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Return of Private Foundation

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

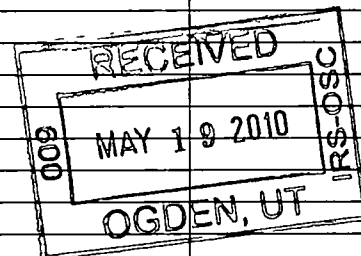
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning , and ending

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label Otherwise, print or type. See Specific Instructions.	Name of foundation LIBRA FOUNDATION		A Employer identification number 04-6626994
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite THREE CANAL PLAZA, P.O. BOX 17516		B Telephone number 207-879-6280
	City or town, state, and ZIP code PORTLAND, ME 04112-8516		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 113,954,173. (Part I, column (d) must be on cash basis)		J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		362.	362.		STATEMENT 1
4 Dividends and interest from securities		1,642,648.	1,642,648.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-4,058,656.			
b Gross sales price for all assets on line 6a 105,714,518.					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		-2,329,728.	-2,329,728.		STATEMENT 3
12 Total Add lines 1 through 11		-4,745,374.	-686,718.		
13 Compensation of officers, directors, trustees, etc		690,495.	223,155.		467,340.
14 Other employee salaries and wages		216,558.	69,988.		149,576.
15 Pension plans, employee benefits		186,069.	61,574.		124,495.
16a Legal fees STMT 4		1,534.	1,227.		307.
b Accounting fees					
c Other professional fees STMT 5		226,061.	222,165.		3,896.
17 Interest					
18 Taxes STMT 6		324,303.	14,615.		32,191.
19 Depreciation and depletion		25,975.	7,792.		
20 Occupancy		86,992.	26,098.		60,894.
21 Travel, conferences, and meetings		44,759.	17,904.		26,855.
22 Printing and publications					
23 Other expenses STMT 7		130,485.	41,127.		89,356.
24 Total operating and administrative expenses. Add lines 13 through 23		1,933,231.	685,645.		954,910.
25 Contributions, gifts, grants paid		8,475,024.			8,475,024.
26 Total expenses and disbursements. Add lines 24 and 25		10,408,255.	685,645.		9,429,934.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-15,153,629.			
b Net investment income (if negative, enter -0-)			0.		
c Adjusted net income (if negative, enter -0-)				N/A	



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	444,666.	380,855.	380,855.
	2 Savings and temporary cash investments	2,236,078.	2,689,068.	2,689,068.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	22.		
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	43,001.	13,073.	13,073.
	10a Investments - U.S. and state government obligations STMT 9	18,849,066.	9,205,098.	9,205,098.
	b Investments - corporate stock STMT 10	34,863,580.	42,924,485.	42,924,485.
	c Investments - corporate bonds STMT 11	2,961,482.	3,758,337.	3,758,337.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	91,523,644.	88,489,600.	37,772,223.
	14 Land, buildings, and equipment: basis ▶ 427,281.			
	Less: accumulated depreciation ▶ 254,627.	201,505.	172,654.	172,654.
	15 Other assets (describe ▶ STATEMENT 13)	14,853,610.	17,038,380.	17,038,380.
	16 Total assets (to be completed by all filers)	165,976,654.	164,671,550.	113,954,173.
	17 Accounts payable and accrued expenses	125,347.	97,203.	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue		1,016.	
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 14)	0.	30,000.	
	23 Total liabilities (add lines 17 through 22)	125,347.	128,219.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
Net Assets or Fund Balances	24 Unrestricted	165,851,307.	164,543,331.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
Net Assets or Fund Balances	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	165,851,307.	164,543,331.	
	31 Total liabilities and net assets/fund balances	165,976,654.	164,671,550.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	165,851,307.
2 Enter amount from Part I, line 27a	2	-15,153,629.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	13,845,653.
4 Add lines 1, 2, and 3	4	164,543,331.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	164,543,331.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a VARIOUS SECURITIES - MAINE BANK AND TRUST	P	VARIOUS	VARIOUS
b VARIOUS SECURITIES - GUARDIAN CAPITAL	P	VARIOUS	VARIOUS
c VEHICLE - OWEN	P	05/08/07	12/21/09
d FURNITURE WRITEOFF	P	VARIOUS	12/31/09
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 12,088,183.		12,088,183.	0.
b 93,602,835.		97,615,368.	-4,012,533.
c 23,500.	10,810.	79,513.	-45,203.
d	15,121.	16,041.	-920.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			0.
b			-4,012,533.
c			-45,203.
d			-920.
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-4,058,656.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	15,047,069.	129,315,574.	.116359
2007	16,778,187.	148,768,350.	.112781
2006	17,695,002.	152,351,664.	.116146
2005	16,003,936.	151,100,102.	.105916
2004	19,900,954.	172,482,470.	.115380

2 Total of line 1, column (d)	2	.566582
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.113316
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	110,212,334.
5 Multiply line 4 by line 3	5	12,488,821.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	12,488,821.
8 Enter qualifying distributions from Part XII, line 4	8	11,696,934.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 62,137.	7	62,137.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	62,137.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 62,137. Refunded <input type="checkbox"/>			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> ME		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.LIBRAFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>JERE G. MICHELSON</u> Telephone no. ► <u>(207) 879-6280</u> Located at ► <u>THREE CANAL PLAZA, P.O. BOX 17516, PORTLAND, ME</u> ZIP+4 ► <u>04112</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ► _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b**

If "Yes" to 6b, file Form 8870

X**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		690,495.	145,447.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ELIZABETH FLAHERTY	EXECUTIVE ASSISTANT			
46 WEBSTER AVE., WESTBROOK, ME 04092	40.00	94,214.	23,252.	0.
ERIK HAYWARD	ACCOUNTING MANAGER			
P.O. BOX 17516, PORTLAND, ME 04112	40.00	80,000.	22,511.	0.

Total number of other employees paid over \$50,000**2**

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 CAPITAL CONTRIBUTIONS MADE TO PINELAND FARMS NATURAL MEATS, INC. FOR BUSINESS EXPANSION PURPOSES TO PROVIDE THE OPPORTUNITY TO OFFER MORE JOBS IN THE COMMUNITY.	2,118,000.
2 CAPITAL CONTRIBUTIONS MADE TO BIG ROCK FOR BUSINESS EXPANSION PURPOSES TO PROVIDE THE OPPORTUNITY TO OFFER MORE JOBS IN THE COMMUNITY.	149,000.
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3	2,267,000.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	56,481,603.
b	Average of monthly cash balances	1b	412,761.
c	Fair market value of all other assets	1c	54,996,330.
d	Total (add lines 1a, b, and c)	1d	111,890,694.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	111,890,694.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,678,360.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	110,212,334.
6	Minimum investment return. Enter 5% of line 5	6	5,510,617.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	5,510,617.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,510,617.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,510,617.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,510,617.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	9,429,934.
b	Program-related investments - total from Part IX-B	1b	2,267,000.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	11,696,934.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	11,696,934.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Form 990-PF (2009)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				5,510,617.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	6,935,597.			
b From 2005				
c From 2006	10,379,698.			
d From 2007	9,425,731.			
e From 2008	8,601,054.			
f Total of lines 3a through e	35,342,080.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 11,696,934.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				5,510,617.
e Remaining amount distributed out of corpus	6,186,317.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	41,528,397.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	6,935,597.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	34,592,800.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006	10,379,698.			
c Excess from 2007	9,425,731.			
d Excess from 2008	8,601,054.			
e Excess from 2009	6,186,317.			

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

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

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

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1		Yes	No
Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)	X	
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)	X	
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]




2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☒ Yes ☐ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
OCTOBER CORPORATION	501(C)(2)	SEE STATEMENT 18

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here	 Signature of officer or trustee		5-13-10 Date		CEO / PRESIDENT Title	
	Paid Preparer's Use Only	Preparer's signature RICHARD B. DAWSON 			Date 05/13/10	Check if self-employed <input type="checkbox"/>
Firm's name (or yours if self-employed), address, and ZIP code DAWSON, SMITH, PURVIS & BASSETT, P.A. 15 CASCO STREET PORTLAND, ME 04101-2902					Preparer's identifying number EIN  Phone no. 207-874-0355	

Form **990-PF** (2009)

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

SOURCE	AMOUNT
BANK AND OTHER INTEREST	362.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	362.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GUARDIAN CAPITAL	1,638,965.	0.	1,638,965.
MAINE BANK & TRUST	3,683.	0.	3,683.
TOTAL TO FM 990-PF, PART I, LN 4	1,642,648.	0.	1,642,648.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BIG ROCK INTEREST	15,719.	15,719.	
OTHER INCOME	1,162.	1,162.	
PINELAND FARMS NATURAL MEATS, INC. DIVIDENDS	35,000.	35,000.	
PINELAND FARMS NATURAL MEATS, INC. INTEREST	1,018,396.	1,018,396.	
INTEREST INCOME - JENSEN NOTE	153.	153.	
NET EARNINGS OF TITLE-HOLDING CORPORATION	-3,400,158.	-3,400,158.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-2,329,728.	-2,329,728.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,534.	1,227.		307.
TO FM 990-PF, PG 1, LN 16A	1,534.	1,227.		307.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	213,075.	213,075.		0.
OTHER PROFESSIONAL FEES	12,986.	9,090.		3,896.
TO FORM 990-PF, PG 1, LN 16C	226,061.	222,165.		3,896.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
USE TAX	14.	0.		14.
PAYROLL TAXES	46,789.	14,615.		32,177.
CHANGE IN DEFERRED TAXES	277,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	324,303.	14,615.		32,191.

FORM 990-PF	OTHER EXPENSES		STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	8,072.	5,650.		2,422.
SUPPLIES	9,302.	2,791.		314.
INSURANCE	25,236.	7,571.		23,986.
POSTAGE	5,650.	0.		5,650.
PAYROLL FEES	1,032.	334.		699.
REPAIRS AND MAINTENANCE	19,299.	5,790.		12,574.
TELEPHONE	12,647.	3,794.		8,853.
INTERNET AND CABLE	2,116.	635.		1,481.
ADMINISTRATION	36,517.	10,955.		26,370.
AUTOMOBILE EXPENSE	10,562.	3,591.		6,971.
BANK SERVICE CHARGES	52.	16.		36.
TO FORM 990-PF, PG 1, LN 23	130,485.	41,127.		89,356.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
DESCRIPTION	AMOUNT		
CHANGE IN UNREALIZED LOSSES ON INVESTMENTS	13,845,653.		
TOTAL TO FORM 990-PF, PART III, LINE 3	13,845,653.		

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
VARIOUS GOVERNMENT OBLIGATIONS	X		9,205,098.	9,205,098.
TOTAL U.S. GOVERNMENT OBLIGATIONS			9,205,098.	9,205,098.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			9,205,098.	9,205,098.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VARIOUS CORPORATE STOCKS	42,924,485.	42,924,485.
TOTAL TO FORM 990-PF, PART II, LINE 10B	42,924,485.	42,924,485.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VARIOUS CORPORATE BONDS	3,758,337.	3,758,337.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,758,337.	3,758,337.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OCTOBER CORPORATION--TITLE HOLDING COMPANY	COST	88,489,600.	37,772,223.
TOTAL TO FORM 990-PF, PART II, LINE 13		88,489,600.	37,772,223.

FORM 990-PF	OTHER ASSETS	STATEMENT 13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT - PFNM, INC	510,000.	510,000.	510,000.
NOTE RECEIVABLE - PFNM, INC	13,619,579.	15,866,272.	15,866,272.
CAPITALIZED LEGAL FEES - PFNM, INC	40,017.	41,991.	41,991.
ACCRUED DIVIDENDS RECEIVABLE - PFNM, INC	125,887.	160,887.	160,887.
NOTE RECEIVABLE - JENSEN	4,490.	574.	574.
PREPAID EXCISE TAXES	62,137.	62,137.	62,137.
INVESTMENT - BIG ROCK	244,000.	396,519.	396,519.
DEFERRED EXCISE TAX ASSET	247,500.	0.	0.
TO FORM 990-PF, PART II, LINE 15	14,853,610.	17,038,380.	17,038,380.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 14
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED EXCISE TAX LIABILITY	0.	30,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	30,000.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 15
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
OWEN W. WELLS THREE CANAL PLAZA, P.O. BOX 17516 PORTLAND, ME 04112	PRESIDENT/TRUSTEE 50.00	309,983.	53,951.	0.
PENDRED E. NOYCE 201 NEWTON STREET WESTON, MA 02493	TRUSTEE 10.00	0.	0.	0.
CRAIG N. DENEKAS 113 ABBY LANE PORTLAND, ME 04103	VICE PRESIDENT 50.00	192,324.	46,596.	0.
JERE G. MICHELSON 5 EDGEWATER ROAD SCARBOROUGH, ME 04074	CHIEF FINANCIAL OFFICER 50.00	188,188.	44,900.	0.
WILLIAM J. RYAN 3 CANAL PLAZA, P.O. BOX 17516 PORTLAND, ME 04112	TRUSTEE 10.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		690,495.	145,447.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 16

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

OWEN W. WELLS, ESQUIRE
THREE CANAL PLAZA, P.O. BOX 17516
PORTLAND, ME 04112

TELEPHONE NUMBER

(207)879-6280

FORM AND CONTENT OF APPLICATIONS

THE FOUNDATION REQUIRES THAT A FORMAL APPLICATION BE SUBMITTED INCLUDING ORGANIZATION NAME, ADDRESS, CHARITABLE PROJECT, AMOUNT REQUESTED, PURPOSE OF PROJECT, GEOGRAPHIC AREA AND NUMBER OF PEOPLE TO BE SERVED BY PROJECT.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

APPLICANT MUST BE A TAX-EXEMPT ORGANIZATION UNDER SECTION 501(C)(3) AND NOT A PRIVATE FOUNDATION UNDER SECTION 509(A). THE FOUNDATION LIMITS ITS GRANTS TO CHARITABLE ORGANIZATIONS, ACTIVITIES, OPERATIONS OR PURPOSES WHICH ONLY TAKE PLACE WITHIN THE STATE OF MAINE.

990-PF	INVOLVEMENT WITH NONCHARITABLE ORGANIZATIONS PART XVII, LINE 1, COLUMN (D)	STATEMENT 17
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NAME OF NONCHARITABLE EXEMPT ORGANIZATION

OCTOBER CORPORATION

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

TRANSFERRED FUNDS TO PAY FOR THE PURCHASE OF REAL ESTATE AND FOR
OPERATIONS.

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

OCTOBER CORPORATION

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

REIMBURSEMENT OF OPERATING FUNDS

990-PF

AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS
PART XVII, LINE 2, COLUMN (C)

STATEMENT 18

NAME OF AFFILIATED OR RELATED ORGANIZATION

OCTOBER CORPORATION

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

SOLE MEMBER

Libra Foundation
Schedule of Land, Buildings, Equipment and Depreciation
December 31, 2009

EIN 04-6626994

	Basis	Date in Service	Life	2008 Accumulated Depreciation	2009 Depreciation	2009 Accumulated Depreciation
Furniture	15,100	04/13/98	7	15,100	-	15,100
Desk lamp	240	04/24/98	7	240	-	240
Fax machine	1,245	04/30/98	5	1,245	-	1,245
Plants and containers	642	05/04/98	7	642	-	642
Paintings	3,016	05/05/98	7	3,016	-	3,016
Paintings	530	05/06/98	7	530	-	530
Computer network	3,344	05/08/98	5	3,344	-	3,344
Photos and framing	2,019	06/01/98	7	2,019	-	2,019
Reception area lamps	389	06/09/98	7	389	-	389
Noyce portrait	645	06/09/98	7	645	-	645
Telephone system	3,804	06/09/98	5	3,804	-	3,804
Reception area furniture	12,495	06/09/98	7	12,495	-	12,495
Network equipment disposed 12 31 09	565	06/11/98	5	565	-	565
Trustee photographs	1,200	06/15/98	7	1,200	-	1,200
Conference table glass	359	07/10/98	7	359	-	359
Photographs	3,780	07/17/98	7	3,780	-	3,780
Carpet	3,000	09/11/98	7	3,000	-	3,000
Photographs	2,460	09/24/98	7	2,460	-	2,460
Painting - Headland Mist	4,584	10/29/98	7	4,584	-	4,584
Photograph - PPM	257	12/18/98	7	257	-	257
Office chair	318	05/12/98	7	318	-	318
Typewriter	670	04/24/98	7	670	-	670
Portrait and pictures	483	01/14/99	7	483	-	483
Persian rug	5,175	03/19/99	7	5,175	-	5,175
Cabot House furniture	6,694	07/01/99	7	6,694	-	6,694
Sailing Day painting	1,036	04/23/99	7	1,036	-	1,036
Sign	839	04/28/99	7	839	-	839
Dishwasher	1,175	05/14/99	7	1,175	-	1,175
Lamp	239	05/20/99	7	239	-	239
Receptionist chair	274	06/01/99	7	274	-	274
Portrait for reception area	881	06/02/99	7	881	-	881
2 oil paintings 3 mountain trail	600	09/21/99	7	600	-	600
Front Page software	137	10/01/99	3	137	-	137
Dictionary and stand	121	09/30/99	7	121	-	121
TV and stand	500	01/06/00	7	500	-	500
Inacom computer package	2,770	02/02/00	5	2,770	-	2,770
Telephone	426	02/14/00	7	426	-	426
OWW office chair	558	02/15/00	7	558	-	558
Tape backup - disposed 12 31 09	486	02/29/00	5	486	-	486
Polycom speaker phone	819	04/05/00	7	819	-	819
Battery packs (4)	418	06/14/00	5	418	-	418
Harvard chair	500	09/21/00	7	500	-	500
Scanner	380	10/24/00	5	380	-	380
Office chair	1,213	03/19/01	7	1,213	-	1,213
Office chair	1,049	04/09/01	7	1,049	-	1,049
Office chairs	400	04/09/01	7	400	-	400
Cabinet for additional lines	990	04/27/01	7	990	-	990
Computer - disposed 12 31 09	4,169	05/15/01	5	4,169	-	4,169
Remote access device - disposed 12 31 09	394	06/07/01	5	394	-	394
Virus scan suite - disposed 12 31 09	229	10/19/01	3	229	-	229
CD rom drive - disposed 12 31 09	147	10/31/01	5	147	-	147
Vacuum cleaner	398	10/15/01	5	398	-	398
New phones (2)	608	11/29/01	7	608	-	608
Furniture	1,400	08/14/01	7	1,400	-	1,400
Furniture	40,936	12/10/01	7	40,936	-	40,936
Furniture	10,448	09/07/01	7	10,448	-	10,448
Computer	3,163	02/21/02	5	3,163	-	3,163
Computer basis increase	573	03/15/02	5	573	-	573
Software - disposed 12 31 09	268	04/03/02	3	268	-	268
Software - disposed 12 31 09	157	04/23/02	3	157	-	157
Software - disposed 12 31 09	21	04/23/02	3	21	-	21
Printer - Annie	315	04/23/02	7	304	11	315
Glass top for conference	2,222	02/03/02	7	2,196	26	2,222
Computer equipment	9,301	06/15/02	5	9,301	-	9,301
Computer software	1,500	06/21/02	3	1,500	-	1,500
Computer software upgrade	494	07/22/02	3	494	-	494
Printer	195	07/01/02	5	195	-	195

Libra Foundation
Schedule of Land, Buildings, Equipment and Depreciation
December 31, 2009

EIN 04-6626994

	Basis	Date in Service	Life	2008 Accumulated Depreciation	2009 Depreciation	2009 Accumulated Depreciation
Filing cabinet	597	10/07/02	7	533	64	597
Chairs	3,169	12/20/02	7	2,754	415	3,169
Paintings	2,657	01/13/03	5	2,657	-	2,657
Printer HP 8150N	3,230	03/31/03	5	3,230	-	3,230
Filing cabinet	639	05/06/03	7	518	91	609
Chair	121	07/17/03	7	95	17	112
Computer and software	1,703	08/11/03	5	1,703	-	1,703
Macromedia Studio Plus software	731	08/01/03	3	731	-	731
Paper cutter	199	10/15/03	7	149	28	177
Office chair - reception	178	10/15/03	7	134	25	159
Desk Michelson	2,515	11/06/03	7	1,857	359	2,216
Painting restoration	1,800	03/16/04	7	1,243	257	1,500
New Server - disposed 12 31 09	1,684	07/26/04	5	1,516	168	1,684
New Server - disposed 12 31 09	5,713	07/26/04	5	5,141	572	5,713
Desk - biathlon	777	02/01/05	7	435	111	546
Credenza - biathlon	724	02/01/05	7	405	103	508
Credenza - biathlon	724	02/01/05	7	405	103	508
Picture frame - OWW	375	02/14/05	7	210	54	264
Chairs (2) Libra office	219	02/05/05	7	123	31	154
Side chairs (4)	1,548	03/09/05	7	847	221	1,068
Filing cabinets (2)	1,512	05/26/05	7	792	216	1,008
Computer with flat screen monitor	3,020	12/01/05	5	1,862	604	2,466
Flat screen monitors (4)	1,372	12/01/05	5	846	274	1,120
Computer with flat screen monitor	1,286	12/01/05	5	794	257	1,051
John Angel painting	1,147	01/09/06	7	492	164	656
Nicholas Federovski painting	1,147	01/09/06	7	492	164	655
Digital Camera	816	05/11/06	5	436	163	599
Backup tape drive - disposed 12 31 09	2,208	04/04/08	3	552	736	1,288
Computer set up - Erik	774	08/14/08	5	58	155	212
New Ricio 4500 copier	9,885	11/20/08	7	177	1,412	1,589
Server	10,481	10/21/09	5	-	437	437
Computer towers and installation (4)	6,035	12/15/09	5	-	50	50
Total FF&E	234,751	218,710		196,910	7,292	204,202
Leasehold improvements	19,090	06/09/98	39	5,158	489	5,647
Total Leasehold	19,090			5,158	489	5,647
Vehicle - Todd	28,191	07/14/03	5	17,394	1,775	19,169
Vehicle - Owen - disposed 12 21 09	79,513	05/08/07	5	7,960	2,850	10,810
Vehicle - Owen	50,231	12/21/09	5	-	419	419
Vehicle - Erik	27,452	05/23/06	5	11,610	1,775	13,385
Vehicle - Utility	31,052	05/23/06	5	11,610	1,775	13,385
Vehicle - Jere	26,395	08/22/08	5	1,980	4,800	6,780
Vehicle - Craig	26,159	08/22/08	5	1,962	4,800	6,762
Total Vehicle	268,993	189,480		52,515	18,194	70,709
Grand Total	522,835			254,583	25,975	280,558
2009 Disposals	(95,554)					
	427,281					
		A/D 12/31/08			254,583	
		2009 dep			25,975	
		2009 disposals			(25,930)	
		A/D 12/31/09			254,628	

LIBRA FOUNDATION
CHARITABLE GRANTS
YEAR ENDED DECEMBER 31, 2009

EIN 04-6626994

	Recipient Name and Address	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
1.	Abbe Museum, P.O. Box 286, Bar Harbor	Public	General operating support	None	\$1,000 00
2	Aroostook Area Agency on Aging, 33 Davis Street, P.O. Box 1288, Presque Isle	Public	Restructure of Meals on Wheels program	None	\$10,000 00
3	Bangor Symphony Orchestra, 51A Main Street, P O. Box 1441, Bangor	Public	General operating support	None	\$2,000.00
4.	Bay Chamber Concerts, 58 Bay View Street, Suite 1, Camden	Public	General operating support	None	\$1,000 00
5	Children's Museum and Theatre of Maine, 142 Free Street, P O Box 4041, Portland	Public	General operating support	None	\$1,000 00
6	Coastal Maine Botanical Gardens, P O Box 234, Boothbay	Public	A comprehensive educational program for youth and adults	None	\$10,000 00
7.	Collins Center for the Arts, 5746 Collins Center, Orono	Public	General operating support	None	\$5,000 00
8	Consumers for Affordable Health Care Foundation, P O. Box 2490, Augusta	Public	Assisting low and moderate income families in obtaining/retaining family health coverage	None	\$2,000.00
9	Farnsworth Art Museum, 352 Main Street, P O Box 466, Rockland	Public	General operating support	None	\$5,000 00
10.	Good Shepherd Food Bank, 3121 Hotel Road, P O. Box 1807, Auburn	Public	Funding to support Agency Matching Challenge	None	\$5,000.00
11.	Good Shepherd Food Bank, 3121 Hotel Road, P O. Box 1807, Auburn	Public	Establish a Southern Maine Distribution Center	None	\$25,000 00
12	Gulf of Maine Research Institute, 350 Commercial Street, Portland	Public	Salary, benefits and operating support for Pelagic Ecologist	None	\$30,000 00
13.	Gulf of Maine Research Institute, 350 Commercial Street, Portland	Public	General operating support	None	\$2,000 00
14.	H.O.M E , Inc., P O. Box 10, Orland	Public	General operating support	None	\$1,000.00
15	Island Institute, 386 Main Street, P.O. Box 648, Rockland	Public	General operating support	None	\$2,000 00
16	L/A Arts, 221 Lisbon Street, Lewiston	Public	General operating support	None	\$1,000 00
17	Libra Future Fund, P O. Box 17516, Portland	Public	Assist young adults in Maine with small business enterprises and research projects	None	\$41,000.00

LIBRA FOUNDATION
CHARITABLE GRANTS
YEAR ENDED DECEMBER 31, 2009

EIN 04-6626994

	Recipient Name and Address	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
18	Lubec Memorial Library, 55 Water Street, Lubec	Public	Automation of the library circulation and record-keeping system	None	\$6,250.00
19	Maine Discovery Museum, 74 Main Street, Bangor	Public	General operating support	None	\$1,000 00
20	Maine Farmland Trust, 97 Main Street, Belfast	Public	General operating support	None	\$1,000 00
21.	Maine Historical Society, 489 Congress Street, Portland	Public	General operating support	None	\$1,000.00
22.	Maine Maritime Museum, 243 Washington Street, Bath	Public	General operating support	None	\$2,000 00
23.	Maine Medical Center, 22 Bramhall Street, Portland	Public	MMC/Tufts Medical School Program	None	\$50,000.00
24	Maine Public Broadcasting Network, 1450 Lisbon Street, Lewiston	Public	General operating support	None	\$10,000.00
25	Maine State Museum, 83 State House Station, Augusta	Public	General operating support	None	\$1,000.00
26.	Maine State Music Theatre, 22 Elm Street, Brunswick	Public	General operating support	None	\$1,000 00
27	Maine Winter Sports Center, 552 Main Street, Caribou	Public	Programmatic and facilities support for biathlon and cross-country programs including healthy home towns	None	\$1,241,174 00
28.	MaineHealth, 465 Congress Street, Suite 600, Portland	Public	Raising Readers Program	None	\$1,164,586 00
29.	Monhegan Historical & Cultural Museum Association, 1410 East Avenue, Rochester	Public	General operating support	None	\$1,000 00
30.	National Scholarship Fund, 15 Holly Street, Suite 202, Scarborough	Public	Capacity Building scholarship assistance to young adults who have aged out of foster care	None	\$5,000 00
31.	Ogunquit Museum of American Art, P.O. Box 380, York	Public	General operating support	None	\$1,000.00
32	Penobscot Marine Museum, 5 Church Street, P.O Box 498, Searsport	Public	General operating support	None	\$1,000.00
33	Peregrine Corporation d/b/a STRIVE, 28 Foden Road, South Portland	Public	General operating support	None	\$1,000 00

LIBRA FOUNDATION
CHARITABLE GRANTS
YEAR ENDED DECEMBER 31, 2009

EIN 04-6626994

	Recipient Name and Address	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
34	Pineland Farms, 32 Farm View Drive, New Gloucester	Public	Develop, operate and staff Pineland Farms, Inc for agricultural promotion and research in Maine	None	\$4,500,000.00
35	Portland Ballet, 517 Forest Avenue # 2, Portland	Public	General operating support	None	\$1,000.00
36	Portland Concert Association, 550 Monument Square, Floor Two, Portland	Public	General operating support	None	\$1,000 00
37	Portland Museum of Art, 7 Congress Square, Portland	Public	General operating support	None	\$10,000 00
38	Portland Stage Company, P O. Box 1458, Portland	Public	General operating support	None	\$5,000 00
39	Portland Symphony Orchestra, 477 Congress Street, Mezzanine, Portland	Public	General operating support	None	\$10,000.00
40.	The Barbara Bush Foundation for Family Literacy, P O. Box 131614, Houston	Public	Family Reading Literacy in Maine	None	\$50,000.00
41.	The Choral Arts Society, 50 Monument Plaza, 2nd Floor, Portland	Public	Joint venture with the Portland Ballet Company	None	\$7,500 00
42.	Town of West Paris FBO Arthur L. Mann Memorial Library, P.O Box 307, 226 Main Street, West Paris	Public	Expand and modernize town library	None	\$5,000.00
43	Trinity Church, 546 York Street, P.O. Box 323, York Harbor	Public	Henry G. Brooks Memorial Fund	None	\$100.00
44.	United Way of Androscoggin County, 66 Ash Street, P.O Box 888, Lewiston	Public	TOPS Summer Camp Program	None	\$360,860.00
45.	United Way of Eastern Maine, 24 Springer Drive, Suite 201, Bangor	Public	Camp Bangor Summer Camp Program	None	\$282,805.30
46.	United Way of Greater Portland, 400 Congress Street, P O Box 15200, Portland	Public	Summer Champs Camp Program	None	\$604,749 00
47.	Western Maine Youth Athlete Support Association, 100 Main Street, P O Box 189, Bridgton	Public	Assistance for Western Maine youth in sports	None	\$5,000 00
				Total:	\$8,475,024.30

AMENDMENT OF TRUST

WHEREAS, the LIBRA FOUNDATION has been organized and exists pursuant to an Agreement of Trust dated June 12, 1989, by and among Elizabeth B. Noyce of Bremen, Maine, Henry G. Brooks, Jr. of York Harbor, Maine, and Owen W. Wells of Portland, Maine; and

WHEREAS, the current Trustees are Pendred E. Noyce, William J. Ryan, and Owen W. Wells; and

WHEREAS, pursuant to Article 3.2 of the Agreement of Trust, the Trustees may amend the trust at any time by an instrument in writing; and

WHEREAS, the Agreement of Trust has been previously amended on October 3, 1989 and on June 4, 1991;

NOW THEREFORE, the Agreement of Trust is hereby amended as follows:

FIRST: Article 5.1, as amended on June 4, 1991, is hereby revoked and replaced to read as follows:

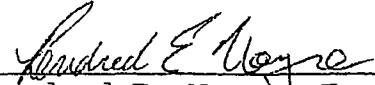
5.1 Appointment of Trustees

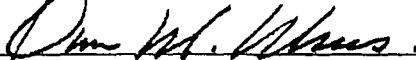
- (a) There shall always be at least three trustees and no more than ten trustees. The number of trustees may be determined from time to time by the trustees then in office. The term "trustees" includes the original trustees and all successor and additional trustees.
- (b) The original trustees are Elizabeth B. Noyce, Owen W. Wells, and Henry G. Brooks, Jr. The current trustees are Pendred E. Noyce, Owen W. Wells, and William J. Ryan.
- (c) If for any reason a trustee ceases to serve as trustee, the remaining trustees shall appoint a successor trustee. If the trustees determine that additional trustees shall be appointed, the trustees then in office shall appoint such additional trustees.
- (d) The appointment of a successor or additional trustee shall be effective upon such trustee's acceptance of office in writing.
- (e) During such times as there are more than three trustees in office, the trustees shall act by a majority.

- (f) During such time as there are two or more individuals serving as trustees, any corporate trustee may be removed, with or without cause, on thirty days' notice to that corporate trustee by a majority of the individual trustees.

Second: All other provisions of the Agreement of Trust as from time to time amended shall continue in full force and effect.

Dated: September 8, 2009


Pendred E. Noyce, Trustee


Owen W. Wells, Trustee


William J. Ryan, Trustee