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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012
Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012











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) THREE CANAL PLAZA PO BOX 17516		B Telephone number (see instructions) (207) 879-6280	
City or town, state, and ZIP code PORTLAND, ME 041128516		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 93,721,509		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <u> </u> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	105	105		
	4 Dividends and interest from securities.	1,047,494	1,047,494		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,791,492			
	b Gross sales price for all assets on line 6a _____ 75,908,087				
	7 Capital gain net income (from Part IV , line 2)		1,791,492		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-1,733,928	-1,733,928		
	12 Total. Add lines 1 through 11	1,105,163	1,105,163		
	13 Compensation of officers, directors, trustees, etc	580,000	246,906		333,094
	14 Other employee salaries and wages	204,961	33,776		167,849
	15 Pension plans, employee benefits	186,648	65,605		135,464
	16a Legal fees (attach schedule)	3,897	3,117		779
	b Accounting fees (attach schedule)	4,530	3,171		1,359
	c Other professional fees (attach schedule)	189,884	189,884		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	101,875	15,814		30,762
	19 Depreciation (attach schedule) and depletion	28,221	8,466		
	20 Occupancy	107,962	32,389		75,772
	21 Travel, conferences, and meetings	77,394	30,958		47,479
	22 Printing and publications				
	23 Other expenses (attach schedule)	491,438	45,588		99,167
	24 Total operating and administrative expenses. Add lines 13 through 23	1,976,810	675,674		891,725
	25 Contributions, gifts, grants paid	7,505,769			7,755,769
	26 Total expenses and disbursements. Add lines 24 and 25	9,482,579	675,674		8,647,494
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-8,377,416			
	b Net investment income (if negative, enter -0-)		429,489		
	c Adjusted net income (if negative, enter -0-)				

Part II


Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1Cash—non-interest-bearing	74,264	349,400	349,400
	2Savings and temporary cash investments	1,733,208	1,388,810	1,388,810
	3Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5Grants receivable			
	6Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____	50,000	0	0
	8Inventories for sale or use			
	9Prepaid expenses and deferred charges	21,040	26,771	26,771
	10aInvestments—U S and state government obligations (attach schedule)	9,472,202	 8,278,981	8,278,981
	bInvestments—corporate stock (attach schedule)	28,991,578	 27,621,921	27,621,921
	cInvestments—corporate bonds (attach schedule).	4,920,275	 3,360,803	3,360,803
	11Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12Investments—mortgage loans			
	13Investments—other (attach schedule)	84,407,542	 81,857,776	35,291,704
	14Land, buildings, and equipment basis ▶ _____500,700 Less accumulated depreciation (attach schedule) ▶ _____274,739	209,777	 225,961	225,961
Liabilities	15Other assets (describe ▶ _____)	 16,667,189	 17,177,158	 17,177,158
	16Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	146,547,075	140,287,581	93,721,509
	17Accounts payable and accrued expenses	109,950	96,089	
	18Grants payable	1,000,000	750,000	
	19Deferred revenue			
	20Loans from officers, directors, trustees, and other disqualified persons			
	21Mortgages and other notes payable (attach schedule)			
	22Other liabilities (describe ▶ _____)	 35,800	 82,500	
	23Total liabilities (add lines 17 through 22)	1,145,750	928,589	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24Unrestricted	145,401,325	139,358,992	
	25Temporarily restricted			
	26Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27Capital stock, trust principal, or current funds			
	28Paid-in or capital surplus, or land, bldg , and equipment fund			
	29Retained earnings, accumulated income, endowment, or other funds			
	30Total net assets or fund balances (see page 17 of the instructions)	145,401,325	139,358,992	
	31Total liabilities and net assets/fund balances (see page 17 of the instructions)	146,547,075	140,287,581	

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	145,401,325
2	Enter amount from Part I, line 27a	2	-8,377,416
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	2,335,083
4	Add lines 1, 2, and 3	4	139,358,992
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	139,358,992

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)
1 a	VEHICLE	P	2009-12-21	
b	COMPUTER	P		
c	VARIOUS SECURITIES - MAINE BANK AND TRUST	P		2012-12-31
d	VARIOUS SECURITIES - GUARDIAN CAPITAL	P		2012-12-31
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 28,000	9,844	53,273	-15,429
b	651	774	-123
c 10,904,650		10,904,650	0
d 64,975,437		63,168,393	1,807,044
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			-15,429
b			-123
c			0
d			1,807,044
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	1,791,492
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	10,946,058	102,032,406	0 107280
2010	24,600,088	104,459,702	0 235498
2009	11,696,934	110,212,334	0 106131
2008	15,047,069	129,315,574	0 116359
2007	16,778,187	148,768,350	0 112781

2 Total of line 1, column (d).	2	0 678049
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 135610
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	95,005,686
5 Multiply line 4 by line 3.	5	12,883,721
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	4,295
7 Add lines 5 and 6.	7	12,888,016
8 Enter qualifying distributions from Part XII, line 4.	8	10,540,451

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	8,590
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	8,590
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	8,590
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	50,340	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	50,340
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	41,750
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 41,750	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <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.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <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 .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ►WWW LIBRAFOUNDATION ORG				
14	The books are in care of ►JERE G MICHELSON Telephone no ►(207) 879-6280 Located at ►THREE CANAL PLAZA PO BOX 17516 PORTLAND ME ZIP +4 ►04112			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ►	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ►				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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. ► <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

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

Yes

No

(2)

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

Yes

No

(3)

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

Yes

No

(4)

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

Yes

No

(5)

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

Yes

No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

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

Yes

No

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ELIZABETH FLAHERTY	EXECUTIVE ASSISTANT	115,162	17,715	0
THREE CANAL PLAZA PO BOX 17516 PORTLAND,ME 04112	40 00			
JENNIFER COOK	ACCOUNTING ASSISTANT	60,000	16,210	0
THREE CANAL PLAZA PO BOX 17516 PORTLAND,ME 04112	40 00			

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

0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 CAPITAL CONTRIBUTIONS MADE TO PINELAND FARMS NATURAL MEATS, INC FOR BUSINESS EXPANSION PURPOSES TO PROVIDE THE OPPORTUNITY TO OFFER MORE JOBS IN THE COMMUNITY	1,450,000
2 CAPITAL CONTRIBUTIONS MADE TO BIG ROCK FOR BUSINESS EXPANSION PURPOSES TO PROVIDE THE OPPORTUNITY TO OFFER MORE JOBS IN THE COMMUNITY	200,000
All other program-related investments See page 24 of the instructions	
3	155,000
Total. Add lines 1 through 3.	1,805,000

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	43,519,047
b	Average of monthly cash balances.	1b	211,833
c	Fair market value of all other assets (see instructions).	1c	52,721,593
d	Total (add lines 1a, b, and c).	1d	96,452,473
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	96,452,473
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,446,787
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	95,005,686
6	Minimum investment return. Enter 5% of line 5.	6	4,750,284

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	4,750,284
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	8,590
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	8,590
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	4,741,694
4	Recoveries of amounts treated as qualifying distributions.	4	500,000
5	Add lines 3 and 4.	5	5,241,694
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	5,241,694

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	8,647,494
b	Program-related investments—total from Part IX-B.	1b	1,805,000
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	87,957
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	10,540,451
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	10,540,451
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				5,241,694
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	9,425,731			
b From 2008.	8,601,054			
c From 2009.	6,186,317			
d From 2010.	3,093,503			
e From 2011.	3,810,057			
f Total of lines 3a through e.	31,116,662			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 10,540,451				
a Applied to 2011, 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 2012 distributable amount.				5,241,694
e Remaining amount distributed out of corpus	5,298,757			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	36,415,419			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	9,425,731			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	26,989,688			
10 Analysis of line 9				
a Excess from 2008. . . .	8,601,054			
b Excess from 2009. . . .	6,186,317			
c Excess from 2010. . . .	3,093,503			
d Excess from 2011. . . .	3,810,057			
e Excess from 2012. . . .	5,298,757			

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a

Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009		
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon

a

"Assets" alternative test—enter

(1)

Value of all assets

(2)

Value of assets qualifying under section 4942(j)(3)(B)(i)

b

"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

c

"Support" alternative test—enter

(1)

Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).

(2)

Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3)

Largest amount of support from an exempt organization

(4)

Gross investment income

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

1 Information Regarding Foundation Managers:

a

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

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a

The name, address, and telephone number or e-mail of the person to whom applications should be addressed

CRAIG N DENEKAS
THREE CANAL PLAZA PO BOX 17516
PORTLAND,ME 04112
(207) 879-6280

b

The form in which applications should be submitted and information and materials they should include

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

c

Any submission deadlines

NONE

d

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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

Form 990-PF (2012)

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	7,755,769
b Approved for future payment PORTLAND MUSEUM OF ART 7 CONGRESS SQUARE PORTLAND, ME 04101	NONE	PUBLIC	GENERAL OPERATING SUPPORT	100,000
Total			3b	100,000

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	105	
4	Dividends and interest from securities. . . .			14	1,047,494	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.			14	1,029,986	
8	Gain or (loss) from sales of assets other than inventory			18	1,791,492	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a <u>NET EARNINGS OF TITLE-</u> <u>HOLDING CORPORATION</u>			16	-2,763,914	
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e). .		0		1,105,163	0
13	Total. Add line 12, columns (b), (d), and (e).			13	1,105,163	

[illegible]

Part XVII

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)	Yes	
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)	Yes	
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

[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)	SOLE MEMBER

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge				
	*****		2013-05-10	*****	
	Signature of officer or trustee		Date	Title	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature		Date	PTIN
	KIRK PURVIS	KIRK PURVIS		2013-05-10	P00439837
	Firm's name	DAWSON SMITH PURVIS & BASSETT PA			Firm's EIN
		15 CASCO STREET			01-0459941
	Firm's address	PORTLAND, ME 041012902			Phone no (207) 874-0355

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
OWEN W WELLS	TRUSTEE 30 00	35,000	31,162	5,458
THREE CANAL PLAZA PO BOX 17516 PORTLAND, ME 04112				
PENDRED E NOYCE	TRUSTEE 10 00	0	0	0
THREE CANAL PLAZA PO BOX 17516 PORTLAND, ME 04112				
CRAIG N DENEKAS	PRESIDENT/TRUSTEE 50 00	225,000	46,526	2,913
THREE CANAL PLAZA PO BOX 17516 PORTLAND, ME 04112				
JERE G MICHELSON	EXECUTIVE VICE PRESIDENT 50 00	220,000	45,059	2,887
THREE CANAL PLAZA PO BOX 17516 PORTLAND, ME 04112				
WILLIAM J RYAN	TRUSTEE 10 00	0	0	0
THREE CANAL PLAZA PO BOX 17516 PORTLAND, ME 04112				
ERIK HAYWARD	VICE PRESIDENT 50 00	100,000	30,046	3,602
THREE CANAL PLAZA PO BOX 17516 PORTLAND, ME 04112				


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ABBE MUSEUM PO BOX 286 BAR HARBOR, ME 04609	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,000
BANGOR SYMPHONY ORCHESTRA PO BOX 1441 BANGOR, ME 04401	NONE	PUBLIC	GENERAL OPERATING SUPPORT	4,000
BAY CHAMBER CONCERTS PO BOX 599 ROCKPORT, ME 04856	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,000
BLACK MOUNTAIN OF MAINE 39 GROVER ROAD RUMFORD, ME 04276	NONE	PUBLIC	CAPITAL IMPROVEMENTS	110,785
CHILDRENS MUSEUM AND THEATRE OF MAINE 142 FREE STREET PO BOX 4041 PORTLAND, ME 04101	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,000
CROMWELL CENTER FOR DISABILITIES AWARENESS 57 EXCHANGE STREET SUITE 205 PORTLAND, ME 04101	NONE	PUBLIC	DISABILITIES AWARENESS AND ANTI-BULLYING PROGRAMS IN MAINE ELEMENTARY SCHOOLS	12,000
FARNSWORTH ART MUSEUM 352 MAIN STREET PO BOX 466 ROCKLAND, ME 04841	NONE	PUBLIC	GENERAL OPERATING SUPPORT	10,000
GULF OF MAINE RESEARCH INSTITUTE 350 COMMERCIAL STREET PORTLAND, ME 04101	NONE	PUBLIC	GENERAL OPERATING SUPPORT	4,000
GULF OF MAINE RESEARCH INSTITUTE 350 COMMERCIAL STREET PORTLAND, ME 04101	NONE	PUBLIC	SUPPORT FOR SENIOR STAFF DEVELOPMENT	100,000
HOME INC PO BOX 10 ORLAND, ME 04472	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,000
ISLAND INSTITUTE PO BOX 648 ROCKLAND, ME 04841	NONE	PUBLIC	GENERAL OPERATING SUPPORT	4,000
LA ARTS 221 LISBON STREET LEWISTON, ME 04240	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,000
LET'S GET READY 89 SOUTH STREET SUITE LL01 BOSTON, MA 02111	NONE	PUBLIC	COLLEGE GUIDANCE FOR MAINE LOW INCOME AND MINORITY STUDENTS	15,000
LIBRA FUTURE FUND PO BOX 17516 PORTLAND, ME 04112	NONE	PUBLIC	ASSISTING EMERGING ENTREPRENEURS	49,500
MAINE DISCOVERY MUSEUM 74 MAIN STREET BANGOR, ME 04401	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MAINE FARMLAND TRUST 97 MAIN STREET BELFAST,ME 04915	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,000
MAINE HISTORICAL SOCIETY 489 CONGRESS STREET PORTLAND,ME 04101	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,000
MAINE MARITIME MUSEUM 243 WASHINGTON STREET BATH,ME 04530	NONE	PUBLIC	SUPPORT FOR 50TH ANNIVERSARY OF THE MUSEUM	2,000
MAINE MARITIME MUSEUM 243 WASHINGTON STREET BATH,ME 04530	NONE	PUBLIC	GENERAL OPERATING SUPPORT	4,000
MAINE MEDICAL CENTER 22 BRAMHALL STREET PORTLAND,ME 04102	NONE	PUBLIC	MMC/TUFTS MEDICAL SCHOOL PROGRAM	50,000
MAINE PUBLIC BROADCASTING NETWORK 1450 LISBON STREET LEWISTON,ME 04240	NONE	PUBLIC	GENERAL OPERATING SUPPORT	20,000
MAINE STATE MUSEUM 83 STATE HOUSE STATION AUGUSTA,ME 04333	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,000
MAINE STATE MUSIC THEATRE 22 ELM STREET BRUNSWICK,ME 04011	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,500
MAINE WINTER SPORTS CENTER 552 MAIN STREET CARIBOU,ME 04736	NONE	PUBLIC	PROGRAMMATIC AND FACILITIES SUPPORT FOR BIATHLON AND CROSS- COUNTRY PROGRAMS	1,485,715
MAINEHEALTH 110 FREE STREET PORTLAND,ME 04101	NONE	PUBLIC	RAISING READERS PROGRAM	1,035,769
MITCHELL INSTITUTE 22 MONUMENT SQUARE SUITE 200 PORTLAND,ME 04101	NONE	PUBLIC	CAPITAL FUNDING	10,000
MONHEGAN HISTORICAL & CULTURAL MUSEUM ASSOCIATION 1410 EAST AVENUE ROCHESTER,NY 14610	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,000
NOBLEBORO HISTORICAL SOCIETY PO BOX 122 NOBLEBORO,ME 04555	NONE	PUBLIC	DAMARISCOTTA MILLS FISH LADDER PROJECT	2,000
OGUNQUIT MUSEUM OF AMERICAN ART PO BOX 815 OGUNQUIT,ME 03907	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,000
OGUNQUIT PLAYHOUSE PO BOX 915 OGUNQUIT,ME 03907	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
PENOBSCOT MARINE MUSEUM 5 CHURCH STREET PO BOX 498 SEARSPORT, ME 04974	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,000
PEREGRINE CORPORATION DBA STRIVE 28 FODEN ROAD SOUTH PORTLAND, ME 04106	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,000
PINELAND FARMS 32 FARM VIEW DRIVE NEWGLOUCESTER, ME 04260	NONE	PUBLIC	DEVELOP, OPERATE AND STAFF PINELAND FARMS, INC FOR AGRICULTURAL PROMOTION, EDUCATION AND RESEARCH IN MAINE	4,390,000
PORTLAND BALLET 517 FOREST AVENUE 2 PORTLAND, ME 04101	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,000
PORTLAND MUSEUM OF ART 7 CONGRESS SQUARE PORTLAND, ME 04101	NONE	PUBLIC	GENERAL OPERATING SUPPORT	20,000
PORTLAND OVATIONS 50 MONUMENT SQUARE 2ND FLOOR PORTLAND, ME 04101	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,000
PORTLAND STAGE COMPANY PO BOX 1458 PORTLAND, ME 04112	NONE	PUBLIC	GENERAL OPERATING SUPPORT	10,000
PORTLAND SYMPHONY ORCHESTRA 50 MONUMENT SQUARE 2ND FLOOR PO BOX 3573 PORTLAND, ME 04101	NONE	PUBLIC	GENERAL OPERATING SUPPORT	20,000
THE BARBARA BUSH FOUNDATION FOR FAMILY LITERACY PO BOX 131614 HOUSTON, TX 77219	NONE	PUBLIC	FAMILY READING LITERACY IN MAINE	50,000
THE FOUNDATION FOR MAINE'S COMMUNITY COLLEGES 54 LIGHTHOUSE CIRCLE SOUTH PORTLAND, ME 04106	NONE	PUBLIC	CAMPAIGN FOR MAINE'S COMMUNITY COLLEGES	100,000
THE UNIVERSITY OF MAINE FOUNDATIONCOLLINS CENTER FOR THE ARTS 5746 COLLINS CENTER ORONO, ME 04469	NONE	PUBLIC	GENERAL OPERATING SUPPORT	10,000
THOMAS COLLEGE 180 WEST RIVER ROAD WATERTVILLE, ME 04901	NONE	PUBLIC	CONSTRUCTION OF SCHOOL OF BUSINESS AND FINANCIAL CENTER	100,000
UNITED STATES BIATHLON ASSOCIATION INC 49 PINELAND DRIVE SUITE 301 NEW GLOUCESTER, ME 04260	NONE	PUBLIC	TRAINING OF BIATHLETES TO REPRESENT THE UNITED STATES AT INTERNATIONAL COMPETITIONS	100,000
WOODFORDS FAMILY SERVICES PO BOX 1768 PORTLAND, ME 04112	NONE	PUBLIC	SERVICES FOR CHILDREN WITH DEVELOPMENTAL DISABILITIES	1,000
WORLD AFFAIRS COUNCIL OF MAINE 716 STEVENS AVENUE PORTLAND, ME 04103	NONE	PUBLIC	GENERAL OPERATING SUPPORT	1,000
Total  3a				7,755,769

TY 2012 Accounting Fees Schedule

Name: LIBRA FOUNDATION

EIN: 04-6626994

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,530	3,171		1,359

**TY 2012 All Other Program
Related Investments Schedule****Name:** LIBRA FOUNDATION**EIN:** 04-6626994

Category	Amount
CAPITAL CONTRIBUTIONS MADE TO BLACK MOUNTAIN FOR BUSINESS EXPANSION PURPOSES TO PROVIDE THE OPPORTUNITY TO OFFER MORE JOBS IN THE COMMUNITY.	155,000

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

TY 2012 Depreciation Schedule

Name: LIBRA FOUNDATION
EIN: 04-6626994

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FURNITURE	1998-04-13	15,100	15,100	SL	7 000000000000	0	0		
DESK LAMP	1998-04-24	240	240	SL	7 000000000000	0	0		
FAX MACHINE	1998-04-30	1,245	1,245	SL	5 000000000000	0	0		
PLANTS AND CONTAINERS	1998-05-04	642	642	SL	7 000000000000	0	0		
PAINTINGS	1998-05-05	3,016	3,016	SL	7 000000000000	0	0		
PAINTINGS	1998-05-06	530	530	SL	7 000000000000	0	0		
PHOTOS AND FRAMING	1998-06-01	2,019	2,019	SL	7 000000000000	0	0		
RECEPTION AREA LAMPS	1998-06-09	389	389	SL	7 000000000000	0	0		
NOYCE PORTRAIT	1998-06-09	645	645	SL	7 000000000000	0	0		
TELEPHONE SYSTEM	1998-06-09	3,804	3,804	SL	5 000000000000	0	0		
RECEPTION AREA FURNITURE	1998-06-09	12,495	12,495	SL	7 000000000000	0	0		
TRUSTEE PHOTOGRAPHS	1998-06-15	1,200	1,200	SL	7 000000000000	0	0		
CONFERENCE TABLE GLASS	1998-07-10	359	359	SL	7 000000000000	0	0		
PHOTOGRAPHS	1998-07-17	3,780	3,780	SL	7 000000000000	0	0		
CARPET	1998-09-11	3,000	3,000	SL	7 000000000000	0	0		
PHOTOGRAPHS	1998-09-24	2,460	2,460	SL	7 000000000000	0	0		
PAINTING - HEADLAND MIST	1998-10-29	4,584	4,584	SL	7 000000000000	0	0		
PHOTOGRAPH - PPM	1998-12-18	257	257	SL	7 000000000000	0	0		
OFFICE CHAIR	1998-05-12	318	318	SL	7 000000000000	0	0		
TYPEWRITER	1998-04-24	670	670	SL	7 000000000000	0	0		
PORTRAIT AND PICTURES	1999-01-14	483	483	SL	7 000000000000	0	0		
PERSIAN RUG	1999-03-19	5,175	5,175	SL	7 000000000000	0	0		
CABOT HOUSE FURNITURE	1999-07-01	6,694	6,694	SL	7 000000000000	0	0		
SAILING DAY PAINTING	1999-04-23	1,036	1,036	SL	7 000000000000	0	0		
SIGN	1999-04-28	839	839	SL	7 000000000000	0	0		
DISHWASHER	1999-05-14	1,175	1,175	SL	7 000000000000	0	0		
LAMP	1999-05-20	239	239	SL	7 000000000000	0	0		
RECEPTIONIST CHAIR	1999-06-01	274	274	SL	7 000000000000	0	0		
PORTRAIT FOR RECEPTION AREA	1999-06-02	881	881	SL	7 000000000000	0	0		
2 OIL PAINTINGS 3 MOUNTAIN TRAIL	1999-09-21	600	600	SL	7 000000000000	0	0		

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
DICTIONARY AND STAND	1999-09-30	121	121	SL	7 0000000000000	0	0		
TV AND STAND	2000-01-06	500	500	SL	7 0000000000000	0	0		
TELEPHONE	2000-02-14	426	426	SL	7 0000000000000	0	0		
OWW OFFICE CHAIR	2000-02-15	558	558	SL	7 0000000000000	0	0		
POLYCOM SPEAKER PHONE	2000-04-05	819	819	SL	7 0000000000000	0	0		
BATTERY PACKS (4)	2000-06-14	418	418	SL	5 0000000000000	0	0		
HARVARD CHAIR	2000-09-21	500	500	SL	7 0000000000000	0	0		
SCANNER	2000-10-24	380	380	SL	5 0000000000000	0	0		
OFFICE CHAIR	2001-03-19	1,213	1,213	SL	7 0000000000000	0	0		
OFFICE CHAIR	2001-04-09	1,049	1,049	SL	7 0000000000000	0	0		
OFFICE CHAIRS	2001-04-09	400	400	SL	7 0000000000000	0	0		
CABINET FOR ADDITIONAL LINES	2001-04-27	990	990	SL	7 0000000000000	0	0		
VACUUM CLEANER	2001-10-15	398	398	SL	5 0000000000000	0	0		
NEW PHONES (2)	2001-11-29	608	608	SL	7 0000000000000	0	0		
FURNITURE	2001-08-14	1,400	1,400	SL	7 0000000000000	0	0		
FURNITURE - CONFERENCE TABLE	2001-12-10	40,936	40,936	SL	7 0000000000000	0	0		
FURNITURE	2001-09-07	10,448	10,448	SL	7 0000000000000	0	0		
PRINTER - ANNIE	2002-04-23	315	315	SL	7 0000000000000	0	0		
GLASS TOP FOR CONFERENCE	2002-02-03	2,222	2,222	SL	7 0000000000000	0	0		
FILING CABINET	2002-10-07	597	597	SL	7 0000000000000	0	0		
CHAIRS	2002-12-20	3,169	3,169	SL	7 0000000000000	0	0		
PAINTINGS	2003-01-13	2,657	2,657	SL	5 0000000000000	0	0		
PRINTER HP 8150N	2003-03-31	3,230	3,230	SL	5 0000000000000	0	0		
FILING CABINET	2003-05-06	639	639	SL	7 0000000000000	0	0		
CHAIR	2003-07-17	121	121	SL	7 0000000000000	0	0		
PAPER CUTTER	2003-10-15	199	199	SL	7 0000000000000	0	0		
OFFICE CHAIR - RECEPTION	2003-10-15	178	178	SL	7 0000000000000	0	0		
DESK MICHELSON	2003-11-06	2,515	2,515	SL	7 0000000000000	0	0		
PAINTING RESTORATION	2004-03-16	1,800	1,800	SL	7 0000000000000	0	0		
DESK - BIATHLON	2005-02-01	777	768	SL	7 0000000000000	9	0		

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
CREDENZA - BIATHLON	2005-02-01	724	715	SL	7 0000000000000	9	0		
CREDENZA - BIATHLON	2005-02-01	724	715	SL	7 0000000000000	9	0		
PICTURE FRAME - OWW	2005-02-14	375	371	SL	7 0000000000000	4	0		
CHAIRS (2) LIBRA OFFICE	2005-02-05	219	217	SL	7 0000000000000	2	0		
SIDE CHAIRS (4)	2005-03-09	1,548	1,511	SL	7 0000000000000	37	0		
FILING CABINETS (2)	2005-05-26	1,512	1,440	SL	7 0000000000000	72	0		
COMPUTER WITH FLAT SCREEN MONITOR	2005-12-01	3,020	3,020	SL	5 0000000000000	0	0		
FLAT SCREEN MONITORS (4)	2005-12-01	1,372	1,372	SL	5 0000000000000	0	0		
COMPUTER WITH FLAT SCREEN MONITOR	2005-12-01	1,286	1,286	SL	5 0000000000000	0	0		
JOHN ANGEL PAINTING	2006-01-09	1,147	984	SL	7 0000000000000	163	0		
NICHOLAS FEDEROVSKI PAINTING	2006-01-09	1,147	983	SL	7 0000000000000	164	0		
DIGITAL CAMERA	2006-05-11	816	816	SL	5 0000000000000	0	0		
COMPUTER SET UP - ERIK	2008-08-14	774	522	SL	5 0000000000000	129	0		
NEW RICIO 4500 COPIER	2008-11-20	9,885	4,413	SL	7 0000000000000	1,412	0		
SERVER	2009-10-21	10,481	4,629	SL	5 0000000000000	2,096	0		
COMPUTER TOWERS AND INSTALLATION (4)	2009-12-15	6,036	2,464	SL	5 0000000000000	1,207	0		
COMPUTER - OWEN	2010-01-14	889	355	SL	5 0000000000000	178	0		
COMPUTER - BRYAN	2012-05-18	734		SL	5 0000000000000	99	0		
NEW FIREWALL	2012-05-29	2,432		SL	5 0000000000000	284	0		
COMPUTER - ERIK	2012-10-18	682		SL	5 0000000000000	23	0		
LEASEHOLD IMPROVEMENTS	1998-06-09	19,090	6,626	SL	39 0000000000000	489	0		
VEHICLE - OWEN	2009-12-21	50,231	8,069	SL	5 0000000000000	1,775	0		
VEHICLE - OWEN REPAIRS	2012-07-13	3,042		SL	5 0000000000000	0	0		
VEHICLE - OWEN	2012-08-29	81,069		SL	5 0000000000000	3,160	0		
VEHICLE - BLACK UTILITY	2006-05-23	27,452	16,935	SL	5 0000000000000	1,775	0		
VEHICLE - BLACK UTILITY	2006-05-23	31,052	16,935	SL	5 0000000000000	1,775	0		
VEHICLE - JIM	2008-08-22	26,395	11,405	SL	5 0000000000000	1,775	0		
VEHICLE - ERIK	2008-08-22	26,159	11,387	SL	5 0000000000000	1,775	0		
VEHICLE - JERE	2011-05-31	45,361	3,060	SL	5 0000000000000	4,900	0		
VEHICLE - CRAIG	2011-05-31	45,361	3,060	SL	5 0000000000000	4,900	0		

**TY 2012 Investments Corporate
Bonds Schedule**

Name: LIBRA FOUNDATION

EIN: 04-6626994

Name of Bond	End of Year Book Value	End of Year Fair Market Value
VARIOUS CORPORATE BONDS	3,360,803	3,360,803

**TY 2012 Investments Corporate
Stock Schedule**

Name: LIBRA FOUNDATION
EIN: 04-6626994

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VARIOUS CORPORATE STOCKS	27,621,921	27,621,921

**TY 2012 Investments Government
Obligations Schedule****Name:** LIBRA FOUNDATION**EIN:** 04-6626994**US Government Securities - End of
Year Book Value:**

8,278,981

**US Government Securities - End of
Year Fair Market Value:**

8,278,981

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2012 Investments - Other Schedule

Name: LIBRA FOUNDATION

EIN: 04-6626994

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OCTOBER CORPORATION--TITLE HOLDING COMPANY	AT COST	81,857,776	35,291,704

TY 2012 Land, Etc. Schedule

Name: LIBRA FOUNDATION
EIN: 04-6626994

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE	15,100	15,100	0	
DESK LAMP	240	240	0	
FAX MACHINE	1,245	1,245	0	
PLANTS AND CONTAINERS	642	642	0	
PAINTINGS	3,016	3,016	0	
PAINTINGS	530	530	0	
PHOTOS AND FRAMING	2,019	2,019	0	
RECEPTION AREA LAMPS	389	389	0	
NOYCE PORTRAIT	645	645	0	
TELEPHONE SYSTEM	3,804	3,804	0	
RECEPTION AREA FURNITURE	12,495	12,495	0	
TRUSTEE PHOTOGRAPHS	1,200	1,200	0	
CONFERENCE TABLE GLASS	359	359	0	
PHOTOGRAPHS	3,780	3,780	0	
CARPET	3,000	3,000	0	
PHOTOGRAPHS	2,460	2,460	0	
PAINTING - HEADLAND MIST	4,584	4,584	0	
PHOTOGRAPH - PPM	257	257	0	
OFFICE CHAIR	318	318	0	
TYPEWRITER	670	670	0	
PORTRAIT AND PICTURES	483	483	0	
PERSIAN RUG	5,175	5,175	0	
CABOT HOUSE FURNITURE	6,694	6,694	0	
SAILING DAY PAINTING	1,036	1,036	0	
SIGN	839	839	0	
DISHWASHER	1,175	1,175	0	
LAMP	239	239	0	
RECEPTIONIST CHAIR	274	274	0	
PORTRAIT FOR RECEPTION AREA	881	881	0	
2 OIL PAINTINGS 3 MOUNTAIN TRAIL	600	600	0	

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
DICTIONARY AND STAND	121	121	0	
TV AND STAND	500	500	0	
TELEPHONE	426	426	0	
OWW OFFICE CHAIR	558	558	0	
POLYCOM SPEAKER PHONE	819	819	0	
BATTERY PACKS (4)	418	418	0	
HARVARD CHAIR	500	500	0	
SCANNER	380	380	0	
OFFICE CHAIR	1,213	1,213	0	
OFFICE CHAIR	1,049	1,049	0	
OFFICE CHAIRS	400	400	0	
CABINET FOR ADDITIONAL LINES	990	990	0	
VACUUM CLEANER	398	398	0	
NEW PHONES (2)	608	608	0	
FURNITURE	1,400	1,400	0	
FURNITURE - CONFERENCE TABLE	40,936	40,936	0	
FURNITURE	10,448	10,448	0	
PRINTER - ANNIE	315	315	0	
GLASS TOP FOR CONFERENCE	2,222	2,222	0	
FILING CABINET	597	597	0	
CHAIRS	3,169	3,169	0	
PAINTINGS	2,657	2,657	0	
PRINTER HP 8150N	3,230	3,230	0	
FILING CABINET	639	639	0	
CHAIR	121	121	0	
PAPER CUTTER	199	199	0	
OFFICE CHAIR - RECEPTION	178	178	0	
DESK MICHELSON	2,515	2,515	0	
PAINTING RESTORATION	1,800	1,800	0	
DESK - BIATHLON	777	777	0	

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
CREDENZA - BIATHLON	724	724	0	
CREDENZA - BIATHLON	724	724	0	
PICTURE FRAME - OWW	375	375	0	
CHAIRS (2) LIBRA OFFICE	219	219	0	
SIDE CHAIRS (4)	1,548	1,548	0	
FILING CABINETS (2)	1,512	1,512	0	
COMPUTER WITH FLAT SCREEN MONITOR	3,020	3,020	0	
FLAT SCREEN MONITORS (4)	1,372	1,372	0	
COMPUTER WITH FLAT SCREEN MONITOR	1,286	1,286	0	
JOHN ANGEL PAINTING	1,147	1,147	0	
NICHOLAS FEDEROVSKI PAINTING	1,147	1,147	0	
DIGITAL CAMERA	816	816	0	
NEW RICIO 4500 COPIER	9,885	5,825	4,060	
SERVER	10,481	6,725	3,756	
COMPUTER TOWERS AND INSTALLATION (4)	6,036	3,671	2,365	
COMPUTER - OWEN	889	533	356	
COMPUTER - BRYAN	734	99	635	
NEW FIREWALL	2,432	284	2,148	
COMPUTER - ERIK	682	23	659	
LEASEHOLD IMPROVEMENTS	19,090	7,115	11,975	
VEHICLE - OWEN	81,069	3,160	77,909	
VEHICLE - BLACK UTILITY	27,452	18,710	8,742	
VEHICLE - BLACK UTILITY	31,052	18,710	12,342	
VEHICLE - JIM	26,395	13,180	13,215	
VEHICLE - ERIK	26,159	13,162	12,997	
VEHICLE - JERE	45,361	7,960	37,401	
VEHICLE - CRAIG	45,361	7,960	37,401	

TY 2012 Legal Fees Schedule

Name: LIBRA FOUNDATION

EIN: 04-6626994

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	3,897	3,117		779

TY 2012 Other Assets Schedule

Name: LIBRA FOUNDATION

EIN: 04-6626994

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INVESTMENT - PFNM, INC	1,815,000	2,165,000	2,165,000
CAPITALIZED LEGAL FEES - PFNM, INC	76,996	76,996	76,996
ACCRUED DIVIDENDS RECEIVABLE - PFNM, INC	267,370	384,970	384,970
PREPAID EXCISE TAXES	50,340	41,750	41,750
INVESTMENT - BIG ROCK	613,000	913,000	913,000
INVESTMENT - BLACK MOUNTAIN	180,000	235,000	235,000
INVESTMENT - PFPC, INC	510,000	510,000	510,000
NOTE RECEIVABLE - PFPC, INC	13,762,309	13,173,609	13,173,609
CAPITALIZED LEGAL FEES - PFPC, INC	137,579	137,579	137,579
ACCRUED DIVIDENDS RECEIVABLE - PFPC, INC	46,667	81,667	81,667
OTHER ASSET	928	1,970	1,970
INVESTMENT - BIG ROCK RESERVE	-613,000	-913,000	-913,000
INVESTMENT - BLACK MOUNTAIN RESERVE	-180,000	-235,000	-235,000
BRIDGE LOAN - PFNM, INC	0	603,617	603,617

TY 2012 Other Expenses Schedule**Name:** LIBRA FOUNDATION**EIN:** 04-6626994

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES AND SUBSCRIPTIONS	13,400	9,380		4,020
SUPPLIES	10,092	3,028		9,850
INSURANCE	26,989	8,097		20,123
POSTAGE	3,885	0		3,885
PAYROLL FEES	1,347	482		865
REPAIRS AND MAINTENANCE	31,657	9,497		22,160
TELEPHONE	10,601	3,180		7,420
INTERNET AND CABLE	2,381	714		1,666
ADMINISTRATION	24,554	7,365		21,491
AUTOMOBILE EXPENSE	10,043	3,415		6,628
BANK SERVICE CHARGES	55	0		55
EQUIPMENT LEASE	1,434	430		1,004
BAD DEBT EXPENSE	355,000	0		0

TY 2012 Other Income Schedule**Name:** LIBRA FOUNDATION**EIN:** 04-6626994

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	40	40	40
PINELAND FARMS NATURAL MEATS, INC DIVIDENDS	117,600	117,600	117,600
PINELAND FARMS POTATO COMPANY, INC INTEREST	855,695	855,695	855,695
PINELAND FARMS POTATO COMPANY, INC DIVIDENDS	35,000	35,000	35,000
PINELAND FARMS NATURAL MEATS, INC INTEREST	21,651	21,651	21,651
NET EARNINGS OF TITLE-HOLDING CORPORATION	-2,763,914	-2,763,914	-2,763,914

TY 2012 Other Increases Schedule

Name: LIBRA FOUNDATION

EIN: 04-6626994

Description	Amount
CHANGE IN UNREALIZED GAINS ON INVESTMENTS	2,335,083

TY 2012 Other Liabilities Schedule

Name: LIBRA FOUNDATION

EIN: 04-6626994

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED EXCISE TAX LIABILITY	35,800	82,500

TY 2012 Other Professional Fees Schedule**Name:** LIBRA FOUNDATION**EIN:** 04-6626994

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	179,441	179,441		0
OTHER PROFESSIONAL FEES	10,443	10,443		0

TY 2012 Taxes Schedule**Name:** LIBRA FOUNDATION**EIN:** 04-6626994

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
USE TAX	10	0		0
PAYROLL TAXES	46,575	15,814		30,762
EXCISE TAXES	8,590	0		0
CHANGE IN DEFERRED EXCISE TAXES	46,700	0		0