trust		11.678	10.16	0.00	
		0.980 Royce Gbl Value Tr		7.286	7.14	0.00	

(While these transactions took place at the end of August, they appear in the September statement from Raymond James because the trades settled in September.)

TOTALS:	
commissions on stocks:	2,338.70
estimated markups on bonds:	0.00
loads on mutual funds:	0.00

2,338.70

Total Market Value of Trades: 157,022.18

Baxter Park Wilderness Fund

2015

Total Return Calculations

(Dietz Method*)

for overall account only
after-tax (i.e., there are some taxes withheld at the source on foreign dividends) and after fees

Date	Market Value	Additions	Withdrawals	Monthly Total Return	Qtrly Total Return	Semi-annual Total Return	Annual Total Return
31-Dec-2014	12,340,946.74						
31-Jan-2015	12,180,849.18		(34,000.00)	-1.02%			
28-Feb-2015	12,462,649.47		(199.50)	2.32%			
31-Mar-2015	12,312,764.28		(21.29)	-1.20%	0.05%		
30-Apr-2015	12,417,182.14	500.00	(34,000.00)	1.12%			
31-May-2015	12,389,319.70		0.00	-0.22%			
30-Jun-2015	12,188,346.18		0.00	-1.62%	-0.74%	-0.69%	
31-Jul-2015	12,208,047.80		(65,102.00)	0.70%			
31-Aug-2015	11,757,699.01		0.00	-3.69%			
30-Sep-2015	11,556,839.20		0.00	-1.71%	-4.67%		
31-Oct-2015	12,163,383.92		0.00	5.25%			
30-Nov-2015	12,044,139.39		(65,050.00)	-0.45%			
31-Dec-2015	11,919,955.87			-1.03%	3.70%	-1.15%	-1.83%
Total additions/withdrawals:		500.00	(198,372.79)				
Avg. Mkt Value:		12,133,431.35					
(Jan-Dec)							

*The Dietz Method (named after an employee at the Frank Russell Company, a prominent pension consulting firm) is as follows.

$$\text{total return} = \frac{((\text{ending market value} + \text{distributed income} - (0.5 \times \text{net contributions})) - (\text{starting market value} + (0.5 \times \text{net contributions})))}{1}$$

Baxter Park Wilderness Fund
Benchmark Return Calculations

2015

	(A)			(B)	
	S&P 500	Barclays Aggregate Bond Index	BPWF Policy Mix Benchmark 70% S&P 500 30% Barclays	MSCI EAFE Index	Actual Mix Benchmark 14% EAFE 56% S&P 500 30% Barclays
1st Quarter	0.95%	1.61%	1.15%	5.00%	1.72%
2nd Quarter	0.28%	-1.68%	-0.31%	0.84%	-0.23%
3rd Quarter	-6.44%	1.23%	-4.14%	-10.19%	-4.66%
4th Quarter	7.04%	-0.56%	4.76%	4.75%	4.44%
YEAR	1.38%	0.57%	1.27%	-0.39%	1.04%
FIRST HALF	1.23%	-0.10%	0.84%	5.88%	1.48%
SECOND HALF	0.15%	0.67%	0.43%	-5.92%	-0.43%

(A) The Fund's Investment Policy Statement dated October 2007 specifies that the Fund's asset mix shall be 30% debt securities (including cash) and 70% common stocks (both domestic and foreign). The Fund's "Policy Mix Benchmark" returns assume that the equities are 100% domestic.

(B) In practice, the Fund Commissioners have chosen to have very roughly 20% of the equity portion of the portfolio invested in non-US equities. For example, as of 12/31/2014, the allocation was 26% non-US equities and 74% US equities. The returns shown in the "Actual Mix Benchmark" column assume a constant 20% non-US equity weighting and an 80% US equity weighting.



Baxter Park Wilderness Fund

Commissioners
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James P. Garland
Willard D. Pease, Esq.

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August 22, 2016

The Hon. Paul LePage
Office of the Governor
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Augusta, ME 04333-0001

The Hon. Terry Hayes
Office of the State Treasurer
#39 State House Station
Augusta, ME 04333-0039

The Hon. Douglas Denico
Baxter State Park Authority
#22 State House Station
Augusta, ME 04333-0022

re: Semi-Annual Report for the Period January through June 2016

Dear Governor LePage, Treasurer Hayes, and Director Denico:

The governing document for the Baxter Park Wilderness Fund ("the Fund") specifies that the Commissioners of the Fund, at least semiannually, are to provide financial statements to the Governor and the Baxter Park Authority, and are to report to the Governor (or his representatives) and the State Treasurer regarding the Fund's investments, income earned, and disbursements. Accordingly, we are pleased to present here the Fund's eighteenth semi-annual report, this one covering the first half of calendar year 2016.

Contributions. During this six-month period, contributions to the Fund totaled \$3,026,325. Virtually all of this came from the estate of Frank Trautmann.

Investments. The Fund continues to be invested in a diversified portfolio of bonds, common stocks, and mutual funds. A statement for the Fund dated June 30, 2016 is enclosed.

The State Treasurer’s Office has requested that the Commissioners report investment returns and expenses twice a year following a preset format. A spreadsheet in the desired format showing final asset allocations and returns for January through June is enclosed. The Fund’s market value at the end of June was \$15,878,695.19.

For the six months ending June 30, 2016, the Fund’s total return net of all investment-related expenses was 7.32%. Comparable returns for common benchmarks are as follows.

<u>S&P 500</u>	<u>Barclays Capital Aggregate Bond Index</u>	<u>30% Barclays, 70% S&P 500, Rebalanced Quarterly</u>
3.84%	5.31%	4.28%

The Fund has now been in operation for eight and one-half years.

Operating Expenses. Administrative expenses for the Fund during this six-month period were \$214. Total investment-related expenses — primarily brokerage commissions and mutual fund fees — amounted to approximately \$26,549. These two numbers together represented approximately 0.19% of the Fund’s average market value.

Disbursements. The Commissioners have been making distributions to Baxter State Park on a quarterly basis. The Fund distributed \$65,000 to the Park in January and also in April. This was almost twice the amounts distributed one year earlier. This large increase was due to a significant transfer of funds from the estate of Frank Trautmann to the Wilderness Fund in late 2014, and the anticipation of additional transfers (including the one mentioned at the bottom of the first page) as the estate comes closer to being settled.

Below is a summary of the distributions to Baxter Park for each of the Park’s fiscal years (ending on June 30) during the life of the Wilderness Fund so far.

¹ While the Wilderness Fund was established in August 2007, it did not receive its first cash until mid-December 2007. To simplify the comparisons, the calculated returns for this Fund (as well as for comparable benchmarks) begin as of December 31, 2007.

BPWF Semi-Annual Report – June 30, 2016

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Annual Distributions from the Wilderness Fund to Baxter Park

BSP fiscal year 2008	\$0
BSP fiscal year 2009	\$75,000
BSP fiscal year 2010	\$85,000
BSP fiscal year 2011	\$108,750
BSP fiscal year 2012	\$115,000
BSP fiscal year 2013	\$124,000
BSP fiscal year 2014	\$130,000
BSP fiscal year 2015	\$136,000
BSP fiscal year 2016	\$260,000

We appreciate having had this opportunity to serve the State of Maine and Baxter State Park.

Sincerely,

Irvin C. Caverly

James P. Garland

Willard D. Pease

enclosures: Semiannual Report to the State Treasurer dated June 30, 2016 (4 pages)
Raymond James statement for the Fund dated June 30, 2016

cc: Timothy Rodriguez (State Treasurer's Office)
BSP Director

corrected 01/27/2017

Baxter Park Wilderness Fund
Semiannual Report to the Office of the State Treasurer
Period: January 1 through June 30, 2016

Ending Asset Mix	Return on Investments (net of fees & expenses)			Operating Expenses				
	Reporting Period	Year to Date	Annualiz'd 3 Years	Annualiz'd 5 Years	Managem't Fees (note 3)	Commissions (note 4)	Other (note 1)	Total
72.4% Equity	<i>not available</i>				\$7,840	\$18,513	\$214	\$26,567
26.7% Fixed Income	<i>not available</i>							
0.9% Cash	<i>not available</i>							
0.0% Other	<i>not available</i>							
100.0% Total Portfolio	7.32%	7.32%	7.74%	7.63%				

Total Operating Expenses as % of Avg. Assets: 0.19%

\$11,919,955.87	Beginning Portfolio Value
\$2,896,110.46	Principal Additions / (Withdrawals) (note 2)
\$1,062,628.86	Appreciation / (Depreciation)
\$15,878,695.19	Ending Portfolio Value

- Notes:
- (1) Operating expenses for the Fund -- primarily website maintenance expenses and a Post Office box fee.
 - (2) Disbursements to Baxter State Park of \$65,000 each in January and April. Contributions of \$3,026,324.76. Administrative expenses of \$214.30.
 - (3) There is no fee charged for the management of this account as a whole. The fees shown here are estimated fees for the mutual funds and closed-end funds held in this account. For details, see page 2.
 - (4) On bond trades, where commissions are not disclosed, we've assumed a markup of 2% of the principal value.

Baxter Park Wilderness Fund

Estimated Expenses for Mutual Funds, Closed-End Funds, and ETFs

Period: January 1 through June 30, 2016

Fund	Ticker	Front-End Load Ratio (note 2)	Annual Expense Ratio (note 1)	First Purchase Date	Mkt Value at 12/31/15	Mkt Value at 6/30/16	Loads for 1st half 2016	Expenses for 1st half 2016
Cohen & Steers Quality Income Realty Fund	RQI		1.89%	12/24/2007	\$43,381	\$48,706		\$435
GAMCO Global Gold & Natural Resources Inc Tr	GGN		1.58%	12/24/2007 04/04/2008 03/23/2011	\$9,025 \$950 \$4,275	\$12,350 \$1,300 \$5,850		\$84 \$9 \$40
Royce Value Trust	RVT		0.62%	12/24/2007	\$54,118	\$56,484		\$171
Royce Global Value Trust	RGT		1.48%	(spin-off)	\$4,351	\$4,438		\$33
Capital World Growth & Income Fund "A"	CWGIX	0.0%	0.77%	07/24/2008	\$413,449	\$420,233	\$0	\$1,605
American Funds -- Intl Growth & Income "A"	IGAAX	0.0%	0.91%	12/14/2009	\$429,491	\$426,968	\$0	\$1,948
American Funds -- New Perspective "A"	ANWPX	0.0%	0.75%	01/31/2011	\$454,065	\$446,250	\$0	\$1,688
American Funds -- New World Fund "A"	NEWFX	0.0%	1.03%	07/24/2008	\$312,420	\$319,293	\$0	\$1,627
Vanguard FTSE Emerging Mkts ETF	VWO	0.0%	0.15%	09/05/2013	\$256,774	\$276,556		\$200
Total market values of mutual funds, closed-end funds, and ETFs:					\$1,982,298	\$2,018,427	\$0	\$7,840
Total estimated fees and loads:							\$0	\$7,840
Grand total per period:							\$0	\$7,840

The expenses generally were estimated as follows: [average market value] * [annual expense ratio] * [one-half].

Note 1: Taken from fund websites as of December 2015.

Note 2: During 2011 the Wilderness Fund brought its total investment in the four mutual funds shown near the bottom of this table to \$1 million. At that level, the front-end load is waived. The Wilderness Fund made additional investments (with no load) in 2012 and 2015.

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Baxter Park Wilderness Fund
Other Expenses January - June 2016

8-Mar	U.S. Postal Service (postage)	14.80
17-Feb	Sephone LLC (website host)	199.50
	TOTAL OTHER EXPENSES	214.30

Baxter Park Wilderness Fund

Trading Costs

January - June 2016

				<u>Price</u>	<u>Total</u>	<u>Trading</u>	<u>Cost</u>
				<u>Per Share</u>	<u>Transaction</u>	<u>Cost</u>	<u>%</u>
January 2016	BUY	no trades					
	SELL	no trades					
February 2016	BUY	no trades					
	SELL	no trades					
March 2016	BUY	580	Wal-Mart	68.210	40,136.69	574.95	1.4%
		890	Coca-Cola	44.458	40,182.39	614.95	1.5%
		325	UnitedHealth Group	122.220	40,256.29	534.95	1.3%
		160,000	GNMA 5.00%	109.875	124,725.24	2,619.23	2.1% *
		150,000	GNMA 7.00%	118.000	177,164.87	3,720.46	2.1% *
		150,000	GNMA 4.50%	107.000	160,693.04	3,374.55	2.1% *
	SELL	1,450	ExxonMobil	83.231	119,526.36	1,158.59	1.0%
		0.504	Royce Value Trust	11.290	5.69	0.00	0.0%
April 2016	BUY	100,000	GNMA 7.00%	118.250	99,602.98	2,091.66	2.1% *
	SELL	no trades					
May 2016	BUY	no trades					
	SELL	no trades					
June 2016	BUY	140,000	GNMA 5.00%	109.875	100,350.67	2,107.36	2.1% *
		114,000	GNMA 5.00%	109.875	81,715.22	1,716.02	2.1% *
	SELL	0.512	Royce Value Trust	11.270	5.77	0.00	0.0%

TOTALS:	
commissions on stocks:	2,883.44
estimated markups on bonds:	15,629.29
loads on mutual funds:	0.00
	18,512.73

Total Market Value of Trades: 984,365.21

* Exact brokerage firm mark-ups are unknown, but the broker told us they average around 2.1%.



Baxter Park Wilderness Fund

Commissioners
Irvin C. Caverly
James P. Garland
Willard D. Pease, Esq.

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March 2, 2017

The Hon. Paul LePage
Office of the Governor
#1 State House Station
Augusta, ME 04333-0001

The Hon. Terry Hayes
Office of the State Treasurer
#39 State House Station
Augusta, ME 04333-0039

The Hon. Douglas Denico
Baxter State Park Authority
#22 State House Station
Augusta, ME 04333-0022

re: Semi-Annual Report for the Period July through December 2016

Dear Governor LePage, Treasurer Hayes, and Director Denico:

The governing document for the Baxter Park Wilderness Fund ("the Fund") specifies that the Commissioners of the Fund, at least semiannually, are to provide financial statements to the Governor and the Baxter Park Authority, and are to report to the Governor (or his representatives) and the State Treasurer regarding the Fund's investments, income earned, and disbursements. Accordingly, we are pleased to present here the Fund's nineteenth semi-annual report, this one covering the second half of calendar year 2016.

Contributions. There were no contributions to the Fund during this six-month period.

Investments. The Fund continues to be invested in a diversified portfolio of bonds, common stocks, and mutual funds. A statement for the Fund dated December 31, 2016 is enclosed.

The State Treasurer’s Office has requested that the Commissioners report investment returns and expenses twice a year following a preset format. A spreadsheet in the desired format showing final asset allocations and returns for July through December is enclosed. The Fund’s market value at the end of December was \$16,252,626.82.

For the six months ending December 31, 2016, the Fund’s total return net of all investment-related expenses was 3.21%. Comparable returns for common benchmarks are as follows.

<u>S&P 500</u>	<u>Barclays Capital Aggregate Bond Index</u>	<u>30% Barclays, 70% S&P 500, Rebalanced Quarterly</u>
7.82%	-2.53%	4.66%

For the full calendar year, the Fund’s net total return was 10.77%. Benchmark returns for the year are as follows.

<u>S&P 500</u>	<u>Barclays Capital Aggregate Bond Index</u>	<u>30% Barclays, 70% S&P 500, Rebalanced Quarterly</u>
11.96%	2.65%	9.15%

The Fund has now been in operation for nine years.

Operating Expenses. Administrative expenses for the Fund during this six-month period were \$171. Total investment-related expenses — primarily brokerage commissions and mutual fund fees — amounted to approximately \$22,015. These two numbers together represented approximately 0.14% of the Fund’s average market value.

¹ While the Wilderness Fund was established in August 2007, it did not receive its first cash until mid-December 2007. To simplify the comparisons, the calculated returns for this Fund (as well as for comparable benchmarks) begin as of December 31, 2007.

BPWF Semi-Annual Report – December 31, 2016

page 3

Disbursements. The Commissioners have been making distributions to Baxter State Park on a quarterly basis. The Fund distributed \$66,000 to the Park in July and also in October.

Below is a summary of the distributions to Baxter Park for each of the Park’s fiscal years (ending on June 30) during the life of the Wilderness Fund so far.

Annual Distributions from the Wilderness Fund to Baxter Park

BSP fiscal year 2008	\$0
BSP fiscal year 2009	\$75,000
BSP fiscal year 2010	\$85,000
BSP fiscal year 2011	\$108,750
BSP fiscal year 2012	\$115,000
BSP fiscal year 2013	\$124,000
BSP fiscal year 2014	\$130,000
BSP fiscal year 2015	\$136,000
BSP fiscal year 2016	\$260,000
BSP fiscal year 2017 (first 6 months)	\$132,000

We appreciate having had this opportunity to serve the State of Maine and Baxter State Park.

Sincerely,

Irvin C. Caverly

James P. Garland

Willard D. Pease

enclosures: Semiannual Report to the State Treasurer dated Dec. 31, 2016 (4 pages)
Raymond James statement for the Fund dated December 30, 2016

cc: Timothy Rodriguez (State Treasurer’s Office)
BSP Director

Baxter Park Wilderness Fund
Semiannual Report to the Office of the State Treasurer
 Period: July 1 through December 31, 2016

Ending Asset Mix	Return on Investments (net of fees & expenses)				Operating Expenses			
	Reporting Period	Year to Date	Annualiz'd 3 Years	Annualiz'd 5 Years	Managem't Fees (note 3)	Commis-sions (note 4)	Other (note 1)	Total
72.3% Equity	<i>not available</i>				\$8,102	\$13,742	\$171	\$22,015
25.9% Fixed Income	<i>not available</i>				Total Operating Expenses as % of Avg. Assets: (for six months)			0.14%
1.8% Cash	<i>not available</i>							
0.0% Other								
100.0% Total Portfolio	3.21%	10.77%	5.74%	8.65%				
	<hr/> \$15,878,695.19 Beginning Portfolio Value (\$132,171.00) Principal Additions / (Withdrawals) (note 2) \$506,102.63 Appreciation / (Depreciation) \$16,252,626.82 Ending Portfolio Value <hr/>							

- Notes:
- (1) Operating expenses for the Fund primarily website maintenance expenses and a Post Office box fee.
 - (2) Disbursements to Baxter State Park of \$66,000 each in July and October. Administrative expenses of \$171.00.
 - (3) There is no fee charged for the management of this account as a whole. The fees shown here are estimated fees for the mutual funds and closed-end funds held in this account. For details, see page 2.
 - (4) On bond trades, where commissions are not disclosed, we've assumed a markup of 2% of the principal value.

**Baxter Park Wilderness Fund
Estimated Expenses for Mutual Funds, Closed-End Funds, and ETFs**

Period: July 1 through December 31, 2016

Fund	Ticker	Front-End Load	Annual Expense Ratio	First Purchase Date	Mkt Value at 6/30/2016	Mkt Value at 12/31/2016	Loads for 2nd half 2016	Expenses for 2nd half 2016
		(note 2)	(note 1)					
Cohen & Steers Quality Income Realty Fund	RQI		1.83%	12/24/2007	\$48,706	\$43,346		\$421
GAMCO Global Gold & Natural Resources Inc	GGN		1.30%	12/24/2007	\$12,350	\$10,070		\$73
				04/04/2008	\$1,300	\$1,060		\$8
				03/23/2011	\$5,850	\$4,770		\$35
Royce Value Trust	RVT		0.73%	12/24/2007	\$56,484	\$66,789		\$225
Royce Global Value Trust	RGT		1.48%	(spin-off)	\$4,438	\$4,773		\$34
Capital World Growth & Income Fund "A"	CWGIX	0.0%	0.77%	07/24/2008	\$420,233	\$440,288	\$0	\$1,657
American Funds – Intl Growth & Income "A"	IGAAAX	0.0%	0.91%	12/14/2009	\$426,968	\$438,734	\$0	\$1,969
American Funds – New Perspective "A"	ANWPX	0.0%	0.77%	01/31/2011	\$446,250	\$462,526	\$0	\$1,749
American Funds – New World Fund "A"	NEWFX	0.0%	1.07%	07/24/2008	\$319,293	\$324,479	\$0	\$1,722
Vanguard FTSE Emerging Mkts ETF	VWO	0.0%	0.15%	09/05/2013	\$276,556	\$280,873		\$209
Total market values of mutual funds, closed-end funds, and ETFs:					\$2,018,427	\$2,077,708	\$0	\$8,102
Total estimated fees and loads:							\$0	\$8,102
Grand total per period:								\$8,102

The expenses generally were estimated as follows: [average market value] * [annual expense ratio] * [one-half].

Note 1: Taken from fund websites as of January 2017.

Note 2: During 2011 the Wilderness Fund brought its total investment in the four mutual funds shown near the bottom of this table to \$1 million. At that level, the front-end load is waived. The Wilderness Fund made additional investments (with no load) in 2012 and 2015.

000000Page 3 of 4

Baxter Park Wilderness Fund
Other Expenses July -- December 2016

20-Jul	U.S. Postal Service	106.00
6-Oct	U.S. Postal Service	15.00
15-Nov	Sephone LLC (website provider)	50.00
TOTAL OTHER EXPENSES		171.00

Baxter Park Wilderness Fund

Trading Costs

July – December 2016

				Price Per Share	Total Transaction	Trading Cost	Cost %
July 2016	BUY	<i>no trades</i>					
	SELL	Maine Health bond (called)			5,000.00	0.00	0.0%
August 2016	BUY	<i>no trades</i>					
	SELL	Maine Health bond (called)			30,000.00	0.00	0.0%
September 2016	BUY	100,000	GNMA 7.00% 2038	118.000	117,999.84	2,360.00	2.0% *
	SELL	0.487	Royce Value Trust	12.423	6.05	0.00	0.0%
October 2016	BUY	55,513	GNMA 7.00% 2038	118.250	65,688.60	1,313.77	2.0% *
		97,181	GNMA 6.50% 2038	116.250	112,653.00	2,253.06	2.0% *
		400	Public Storage 6.3875% Pfd	27.900	11,442.91	282.95	2.5%
		400	Verizon Comm 5.90% Pfd	27.884	11,436.39	282.87	2.5%
		400	JPMorgan Chase 6.30% Pfd	27.199	11,159.17	279.45	2.5%
		400	Allstate Corp 6.625% Pfd	27.249	11,179.46	279.70	2.5%
		400	Crown Castle REIT	91.327	37,036.75	777.77	2.1%
		900	Westpac Bkg Corp	23.056	21,156.35	444.28	2.1%
		400	NTT Docomo	24.730	10,097.91	212.06	2.1%
		600	National Grid PLC	65.686	40,017.55	840.37	2.1%
	SELL	2,525	Piedmont Nat Gas	60.000	151,500.00	0.00	0.0%
		1,200	ExxonMobil	87.130	103,547.89	2,174.51	2.1%
November 2016	BUY	<i>no trades</i>					
	SELL	<i>no trades</i>					
December 2016	BUY	100,000	GNMA 5.50% 2039	111.625	112,043.45	2,240.87	2.0% *
	SELL	0.297	Royce Gbl Val Tr	7.912	2.35	0.00	0.0%
		0.977	Royce Value Trust	0.977	13.22	0.00	0.0%

TOTALS:	
commissions on stocks:	5,573.96
estimated markups on bonds:	8,167.70
loads on mutual funds:	0.00

13,741.65

Total Market Value of Trades: 851,980.89

* Exact brokerage firm mark-up is unknown, but the broker told us it is approximately 2%.

Baxter Park Wilderness Fund

2016

Total Return Calculations (Dietz Method*)

for overall account only
after-tax (i.e., there are some taxes withheld at the source on foreign dividends) and after fees and expenses

Date	Market Value	Additions	Withdrawals	Monthly Total Return	Qtrly Total Return	Semi-annual Total Return	Annual Total Return
31-Dec-2015	11,919,955.87						
31-Jan-2016	11,634,746.43		(65,000.00)	-1.85%			
28-Feb-2016	11,674,691.64		(199.50)	0.35%			
31-Mar-2016	15,326,178.68	3,025,824.76	(14.80)	4.74%	3.16%		
30-Apr-2016	15,576,599.94	500.00	(65,000.00)	2.06%			
31-May-2016	15,616,603.24			0.26%			
30-Jun-2016	15,878,695.19		(66,106.00)	1.68%	4.04%	7.32%	
31-Jul-2016	16,057,413.97			1.55%			
31-Aug-2016	15,985,534.69			-0.45%			
30-Sep-2016	15,978,515.54		(66,015.00)	-0.04%	1.05%		
31-Oct-2016	15,740,078.91		(50.00)	-1.08%			
30-Nov-2016	15,978,561.81			1.52%			
31-Dec-2016	16,252,626.82			1.72%	2.14%	3.21%	10.77%

Total additions/withdrawals: 3,026,324.76 (262,385.30)

Avg. Mkt Value: 14,893,861.75
(full year)

*The Dietz Method (named after an employee at the Frank Russell Company, a prominent pension consulting firm) is as follows:

$$\text{total return} = \frac{(\text{ending market value} - \text{beginning market value} - (\text{additions} - \text{withdrawals})) + (\text{beginning market value} + ((\text{additions} - \text{withdrawals}) - 2))}{2}$$

For more information, see the Wikipedia entry for "Simple Dietz Method."

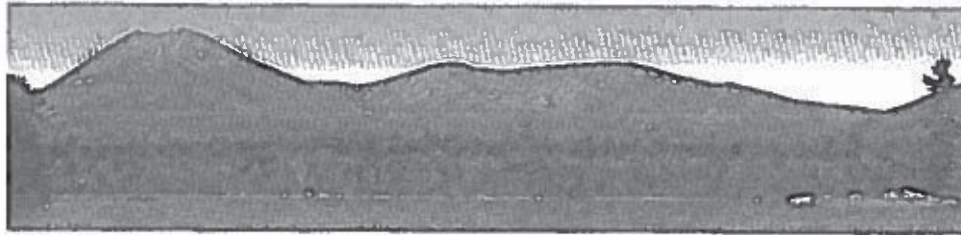
**Baxter Park Wilderness Fund
Benchmark Return Calculations**

2016

	(A)			(B)	
	S&P 500	Bloomberg-Barclays Aggregate Bond Index	BPWF Policy Mix Benchmark 70% S&P 500 30% Barclays	MSCI EAFE Index	BPWF Actual Asset Mix Benchmark 14% EAFE 56% S&P 500 30% Barclays
1st Quarter	1.35%	3.04%	1.86%	-2.88%	1.26%
2nd Quarter	2.46%	2.21%	2.38%	-1.19%	1.87%
3rd Quarter	3.85%	0.46%	2.83%	6.50%	3.20%
4th Quarter	3.82%	-2.98%	1.78%	-0.68%	1.15%
YEAR	11.96%	2.65%	9.15%	1.51%	7.69%
FIRST HALF	3.84%	5.32%	4.29%	-4.04%	3.16%
SECOND HALF	7.82%	-2.53%	4.66%	5.78%	4.39%

(A) The Fund's Investment Policy Statement dated October 2007 specifies that the Fund's asset mix shall be 30% debt securities (including cash) and 70% common stocks (both domestic and foreign). The Fund's "Policy Mix Benchmark" returns assume that the equities are 100% domestic.

(B) In practice, the Fund Commissioners have chosen to have very roughly 20% of the equity portion of the portfolio invested in non-US equities. For example, as of 12/31/2014, the allocation was 26% non-US equities and 74% US equities. The returns shown in the "Actual Asset Mix Benchmark" column assume a constant 20% non-US equity weighting and an 80% US equity weighting.



Baxter Park Wilderness Fund

Commissioners
Irvin C. Caverly
James P. Garland
Willard D. Pease, Esq.

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September 12, 2017

The Hon. Paul LePage
Office of the Governor
#1 State House Station
Augusta, ME 04333-0001

The Hon. Terry Hayes
Office of the State Treasurer
#39 State House Station
Augusta, ME 04333-0039

The Hon. Douglas Denico
Baxter State Park Authority
#22 State House Station
Augusta, ME 04333-0022

re: Semi-Annual Report for the Period January through June 2017

Dear Governor LePage, Treasurer Hayes, and Director Denico:

The governing document for the Baxter Park Wilderness Fund ("the Fund") specifies that the Commissioners of the Fund, at least semiannually, are to provide financial statements to the Governor and the Baxter Park Authority, and are to report to the Governor (or his representatives) and the State Treasurer regarding the Fund's investments, income earned, and disbursements. Accordingly, we are pleased to present here the Fund's nineteenth semi-annual report, this one covering the first half of calendar year 2017.

Contributions. The Fund received two contributions during this six-month period. One was for \$500. The other was a transfer of approximately \$3.7

million from the estate of Frank Trautmann. Mr. Trautmann’s efforts led to the creation of this Fund ten years ago.

Investments. The Fund continues to be invested in diversified portfolios of bonds, common stocks, and mutual funds. The larger share of this capital has been held in an account at Raymond James, and the smaller share — the capital transferred from the Trautmann estate — is held at The Vanguard Group. Statements for each account dated June 30, 2017 are enclosed.

The State Treasurer’s Office has requested that the Commissioners report investment returns and expenses twice a year following a preset format. A spreadsheet in the desired format showing final asset allocations and returns for January through June is enclosed. The Fund’s market value at the end of June was \$20,619,056.

Calculations through June are only for the older and larger Raymond James account. For the six months ending June 30, 2017, that account’s total return net of all investment-related expenses was 5.43%. Comparable returns for common benchmarks are as follows.

<u>S&P 500</u>	<u>Barclays Capital Aggregate Bond Index</u>	<u>30% Barclays, 70% S&P 500, Rebalanced Quarterly</u>
9.34%	2.27%	7.20%

The Fund has now been in operation for nine and a half years.¹

Operating Expenses. Administrative expenses for the Fund during this six-month period were \$199.50. Total investment-related expenses — primarily brokerage commissions and mutual fund fees — amounted to approximately \$11,326. These two numbers together represented approximately 0.06% of the Fund’s average market value.

Subsequent Events. In July the Commissioners transferred the Raymond James assets — roughly 80% of the total — to Ameriprise Financial Services. This change might reduce the Fund’s expenses slightly, but should have no other effect on the Fund’s operations.

¹ While the Wilderness Fund was established in August 2007, it did not receive its first cash until mid-December 2007. To simplify the comparisons, the calculated returns for this Fund (as well as for comparable benchmarks) begin as of December 31, 2007.

BPWF Semi-Annual Report – June 30, 2017

page 3

Disbursements. The Commissioners have been making distributions to Baxter State Park on a quarterly basis. The Fund distributed \$66,000 in January and also in April. In addition, the Commissioners in June made an early distribution of \$80,500 for first quarter of the Park's 2018 fiscal year. This early distribution was made because of the transfer of assets in July to Ameriprise as mentioned above.

Below is a summary of the distributions to Baxter Park for each of the Park's fiscal years (ending on June 30) during the life of the Wilderness Fund so far.

Annual Distributions from the Wilderness Fund to Baxter Park

BSP fiscal year 2008	\$0
BSP fiscal year 2009	\$75,000
BSP fiscal year 2010	\$85,000
BSP fiscal year 2011	\$108,750
BSP fiscal year 2012	\$115,000
BSP fiscal year 2013	\$124,000
BSP fiscal year 2014	\$130,000
BSP fiscal year 2015	\$136,000
BSP fiscal year 2016	\$260,000
BSP fiscal year 2017	\$264,000

We appreciate having had this opportunity to serve the State of Maine and Baxter State Park.

Sincerely,

Irvin C. Caverly

James P. Garland

Willard D. Pease

enclosures: Semiannual Report to the State Treasurer dated June 30, 2017 (4 pages)
Raymond James statement dated June 30, 2017
Vanguard statement dated June 30, 2017

cc: Timothy Rodriguez (State Treasurer's Office)
BSP Director

Baxter Park Wilderness Fund
Semiannual Report to the Office of the State Treasurer
Period: January 1 through June 30, 2017

Ending Asset Mix	Return on Investments (net of fees & expenses)		Annualized Annualized		Operating Expenses			
	Reporting Period	Year to Date	3 Years	5 Years	Fees	Commissions	Other	Total
69.9% Equity	<i>not available</i>				(note 3)	(note 4)	(note 1)	
23.5% Fixed Income	<i>not available</i>				\$8,796	\$2,330	\$200	\$11,326
3.8% Cash	<i>not available</i>							
2.8% Other								
100.0% Total Portfolio	5.43%	5.43%	5.69%	8.81%				

	\$16,252,626.82	Beginning Portfolio Value						
	\$3,487,800.50	Principal Additions / (Withdrawals) (note 2)						
	\$878,628.40	Appreciation / (Depreciation)						
	\$20,619,055.72	Ending Portfolio Value						

Total Operating Expenses as % of Avg. Assets: **0.06%**
(for six months)

- Notes:
- (1) Operating expenses for the Fund. For this period: website maintenance expenses.
 - (2) Disbursements to Baxter State Park of \$66,000 each in January and April, plus an early FY 2018 distribution of \$80,500 in June. One contribution of \$500. A transfer of approximately \$3,700,000. Administrative expenses of \$199,500.
 - (3) No fee is charged for the management of this account as a whole. These are estimated fees for mutual funds and closed-end funds held in this account. For details, see page 2.
 - (4) On bond trades, where commissions are not disclosed, we've assumed a markup of 2% of the principal value.

Baxter Park Wilderness Fund

Estimated Expenses for Mutual Funds, Closed-End Funds, and ETFs

Period: January 1 through June 30, 2017

Fund	Ticker	Front-End Load Ratio <i>(note 2)</i>	Annual Expense Ratio <i>(note 1)</i>	First Purchase Date	Mkt Value at 12/31/2016	Mkt Value at 6/30/2017	Loads for 1st half 2017	Expenses for 1st half 2017
Cohen & Steers Quality Income Realty Fund	RQI		1.83%	12/24/2007	\$43,346	\$44,695		\$403
GAMCO Global Gold & Natural Resources Inc	GGN		1.30%	12/24/2007 04/04/2008 03/23/2011	\$10,070 \$1,060 \$4,770	\$10,469 \$1,102 \$4,959		\$67 \$7 \$32
Royce Value Trust	RVT		0.73%	12/24/2007	\$66,789	\$75,532		\$260
Royce Global Value Trust	RGT		1.48%	(spin-off)	\$4,773	\$5,708		\$39
Capital World Growth & Income Fund "A"	CWGIX	0.0%	0.77%	07/24/2008	\$440,288	\$497,552	\$0	\$1,805
American Funds -- Intl Growth & Income "A"	IGAAX	0.0%	0.91%	12/14/2009	\$438,734	\$502,972	\$0	\$2,142
American Funds -- New Perspective "A"	ANWPX	0.0%	0.77%	01/31/2011	\$462,526	\$540,814	\$0	\$1,931
American Funds -- New World Fund "A"	NEWFX	0.0%	1.07%	07/24/2008	\$324,479	\$380,167	\$0	\$1,885
Vanguard FTSE Emerging Mkts ETF	VWO	0.0%	0.15%	09/05/2013	\$280,873	\$320,516		\$226
Total market values of mutual funds, closed-end funds, and ETFs:					\$2,077,708	\$2,384,485		
Total estimated fees and loads:							\$0	\$8,796
Grand total per period:								\$8,796

The expenses generally were estimated as follows: [average market value] * [annual expense ratio] * [one-half].

Note 1: Taken from fund websites as of January 2017.

Note 2: During 2011 the Wilderness Fund brought its total investment in the four mutual funds shown near the bottom of this table to \$1 million. At that level, the front-end load is waived. The Wilderness Fund made additional investments (with no load) in 2012 and 2015.

Baxter Park Wilderness Fund

Other Expenses

January -- June 2017

31-Mar Sephone LLC (website provider) 199.50

TOTAL OTHER EXPENSES 199.50

Baxter Park Wilderness Fund
Trading Costs **January – June 2017**

				<u>Price</u>	<u>Total</u>	<u>Trading</u>	<u>Cost</u>
				<u>Per Share</u>	<u>Transaction</u>	<u>Cost</u>	<u>%</u>
January 2017	BUY	100,000	GNMA 7.0% 2039	116.500	116,500.00	2,330.00	2.0% *
	SELL		<i>no trades</i>				
February 2017	BUY		<i>no trades</i>				
	SELL		<i>no trades</i>				
March 2017	BUY		<i>no trades</i>				
	SELL	0.939	Royce Value Trust	13.621	12.79	0.00	0.0%
April 2017	BUY		<i>no trades</i>				
	SELL		<i>no trades</i>				
May 2017	BUY		<i>no trades</i>				
	SELL		<i>no trades</i>				
June 2017	BUY		<i>no trades</i>				
	SELL		<i>no trades</i>				

TOTALS:	
commissions on stocks:	0.00
estimated markups on bonds:	2,330.00
loads on mutual funds:	0.00
	2,330.00

Total Market Value of Trades: 116,512.79

* The exact brokerage firm mark-up is unknown, but some time ago the broker told us that it was approximately 2%.

Baxter Park Wilderness Fund

2017

Total Return Calculations (Dietz Method*)

For Raymond James account only through June 30. Afterwards, for Raymond James/Ameriprise Financial and Vanguard accounts combined.

After taxes (i.e., some taxes are withheld at the source on foreign dividends) and after fees and expenses.

Date	Market Value	Additions	Withdrawals	Monthly Total Return	Qtrly Total Return	Semi-annual Total Return	Annual Total Return
31-Dec-2016	16,252,626.82						
31-Jan-2017	16,304,084.67		0.00	0.32%			
28-Feb-2017	16,577,195.51		(66,000.00)	2.08%			
31-Mar-2017	16,636,668.63		(199.50)	0.36%	2.78%		
30-Apr-2017	16,693,270.52	500.00	(66,000.00)	0.74%			
31-May-2017	16,869,818.85			1.06%			
30-Jun-2017	16,918,884.61		(80,500.00)	0.77%	2.58%	5.43%	
31-Jul-2017				#####			
31-Aug-2017				#DIV/0!			
30-Sep-2017				#DIV/0!	#DIV/0!		
31-Oct-2017				#DIV/0!			
30-Nov-2017				#DIV/0!			
31-Dec-2017				#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!
Total additions/withdrawals:		500.00	(212,699.50)				
Average market value:			16,666,654				
			(Jan-Jun)				

* The Dietz Method (named after an employee at the Frank Russell Company, a prominent pension consulting firm) is as follows.

$$\text{total return} = \frac{(\text{ending market value} - \text{beginning market value} - (\text{additions} - \text{withdrawals}))}{(\text{beginning market value} + ((\text{additions} - \text{withdrawals}) - 2))}$$

For more information, see the Wikipedia entry for "Simple Dietz Method."

Baxter Park Wilderness Fund
Benchmark Return Calculations

2017

	(A)			(B)	
	S&P 500	Barclays Aggregate Bond Index	BPWF Policy Asset Mix Benchmark 70% S&P 500 30% Barclays	MSCI EAFE Index	BPWF Actual Asset Mix Benchmark 14% EAFE 56% S&P 500 30% Barclays
1st Quarter	6.07%	0.69%	4.46%	7.39%	4.64%
2nd Quarter	3.08%	1.57%	2.63%	6.37%	3.09%
3rd Quarter			0.00%		0.00%
4th Quarter			0.00%		0.00%
YEAR	9.34%	2.27%	7.20%	14.23%	7.87%
FIRST HALF	9.34%	2.27%	7.20%	14.23%	
SECOND HALF	0.00%	0.00%	0.00%	0.00%	

(A) The Fund's Investment Policy Statement dated October 2007 specifies that the Fund's asset mix shall be 30% debt securities (including cash) and 70% common stocks (both domestic and foreign). The Fund's "Policy Mix Benchmark" returns assume that the equities are 100% domestic.

(B) In practice, the Fund Commissioners have chosen to have very roughly 20% of the equity portion of the portfolio invested in non-US equities. For example, as of 12/31/2014, the allocation was 26% non-US equities and 74% US equities. The returns shown in the "Actual Asset Mix Benchmark" column assume a constant 20% non-US equity weighting and an 80% US equity weighting.



Baxter Park Wilderness Fund

Commissioners
Irvin C. Caverly
James P. Garland
Willard D. Pease, Esq.

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(207) 596-7306

February 28, 2018

The Hon. Paul LePage
Office of the Governor
#1 State House Station
Augusta, ME 04333-0001

The Hon. Terry Hayes
Office of the State Treasurer
#39 State House Station
Augusta, ME 04333-0039

The Hon. Douglas Denico
Baxter State Park Authority
#22 State House Station
Augusta, ME 04333-0022

re: Semi-Annual Report for the Period July through December 2017

Dear Governor LePage, Treasurer Hayes, and Director Denico:

The governing document for the Baxter Park Wilderness Fund ("the Fund") specifies that the Commissioners of the Fund, at least semiannually, are to provide financial statements to the Governor and the Baxter Park Authority, and are to report to the Governor (or his representatives) and the State Treasurer regarding the Fund's investments, income earned, and disbursements. Accordingly, we are pleased to present here the Fund's twenty-first semi-annual report, this one covering the second half of calendar year 2017.

Contributions. The Fund received one contribution of \$500 during this six-month period.

Investments. The Fund continues to be invested in diversified portfolios of bonds, common stocks, and mutual funds. The larger portion of this capital is held in an account at Ameriprise Financial Services, and the smaller portion — the capital transferred earlier in the year from the Frank Trautmann estate — is held at The Vanguard Group. Statements for each account dated December 31, 2017 are enclosed.

The State Treasurer’s Office has requested that the Commissioners report investment returns and expenses twice a year following a preset format. A spreadsheet in the desired format showing final asset allocations and returns for July through December is enclosed. The Fund’s market value at the end of December was \$22,152,878.

Calculations through December are only for the older and larger Ameriprise account. (We’ll begin reporting aggregate returns for the two accounts as of January 1 of this year.) For the six months ending December 31, 2017, that account’s total return net of all investment-related expenses was 7.78%. Comparable returns for common benchmarks are as follows.

<u>S&P 500</u>	<u>Barclays Capital Aggregate Bond Index</u>	<u>30% Barclays, 70% S&P 500, Rebalanced Quarterly</u>
11.42%	1.24%	8.32%

The Fund has now been in operation for ten years.

Operating Expenses. Administrative expenses for the Fund during this six-month period were \$124. Total investment-related expenses — primarily brokerage commissions and mutual fund fees — amounted to approximately \$59,456. These two numbers together represented approximately 0.28% of the Fund’s average market value.

Disbursements. The Commissioners have been making distributions to Baxter State Park on a quarterly basis. The current distribution rate, for the Park’s fiscal year ending June 30, 2018, is \$80,500 per quarter or \$322,000 per year.

¹ While the Wilderness Fund was established in August 2007, it did not receive its first cash until mid-December 2007. To simplify the comparisons, the calculated returns for this Fund (as well as for comparable benchmarks) begin as of December 31, 2007.

BPWF Semi-Annual Report – December 31, 2017

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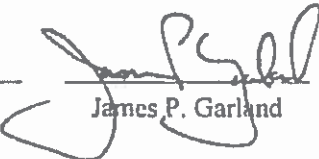

Below is a summary of the distributions to Baxter Park for each of the Park's fiscal years during the life of the Wilderness Fund so far.

Annual Distributions from the Wilderness Fund to Baxter Park

BSP fiscal year 2008	\$0
BSP fiscal year 2009	\$75,000
BSP fiscal year 2010	\$85,000
BSP fiscal year 2011	\$108,750
BSP fiscal year 2012	\$115,000
BSP fiscal year 2013	\$124,000
BSP fiscal year 2014	\$130,000
BSP fiscal year 2015	\$136,000
BSP fiscal year 2016	\$260,000
BSP fiscal year 2017	\$264,000
BSP fiscal year 2018 (first 6 months)	\$161,000

We appreciate having had this opportunity to serve the State of Maine and Baxter State Park.

Sincerely,

 Irvin C. Cavefly	 James P. Garland	 Willard D. Pease
---	---	--

enclosures: Semiannual Report to the State Treasurer dated 12/31/2017 (4 pages)
Ameriprise statement dated 12/31/2017
Vanguard statement dated 12/31/2017
Asset Allocation spreadsheet for the combined accounts for 2017

cc: Timothy Rodriguez (State Treasurer's Office)
BSP Director

Baxter Park Wilderness Fund

Semiannual Report to the Office of the State Treasurer
 Period: July 1 through December 31, 2017

Ending Asset Mix	Return on Investments (net of fees & expenses)					Operating Expenses		
	Reporting Period	Year to Date	3 Years	5 Years	Annualiz'd	Managem't Fees	Commiss-ions	Total
70.5%	Equity	<i>not available</i>				(note 3)	(note 4)	(note 1)
26.5%	Fixed Income	<i>not available</i>				\$9,879	\$49,577	\$59,580
2.4%	Cash	<i>not available</i>						
0.6%	Other	<i>not available</i>						
100.0%	Total Portfolio	7.78%	13.64%	5.69%	8.81%	Total Operating Expenses as % of Avg. Assets: (for six months)		0.28%

\$20,619,056	Beginning Portfolio Value
(\$80,124)	Principal Additions / (Withdrawals) (note 2)
\$1,613,946	Appreciation / (Depreciation)
\$22,152,878	Ending Portfolio Value

- Notes:
- (1) Operating expenses for the Fund. For this period: website maintenance expenses.
 - (2) One disbursement to Baxter State Park of \$80,500 in October. One contribution to the Fund of \$500. Administrative expenses of \$124.
 - (3) No fee is charged for the management of this account as a whole. These are estimated fees for mutual funds and closed-end funds held in this account. For details, see page 2.
 - (4) On bond trades, where commissions are not disclosed, we've assumed a markup of 2% of the principal value.
 - (5) The return figures shown here are for the original Raymond James/Ameriprise account only. Starting in January 2018, we shall report consolidated returns for that account plus the new Vanguard account.

000000Baxter Park Wilderness Fund
 P.O. Box 823
 Rockland, ME 04841
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Baxter Park Wilderness Fund

Estimated Expenses for Mutual Funds, Closed-End Funds, and ETFs

Period: July 1 through December 31, 2017

Fund	Ticker	Front-End Load Ratio (note 2)	Annual Expense Ratio (note 1)	First Purchase Date	Mkt Value at 6/30/2017	Mkt Value at 12/31/2017	Loads for 2nd half 2017	Expenses for 2nd half 2017
Cohen & Steers Quality Income Realty Fund	RQI		1.83%	12/24/2007	\$44,695	\$44,908		\$410
GAMCO Global Gold & Natural Resources Inc Tr	GGN		1.30%	2007 - 2011	\$16,530	\$15,630		\$105
Royce Value Trust	RVT		0.73%	12/24/2007	\$75,532	\$83,712		\$291
Royce Global Value Trust	RGT		1.48%	(spin-off)	\$5,708	\$6,424		\$45
Capital World Growth & Income Fund "A"	CWGIX	0.0%	0.77%	07/24/2008	\$497,552	\$548,932	\$0	\$2,014
American Funds -- Intl Growth & Income "A"	IGAAX	0.0%	0.91%	12/14/2009	\$502,972	\$553,150	\$0	\$2,403
American Funds -- New Perspective "A"	ANWPX	0.0%	0.77%	01/31/2011	\$540,814	\$596,173	\$0	\$2,189
American Funds -- New World Fund "A"	NEWFX	0.0%	1.07%	07/24/2008	\$380,167	\$430,108	\$0	\$2,167
Vanguard FTSE Emerging Mkts ETF	VVO		0.15%	09/05/2013	\$320,516	\$360,394		\$255
Total market values of mutual funds, closed-end funds, and ETFs:					\$2,384,485	\$2,639,431	\$0	\$9,879
Total estimated fees and loads:								
Grand total per period:								\$9,879

The expenses generally were estimated as follows: [average market value] * [annual expense ratio] * [one-half].

Note 1: Taken from fund websites as of January 2017.

Note 2: During 2011 the Wilderness Fund brought its total investment in the four mutual funds shown near the bottom of this table to \$1 million. At that level, the front-end load is waived. The Wilderness Fund made additional investments (with no load) in 2012 and 2015.

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Baxter Park Wilderness Fund
Other Expenses July through December 2017

3-Jul	foreign tax withheld on NTT Docomo shares	21.94
23-Oct	quarterly account maintenance fee	25.00
1-Dec	foreign tax withheld on NTT Docomo shares	27.19
14-Dec	undisclosed expense -- check #2002	50.00
	TOTAL OTHER EXPENSES	124.13

Baxter Park Wilderness Fund
Trading Costs July – December 2017

				<u>Price Per Share</u>	<u>Total Transaction</u>	<u>Trading Cost</u>	<u>Cost %</u>
July 2017	BUY	100,000	GNMA 7.0% 2039	116.500	116,500.00	2,330.00	2.0% *
	SELL		<i>no trades</i>				
August 2017	BUY	1,190,000	GNMA 6.0% 2039	113.680	700,004.69	14,000.09	2.0% *
	SELL		<i>no trades</i>				
September 2017	BUY	500,000	GNMA 5.5% 2047	111.040	537,601.06	10,752.02	2.0% *
		500,000	GNMA 6.0% 2047	112.308	554,706.53	11,094.13	2.0% *
	SELL	2,300	ExxonMobil	79.515	181,556.59	1,327.91	0.7%
		7,300	ExxonMobil	79.505	576,190.81	4,195.69	0.7%
October 2017	BUY		<i>no trades</i>				
	SELL		<i>no trades</i>				
November 2017	BUY	300,000	FNMA 2.5% 2027	97.772	293,863.52	5,877.27	2.0% *
	SELL		<i>no trades</i>				
December 2017	BUY		<i>no trades</i>				
	SELL		<i>no trades</i>				

TOTALS:	
commissions on stocks:	5,523.60
estimated markups on bonds:	44,053.52
loads on mutual funds:	0.00
	49,577.12

Total Market Value of Trades: 2,960,423.20

* The exact brokerage firm mark-up is unknown, but some time ago the broker told us that it was approximately 2%.

Baxter Park Wilderness Fund

2017

Total Return Calculations (Dietz Method*)

For Raymond James and Ameriprise accounts only. The Raymond James assets were transferred to Ameriprise in July and August. We'll report consolidated returns for the Ameriprise account plus the new Vanguard account (established in mid-2017) beginning on January 1, 2018.

These numbers are after taxes (i.e., some taxes are withheld at the source on foreign dividends) and after fees and expenses.

Date	Market Value	Additions	Withdrawals	Monthly Total Return	Qtrly Total Return	Semi-annual Total Return	Annual Total Return
31-Dec-2016	16,252,626.82						
31-Jan-2017	16,304,084.67			0.32%			
28-Feb-2017	16,577,195.51		(66,000.00)	2.08%			
31-Mar-2017	16,636,668.63		(199.50)	0.36%	2.78%		
30-Apr-2017	16,693,270.52	500.00	(66,000.00)	0.74%			
31-May-2017	16,869,818.85			1.06%			
30-Jun-2017	16,918,934.61		(80,500.00)	0.77%	2.58%	5.43%	
31-Jul-2017	17,139,510.95			1.30%			
31-Aug-2017	17,198,853.94			0.35%			
30-Sep-2017	17,456,706.40	500.00		1.50%	3.18%		
31-Oct-2017	17,651,657.01		(80,500.00)	1.58%			
30-Nov-2017	17,999,819.53			1.97%			
31-Dec-2017	18,152,320.22		(50.00)	0.85%	4.46%	7.78%	13.64%
Total additions/withdrawals:		1,000.00	(293,249.50)				
Average market value:			17,133,237				
			(Jan-Dec)				

* The Dietz Method (named after an employee at the Frank Russell Company, a prominent pension consulting firm) is as follows:
 total return = ((ending market value - beginning market value - (additions - withdrawals)) + (beginning market value + ((additions - withdrawals) - 2))

For more information, see the Wikipedia entry for "Simple Dietz Method."

**Baxter Park Wilderness Fund
Benchmark Return Calculations**

2017

	(A)			(B)	
			BPWF Policy Asset Mix Benchmark	MSCI EAFE Index	BPWF Actual Asset Mix Benchmark
	S&P 500	Bloomberg Barclays Aggregate Bond Index	70% S&P 500 30% Barclays		14% EAFE 56% S&P 500 30% Barclays
1st Quarter	6.07%	0.69%	4.46%	7.39%	4.64%
2nd Quarter	3.09%	1.57%	2.63%	6.37%	3.09%
3rd Quarter	4.48%	0.85%	3.39%	5.47%	3.53%
4th Quarter	6.64%	0.39%	4.76%	4.27%	4.43%
YEAR	21.83%	3.54%	16.12%	25.62%	16.63%
FIRST HALF	9.34%	2.27%	7.21%	14.23%	7.88%
SECOND HALF	11.42%	1.24%	8.32%	9.97%	8.12%

(A) The Fund's Investment Policy Statement dated October 2007 specifies that the Fund's asset mix shall be 30% debt securities (including cash) and 70% common stocks (both domestic and foreign). The Fund's "Policy Mix Benchmark" returns assume that the equities are 100% domestic.

(B) In practice, the Fund Commissioners have chosen to have very roughly 20% of the equity portion of the portfolio invested in non-US equities. For example, as of 12/31/2014, the allocation was 26% non-US equities and 74% US equities. The returns shown in the "Actual Asset Mix Benchmark" column assume a constant 20% non-US equity weighting and an 80% US equity weighting.

**Baxter Park Wilderness Fund
Total Return Calculations**

2017

For RAYMOND JAMES account only

Securities were transferred from Raymond James to Ameriprise mostly on July 31.

After taxes (i.e., some taxes are withheld at the source on foreign dividends) and after fees and expenses.

Date	Market Value	Additions	Withdrawals	Monthly Total Return	Qtrly Total Return	Semi-annual Total Return	Annual Total Return
31-Dec-2016	16,252,626.82		0.00				
31-Jan-2017	16,304,084.67		(66,000.00)	0.32%			
28-Feb-2017	16,577,195.51		(199.50)	2.08%			
31-Mar-2017	16,636,668.63	500.00	(66,000.00)	0.36%	2.78%		
30-Apr-2017	16,693,270.52			0.74%			
31-May-2017	16,869,818.85		(80,500.00)	1.06%			
30-Jun-2017	16,918,884.61		(17,133,373.91)	0.77%	2.58%	5.43%	
31-Jul-2017	71,082.30			3.42%			
31-Aug-2017				-100.00%			
30-Sep-2017				#DIV/0!	#DIV/0!		
31-Oct-2017				#DIV/0!			
30-Nov-2017				#DIV/0!			
31-Dec-2017				#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!
Total additions/withdrawals:		500.00	(17,346,073.41)				
Average market value: (Jan-Jun)			16,666,654				

Baxter Park Wilderness Fund
Total Return Calculations
For AMERIPRISE account only

2017

Securities were transferred from Raymond James to Ameriprise mostly on July 31.

After taxes (i.e., some taxes are withheld at the source on foreign dividends) and after fees and expenses.

<u>Date</u>	<u>Market Value</u>	<u>Additions</u>	<u>Withdrawals</u>	<u>Monthly Total Return</u>	<u>Qtrly Total Return</u>	<u>Semi-annual Total Return</u>	<u>Annual Total Return</u>
31-Dec-2016	0.00						
31-Jan-2017	0.00						
28-Feb-2017	0.00						
31-Mar-2017	0.00						
30-Apr-2017	0.00						
31-May-2017	0.00						
30-Jun-2017	50.00	50.00		0.00%	0.00%	0.00%	
31-Jul-2017	17,068,428.65	17,068,378.65		0.00%			
31-Aug-2017	17,198,853.94	83,537.88		0.27%			
30-Sep-2017	17,456,706.40	1,362.50		1.49%	1.77%		
31-Oct-2017	17,651,657.01		(80,500.00)	1.58%			
30-Nov-2017	17,999,819.53			1.97%			
31-Dec-2017	18,152,320.22		(50.00)	0.85%	4.46%	6.31%	6.31%
Total additions/withdrawals:		17,153,329.03	(80,550.00)				
Average market value: (July-Dec)			17,587,964				

Note regarding the two numbers in red.

When securities were transferred into this Ameriprise account at the end of July, 24 items (all bonds) were assigned a \$0 value. The market value of these 24 items at the end of August was \$1,195,962.41. We've assumed that the market values of these bonds on the July 31 transfer date was the same number — \$1,195,962.41 — and we've added that amount in the red cells to the \$15,872,466.24 that was reported transferred in the Ameriprise statements.



Baxter Park Wilderness Fund

Commissioners
Irvin C. Caverly
James P. Garland
Willard D. Pease, Esq.

Mailing Address
Post Office Box 823
Rockland, Maine 04841
(207) 596-7306

August 22, 2018

The Hon. Paul LePage
Office of the Governor
#1 State House Station
Augusta, ME 04333-0001

The Hon. Terry Hayes
Office of the State Treasurer
#39 State House Station
Augusta, ME 04333-0039

The Hon. Douglas Denico
Baxter State Park Authority
#22 State House Station
Augusta, ME 04333-0022

re: Semi-Annual Report for the Period January through June 2018

Dear Governor LePage, Treasurer Hayes, and Director Denico:

The governing document for the Baxter Park Wilderness Fund ("the Fund") specifies that the Commissioners of the Fund, at least semiannually, are to provide financial statements to the Governor and the Baxter Park Authority, and are to report to the Governor (or his representatives) and the State Treasurer regarding the Fund's investments, income earned, and disbursements. Accordingly, we are pleased to present here the Fund's twenty-second semiannual report, this one covering the first half of calendar year 2018.

Contributions. The Fund received one contribution of \$500 during this six-month period.

Investments. The Fund continues to be invested in diversified portfolios of bonds, common stocks, and mutual funds. The larger portion of this capital is held in an account at Ameriprise Financial Services, and the smaller portion — the capital transferred last year from the Frank Trautmann estate — is held at The Vanguard Group. Statements for each account dated June 30, 2018 are enclosed.

The State Treasurer’s Office has requested that the Commissioners report investment returns and expenses twice a year following a preset format. A spreadsheet in the desired format showing final asset allocations and returns for January through June is enclosed. The Fund’s market value at the end of June was \$21,890,350.

For the six months ending June 30, 2018, that account’s total return net of all investment-related expenses was –0.08%. Comparable returns for common benchmarks are as follows.

<u>S&P 500</u>	<u>Barclays Capital Aggregate Bond Index</u>	<u>30% Barclays, 70% S&P 500, Rebalanced Quarterly</u>
2.65%	–1.62%	1.36%

The Fund has now been in operation for ten and one half years.

Operating Expenses. Administrative expenses for the Fund during this six-month period were \$358. Total investment-related expenses — primarily brokerage commissions and mutual fund fees — amounted to approximately \$19,265. These two numbers together represented approximately 0.09% of the Fund’s average market value.

Disbursements. The Commissioners have been making distributions to Baxter State Park on a quarterly basis. The distribution rate, for the Park’s fiscal year that ended on June 30, 2018, was \$80,500 per quarter or \$322,000 per year. At the end of June the Commissioners also made an early FY 2019 distribution — the first one scheduled for July 2018 — of \$84,000.

Below is a summary of the distributions to Baxter Park for each of the Park’s full fiscal years during the life of the Wilderness Fund so far.

¹ While the Wilderness Fund was established in August 2007, it did not receive its first cash until mid-December 2007. To simplify the comparisons, the calculated returns for this Fund (as well as for comparable benchmarks) begin as of December 31, 2007.

BPWF Semi-Annual Report – June 30, 2018

page 3

Annual Distributions from the Wilderness Fund to Baxter Park

BSP fiscal year 2008	\$0
BSP fiscal year 2009	\$75,000
BSP fiscal year 2010	\$85,000
BSP fiscal year 2011	\$108,750
BSP fiscal year 2012	\$115,000
BSP fiscal year 2013	\$124,000
BSP fiscal year 2014	\$130,000
BSP fiscal year 2015	\$136,000
BSP fiscal year 2016	\$260,000
BSP fiscal year 2017	\$264,000
BSP fiscal year 2018	\$322,000

We appreciate having had this opportunity to serve the State of Maine and Baxter State Park.

Sincerely,

Irvin C. Caverly

James P. Garland

Willard D. Pease

enclosures: Semiannual Report to the State Treasurer dated 06/30/2018 (4 pages)
Ameriprise statement dated 06/30/2018
Vanguard statement dated 06/30/2018
Asset Allocation spreadsheet for the combined accounts for 2018

cc: Timothy Rodriguez (State Treasurer's Office)
BSP Director

Baxter Park Wilderness Fund
Semiannual Report to the Office of the State Treasurer
 Period: January 1 through June 30, 2018

Ending Asset Mix	Return on Investments (net of fees & expenses)					Operating Expenses			Total
	Reporting Period	Year to Date	Annualiz'd 3 Years	Annualiz'd 5 Years	Management Fees (note 3)	Commissions (note 4)	Other (note 1)		
72.0%	Equity	<i>not available</i>			\$10,214	\$9,051	\$358	\$19,622	
24.8%	Fixed Income	<i>not available</i>			Total Operating Expenses as % of Avg. Assets: (for six months) 0.09%				
3.2%	Cash	<i>not available</i>							
0.0%	Other	<i>not available</i>							
100.0%	Total Portfolio	-0.08%	-0.08%	7.53%	7.95%				
		\$22,152,878	Beginning Portfolio Value						
		(\$244,858)	Principal Additions / (Withdrawals) (note 2)						
		(\$17,670)	Appreciation / (Depreciation)						
		\$21,890,350	Ending Portfolio Value						

- Notes:
- (1) Operating expenses for the Fund. \$108 for a Post Office box rental, \$249.50 for website charges.
 - (2) Disbursement to Baxter State Park of \$80,500 each in February and April, and \$84,000 in June. One contribution of \$500.00. Administrative expenses of \$357.50.
 - (3) No fee is charged for the management of this account as a whole. These are estimated fees for mutual funds and closed-end funds held in this account. For details, see page 2.
 - (4) On bond trades, where commissions are not disclosed, we've assumed a markup of 2% of the principal value.
 - (5) The return figures shown here are for the Ameriprise and Vanguard accounts combined.

Baxter Park Wilderness Fund
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Baxter Park Wilderness Fund
Estimated Expenses for Mutual Funds, Closed-End Funds, and ETFs
 Period: January 1 through June 30, 2018

Fund	Ticker	Front-End Load	Annual Expense Ratio	First Purchase Date	Mkt Value at 12/31/2017	Mkt Value at 6/29/2018	Loads for 2nd half 2018	Expenses for 2nd half 2018
Cohen & Steers Quality Income Realty Fund	RQI	(note 2)	1.88%	12/24/2007	\$44,908	\$42,671		\$412
GAMCO Global Gold & Natural Resources Inc Tr	GGN		1.30%	2007 - 2011	\$15,630	\$15,420		\$101
Royce Value Trust	RVT		0.65%	12/24/2007	\$83,712	\$81,797		\$269
Royce Global Value Trust	RGT		1.67%	(spin-off)	\$6,424	\$6,243		\$53
Capital World Growth & Income Fund "A"	CWGX		0.77%	07/24/2008	\$548,932	\$551,447	\$0	\$2,118
American Funds – Intl Growth & Income "A"	IGAAX		0.93%	12/14/2009	\$553,150	\$534,047	\$0	\$2,528
American Funds – New Perspective "A"	ANWPX		0.75%	01/31/2011	\$596,173	\$622,832	\$0	\$2,286
American Funds -- New World Fund "A"	NEWFX		1.04%	07/24/2008	\$430,108	\$418,347	\$0	\$2,206
Vanguard FTSE Emerging Mkts ETF	VWO		0.14%	09/05/2013	\$360,394	\$331,270		\$242
Total market values of mutual funds, closed-end funds, and ETFs:					\$2,639,431	\$2,604,073		
Total estimated fees and loads:							\$0	\$10,214
Grand total for this period:							\$0	\$10,214

The expenses generally were estimated as follows: [average market value] * [annual expense ratio] * [one-half].
 Note 1: Taken from fund websites as of July 2018.
 Note 2: During 2011 the Wilderness Fund brought its total investment in the four mutual funds shown near the bottom of this table to \$1 million. At that level, the front-end load is waived. The Wilderness Fund made additional investments (with no load) in 2012 and 2015.

Baxter Park Wilderness Fund
Other Expenses January through June 2018

1-Feb	fee for website modifications	50.00
1-Feb	Post Office box rental	108.00
1-Feb	website provider annual fee	199.50

TOTAL OTHER EXPENSES 357.50

Baxter Park Wilderness Fund
Trading Costs **January – June 2018**

				<u>Price</u>	<u>Total</u>	<u>Trading</u>	<u>Cost</u>
				<u>Per Share</u>	<u>Transaction</u>	<u>Cost</u>	<u>%</u>
January 2018	BUY	325,000	GNMA 3.0% 2047	99.775	300,988.07	6,019.76	2.0% *
	SELL		<i>no trades</i>				
February 2018	BUY		<i>no trades</i>				
	SELL		<i>no trades</i>				
March 2018	BUY		<i>no trades</i>				
	SELL		<i>no trades</i>				
April 2018	BUY	60	Amazon.com	1425.00	86,520.50	1,020.50	1.2%
		454	Cosco Wholesale	185.20	85,088.53	1,007.73	1.2%
		477	Home Depot	175.06	84,506.15	1,002.53	1.2%
	SELL		<i>no trades</i>				
May 2018	BUY		<i>no trades</i>				
	SELL		<i>no trades</i>				
June 2018	BUY		<i>no trades</i>				
	SELL		<i>no trades</i>				

TOTALS:	
commissions on stocks:	3,030.76
estimated markups on bonds:	6,019.76
loads on mutual funds:	0.00
	9,050.52

Total Market Value of Trades: 557,103.25

* The exact brokerage firm mark-up is unknown, but some time ago the broker told us that it was approximately 2%.

Baxter Park Wilderness Fund
Total Return Calculations (Dietz Method*) 2018

For Ameriprise and Vanguard accounts. Excluded from these calculations is a small Key Bank checking account.

These numbers are after taxes (i.e., some taxes are withheld at the source on foreign dividends) and after fees and expenses.

Date	End of Period Market Value	Additions	Withdrawals	Monthly Total Return	Qtrly Total Return	Semi-annual Total Return	Annual Total Return
31-Dec-2017	22,152,878.03						
31-Jan-2018	22,878,663.72	0.00	0.00	3.28%			
28-Feb-2018	22,021,079.59	0.00	(80,857.50)	-3.40%			
31-Mar-2018	21,692,331.77	0.00	0.00	-1.49%	-1.73%		
30-Apr-2018	21,626,025.95	0.00	(80,500.00)	0.07%			
31-May-2018	21,921,204.55	500.00	0.00	1.36%			
30-Jun-2018	21,890,350.48	0.00	(84,000.00)	0.24%	1.68%	-0.08%	
31-Jul-2018	0.00	0.00	0.00				
31-Aug-2018	0.00	0.00	0.00				
30-Sep-2018	0.00	0.00	0.00				
31-Oct-2018	0.00	0.00	0.00				
30-Nov-2018	0.00	0.00	0.00				
31-Dec-2018	0.00	0.00	0.00			0.00%	-0.08%
Total additions/withdrawals:		500.00	(245,357.50)				

Average market value:
 (January-June) 22,004,943
 (July-December) 0.00

* The Dietz Method (named after an employee at the Frank Russell Company, a prominent pension consulting firm) is as follows:
 total return = ((ending market value - beginning market value - (additions - withdrawals)) + (beginning market value + ((additions - withdrawals) - Z))

For more information, see the Wikipedia entry for "Simple Dietz Method."

**Baxter Park Wilderness Fund
Total Return Calculations**
For VANGUARD account only

2018

After taxes (i.e., some taxes are withheld at the source on foreign dividends) and after fees and expenses.

Date	End of Period Market Value	Additions	Withdrawals	Monthly Total Return	Qtrly Total Return	Semi-annual Total Return	Annual Total Return
31-Dec-2017	4,000,557.81						
31-Jan-2018	4,152,970.41			3.81%			
28-Feb-2018	4,035,330.95			-2.83%			
31-Mar-2018	3,967,882.28			-1.67%	-0.82%		
30-Apr-2018	3,973,146.89			0.13%			
31-May-2018	4,047,517.10			1.87%			
30-Jun-2018	4,066,041.38			0.46%	2.47%	1.64%	
31-Jul-2018	0.00						
31-Aug-2018	0.00						
30-Sep-2018	0.00						
31-Oct-2018	0.00						
30-Nov-2018	0.00						
31-Dec-2018	0.00					0.00%	1.64%
Total additions/withdrawals:		0.00	0.00				
Average market value:							
(January-June)			4,040,482				
(July-December)			0				

**Baxter Park Wilderness Fund
Total Return Calculations**
For AMERIPRISE account only

2018

After taxes (i.e., some taxes are withheld at the source on foreign dividends) and after fees and expenses.

Date	End of Period Market Value	Additions	Withdrawals	Monthly Total Return	Qtrly Total Return	Semi-annual Total Return	Annual Total Return
31-Dec-2017	18,152,320.22						
31-Jan-2018	18,725,693.31			3.16%			
28-Feb-2018	17,985,748.64		(80,857.50)	-3.53%			
31-Mar-2018	17,724,449.49			-1.45%	-1.93%		
30-Apr-2018	17,652,879.06		(80,500.00)	0.05%			
31-May-2018	17,873,687.45	500.00		1.25%			
30-Jun-2018	17,824,309.10		(84,000.00)	0.19%	1.50%	-0.46%	
31-Jul-2018	0.00						
31-Aug-2018	0.00						
30-Sep-2018	0.00						
31-Oct-2018	0.00						
30-Nov-2018	0.00						
31-Dec-2018	0.00					0.00%	-0.46%
Total additions/withdrawals:		500.00	(245,357.50)				
Average market value:							
(January-June)			17,964,461				
(July-December)			0				

**Baxter Park Wilderness Fund
Benchmark Return Calculations**

2018

	(A)			(B)	
			BPWF Policy Asset Mix Benchmark		BPWF Actual Asset Mix Benchmark
	S&P 500	Bloomberg Barclays Aggregate Bond Index	70% S&P 500 30% Barclays	MSCI EAFE Index	14% EAFE 56% S&P 500 30% Barclays
1st Quarter	-0.76%	-1.46%	-0.97%	-1.41%	-1.06%
2nd Quarter	3.43%	-0.16%	2.35%	-0.97%	1.74%
3rd Quarter					
4th Quarter					
YEAR	2.65%	-1.62%	1.36%	-2.37%	0.66%
FIRST HALF	2.65%	-1.62%	1.36%	-2.37%	0.66%
SECOND HALF	0.00%	0.00%	0.00%	0.00%	0.00%

(A) The Fund's Investment Policy Statement dated October 2007 specifies that the Fund's asset mix shall be 30% debt securities (including cash) and 70% common stocks (both domestic and foreign). The Fund's "Policy Mix Benchmark" returns assume that the equities are 100% domestic.

(B) In practice, the Fund Commissioners have chosen to have very roughly 20% of the equity portion of the portfolio invested in non-US equities. For example, as of 12/31/2014, the allocation was 26% non-US equities and 74% US equities. The returns shown in the "Actual Asset Mix Benchmark" column assume a constant 20% non-US equity weighting and an 80% US equity weighting.



Baxter Park Wilderness Fund

Commissioners
Irvin C. Caverly
James P. Garland
John F. Loyd, Jr.

Mailing Address
c/o John F. Loyd, Jr.
Eaton Peabody
P.O. Box 9
Brunswick, ME 04011
(207) 729-1144 x3805

February 19, 2019

The Hon. Janet Trafton Mills
Office of the Governor
#1 State House Station
Augusta, ME 04333-0001

The Hon. Henry E. Murphy Beck
Office of the State Treasurer
#39 State House Station
Augusta, ME 04333-0039

The Hon. Douglas Denico
Baxter State Park Authority
#22 State House Station
Augusta, ME 04333-0022

re: Semi-Annual Report for the Period July through December 2018

Dear Governor Mills, Treasurer Beck, and Director Denico:

The governing document for the Baxter Park Wilderness Fund ("the Fund") specifies that the Commissioners of the Fund, at least semiannually, are to provide financial statements to the Governor and the Baxter Park Authority, and are to report to the Governor (or her representatives) and the State Treasurer regarding the Fund's investments, income earned, and disbursements. Accordingly, we are pleased to present here the Fund's twenty-third semiannual report, this one covering the second half of calendar year 2018.

Contributions. The Fund received no contributions during this period.

Baxter Park Wilderness Fund
Semi-Annual Report dated December 31, 2018

page 2

Investments. Most of the Fund's capital had initially been invested in individual stocks and bonds in an account overseen by an Ameriprise broker. Over the past several years, we have been gradually moving the capital to an account at The Vanguard Group, a large not-for-profit mutual fund company. That move was completed in December when we sold virtually all the Ameriprise securities and invested the proceeds in Vanguard mutual funds — and mostly in index funds.

The relationship with Vanguard will offer us several benefits. One is greater diversification — for example, we now have access to foreign equity and bond markets. Another is indexing, which automatically provides better than average net investment returns. A third is reporting: Vanguard will be able to report returns for cash, bonds, and equities, something requested by the State Treasurer's office that Ameriprise had not been able to do for us. A fourth advantage is professional advice — Vanguard has a team dedicated to endowment management with which we'll be partnering for asset allocation and similar decisions. The fifth and final advantage is very low costs. All-in annual costs for this relationship should be less than 0.3% of the Fund's market value.

Year-end Vanguard statements are enclosed. We have two accounts there. One holds mutual funds overseen by Vanguard, and the other holds cash and a small number of bonds that are holdovers from the Ameriprise account. Due to the very large number of transactions in December, when we sold the Ameriprise securities, the 4th quarter statement for the latter account is 70 pages long. We've enclosed only the first six pages, showing the holdings at year-end, but would be happy to send the full statement (as an electronic PDF file) to anyone who wants it.

Operating Expenses. Administrative expenses for the Fund during this six-month period were zero. Investment-related expenses — primarily brokerage commissions and mutual fund fees — amounted to approximately \$12,301. These two numbers together represented approximately 0.06% of the Fund's average market value.

Investment Returns. The State Treasurer's Office has requested that the Commissioners report investment returns and expenses twice a year following a preset format. A spreadsheet in the desired format showing final asset allocations and returns for July through December is enclosed. The Fund's market value at the end of December was \$21,642,502.

Baxter Park Wilderness Fund
Semi-Annual Report dated December 31, 2018

page 3

For the six months ending December 31, 2018, the Fund's total return, net of expenses, was -0.38%. Comparable returns for common benchmarks are shown on the next page. While the Fund's investments are designed to track our benchmarks, we were fortunate to be out of the market during several days of declines in December when moving our capital from Ameriprise to Vanguard.

	Barclays Capital Aggregate	30% Barclays, 70% S&P 500, Rebalanced Quarterly
<u>S&P 500</u>	<u>Bond Index</u>	
-6.85%	+1.66%	-4.05%

The Fund has now been in operation for eleven full years.¹

Disbursements. The Commissioners have been making distributions to Baxter State Park on a quarterly basis. The distribution rate for the Park's current fiscal year, beginning on July 1, is \$84,000 per quarter or \$336,000 per year. Due to the transition from Ameriprise to Vanguard, the timing of this year's distributions has been slightly irregular. The July 2018 distribution took place in June; the October 2018 distribution took place in November; and the January 2019 distribution also took place in November.

Below is a summary of the distributions to Baxter Park for each of the Park's full fiscal years during the life of the Wilderness Fund so far.

Annual Distributions from the Wilderness Fund to Baxter Park

BSP fiscal year 2008	\$0
BSP fiscal year 2009	\$75,000
BSP fiscal year 2010	\$85,000
BSP fiscal year 2011	\$108,750
BSP fiscal year 2012	\$115,000
BSP fiscal year 2013	\$124,000
BSP fiscal year 2014	\$130,000
BSP fiscal year 2015	\$136,000
BSP fiscal year 2016	\$260,000
BSP fiscal year 2017	\$264,000
BSP fiscal year 2018	\$322,000
BSP fiscal year 2019 (year to date)	\$252,000

¹ The Wilderness Fund did not receive its first cash until mid-December 2007. The calculated returns for this Fund (as well as for comparable benchmarks) begin as of December 31, 2007.

Baxter Park Wilderness Fund
Semi-Annual Report dated December 31, 2018

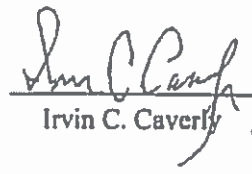
page 4

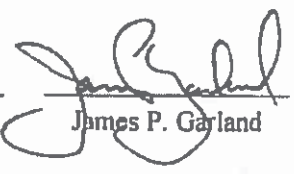
Commissioner Change. The Commissioners are appointed by the Governor and serve staggered three-year terms. Commissioner Willard Pease's most recent term ended last summer, and he contacted Governor LePage at that time to indicate a wish to step down. The Governor appointed as his successor John F. Loyd, Jr., an attorney in Brunswick who has long worked for Baxter Park in a variety of volunteer capacities. Willard Pease has served as Commissioner since 2007, and was instrumental in creating the Wilderness Fund in the first place. We appreciate very much the time and effort that he has spent in shepherding the Wilderness Fund assets.

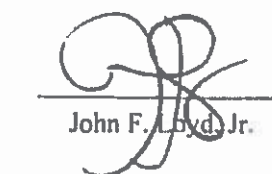
Legal Matters. Last Fall, we became aware that the process by which Governor Baldacci established the Wilderness Fund back in 2007 was flawed. We are currently working with legal counsel to find a solution to this problem.

We appreciate having had this opportunity to serve the State of Maine and Baxter State Park.

Sincerely,


Irvin C. Caverly


James P. Garland


John F. Loyd, Jr.

enclosures: Semiannual Report to the State Treasurer dated 12/30/2018 (4 pages)
Vanguard advisory account statement dated 12/31/2018
Vanguard brokerage account statement dated 12/31/2018 (first 6 pages)

cc: Timothy Rodriguez (State Treasurer's Office)
BSP Director

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Baxter Park Wilderness Fund

Semiannual Report to the Office of the State Treasurer
Period: July 1 through December 31, 2018

Ending Asset Mix	Return on Investments (net of fees & expenses)				Operating Expenses			
	Reporting Period	Year to Date	Annualiz'd 3 Years	Annualiz'd 5 Years	Managem't Fees (note 3)	Commis-sions (note 4)	Other (note 1)	Total
68.4% Equity	<i>not available</i>	<i>not available</i>			\$9,044	\$3,257	\$0	\$12,301
30.6% Fixed Income	<i>not available</i>	<i>not available</i>						
1.0% Cash	<i>not available</i>	<i>not available</i>						
100.0% Total Portfolio	-0.38%	-0.46%	7.81%	5.99%				

\$21,890,350	Beginning Portfolio Value
(\$168,000)	Principal Additions / (Withdrawals) (note 2)
(\$79,848)	Appreciation / (Depreciation)
\$21,642,502	Ending Portfolio Value

Total Operating Expenses as % of Avg. Assets: **0.06%**
 (for six months)

Notes:

- (1) Operating expenses for the Fund, e.g., for items such as Post Office box rental.
- (2) Disbursement to Baxter State Park of \$168,000 in November.
- (3) No fee was charged for the management of this account as a whole. These are estimated fees for mutual funds and closed-end funds held in the Ameriprise brokerage account. For details, see page 2. We've ignored for the moment the quite modest fees for Vanguard's mutual funds.
- (4) There were no trades in the Ameriprise account. The number shown here represents commissions and SEC fees for the \$16 million of Ameriprise securities that were sold by Vanguard in December.
- (5) The return figures shown here are for the Ameriprise and Vanguard accounts combined.

Baxter Park Wilderness Fund
Estimated Expenses for Mutual Funds, Closed-End Funds, and ETFs
 Period: June 30 through December 15, 2018 (these were all sold in mid-December)

Fund	Ticker	Front-End Load	Annual Expense Ratio	First Purchase Date	Mkt Value at 6/29/2018	Mkt Value at 11/30/2018	Loads for 2nd half 2018	Expenses for 2nd half 2018
Cohen & Steers Quality Income Realty Fund	RQI		1.88%	12/24/2007	\$42,671	\$42,645		\$368
GAMCO Global Gold & Natural Resources Inc Tr	GGN		1.30%	2007 - 2011	\$15,420	\$12,345		\$83
Royce Value Trust	RVT		0.65%	12/24/2007	\$81,797	\$73,669		\$232
Royce Global Value Trust	RGT		1.67%	(spin-off)	\$6,243	\$5,554		\$45
Capital World Growth & Income Fund "A"	CWGIX	0.0%	0.77%	07/24/2008	\$551,447	\$520,853	\$0	\$1,892
American Funds -- Intl Growth & Income "A"	IGAAX	0.0%	0.93%	12/14/2009	\$534,047	\$495,348	\$0	\$2,194
American Funds -- New Perspective "A"	ANWPX	0.0%	0.75%	01/31/2011	\$622,832	\$595,620	\$0	\$2,094
American Funds -- New World Fund "A"	NEWFX	0.0%	1.04%	07/24/2008	\$418,347	\$391,481	\$0	\$1,930
Vanguard FTSE Emerging Mkts ETF	VWO		0.14%	09/05/2013	\$331,270	\$311,567		\$206
Total market values of mutual funds, closed-end funds, and ETFs:					\$2,604,073	\$2,449,080	\$0	\$9,044
Total estimated fees and loads:								\$9,044
Grand total for this period:								\$9,044

The expenses were estimated as follows: [average market value] * [annual expense ratio] * [five and one-half twelfths]. This last number is due to the Fund having sold all these assets in mid-December. In other words, they were held for about five and a half months during this six-month period.

Note 1: Taken from fund websites as of July 2018.

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Baxter Park Wilderness Fund
Other Expenses July through December 2018

Typical expenses are for website maintenance, Post Box office rental, etc.
During this particular period, the Wilderness Fund had no such bills to pay.

TOTAL OTHER EXPENSES **0.00**

Baxter Park Wilderness Fund
Trading Costs July — December 2018

		Price Per Share	Total Transaction	Trading Cost	Cost %
July 2018	BUY				
	SELL				
August 2018	BUY				
	SELL				
September 2018	BUY				
	SELL				
October 2018	BUY				
	SELL				
November 2018	BUY				
	SELL				
December 2018	BUY				
	SELL				

There were no trades in the Ameriprise account during the summer, prior to the transfer of those securities to Vanguard.

In Decmber Vanguard sold virtually all of the former Ameriprise securities — over 100 different stocks and bonds with a total market value of roughly \$16 million dollars.

The equities were sold at a \$2 commission per trade, plus SEC fees. The commissions on the bonds varied.

Total commissions and SEC fees for these trades amounted to \$3,257.29

TOTALS:	commissions on stocks:
	estimated markups on bonds:
	loads on mutual funds:

Total Market Value of Trades:

Baxter Park Wilderness Fund

2018

Total Return Calculations (Dietz Method*)

For Ameriprise and Vanguard accounts: We've excluded a small Key Bank checking account.

These numbers are after taxes (i.e., some taxes are withheld at the source on foreign dividends) and after fees and expenses.

Date	End of Period Market Value	Additions	Withdrawals	Monthly Total Return	Qtrly Total Return	Semi-annual Total Return	Annual Total Return
31-Dec-2017	22,152,878.03						
31-Jan-2018	22,878,663.72	0.00	0.00	3.28%			
28-Feb-2018	22,021,079.59	0.00	(80,857.50)	-3.40%			
31-Mar-2018	21,692,331.77	0.00	0.00	-1.49%	-1.73%		
30-Apr-2018	21,626,025.95	0.00	(80,500.00)	0.07%			
31-May-2018	21,921,204.55	500.00	0.00	1.36%			
30-Jun-2018	21,890,350.48	0.00	(84,000.00)	0.24%	1.68%	-0.08%	
31-Jul-2018	22,404,239.62	0.00	0.00	2.35%			
31-Aug-2018	22,577,497.05	0.00	0.00	0.77%			
30-Sep-2018	23,016,560.40	0.00	0.00	1.94%	5.14%		
31-Oct-2018	21,985,636.59	0.00	0.00	-4.48%			
30-Nov-2018	22,327,051.50	0.00	(168,000.00)	2.33%			
31-Dec-2018	21,642,502.08	0.00	0.00	-3.07%	-5.25%	-0.38%	-0.46%
Total additions/withdrawals:		500.00	(413,357.50)				
Average market value:							
(January-June)			22,004,943				
(July-December)			22,325,581				

* The Dietz Method (named after an employee at the Frank Russell Company, a prominent pension consulting firm) is as follows.

$$\text{total return} = \frac{\text{ending market value} - \text{beginning market value} - (\text{additions} - \text{withdrawals})}{\text{beginning market value} + \frac{(\text{additions} - \text{withdrawals}) + 2}{2}}$$

For more information, see the Wikipedia entry for "Simple Dietz Method."

**Baxter Park Wilderness Fund
Benchmark Return Calculations**

2018

	(A)			(B)	
	S&P 500	Bloomberg Barclays Aggregate Bond Index	BPWF Policy Asset Mix Benchmark 70% S&P 500 30% Barclays	MSCI EAFE Index	BPWF Actual Asset Mix Benchmark 14% EAFE 56% S&P 500 30% Barclays
1st Quarter	-0.76%	-1.46%	-0.97%	-1.41%	-1.06%
2nd Quarter	3.43%	-0.16%	2.35%	-0.97%	1.74%
3rd Quarter	7.71%	0.02%	5.40%	1.42%	4.52%
4th Quarter	-13.52%	1.64%	-8.97%	-12.50%	-8.83%
YEAR	-4.38%	0.01%	-2.75%	-13.36%	-4.08%
FIRST HALF	2.65%	-1.62%	1.36%	-2.37%	0.66%
SECOND HALF	-6.85%	1.66%	-4.05%	-11.26%	-4.71%

(A) The Fund's Investment Policy Statement dated October 2007 specifies that the Fund's asset mix shall be 30% debt securities (including cash) and 70% common stocks (both domestic and foreign). The Fund's "Policy Mix Benchmark" returns assume that the equities are 100% domestic.

(B) In practice, the Fund Commissioners have chosen to have very roughly 20% of the equity portion of the portfolio invested in non-US equities. For example, as of 12/31/2014, the allocation was 26% non-US equities and 74% US equities. The returns shown in the "Actual Asset Mix Benchmark" column assume a constant 20% non-US equity weighting and an 80% US equity weighting.

**Baxter Park Wilderness Fund
Total Return Calculations**
For AMERIPRISE account only

2018

After taxes (i.e., some taxes are withheld at the source on foreign dividends) and after fees and expenses.

<u>Date</u>	<u>End of Period Market Value</u>	<u>Additions</u>	<u>Withdrawals</u>	<u>Monthly Total Return</u>	<u>Qtrly Total Return</u>	<u>Semi- annual Total Return</u>	<u>Annual Total Return</u>
31-Dec-2017	18,152,320.22						
31-Jan-2018	18,725,693.31			3.16%			
28-Feb-2018	17,985,748.64		(80,857.50)	-3.53%			
31-Mar-2018	17,724,449.49			-1.45%	-1.93%		
30-Apr-2018	17,652,879.06		(80,500.00)	0.05%			
31-May-2018	17,873,687.45	500.00		1.25%			
30-Jun-2018	17,824,309.10		(84,000.00)	0.19%	1.50%	-0.46%	
31-Jul-2018	18,229,701.41						
31-Aug-2018	18,300,000	<< This is a placeholder. We do not have an August statement. This placeholder will not effect total returns for the quarter.					
30-Sep-2018	18,441,934.21						
31-Oct-2018	0.00						
30-Nov-2018	0.00						
31-Dec-2018	0.00					0.00%	-0.46%
Total additions/withdrawals:		500.00	(245,357.50)				
Average market value:							
(January-June)			17,964,461				
(July-December)			9161939.27				

**Baxter Park Wilderness Fund
Total Return Calculations**
For VANGUARD account only

2018

After taxes (i.e., some taxes are withheld at the source on foreign dividends) and after fees and expenses.

Date	End of Period Market Value	Additions	Withdrawals	Monthly Total Return	Qtrly Total Return	Semi-annual Total Return	Annual Total Return
31-Dec-2017	4,000,557.81						
31-Jan-2018	4,152,970.41			3.81%			
28-Feb-2018	4,035,330.95			-2.83%			
31-Mar-2018	3,967,882.28			-1.67%	-0.82%		
30-Apr-2018	3,973,146.89			0.13%			
31-May-2018	4,047,517.10			1.87%			
30-Jun-2018	4,066,041.38			0.46%	2.47%	1.64%	
31-Jul-2018	4,174,538.21			2.67%			
31-Aug-2018	4,277,497.05			2.47%			
30-Sep-2018	4,574,626.19			6.95%	12.51%		
31-Oct-2018	21,985,636.59	18,000,000		<<< placeholder -- not true number			
			(168,000.00)	-4.34%			
30-Nov-2018	22,327,051.50			2.33%			
31-Dec-2018	21,642,502.08			-3.07%	-5.12%	6.75%	8.50%
Total additions/withdrawals:		18,000,000	(168,000.00)				
Average market value:							
(January-June)			4,040,482				
(July-December)			13,163,642				



Baxter Park Wilderness Fund

Commissioners
Irvin C. Caverly
James P. Garland
John F. Loyd, Jr.

Mailing Address
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Brunswick, ME 04011
(207) 729-1144 x3805

August 5, 2019

The Hon. Janet Trafton Mills
Office of the Governor
#1 State House Station
Augusta, ME 04333-0001

The Hon. Henry E. Murphy Beck
Office of the State Treasurer
#39 State House Station
Augusta, ME 04333-0039

The Hon. Judy Camuso
Baxter State Park Authority
#41 State House Station
Augusta, ME 04333-0041

re: Semi-Annual Report for the Period January through June 2019

Dear Governor Mills, Treasurer Beck, and Commissioner Camuso:

The governing document for the Baxter Park Wilderness Fund (“the Fund”) specifies that the Commissioners of the Fund, at least semiannually, are to provide financial statements to the Governor and the Baxter Park Authority, and are to report to the Governor (or her representatives) and the State Treasurer regarding the Fund’s investments, income earned, and disbursements. Accordingly, we are pleased to present the Fund’s twenty-fourth semiannual report, this one covering the first half of calendar year 2019.

Contributions. The Fund received two contributions during this period totaling \$113.75.

Investments. All of the Fund's capital is now held at The Vanguard Group, and invested mostly in Vanguard index funds.

Vanguard statements for June 30 are enclosed. We have two accounts there. One, representing over 97% of total assets, is invested in Vanguard bond and equity mutual funds. The other, representing less than 3% of total assets, holds cash plus a very small number of individual bonds that we have not been able to sell (i.e., to sell at a good price) since closing our Ameriprise brokerage account late last year.

Operating Expenses. Administrative expenses for the Fund during this six-month period were \$113.75. (These represent two bills paid by the Fund's Commissioners, which accounts for the contributions mentioned at the top of this page.)

Investment-related expenses — brokerage commissions, mutual fund fees, and advisory fees — amounted to approximately \$31,693.68. This is roughly 0.14% of the Fund's average market value, which works out to an annualized expense ratio of 0.28%.

Finally, the Fund has incurred legal fees of \$27,234.94 so far this year for an issue that is described below.

Investment Returns. The State Treasurer's Office has requested that the Commissioners report investment returns and expenses twice a year following a preset format. A spreadsheet in the desired format is enclosed showing final asset allocations and also returns for January through June. The Fund's total market value at the end of June was \$24,381,834.

Vanguard calculates returns only for the equity and bond mutual funds in the Wilderness Fund portfolio, which represent 97.7% of our total assets. In other words, returns for the Wilderness Fund's cash and other assets, representing 2.3% of the total, are not included.

For the six months ending June 30, 2019, the Wilderness Fund's total return, net of all investment-related expenses, was +13.49%. Comparable returns for common benchmarks are shown below. Our slightly lower returns, relative to the 30% bond/70% equity benchmark shown at the right, were due to our investments in non-US equities, whose returns so far this year have been lower than those of US equities.

<u>S&P 500</u>	<u>Barclays Capital Aggregate Bond Index</u>	<u>30% Barclays, 70% S&P 500, Rebalanced Quarterly</u>
+18.84%	+6.11%	+14.78%

The Fund has now been in operation for eleven and a half years.¹

Disbursements. The Commissioners have been making distributions to Baxter State Park on a quarterly basis. The distribution rate for the Park's new fiscal year, beginning on July 1, is \$87,500 per quarter or \$350,000 per year.

Below is a summary of the distributions to Baxter Park for each of the Park's full fiscal years during the life of the Wilderness Fund so far.

Annual Distributions from the Wilderness Fund to Baxter Park

BSP fiscal year 2008	\$0
BSP fiscal year 2009	\$75,000
BSP fiscal year 2010	\$85,000
BSP fiscal year 2011	\$108,750
BSP fiscal year 2012	\$115,000
BSP fiscal year 2013	\$124,000
BSP fiscal year 2014	\$130,000
BSP fiscal year 2015	\$136,000
BSP fiscal year 2016	\$260,000
BSP fiscal year 2017	\$264,000
BSP fiscal year 2018	\$322,000
BSP fiscal year 2019	\$336,000
BSP fiscal year 2020	\$350,000 (projected)

Legal Matters. Late last year, we became aware that the process by which Governor Baldacci established the Wilderness Fund back in 2007 was flawed. We are continuing to work with legal counsel and with the Attorney General's office to find a solution to this problem. We believe we are close to reaching a resolution, and hope to have it in place by the end of the year.

¹ The Wilderness Fund did not receive its first cash until mid-December 2007. The calculated returns for this Fund (as well as for comparable benchmarks) begin as of January 1, 2008.

We appreciate having had this opportunity to serve the State of Maine and Baxter State Park.

Sincerely,

Irvin C. Caverly

James P. Garland

John F. Loyd, Jr.

enclosures: Semiannual Report to the State Treasurer dated 06/30/2019 (4 pages)
Vanguard Monthly Performance Report dated 06/30/2019
Vanguard statement for brokerage account dated 06/30/2019 (16 pages)
Vanguard statement for advisory account dated 06/30/2019 (10 pages)

cc: Timothy Rodriguez (State Treasurer's Office)
BSP Director



Baxter Park Wilderness Fund

Commissioners
Irvin C. Caverly
James P. Garland
John F. Loyd, Jr.

Mailing Address
1768 Harpswell Neck Rd
Harpswell, ME 04079
(207) 751-2373

January 30, 2020

The Hon. Janet Trafton Mills
Office of the Governor
#1 State House Station
Augusta, ME 04333-0001

The Hon. Henry E. Murphy Beck
Office of the State Treasurer
#39 State House Station
Augusta, ME 04333-0039

The Hon. Judy Camuso
Baxter State Park Authority
#41 State House Station
Augusta, ME 04333-0041

re: Semi-Annual Report for the Period July through December 2019

Dear Governor Mills, Treasurer Beck, and Commissioner Camuso:

The governing document for the Baxter Park Wilderness Fund (“the Fund”) specifies that the Commissioners of the Fund, at least semiannually, are to provide financial statements to the Governor and the Baxter Park Authority, and are to report to the Governor (or her representatives) and the State Treasurer regarding the Fund’s investments, income earned, and disbursements. Accordingly, we are pleased to present the Fund’s twenty-fifth semiannual report, this one covering the second half of calendar year 2019.

Contributions. The Fund received one \$50 contribution during this period.

Investments. All of the Fund's capital is now held at The Vanguard Group, and invested mostly in Vanguard index funds.

Vanguard statements for December 31 are enclosed. We have two accounts there. One, representing over 99% of total assets, is invested in Vanguard bond and equity mutual funds. The other, representing less than 1% of total assets, holds cash plus a very small number of individual bonds that we have not been able to sell (i.e., to sell at a good price) since closing our Ameriprise brokerage account in late 2018.

Operating Expenses. Administrative expenses for the Fund during this six-month period amounted to \$50.

Investment-related expenses — brokerage commissions, mutual fund fees, and advisory fees — amounted to approximately \$31,286. This is roughly 0.12% of the Fund's average market value, which works out to an annualized expense ratio of 0.24%.

Finally, the Fund incurred legal fees of \$19,810 during the second half of 2019, and \$47,045 for the year as a whole, for an issue that is described below.

Investment Returns. The State Treasurer's Office has requested that the Commissioners report investment returns and expenses twice a year following a preset format. A spreadsheet in the desired format is enclosed showing final asset allocations and also returns for July through December. The Fund's total market value at the end of December was \$25,837,029.

Vanguard calculates returns only for the equity and bond mutual funds in the Wilderness Fund portfolio, which represent approximately 99% of our total assets. In other words, returns for the Wilderness Fund's cash and other assets, representing approximately 1% of the total, are not included.

For the six months ending December 31, 2019, the Wilderness Fund's total return, net of all investment-related expenses, was +6.93%. Comparable returns for common benchmarks are shown below. Our slightly lower returns, relative to the 30% bond/70% equity benchmark shown at the right, were due to our investments in non-US equities, whose returns during 2019 were lower than those of US equities.

	Barclays Capital	30% Barclays,
	Aggregate	70% S&P 500.
<u>S&P 500</u>	<u>Bond Index</u>	<u>Rebalanced Quarterly</u>
+10.92%	+2.46%	+8.40%

The Fund has now been in operation for twelve years.¹

Disbursements. The Commissioners have been making distributions to Baxter State Park on a quarterly basis. The distribution rate for the Park's current fiscal year that began last July is \$87,500 per quarter or \$350,000 per year.

Below is a summary of the distributions to Baxter Park for each of the Park's full fiscal years during the life of the Wilderness Fund so far.

Annual Distributions from the Wilderness Fund to Baxter Park

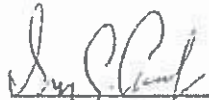
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Legal Matters. Late in 2018, we became aware that the process by which Governor Baldacci established the Wilderness Fund back in 2007 was flawed. We are continuing to work with legal counsel and with the Attorney General's office to find a solution to this problem. We believe we have found a good way to resolve the issue, and hope to have it in place sometime soon in the new year.

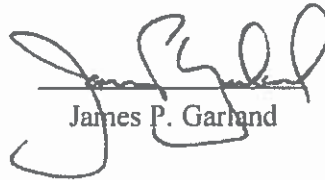
¹ The Wilderness Fund did not receive its first cash until mid-December 2007. The calculated returns for this Fund (as well as for comparable benchmarks) begin as of January 1, 2008.

We appreciate having had this opportunity to serve the State of Maine and Baxter State Park.

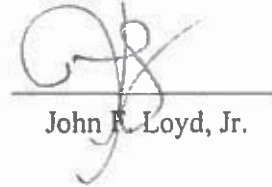
Sincerely,



Irvin C. Caverly



James P. Garland



John F. Loyd, Jr.

enclosures: Semiannual Report to the State Treasurer dated 12/31/2019 (4 pages)
Vanguard Monthly Performance Report dated 12/31/2019
Vanguard statement for brokerage account dated 12/31/2019 (14 pages)
Vanguard statement for advisory account dated 12/31/2019 (14 pages)

cc: Timothy Rodriguez (State Treasurer's Office)
BSP Director



BAXTER PARK WILDERNESS FUND TRUST

THIS AMENDED AND RESTATED INDENTURE OF TRUST is by and among The Trust for Public Land, a nonprofit, tax-exempt charitable organization with a place of business in Portland, Maine (“TPL”); and James P. Garland of Bexley, Ohio, Irvin C. Caverly of Corinth, Maine, and John F. Loyd, Jr. of Harpswell, Maine, all in their capacity as Commissioners pursuant to an instrument signed by Maine Governor John E. Baldacci on August 23, 2007.

RECITALS

WHEREAS, in the summer of 2007, TPL made a gift in the original amount of approximately \$3.2 million for the purpose of establishing a fund (the “Fund”) that was intended to provide income for the maintenance and operation of Baxter State Park;

WHEREAS, by instrument dated August 23, 2007, Governor Baldacci accepted the gift on behalf of the State of Maine and established a Commission comprised of three members “to have supervisory and investment authority” over the assets contributed by TPL;

WHEREAS, the assets so contributed have since been held in trust for the benefit of Baxter State Park, and the Commissioners appointed pursuant to the instrument executed by Governor John E. Baldacci on August 23, 2007, or appointed by a subsequent Governor of the State of Maine have custody of the assets presently held by the Fund;

WHEREAS, the current members of the Commission are James P. Garland, Irvin C. Caverly, and John F. Loyd, Jr.;

WHEREAS, the proceeds of the initial gift from TPL, as well as subsequent contributions to the Fund, have been held in one or more investment accounts that are under the control of the Commissioners and are registered under the Employer Identification Number of the State of Maine;

WHEREAS, concerns have recently come to light that call into question the legal classification of the Fund and the Commission’s supervisory and investment authority;

WHEREAS, TPL and the Commissioners desire to enter into this Amended and Restated Indenture of Trust in order to address these concerns, and to otherwise establish, confirm, ratify and delineate the Commissioners' supervisory and investment authority with respect to the Fund.

ARTICLE 1.

1.01 Name of Trust. This Trust shall be known as the **Baxter Park Wilderness Fund Trust**, herein referred to as the "Trust."

ARTICLE 2.

2.01 Settlor. The Settlor of this Trust is The Trust for Public Land.

2.02 Trustees. The Trustees of this Trust are James P. Garland, Irvin C. Caverly, and John F. Loyd, Jr.

ARTICLE 3.

3.01 The Trust Estate and Funding. Upon Order of Court approving this Amended and Restated Indenture of Trust of the Baxter Park Wilderness Fund Trust, the Commissioners will transfer and deliver to the Trustees the assets identified on Exhibit A, attached hereto and made a part hereof, being all of the assets of the Baxter Park Wilderness Fund (the "Trust Estate"). In addition to the assets transferred by the Commissioners to the Trustees, from time to time the Trustees may accept such other assets as they, in their sole discretion, deem to be in the furtherance of the purposes of this Trust.

ARTICLE 4.

4.01 Trust Purposes. The Trust is established exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (the "Code") and exclusively for the benefit of Baxter State Park within the meaning of Section 509(a)(3) of the Code; provided that, in all events the Trust:

(a) Shall at all times be operated exclusively for the above enumerated purpose;

(b) Shall be operated, supervised or controlled in connection with Baxter State Park; and

(c) Shall not be controlled directly or indirectly by one or more

disqualified persons (as defined in Section 4946 of the Code as including substantial contributors) other than foundation managers and other than one or more public charities described in Section 509(a)(1) or 509(a)(2) of the Code.

Notwithstanding any other provision of this Amended and Restated Indenture of Trust, the Trust shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Trust or Baxter State Park. Further notwithstanding, the assets held by this Trust are not intended to constitute permanent funds held in trust by the State, as that term is used as of the date of execution of this Amended and Restated Indenture of Trust, and which would otherwise be subject to the regulation pursuant to Title 5, Chapter 7 of the Maine Revised Statutes.

4.02 Trust Activities. The Trust shall continue to fulfill the goals recited in said instrument signed by Governor John E. Baldacci on August 23, 2007 accepting on behalf of the State of Maine a donation from The Trust for Public Land representing the initial funding of the Baxter Park Wilderness Fund; and, in particular, to support Baxter State Park (the “Park”) as follows:

(a) The Trustees shall invest and reinvest the assets of the Trust. Through the production of income, capital appreciation, and the conversion of small but regular sums of Trust income to Trust principal, the Trustees shall attempt to establish and maintain an ever-increasing source of funds for the Park and hope the Fund will make Park user fees more affordable;

(b) At least quarter-annually the Trustees shall make distributions to the Baxter State Park Authority (the “Authority”) in amounts to be determined by the Trustees, to be expended by the Authority for the purposes of the Park as the Authority shall determine;

(c) The Trustees, at their discretion, may fund specific needs and programs of the Park identified by the Authority; and,

(d) At the discretion of the Trustees the Trust may accept contributions from third parties, provided these contributions do not carry conditions that purport to limit how the Baxter State Park Authority may use disbursements from the Trust.

ARTICLE 5.

5.01 Trustees. There shall be three (3) Trustees who shall be appointed by the Authority. Trustees shall be persons who have demonstrated an interest in the preservation and future of the Park and, although not exclusively, be persons who have backgrounds in the fields of investment, accounting, banking, insurance, or law. At no time during a Trustee's term shall that Trustee be a Park or State of Maine employee or hold an elected or appointed position in Maine state government. At no time shall more than two Trustees be members of the Park Investment Committee. The Authority shall appoint a Trustee to complete the uncompleted term of any Trustee who does not complete his or her term for any reason.

5.02 Each Trustee shall serve a three (3) year term. The terms of the Trustees shall be staggered such that the Authority shall appoint one Trustee each year. Notwithstanding language herein to the contrary, each Trustee shall remain in office until being reappointed or until his or her successor has been appointed and has accepted such appointment. There shall be no limit on the number of terms a Trustee may serve.

5.03 The Trustees named herein were previously appointed by the Governor of the State of Maine as Commissioners of the Baxter Park Wilderness Fund. Their terms expire as follows: James P. Garland, August 23, 2020; Irvin C. Caverly, August 23, 2020; and, John F. Loyd, Jr., August 23, 2021.

5.04 Trustees shall receive no compensation for their services as Trustees; provided, however, that the Trustees shall be reimbursed for their reasonable expenses incurred in carrying out their duties as Trustees.

5.05 A Trustee may resign by giving written notice of resignation to the Authority and the other Trustees.

5.06 In the event of resignation by, or death or removal of, a Trustee the Authority shall appoint a successor Trustee to complete the term of such Trustee.

5.07 The Authority may remove a Trustee.

ARTICLE 6.

6.01 Professionals, Brokerage Firms, and Investment Advisor(s). The Trustees shall endeavor to keep investment expenses to a reasonable minimum. The Trustees may engage investment advisors, custodians, and securities brokers. The Trustees may also engage accountants, legal counsel, and such other professionals as they deem appropriate and necessary.

ARTICLE 7.

7.01 Trustees Authority. The Trustees shall have all of the duties, powers, and authority imposed by, and enumerated in, the Maine Uniform Trust Code and the Maine Uniform Principal and Income Act and in addition thereto, and not in limitation thereof, the Trustees are authorized to care for, manage and control the Trust Estate with full power:

(a) To invest and reinvest and to keep and maintain all or part of the Trust Estate invested in individual securities or instruments and/or in one or more Common Trust Funds, mutual funds, cash accounts, or any other prudent investment instruments or vehicles.

(b) In all matters to administer and invest the Trust Estate as fully and freely, subject to the types of investments heretofore stated, as an individual owner might do, without further restrictions except those enumerated in Title 18-B M.R.S. § 801 *et seq.* and the Maine Uniform Prudent Investor Act, 18-B M.R.S. §901 *et seq.*

(c) By way of expansion of the foregoing powers and not in limitation thereof, the Trustees shall have those powers set forth in Titles 18-B M.R.S §8-815 and §816.

7.02 The Trustees may interpret this instrument and amend and modify its terms as they deem prudent and necessary to carry out the purposes of the Trust, subject to court approval when required by law. The Trustees shall notify the Baxter State Park Authority, with a copy to the Office of the Attorney General, of any proposed amendments or modifications to this instrument.

7.03 Decisions by, and actions of, the Trustees shall be by an affirmative vote of at least two Trustees unless there is only a single Trustee, pending appointment of other Trustees by the Authority, in which case said single Trustee shall have the authority to act.

ARTICLE 8.

8.01 Trustees' Standard of Care and Duties: The Trustees shall adhere to the Standards of Care set forth in 18-B M.R.S. §901 *et seq.*, the Maine Uniform Prudent Investor Act.

8.02 The Trustees shall maintain complete and accurate financial statements, accounts, and records of all actions taken by the Trustees and, not less

often than semi-annually, the Trustees shall provide to the Authority an accounting and report of the Trust's financial and other activity since the date of the most recent previous accounting and report. Such accounting and report shall include a copy of the Trust's portfolio, income earned, changes in market value, and distributions made. Annually, the Trustees shall offer to meet with the Authority to review Trust activity.

ARTICLE 9.

9.01 Indemnification. The Trustees are hereby indemnified in respect of any and all matters or actions for which indemnification is permitted by the laws of the State of Maine, including without limitation, liability for expenses incurred in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative. The Trustees may purchase and maintain insurance on behalf of the Trustees to insure against any liability asserted against and incurred by a Trustee arising out of his or her status as a Trustee.

ARTICLE 10.

10.01 Exempt Activities. Notwithstanding any other provision of this instrument, no Trustee, employee, or representative of the Trustees shall take any action or carry on any activity on behalf of the Trust not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended.

ARTICLE 11.

11.01 Prohibition Against Sharing Trust Income or Principal. No part of the net earnings and principal of the Trust shall inure to the benefit of any Trustee or any private individual (except that reasonable compensation may be paid for services rendered to or for the Trust in carrying out one or more of its purposes), and no Trustee or any private individual shall be entitled to share in the distribution of any Trust assets in the event of the termination and liquidation of the Trust estate.

11.02 Distribution of Assets Upon Termination. Upon the termination of the Trust or the termination of its activities, the assets of the Trust remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations, to be identified by the Trustees, that are then organized and operated exclusively for the purposes of supporting Baxter State Park that then qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal

Revenue Code of 1986, as amended.

ARTICLE 12.

12.01 Miscellaneous.

(a) State Law to Govern. This Trust Agreement and the trust created hereby shall be construed, regulated, and governed by and in accordance with the laws of the State of Maine.

(b) Counterparts. This trust agreement may be executed in counterpart originals; and, electronic and facsimile images of original signatures are as effective as original signatures.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seal on the date and year first above written.

[signature pages to follow]

WITNESS:

The Trust for Public Land, Settlor

By _____
Its _____

STATE OF MAINE

_____, County

_____, 2020

Then personally appeared the above-named, in his/her capacity as the _____ of The Trust for Public Land, duly authorized, who acknowledged before me that he executed the foregoing instrument as his/her free and voluntary act and deed as Settlor.

Before me,

Notary Public/Attorney at Law

James P. Garland, Commissioner and
Trustee

STATE OF MAINE

_____, County

_____, 2020

Then personally appeared the above-named James P. Garland who acknowledged before me that he executed the foregoing instrument as his free and voluntary act and deed as a Commissioner and as a Trustee.

Before me,

Notary Public/Attorney at Law

Irvin C. Caverly, Commissioner and
Trustee

STATE OF MAINE

_____, County _____, 2020

Then personally appeared the above-named Irvin C. Caverly, Jr. who acknowledged before me that he executed the foregoing instrument as his free and voluntary act and deed as a Commissioner and as a Trustee.

Before me,

Notary Public/Attorney at Law

John F. Loyd, Jr., Commissioner and
Trustee

STATE OF MAINE

_____, County _____, 2020

Then personally appeared the above-named John F. Loyd, Jr. who acknowledged before me that he executed the foregoing instrument as his free and voluntary act and deed as a Commissioner and as a Trustee.

Before me,

Notary Public/Attorney at Law

SCHEDULE "A"

Trust Assets