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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052











2013

Open to Public Inspection


For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

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 or province, country, and ZIP or foreign postal 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"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 94,580,616		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(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	90	90		
	4 Dividends and interest from securities.	727,039	727,039		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	2,841,395			
	b Gross sales price for all assets on line 6a 95,684,950				
	7 Capital gain net income (from Part IV, line 2)		2,841,395		
	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)	-1,806,170	-1,806,170		
	12 Total. Add lines 1 through 11	1,762,354	1,762,354		
	13 Compensation of officers, directors, trustees, etc	645,809	274,630		367,370
	14 Other employee salaries and wages	129,883	32,685		97,315
	15 Pension plans, employee benefits	212,249	73,268		137,717
	16a Legal fees (attach schedule).	75,147	68,690		6,457
	b Accounting fees (attach schedule).	7,035	4,925		2,110
	c Other professional fees (attach schedule)	173,335	173,335		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	137,000	16,707		26,553
	19 Depreciation (attach schedule) and depletion	24,252	7,276		
	20 Occupancy	91,088	27,326		54,683
	21 Travel, conferences, and meetings	57,492	22,997		33,449
	22 Printing and publications				
	23 Other expenses (attach schedule).	129,277	42,094		81,762
	24 Total operating and administrative expenses. Add lines 13 through 23	1,682,567	743,933		807,416
	25 Contributions, gifts, grants paid	4,858,072			5,228,072
	26 Total expenses and disbursements. Add lines 24 and 25	6,540,639	743,933		6,035,488
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-4,778,285			
	b Net investment income (if negative, enter -0-)		1,018,421		
	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	1	Cash—non-interest-bearing	349,400	57,892	57,892
	2	Savings and temporary cash investments	1,388,810	5,917,352	5,917,352
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	26,771	12,611	12,611
	10a	Investments—U S and state government obligations (attach schedule)	8,278,981	 7,745,210	7,745,210
	b	Investments—corporate stock (attach schedule)	27,621,921	 28,279,501	28,279,501
	c	Investments—corporate bonds (attach schedule).	3,360,803	 4,762,778	4,762,778
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	81,857,776	 81,113,548	36,819,303
	14	Land, buildings, and equipment basis ▶ _____ 498,077 Less accumulated depreciation (attach schedule) ▶ _____ 296,368	225,961	 201,709	201,709
Liabilities	15	Other assets (describe ▶ _____)	 17,177,158	 10,784,260	 10,784,260
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	140,287,581	138,874,861	94,580,616
	17	Accounts payable and accrued expenses	96,089	101,655	
	18	Grants payable	750,000	380,000	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)	 82,500	 155,600	
	23	Total liabilities (add lines 17 through 22)	928,589	637,255	
		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	139,358,992	138,237,606	
	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			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	139,358,992	138,237,606	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	140,287,581	138,874,861	

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	139,358,992
2	Enter amount from Part I, line 27a	2	-4,778,285
3	Other increases not included in line 2 (itemize) ▶ 	3	3,656,899
4	Add lines 1, 2, and 3	4	138,237,606
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	138,237,606

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	VARIOUS SECURITIES - PEOPLES UNITED BANK	P		2013-12-31
b	VARIOUS SECURITIES - CAPITAL GUARDIAN	P		2013-12-31
c	VARIOUS SECURITIES - HARPSWELL CAPITAL ADVISORS	P		2013-12-31
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 7,038,637		7,038,637	0
b 83,651,617		80,811,009	2,840,608
c 4,994,696		4,993,909	787
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			0
b			2,840,608
c			787
d			
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	2,841,395
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))
2012	10,540,451	95,005,686	0 110945
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

2 Total of line 1, column (d).	2	0 676213
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 135243
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	89,461,581
5 Multiply line 4 by line 3.	5	12,099,053
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	10,184
7 Add lines 5 and 6.	7	12,109,237
8 Enter qualifying distributions from Part XII, line 4. 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	8	9,715,488

Part VI Excise 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	20,368
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	20,368
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	20,368
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	41,750
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	41,750
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	21,382
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 21,382 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
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"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	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? <i>If "No," attach explanation.</i>	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	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 2013, 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	Yes	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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 2013 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 2013.</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 2013?	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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.		<input checked="" type="checkbox"/>	
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?		<input type="checkbox"/> Yes	<input type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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
KATHI GIEDRIS	ADMINISTRATIVE	64,512	30,877	0
THREE CANAL PLAZA PO BOX 17516 PORTLAND,ME 04112	ASSIS 40 00			
JENNIFER COOK	ACCOUNTING	65,371	17,632	87
THREE CANAL PLAZA PO BOX 17516 PORTLAND,ME 04112	ASSISTANT 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	500,000
2 CAPITAL CONTRIBUTIONS MADE TO PINELAND FARMS POTATO COMPANY, INC. FOR BUSINESS EXPANSION PURPOSES TO PROVIDE THE OPPORTUNITY TO OFFER MORE JOBS IN THE COMMUNITY	3,180,000
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3	3,680,000

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	44,302,411
b	Average of monthly cash balances.	1b	203,647
c	Fair market value of all other assets (see instructions).	1c	46,317,882
d	Total (add lines 1a, b, and c).	1d	90,823,940
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	90,823,940
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,362,359
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	89,461,581
6	Minimum investment return. Enter 5% of line 5.	6	4,473,079

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	4,473,079
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	20,368
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	20,368
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	4,452,711
4	Recoveries of amounts treated as qualifying distributions.	4	10,087,053
5	Add lines 3 and 4.	5	14,539,764
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	14,539,764

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	6,035,488
b	Program-related investments—total from Part IX-B.	1b	3,680,000
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	9,715,488
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	9,715,488
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				14,539,764
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	8,601,054			
b From 2009.	6,186,317			
c From 2010.	3,093,503			
d From 2011.	3,810,057			
e From 2012.	5,298,757			
f Total of lines 3a through e.	26,989,688			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 9,715,488				
a Applied to 2012, 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 2013 distributable amount.				9,715,488
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	4,824,276			4,824,276
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	22,165,412			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions). . .	3,776,778			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	18,388,634			
10 Analysis of line 9				
a Excess from 2009. . . .	6,186,317			
b Excess from 2010. . . .	3,093,503			
c Excess from 2011. . . .	3,810,057			
d Excess from 2012. . . .	5,298,757			
e Excess from 2013. . . .				

Part XIV

1a

b

2a

b

c

d

e

3

a

b

c

Pa

1

a

b

2

a

■

•

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	5,228,072
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes	
1	2
3	4
5	6
7	8
9	10
11	12
13	14
15	16
17	18
19	20
21	22
23	24
25	26
27	28
29	30
31	32
33	34
35	36
37	38
39	40
41	42
43	44
45	46
47	48
49	50
51	52
53	54
55	56
57	58
59	60
61	62
63	64
65	66
67	68
69	70
71	72
73	74
75	76
77	78
79	80
81	82
83	84
85	86
87	88
89	90
91	92
93	94
95	96
97	98
99	100

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
----------	--

Form **990-PF** (2013)

Part XVII

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

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?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

2

Other assets.

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

2

Purchases of assets from a noncharitable exempt organization.

3

Rental of facilities, equipment, or other assets.

4

Reimbursement arrangements.

5

Loans or loan guarantees.

6

Performance of services or membership or fundraising solicitations.

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

		Yes	No
1a(1)	Yes		
1a(2)			No
1b(1)			No
1b(2)			No
1b(3)			No
1b(4)	Yes		
1b(5)			No
1b(6)			No
1c			No

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
1a(1)	909,085	OCTOBER CORPORATION	TRANSFERRED FUNDS TO PAY FOR THE PURCHASE OF REAL ESTATE AND FOR OPERATIONS
1b(4)	585,000	OCTOBER CORPORATION	REIMBURSEMENT OF OPERATING FUNDS

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.

2014-05-13

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒

Yes

☐

No

Paid Preparer Use Only

Print/Type preparer's name

KIRK PURVIS

Preparer's Signature

Date

2014-05-07

Check if self-employed

☐

PTIN

P00439837

Firm's name

DAWSON SMITH PURVIS & BASSETT PA

Firm's EIN

01-0459941

Firm's address

15 CASCO STREET PORTLAND, ME 041012902

Phone no

(207) 874-0355

Form 990-PF (2013)


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	35,169	37,428	6,979
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	251,493	52,426	2,824
THREE CANAL PLAZA PO BOX 17516 PORTLAND, ME 04112				
JERE G MICHELSON	EXECUTIVE VICE PRESIDENT 50 00	243,420	50,091	3,292
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	115,727	34,031	3,324
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 Paid during the year				
ABBE MUSEUM 26 MOUNT DESERT STREET PO BOX 286 BAR HARBOR,ME 04069	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,000
BAGADUCE MUSIC LENDING LIBRARY PO BOX 829 5 MUSIC LIBRARY LANE BLUE HILL,ME 04614	NONE	PUBLIC	REPLACE INTERIOR AND EXTERIOR STAIRS	10,000
BANGOR PUBLIC LIBRARY 145 HARLOW STREET BANGOR,ME 04401	NONE	PUBLIC	BUILDING UPGRADES	5,000
BANGOR SYMPHONY ORCHESTRA PO BOX 1441 BANGOR,ME 044021441	NONE	PUBLIC	GENERAL OPERATING SUPPORT	4,000
BAY CHAMBER CONCERTS 18 CENTRAL STREET PO BOX 599 ROCKPORT,ME 04856	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,000
CHILD AND FAMILY OPPORTUNITIES INC 18 AVERY LANE PO BOX 648 ELLSWORTH,ME 04605	NONE	PUBLIC	GENERAL OPERATING SUPPORT	10,000
CHILDRENS MUSEUM & THEATRE OF MAINE 142 FREE STREET PO BOX 4041 PORTLAND,ME 04101	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,000
FAMILY PLANNING ASSOCIATION OF MAINE PO BOX 587 AUGUSTA,ME 043320587	NONE	PUBLIC	ESTABLISH TELEMEDICINE CAPABILITIES	10,000
FARNSWORTH ART MUSEUM 16 MUSEUM STREET ROCKLAND,ME 04841	NONE	PUBLIC	GENERAL OPERATING SUPPORT	10,000
FOUNDATION FOR MAINE'S COMMUNITY COLLEGES 54 LIGHTHOUSE CIRCLE SOUTH PORTLAND,ME 04106	NONE	PUBLIC	CAMPAIGN FOR MAINE'S COMMUNITY COLLEGES	100,000
FRIENDS OF LITHGOW LIBRARY INC PO BOX 2456 AUGUSTA,ME 043302456	NONE	PUBLIC	RENOVATION AND EXPANSION	10,000
FRIENDS OF ST LAWRENCE CHURCH 76 CONGRESS STREET PORTLAND,ME 04101	NONE	PUBLIC	NEW PERFORMANCE HALL	7,500
GOOD SHEPHERD FOOD-BANK 3121 HOTEL ROAD PO BOX 1807 AUBURN,ME 042111807	NONE	PUBLIC	GENERAL OPERATING SUPPORT	4,000
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	LEVERAGE MAINE'S OCEAN AND SCIENCE LITERACY ASSETS	100,000
Total  3a				5,228,072


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				
HOME INC PO BOX 10 ORLAND,ME 04472	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,000
HEAR ME NOW INC PO BOX 896 PORTLAND,ME 04104	NONE	PUBLIC	TELE INTERVENTION ACCESS PROJECT	5,000
ISLAND INSTITUTE 386 MAIN STREET 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
LA HEARING CENTER DBA SANDCASTLE PRESCHOOL PROGRAM FOUNDATION 72 STRAWBERRY AVENUE LEWISTON,ME 04240	NONE	PUBLIC	EXPAND DIAGNOSTIC TEST BATTERY	5,000
LIBRA FUTURE FUND PO BOX 17516 PORTLAND,ME 04112	NONE	PUBLIC	ASSIST EMERGING ENTREPRENEURS	53,394
MAINE ALLIANCE FOR ARTS & EDUCATION PO BOX 872 AUGUSTA,ME 04332	NONE	PUBLIC	CHORUS PROGRAMMING FOR AT-RISK CHILDREN	2,000
MAINE ASSOCIATION OF NONPROFITS 565 CONGRESS STREET PORTLAND,ME 04101	NONE	PUBLIC	NONPROFIT CAPACITY BUILDING PROGRAMS IN MAINE	5,000
MAINE CENTER FOR GRIEVING CHILDREN MAINEHEALTH 110 FREE STREET PORTLAND,ME 04101	NONE	PUBLIC	PAUL GRAY MEMORIAL GOLF TOURNAMENT	100
MAINE DISCOVERY MUSEUM 74 MAIN STREET BANGOR,ME 04401	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,000
MAINE FARMLAND TRUST 97 MAIN STREET BELFAST,ME 04915	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,000
MAINE HISTORICAL SOCIETY 489 CONGRESS STREET PORTLAND,ME 041013498	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,000
MAINE HISTORICAL SOCIETY AND PORTLAND PUBLIC LIBRARY 489 CONGRESS STREET PORTLAND,ME 04101	NONE	PUBLIC	STATE-OF-THE-ART COLLECTIONS MANAGEMENT FACILITY	50,000
MAINE MARITIME ACADEMY 54 PLEASANT STREET CASTINE,ME 04420	NONE	PUBLIC	ABS CENTER FOR ENGINEERING AND APPLIED RESEARCH	100,000
MAINE MARITIME MUSEUM 243 WASHINGTON STREET BATH,ME 04530	NONE	PUBLIC	GENERAL OPERATING SUPPORT	4,000
Total  3a				5,228,072

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 MEDICAL CENTER 22 BRAMHALL STREET PORTLAND,ME 04101	NONE	PUBLIC	MMC/TUFTS MEDICAL SCHOOL PROGRAM	50,000
MAINE PUBLIC BROADCASTING NETWORK 1450 LISBON STREET LEWISTON,ME 042403595	NONE	PUBLIC	GENERAL OPERATING SUPPORT	10,000
MAINE STATE MUSEUM 83 STATE HOUSE STATION AUGUSTA,ME 043330083	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	1,374,606
MAINEHEALTH 110 FREE STREET PORTLAND,ME 041013908	NONE	PUBLIC	RAISING READERS PROGRAM	1,069,238
MONHEGAN HISTORICAL & CULTURAL MUSEUM ASSOCIATION 1410 EAST AVENUE ROCHESTER,NY 14610	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,000
NORTH YARMOUTH ACADEMY 148 MAIN STREET YARMOUTH,ME 04096	NONE	PUBLIC	CELEBRATE THE SCHOOL'S BICENTENNIAL, RENOVATE SAFFORD CENTER	10,000
OGUNQUIT MUSEUM OF AMERICAN ART 543 SHORE ROAD PO BOX 815 OGUNQUIT,ME 03907	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,500
OGUNQUIT PLAYHOUSE PO BOX 915 OGUNQUIT,ME 03907	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,500
PENOBSCOT MARINE MUSEUM 5 CHURCH STREET PO BOX 498 SEARSPORT,ME 049740498	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,000
PENOBSCOT THEATRE COMPANY 115 MAIN STREET 4TH FLOOR BANGOR,ME 04401	NONE	PUBLIC	EDUCATIONAL PROGRAMS	1,000
PEREGRINE CORPORATION DBA STRIVE 28 FODEN ROAD SOUTH PORTLAND,ME 04106	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,000
PINE TREE SOCIETY FOR HANDICAPPED CHILDREN AND ADULTS INC 149 FRONT STREET BATH,ME 04530	NONE	PUBLIC	CONSTRUCTION OF NEW CAMPER CABINS	5,000
PINELAND FARMS INC 32 FARM VIEW DRIVE NEW GLOUCESTER,ME 04260	NONE	PUBLIC	DEVELOP, OPERATE AND STAFF PINELAND FARMS, INC FOR AGRICULTURAL PROMOTION, EDUCATION AND RESEARCH IN MAINE	1,900,000
Total  3a				5,228,072

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>				
PORTLAND BALLET 517 FOREST AVENUE SUITE 2 PORTLAND, ME 04101	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,000
PORTLAND MUSEUM OF ART SEVEN CONGRESS SQUARE PORTLAND, ME 04101	NONE	PUBLIC	WINSLOW HOMER STUDIO CAMPAIGN	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 04104	NONE	PUBLIC	GENERAL OPERATING SUPPORT	10,000
PORTLAND SYMPHONY ORCHESTRA 50 MONUMENT SQUARE 2ND FLOOR PO BOX 3573 PORTLAND, ME 04104	NONE	PUBLIC	GENERAL OPERATING SUPPORT	20,000
SOUTHERN MAINE AGENCY ON AGING 136 US ROUTE ONE SCARBOROUGH, ME 04074	NONE	PUBLIC	ADULT DAY CENTERS	50,000
SUSTAINABILITY LAB THE 60 OAKLAND AVENUE YARMOUTH, ME 04096	NONE	PUBLIC	SUPPORT THE GROWTH OF YOUNG SOCIAL ENTREPRENEURS	5,000
THE BARBARA BUSH FOUNDATION FOR FAMILY LITERACY PO BOX 131614 HOUSTON, TX 772191614	NONE	PUBLIC	FAMILY READING LITERACY IN MAINE	50,000
THE UNIVERSITY OF MAINE FOUNDATIONCOLLINS CENTER FOR THE ARTS 5746 COLLINS CENTER FOR THE ARTS ORONO, ME 044695746	NONE	PUBLIC	GENERAL OPERATING SUPPORT	10,000
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
UNITED STATES BIATHLON ASSOCIATION INC 49 PINELAND DRIVE SUITE 301 NEW GLOUCESTER, ME 04260	NONE	PUBLIC	GENERAL OPERATING SUPPORT	4,000
UNIVERSITY OF MAINE HUMANITIES CENTER HERITAGE HOUSE 101 COLLEGE AVENUE ORONO, ME 04473	NONE	PUBLIC	SUPPORT HUMANITIES INITIATIVE	734
Total  3a				5,228,072

Form **4562**
Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2013

Attachment
Sequence No **179**

Name(s) shown on return
LIBRA FOUNDATION

Business or activity to which this form relates
FORM 990-PF PAGE 1

Identifying number

04-6626994

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
7	Listed property Enter the amount from line 29	7		
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9	Tentative deduction Enter the smaller of line 5 or line 8	9		
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10		
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13	Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12	13		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	6,152

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions.)

21	Listed property Enter amount from line 28	21	18,100
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	24,252
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No						24b If "Yes," is the evidence written? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost
25Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							25	
26 Property used more than 50% in a qualified business use								
See Additional Data Table		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28	18,100	
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
31 Total commuting miles driven during the year												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2013 tax year (see instructions)					
43 Amortization of costs that began before your 2013 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	

Additional Data

Software ID:
Software Version:
EIN: 04-6626994
Name: LIBRA FOUNDATION

Form 4562, Part V, Line 26, Property used more than 50% in a qualified business use

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost
VEHICLE - OWEN	2012-08-29	100 000 %	81,069	81,069	5 0	S/L-HY	5,100	
VEHICLE - BLACK UTIL	2006-05-23	100 000 %	27,452	27,452	5 0	S/L-HY	1,775	
VEHICLE - BLACK UTIL	2006-05-23	100 000 %	31,052	31,052	5 0	S/L-HY	1,775	
VEHICLE - JIM	2008-08-22	100 000 %	26,395	26,395	5 0	S/L-HY	1,775	
VEHICLE - ERIK	2008-08-22	100 000 %	26,159	26,159	5 0	S/L-HY	1,775	
VEHICLE - JERE	2011-05-31	100 000 %	45,361	45,361	5 0	S/L-HY	2,950	
VEHICLE - CRAIG	2011-05-31	100 000 %	45,361	45,361	5 0	S/L-HY	2,950	

TY 2013 Accounting Fees Schedule

Name: LIBRA FOUNDATION

EIN: 04-6626994

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	7,035	4,925		2,110

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

TY 2013 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		
DICTIONARY AND STAND	1999-09-30	121	121	SL	7 000000000000	0	0		
TV AND STAND	2000-01-06	500	500	SL	7 000000000000	0	0		
TELEPHONE	2000-02-14	426	426	SL	7 000000000000	0	0		
OWW OFFICE CHAIR	2000-02-15	558	558	SL	7 000000000000	0	0		
POLYCOM SPEAKER PHONE	2000-04-05	819	819	SL	7 000000000000	0	0		
BATTERY PACKS (4)	2000-06-14	418	418	SL	5 000000000000	0	0		
HARVARD CHAIR	2000-09-21	500	500	SL	7 000000000000	0	0		
SCANNER	2000-10-24	380	380	SL	5 000000000000	0	0		
OFFICE CHAIR	2001-03-19	1,213	1,213	SL	7 000000000000	0	0		
OFFICE CHAIR	2001-04-09	1,049	1,049	SL	7 000000000000	0	0		
OFFICE CHAIRS	2001-04-09	400	400	SL	7 000000000000	0	0		
CABINET FOR ADDITIONAL LINES	2001-04-27	990	990	SL	7 000000000000	0	0		
VACUUM CLEANER	2001-10-15	398	398	SL	5 000000000000	0	0		
NEW PHONES (2)	2001-11-29	608	608	SL	7 000000000000	0	0		
FURNITURE	2001-08-14	1,400	1,400	SL	7 000000000000	0	0		
FURNITURE - CONFERENCE TABLE	2001-12-10	40,936	40,936	SL	7 000000000000	0	0		
FURNITURE	2001-09-07	10,448	10,448	SL	7 000000000000	0	0		
PRINTER - ANNIE	2002-04-23	315	315	SL	7 000000000000	0	0		
GLASS TOP FOR CONFERENCE	2002-02-03	2,222	2,222	SL	7 000000000000	0	0		
FILING CABINET	2002-10-07	597	597	SL	7 000000000000	0	0		
CHAIRS	2002-12-20	3,169	3,169	SL	7 000000000000	0	0		
PAINTINGS	2003-01-13	2,657	2,657	SL	5 000000000000	0	0		
PRINTER HP 8150N	2003-03-31	3,230	3,230	SL	5 000000000000	0	0		
FILING CABINET	2003-05-06	639	639	SL	7 000000000000	0	0		
CHAIR	2003-07-17	121	121	SL	7 000000000000	0	0		
PAPER CUTTER	2003-10-15	199	199	SL	7 000000000000	0	0		
OFFICE CHAIR - RECEPTION	2003-10-15	178	178	SL	7 000000000000	0	0		
DESK MICHELSON	2003-11-06	2,515	2,515	SL	7 000000000000	0	0		
PAINTING RESTORATION	2004-03-16	1,800	1,800	SL	7 000000000000	0	0		
DESK - BIATHLON	2005-02-01	777	777	SL	7 000000000000	0	0		
CREDENZA - BIATHLON	2005-02-01	724	724	SL	7 000000000000	0	0		
CREDENZA - BIATHLON	2005-02-01	724	724	SL	7 000000000000	0	0		
PICTURE FRAME - OWW	2005-02-14	375	375	SL	7 000000000000	0	0		
CHAIRS (2) LIBRA OFFICE	2005-02-05	219	219	SL	7 000000000000	0	0		
SIDE CHAIRS (4)	2005-03-09	1,548	1,548	SL	7 000000000000	0	0		
FILING CABINETS (2)	2005-05-26	1,512	1,512	SL	7 000000000000	0	0		
COMPUTER WITH FLAT SCREEN MONITOR	2005-12-01	3,020	3,020	SL	5 000000000000	0	0		
FLAT SCREEN MONITORS (4)	2005-12-01	1,372	1,372	SL	5 000000000000	0	0		
COMPUTER WITH FLAT SCREEN MONITOR	2005-12-01	1,286	1,286	SL	5 000000000000	0	0		
JOHN ANGEL PAINTING	2006-01-09	1,147	1,147	SL	7 000000000000	0	0		
NICHOLAS FEDEROVSKI PAINTING	2006-01-09	1,147	1,147	SL	7 000000000000	0	0		
DIGITAL CAMERA	2006-05-11	816	816	SL	5 000000000000	0	0		
NEW RICIO 4500 COPIER	2008-11-20	9,885	5,825	SL	7 000000000000	1,412	0		
SERVER	2009-10-21	10,481	6,725	SL	5 000000000000	2,096	0		
COMPUTER TOWERS AND INSTALLATION (4)	2009-12-15	6,036	3,671	SL	5 000000000000	1,207	0		
COMPUTER - OWEN	2010-01-14	889	533	SL	5 000000000000	178	0		
COMPUTER - BRYAN	2012-05-18	734	99	SL	5 000000000000	147	0		
NEW FIREWALL	2012-05-29	2,432	284	SL	5 000000000000	486	0		
COMPUTER - ERIK	2012-10-18	682	23	SL	5 000000000000	137	0		
LEASEHOLD IMPROVEMENTS	1998-06-09	19,090	7,115	SL	39 000000000000	489	0		
VEHICLE - OWEN	2012-08-29	81,069	3,160	SL	5 000000000000	5,100	0		
VEHICLE - BLACK UTILITY	2006-05-23	27,452	18,710	SL	5 000000000000	1,775	0		
VEHICLE - BLACK UTILITY	2006-05-23	31,052	18,710	SL	5 000000000000	1,775	0		
VEHICLE - JIM	2008-08-22	26,395	13,180	SL	5 000000000000	1,775	0		
VEHICLE - ERIK	2008-08-22	26,159	13,162	SL	5 000000000000	1,775	0		
VEHICLE - JERE	2011-05-31	45,361	7,960	SL	5 000000000000	2,950	0		
VEHICLE - CRAIG	2011-05-31	45,361	7,960	SL	5 000000000000	2,950	0		

**TY 2013 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	4,762,778	4,762,778

**TY 2013 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	28,279,501	28,279,501

TY 2013 Investments Government Obligations Schedule

Name: LIBRA FOUNDATION

EIN: 04-6626994

**US Government Securities - End of
Year Book Value:**

7,745,210

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

7,745,210

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

0

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

0

TY 2013 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	79,613,548	35,319,303
CUBE	AT COST	500,000	500,000
MARSHALL WACE	AT COST	500,000	500,000
OTTER CREEK	AT COST	500,000	500,000

TY 2013 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	
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	
PICTURE FRAME - OWW	375	375	0	
CHAIRS (2) LIBRA OFFICE	219	219	0	

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
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	7,237	2,648	
SERVER	10,481	8,821	1,660	
COMPUTER TOWERS AND INSTALLATION (4)	6,036	4,878	1,158	
COMPUTER - OWEN	889	711	178	
COMPUTER - BRYAN	734	246	488	
NEW FIREWALL	2,432	770	1,662	
COMPUTER - ERIK	682	160	522	
LEASEHOLD IMPROVEMENTS	19,090	7,604	11,486	
VEHICLE - OWEN	81,069	8,260	72,809	
VEHICLE - BLACK UTILITY	27,452	20,485	6,967	
VEHICLE - BLACK UTILITY	31,052	20,485	10,567	
VEHICLE - JIM	26,395	14,955	11,440	
VEHICLE - ERIK	26,159	14,937	11,222	
VEHICLE - JERE	45,361	10,910	34,451	
VEHICLE - CRAIG	45,361	10,910	34,451	

TY 2013 Legal Fees Schedule

Name: LIBRA FOUNDATION

EIN: 04-6626994

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	75,147	68,690		6,457

TY 2013 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	2,165,000	2,165,000	2,165,000
CAPITALIZED LEGAL FEES - PFNM, INC	76,996	76,996	76,996
ACCRUED DIVIDENDS RECEIVABLE - PFNM, INC	384,970	502,570	502,570
PREPAID EXCISE TAXES	41,750	21,382	21,382
INVESTMENT - BIG ROCK	913,000		
INVESTMENT - BLACK MOUNTAIN	235,000		
INVESTMENT - PFPC, INC	510,000	3,690,000	3,690,000
NOTE RECEIVABLE - PFPC, INC	13,173,609	2,927,512	2,927,512
CAPITALIZED LEGAL FEES - PFPC, INC	137,579	137,579	137,579
ACCRUED DIVIDENDS RECEIVABLE - PFPC, INC	81,667	156,517	156,517
OTHER ASSET	1,970	924	924
INVESTMENT - BIG ROCK RESERVE	-913,000		
INVESTMENT - BLACK MOUNTAIN RESERVE	-235,000		
BRIDGE LOAN - PFNM, INC	603,617	1,105,780	1,105,780

TY 2013 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	11,010	7,707		3,303
SUPPLIES	9,569	2,869		6,361
INSURANCE	27,838	8,352		19,902
POSTAGE	5,338	0		5,338
PAYROLL FEES	1,375	545		830
REPAIRS AND MAINTENANCE	29,482	8,845		20,637
TELEPHONE	9,032	2,710		6,322
INTERNET AND CABLE	2,313	694		1,619
ADMINISTRATION	21,271	6,381		9,392
AUTOMOBILE EXPENSE	9,421	3,203		6,218
EQUIPMENT LEASE	2,628	788		1,840

TY 2013 Other Income Schedule**Name:** LIBRA FOUNDATION**EIN:** 04-6626994

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	4,444	4,444	4,444
PINELAND FARMS NATURAL MEATS, INC DIVIDENDS	117,600	117,600	117,600
PINELAND FARMS POTATO COMPANY, INC INTEREST	430,123	430,123	430,123
PINELAND FARMS POTATO COMPANY, INC DIVIDENDS	164,850	164,850	164,850
PINELAND FARMS NATURAL MEATS, INC INTEREST	45,126	45,126	45,126
NET EARNINGS OF TITLE-HOLDING CORPORATION	-2,568,313	-2,568,313	-2,568,313

TY 2013 Other Increases Schedule

Name: LIBRA FOUNDATION

EIN: 04-6626994

Description	Amount
CHANGE IN UNREALIZED GAINS ON INVESTMENTS	3,656,899

TY 2013 Other Liabilities Schedule

Name: LIBRA FOUNDATION

EIN: 04-6626994

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED EXCISE TAX LIABILITY	82,500	155,600

TY 2013 Other Professional Fees Schedule

Name: LIBRA FOUNDATION

EIN: 04-6626994

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	173,335	173,335		0

TY 2013 Taxes Schedule**Name:** LIBRA FOUNDATION**EIN:** 04-6626994

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	43,532	16,707		26,553
EXCISE TAXES	20,368	0		0
CHANGE IN DEFERRED EXCISE TAXES	73,100	0		0