

LIBRA FOUNDATION
THREE CANAL PLAZA, P.O. BOX 17516
PORTLAND, ME 04112-8516

DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE CENTER
OGDEN, UT 84201-0027



For Informational Purposes Only

FORM 990-PF

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

For calendar year 2023 or tax year beginning

, and ending

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, P.O. BOX 17516	Room/suite	B Telephone number 207-879-6280
City or town, state or province, country, and ZIP or foreign postal code PORTLAND, ME 04112-8516		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) \$ 137,736,434.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)			N/A	
Revenue				
1 Contributions, gifts, grants, etc., received				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	21,505.	21,505.		STATEMENT 1
4 Dividends and interest from securities	597,473.	597,473.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	247,316.			
b Gross sales price for all assets on line 6a 44,363,305.				
7 Capital gain net income (from Part IV, line 2)		247,316.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss)				
11 Other income	1,205,792.	-1,209,780.		STATEMENT 3
12 Total. Add lines 1 through 11	-339,498.	-343,486.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	1,510,811.	662,365.		847,951.
14 Other employee salaries and wages	350,178.	65,031.		285,039.
15 Pension plans, employee benefits	414,160.	151,002.		249,945.
16a Legal fees STMT 4	365.	255.		110.
b Accounting fees STMT 5	25,075.	17,553.		7,522.
c Other professional fees STMT 6	164,853.	164,853.		0.
17 Interest				
18 Taxes STMT 7	156,615.	34,469.		61,030.
19 Depreciation and depletion	71,161.	21,348.		
20 Occupancy	141,215.	42,364.		97,522.
21 Travel, conferences, and meetings	38,475.	15,390.		23,715.
22 Printing and publications				
23 Other expenses STMT 8	168,937.	56,535.		112,381.
24 Total operating and administrative expenses. Add lines 13 through 23	3,041,845.	1,231,165.		1,685,215.
25 Contributions, gifts, grants paid	6,012,723.			6,062,723.
26 Total expenses and disbursements. Add lines 24 and 25	9,054,568.	1,231,165.		7,747,938.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-9,394,066.			
b Net investment income (if negative, enter -0-)		0.		
c Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	638,437.	393,356.	393,356.
	2 Savings and temporary cash investments	1,545,446.	1,251,065.	1,251,065.
	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			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	9,155.	9,134.	9,134.
	10a Investments - U.S. and state government obligations STMT 10	7,847,121.	6,443,181.	6,443,181.
	b Investments - corporate stock STMT 11	23,471,176.	21,026,219.	21,026,219.
	c Investments - corporate bonds STMT 12	3,617,182.	3,372,294.	3,372,294.
	11 Investments - land, buildings, and equipment: basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other STMT 13	91,422,714.	85,575,585.	53,288,476.	
14 Land, buildings, and equipment: basis 679,076.				
Less: accumulated depreciation STMT 14 339,417.	339,307.	339,659.	339,659.	
15 Other assets (describe STATEMENT 15)	46,103,213.	51,613,050.	51,613,050.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	174,993,751.	170,023,543.	137,736,434.	
Liabilities	17 Accounts payable and accrued expenses	183,841.	199,987.	
	18 Grants payable	200,000.	150,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe STATEMENT 16)	8,600.	69,700.	
	23 Total liabilities (add lines 17 through 22)	392,441.	419,687.	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here and complete lines 24, 25, 29, and 30. <input checked="" type="checkbox"/>			
	24 Net assets without donor restrictions	174,601,310.	169,603,856.	
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here and complete lines 26 through 30. <input type="checkbox"/>			
	26 Capital stock, trust principal, or current funds			
	27 Paid-in or capital surplus, or land, bldg., and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds			
29 Total net assets or fund balances	174,601,310.	169,603,856.		
30 Total liabilities and net assets/fund balances	174,993,751.	170,023,543.		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	174,601,310.
2 Enter amount from Part I, line 27a	2	-9,394,066.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 9	3	4,396,612.
4 Add lines 1, 2, and 3	4	169,603,856.
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 29	6	169,603,856.

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Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENT

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b				
c				
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				
b				
c				
d				
e	44,363,305.	44,186,564.	247,316.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e			247,316.	
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		247,316.
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			N/A

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)	1	0.
b	All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations, enter 4% (0.04) of Part I, line 12, col. (b)		
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	0.
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	0.
Credits/Payments:			
6a	2023 estimated tax payments and 2022 overpayment credited to 2023	6a	0.
6b	Exempt foreign organizations - tax withheld at source	6b	0.
6c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
6d	Backup withholding erroneously withheld	6d	0.
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2024 estimated tax Refunded	11	

Part VI-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ <u>0.</u> (2) On foundation managers. \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ <u>0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by <i>General Instruction T</i>		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part III, col. (c), and Part XIV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <u>ME</u>		
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 <i>General Instruction G</i> ? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2023 or the tax year beginning in 2023? See the instructions for Part XIII. If "Yes," complete Part XIII		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X
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		X
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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address <u>WWW.LIBRAFOUNDATION.ORG</u>		
14 The books are in care of <u>JERE G. MICHELSON</u> Telephone no. <u>207-879-6280</u> Located at <u>THREE CANAL PLAZA, P.O. BOX 17516, PORTLAND, ME</u> ZIP+4 <u>04112</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2023, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		

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

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

	Yes	No
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?		X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	X	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	X	
(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)?		X
(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.)		X
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 instructions		X
c Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>		
d Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2023?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2023, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2023? If "Yes," list the years _____, _____, _____		X
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	X	
b If "Yes," did it have excess business holdings in 2023 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2023.)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2023?		X

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

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

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

1 List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 17		1,510,811	307,175.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KATHI GIEDRIS - THREE CANAL PLAZA, P.O. BOX 17516, PORTLAND, ME 04112	ADMINISTRATIVE ASSISTANT 40.00	130,062.	42,463.	0.
JENNIFER COOK - THREE CANAL PLAZA, P.O. BOX 17516, PORTLAND, ME 04112	ACCOUNTING ASSISTANT 40.00	130,062.	41,558.	0.
MELISSA LEE - THREE CANAL PLAZA, P.O. BOX 17516, PORTLAND, ME 04112	ADMINISTRATIVE ASSISTANT 40.00	90,055.	22,963.	0.

Total number of other employees paid over \$50,000 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CAPITAL GUARDIAN - 333 S. HOPE STREET, 52ND FLOOR, LOS ANGELES, CA 90071	INVESTMENT ADVISORY SERVICES	82,902.
HARPSWELL CAPITAL ADVISORS - 41 CAMPUS DRIVE, SUITE 203, NEW GLOUCESTER, ME 04260	INVESTMENT ADVISORY SERVICES	65,554.
Total number of others receiving over \$50,000 for professional services		0

Part VIII-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part VIII-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 CAPITAL CONTRIBUTIONS MADE TO PINELAND FARMS DAIRY COMPANY, INC. FOR BUSINESS EXPANSION PURPOSES TO PROVIDE THE OPPORTUNITY TO OFFER MORE JOBS IN THE COMMUNITY.	2,000,000.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	2,000,000.

Part IX 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	37,886,817.
b	Average of monthly cash balances	1b	515,897.
c	Fair market value of all other assets (see instructions)	1c	101,600,730.
d	Total (add lines 1a, b, and c)	1d	140,003,444.
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	140,003,444.
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)	4	2,100,052.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3	5	137,903,392.
6	Minimum investment return. Enter 5% (0.05) of line 5	6	6,895,170.

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

1	Minimum investment return from Part IX, line 6	1	6,895,170.
2a	Tax on investment income for 2023 from Part V, line 5	2a	
2b	Income tax for 2023. (This does not include the tax from Part V.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,895,170.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,895,170.
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 XII, line 1	7	6,895,170.

Part XI 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	7,747,938.
b	Program-related investments - total from Part VIII-B	1b	2,000,000.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	154,644.
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 XII, line 4	4	9,902,582.

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Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2022	(c) 2022	(d) 2023
1 Distributable amount for 2023 from Part X, line 7				6,895,170.
2 Undistributed income, if any, as of the end of 2023:				
a Enter amount for 2022 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2023:				
a From 2018	12,669,576.			
b From 2019	4,569,232.			
c From 2020	3,252,806.			
d From 2021	2,315,736.			
e From 2022	3,186,776.			
f Total of lines 3a through e	25,994,126.			
4 Qualifying distributions for 2023 from Part XI, line 4: \$	9,902,582.			
a Applied to 2022, 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 2023 distributable amount				6,895,170.
e Remaining amount distributed out of corpus	3,007,412.			
5 Excess distributions carryover applied to 2023 (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:	29,001,538.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2022. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2023. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2024				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2018 not applied on line 5 or line 7	12,669,576.			
9 Excess distributions carryover to 2024. Subtract lines 7 and 8 from line 6a	16,331,962.			
10 Analysis of line 9:				
a Excess from 2019	4,569,232.			
b Excess from 2020	3,252,806.			
c Excess from 2021	2,315,736.			
d Excess from 2022	3,186,776.			
e Excess from 2023	3,007,412.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2023, enter the date of the ruling _____

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

	Tax year				(e) Total
	(a) 2023	(b) 2022	(c) 2021	(d) 2020	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed					
b 85% (0.85) of line 2a					
c Qualifying distributions from Part XI, line 4, for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part IX, line 6, for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**
 a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
NONE

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.
NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.
 a The name, address, and telephone number or email address of the person to whom applications should be addressed:

SEE STATEMENT 18

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

 c Any submission deadlines:

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

Part XIV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ABBE MUSEUM P.O. BOX 286 BAR HARBOR, ME 04609	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
AMERICAN RED CROSS OF MAINE 2401 CONGRESS STREET PORTLAND, ME 04102	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
AUTISM SOCIETY OF MAINE 72B MAIN STREET WINTHROP, ME 04364	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
BANGOR SYMPHONY ORCHESTRA P.O. BOX 1441 BANGOR, ME 04402-1441	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
BAY CHAMBER CONCERTS P.O. BOX 599 ROCKPORT, ME 04856	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
Total SEE CONTINUATION SHEET(S)				3a 6,062,723.
b Approved for future payment				
NONE				
Total				3b 0.

For Informational Purposes Only

Part XVI Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

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

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
B6	0.	AUGUST CORPORATION	SEE STATEMENT 20
A1	675,000.	AUGUST CORPORATION	
B6	0.	OCTOBER CORPORATION	
A1	1,306,329.	OCTOBER CORPORATION	
B4	200,000.	OCTOBER CORPORATION	
B4	575,000.	AUGUST CORPORATION	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3) or in section 527)? Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
OCTOBER CORPORATION	501(C)(2)	SEE STATEMENT 21
AUGUST CORPORATION	501(C)(2)	

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) is based on all information of which preparer has any knowledge.

Sign Here: Julie H | 5-13-24 | CFO | PRESIDENT, COO, CFO

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	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	KIRK PURVIS		05/10/24		P00439837
	Firm's name	Firm's EIN		Firm's address	
MARCUM LLP	11-1986323		1 CANAL PLAZA, 4TH FLOOR		
	Firm's address		Phone no.		
PORTLAND, ME 04101		(207) 352-7600			

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a VARIOUS SECURITIES - CAPITAL GUARDIAN	P		12/31/23
b VARIOUS SECURITIES - HARPSWELL CAPITAL ADVISORS	P		12/31/23
c VARIOUS SECURITIES - CAPITAL GUARDIAN II	P		12/31/23
d VARIOUS SECURITIES - LONG PATH & OLD FARM	P		12/31/23
e VEHICLE - OWEN	P	02/25/19	03/15/23
f VEHICLE - ERIK	P	02/03/22	12/28/23
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 18,531,394.		18,253,343.	278,051.
b 20,290,435.		21,314,764.	-1,024,329.
c 3,653,187.		3,520,513.	132,674.
d 1,819,289.		944,238.	875,051.
e 30,000.	46,741.	90,534.	-13,793.
f 39,000.	23,834.	63,172.	-338.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			278,051.
b			-1,024,329.
c			132,674.
d			875,051.
e			-13,793.
f			-338.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	247,316.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XIV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BIGELOW LABORATORY FOR OCEAN SCIENCES 60 BIGELOW DRIVE EAST BOOTHBAY, ME 04544	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
BOYS & GIRLS CLUBS OF SOUTHERN MAINE P.O. BOX 7830 PORTLAND, ME 04112	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
BOYS & GIRLS CLUBS OF SOUTHERN MAINE P.O. BOX 7830 PORTLAND, ME 04112	NONE	PUBLIC	A PLACE FOR GROWTH CAPITAL CAMPAIGN	50,000.
CENTER FOR A GREEN FUTURE 30 EAST COXON ROAD BRUNSWICK, ME 04011	NONE	PUBLIC	GROWING TO GIVE PROGRAM	5,000.
CENTER FOR GRIEVING CHILDREN 555 FOREST AVENUE PORTLAND, ME 04101	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
CENTER FOR MAINE CONTEMPORARY ART P.O. BOX 1767 ROCKLAND, ME 04841	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
CHILDRENS MUSEUM & THEATRE OF MAINE P.O. BOX 4041 PORTLAND, ME 04101	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
CITY OF PRESQUE ISLE FBO NORDIC HERITAGE OUTDOOR CENTER 24 CHAPMAN ROAD PRESQUE ISLE, ME 04769	NONE	PUBLIC	GENERAL OPERATING SUPPORT	50,000.
COASTAL MAINE BOTANICAL GARDENS P.O. BOX 234 BOOTHBAY, ME 04537	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
COMMUNITY DENTAL 190 PARK AVENUE PORTLAND, ME 04102	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
Total from continuation sheets				6,037,723.

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CROMWELL CENTER FOR DISABILITIES AWARENESS 97A EXCHANGE STREET, SUITE 205 PORTLAND, ME 04101	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
DOWNEAST COMMUNITY PARTNERS 248 BUCKSPORT ROAD ELLSWORTH, ME 04605	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
FARNSWORTH ART MUSEUM 16 MUSEUM STREET ROCKLAND, ME 04841	NONE	PUBLIC	GENERAL OPERATING SUPPORT	20,000.
FOREST SOCIETY OF MAINE 115 FRANKLIN STREET, 3RD FLOOR BANGOR, ME 04401	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
FORT KENT OUTDOOR CENTER P.O. BOX 541 FORT KENT, ME 04743	NONE	PUBLIC	GENERAL OPERATING SUPPORT	50,000.
FOXcroft ACADEMY 975 WEST MAIN STREET DOVER-FOXcroft, ME 04426	NONE	PUBLIC	PISCATAQUIS COUNTY ICE ARENA OPERATING EXPENSES	172,792.
FRIENDS OF KATAHDIN WOODS & WATERS P.O. BOX 18177 PORTLAND, ME 04112	NONE	PUBLIC	TEKAKAPIMEK CONTACT STATION	25,000.
GOOD SHEPHERD FOOD BANK P.O. BOX 1807 AUBURN, ME 04211	NONE	PUBLIC	CAMPAIGN TO END HUNGER	10,000.
GULF OF MAINE RESEARCH INSTITUTE 350 COMMERCIAL STREET PORTLAND, ME 04101	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
H.O.M.E., INC. P.O. BOX 10 ORLAND, ME 04472	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
Total from continuation sheets				

Part XIV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
IRIS NETWORK 189 PARK AVENUE PORTLAND, ME 04102	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
ISLAND INSTITUTE P.O. BOX 648 ROCKLAND, ME 04841-0648	NONE	PUBLIC	GENERAL OPERATING SUPPORT	10,000.
LAKES ENVIRONMENTAL ASSOCIATION 230 MAIN STREET BRIDGTON, ME 04009	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
LEGAL SERVICES FOR THE ELDERLY 5 WABON STREET AUGUSTA, ME 04330	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
MAINE ADAPTIVE SPORTS & RECREATION 8 SUNDANCE LANE NEWRY, ME 04261	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
MAINE ASSOCIATION OF NONPROFITS 565 CONGRESS STREET, SUITE 301 PORTLAND, ME 04101	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
MAINE ASSOCIATION OF NONPROFITS 565 CONGRESS STREET, SUITE 301 PORTLAND, ME 04101	NONE	PUBLIC	CULTURAL ALLIANCE OF MAINE (CAM)	5,000.
MAINE AUDUBON 20 GILSLAND FARM ROAD FALMOUTH, ME 04105	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
MAINE CHILDREN'S HOME FOR LITTLE WANDERERS 93 SILVER STREET WATERVILLE, ME 04901-5923	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
MAINE DISCOVERY MUSEUM 74 MAIN STREET BANGOR, ME 04401	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MAINE FARMLAND TRUST 97 MAIN STREET BELFAST, ME 04915	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
MAINE HISTORICAL SOCIETY 489 CONGRESS STREET PORTLAND, ME 04101-3498	NONE	PUBLIC	GENERAL OPERATING SUPPORT	10,000.
MAINE MARITIME MUSEUM 243 WASHINGTON STREET BATH, ME 04530	NONE	PUBLIC	GENERAL OPERATING SUPPORT	10,000.
MAINE MEDIA WORKSHOPS + COLLEGE P.O. BOX 200 ROCKPORT, ME 04856	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
MAINE ORGANIC FARMERS AND GARDENERS ASSOCIATION P.O. BOX 170 UNITY, ME 04988	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
MAINE PUBLIC BROADCASTING NETWORK 1450 LISBON STREET LEWISTON, ME 04240-3595	NONE	PUBLIC	GENERAL OPERATING SUPPORT	10,000.
MAINE STATE BALLET 348 U.S. ROUTE 1 FALMOUTH, ME 04105	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
MAINE STATE MUSIC THEATRE 22 ELM STREET BRUNSWICK, ME 04011	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
MAINE STATE SOCIETY FOR THE PROTECTION OF ANIMALS P.O. BOX 10 SOUTH WINDHAM, ME 04082-0010	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
MAINEHEALTH 110 FREE STREET PORTLAND, ME 04101-3908	NONE	PUBLIC	RAISING READERS PROGRAM	1,101,003.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MAINEHEALTH DBA PEN BAY WALDO HEALTHCARE FOUNDATION 22 WHITE STREET ROCKLAND, ME 04841	NONE	PUBLIC	CONSTRUCT NEW HEALTH CENTER	50,000.
MONHEGAN HISTORICAL & CULTURAL MUSEUM ASSOCIATION 1 LIGHTHOUSE HILL MONHEGAN, ME 04852	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
NORTHERN FOREST CENTER - MAINE 18 NO. MAIN STREET, SUITE 204 CONCORD, NH 03301-4926	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
OGUNQUIT MUSEUM OF AMERICAN ART P.O. BOX 815 OGUNQUIT, ME 03907	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
OGUNQUIT PLAYHOUSE P.O. BOX 915 OGUNQUIT, ME 03907	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
PENOBSCOT MARINE MUSEUM P.O. BOX 498 SEARSPORT, ME 04974-0498	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
PENOBSCOT THEATRE COMPANY 131 MAIN STREET BANGOR, ME 04401	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
PENQUIS COMMUNITY ACTION PROGRAM, INC. P.O. BOX 1162 BANGOR, ME 04402-1162	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
PEREGRINE CORPORATION DBA STRIVE 39 DARLING AVENUE SOUTH PORTLAND, ME 04106	NONE	PUBLIC	GENERAL OPERATING SUPPORT	10,000.
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	4,165,000.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PORTLAND BALLET 517 FOREST AVENUE, SUITE 2 PORTLAND, ME 04101	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
PORTLAND CONSERVATORY OF MUSIC 28 NEAL STREET PORTLAND, ME 04102	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
PORTLAND MUSEUM OF ART SEVEN CONGRESS SQUARE PORTLAND, ME 04101	NONE	PUBLIC	GENERAL OPERATING SUPPORT	20,000.
PORTLAND OVATIONS P.O. BOX 17573 PORTLAND, ME 04112-8573	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
PORTLAND STAGE COMPANY P.O. BOX 1458 PORTLAND, ME 04104	NONE	PUBLIC	GENERAL OPERATING SUPPORT	20,000.
PORTLAND SYMPHONY ORCHESTRA 50 MONUMENT SQUARE, 2ND FLOOR PORTLAND, ME 04101	NONE	PUBLIC	GENERAL OPERATING SUPPORT	20,000.
SALVATION ARMY - NORTHERN NEW ENGLAND DIVISION P.O. BOX 3647 PORTLAND, ME 04104	NONE	PUBLIC	GENERAL OPERATING SUPPORT	10,000.
STATE YMCA OF MAINE DBA YMCA CAMP OF MAINE P.O. BOX 446 WINTHROP, ME 04364	NONE	PUBLIC	ENDOWMENT FUND	25,000.
UNIVERSITY OF MAINE PRESS 5729 FOGLER LIBRARY ORONO, ME 04469-5729	NONE	PUBLIC	BOOK OF BERT CALL PHOTOGRAPHS	3,928.
YMCA CAMP OF MAINE P.O. BOX 446 WINTHROP, ME 04364	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000.
Total from continuation sheets				

Schedule B
(Form 990)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

Attach to Form 990, 990-EZ, or 990-PF.
Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2023

Name of the organization

LIBRA FOUNDATION

Employer identification number

04-6626994

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the **General Rule** and a **Special Rule**. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990).

For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990) (2023)

Name of organization LIBRA FOUNDATION	Employer identification number 04-6626994
---	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	<div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div>	<div style="border-bottom: 1px solid black; margin-bottom: 5px;">\$</div>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div>	<div style="border-bottom: 1px solid black; margin-bottom: 5px;">\$</div>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div>	<div style="border-bottom: 1px solid black; margin-bottom: 5px;">\$</div>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div>	<div style="border-bottom: 1px solid black; margin-bottom: 5px;">\$</div>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div>	<div style="border-bottom: 1px solid black; margin-bottom: 5px;">\$</div>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div>	<div style="border-bottom: 1px solid black; margin-bottom: 5px;">\$</div>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div>	<div style="border-bottom: 1px solid black; margin-bottom: 5px;">\$</div>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

For Informational Purposes Only

Name of organization

Employer identification number

LIBRA FOUNDATION

04-6626994

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

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Name of organization LIBRA FOUNDATION	Employer identification number 04-6626994
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. once.) \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BANK AND OTHER INTEREST	21,505.	21,505.	
TOTAL TO PART I, LINE 3	21,505.	21,505.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CAPITAL GUARDIAN - DIVIDENDS	323,030.	0.	323,030.	323,030.	
CAPITAL GUARDIAN - INTEREST	97,815.	0.	97,815.	97,815.	
HARPSWELL CAPITAL ADVISORS - DIVIDENDS	75,318.	0.	75,318.	75,318.	
HARPSWELL CAPITAL ADVISORS - INTEREST	97,555.	0.	97,555.	97,555.	
LONG PATH - DIVIDENDS	3,339.	0.	3,339.	3,339.	
MEMIC - DIVIDENDS	416.	0.	416.	416.	
TO PART I, LINE 4	597,473.	0.	597,473.	597,473.	

FORM 990-PF	OTHER INCOME		STATEMENT 3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PINELAND FARMS NATURAL MEATS, INC. DIVIDENDS	254,000.	254,000.	
PINELAND FARMS DAIRY COMPANY, INC. INTEREST	2,326,006.	2,326,006.	
PINELAND FARMS DAIRY COMPANY, INC. DIVIDENDS	259,000.	259,000.	
OTHER INCOME	16,752.	16,752.	
GUARANTY FEE	17,656.	17,656.	
NON-TAXABLE INVESTMENT INCOME	3,988.	0.	
NET EARNINGS OF TITLE-HOLDING CORPORATION - OCTOBER CORPORATION	-2,397,404.	-2,397,404.	
NET EARNINGS OF TITLE-HOLDING CORPORATION - AUGUST CORPORATION	-1,685,790.	-1,685,790.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-1,205,792.	-1,209,780.	

FORM 990-PF	LEGAL FEES		STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
			(D) CHARITABLE PURPOSES
LEGAL FEES	365.	255.	110.
TO FM 990-PF, PG 1, LN 16A	365.	255.	110.

FORM 990-PF	ACCOUNTING FEES		STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
			(D) CHARITABLE PURPOSES
ACCOUNTING FEES	25,075.	17,553.	7,522.
TO FORM 990-PF, PG 1, LN 16B	25,075.	17,553.	7,522.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	164,853.	164,853.		0.
TO FORM 990-PF, PG 1, LN 16C	164,853.	164,853.		0.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	95,515.	34,469.		61,030.
EXCISE TAXES - DEFERRED	61,100.	0.		0.
TO FORM 990-PF, PG 1, LN 18	156,615.	34,469.		61,030.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	15,716.	11,001.		4,715.
SUPPLIES	9,444.	2,833.		6,611.
INSURANCE	31,024.	9,307.		21,695.
POSTAGE	3,072.	0.		3,072.
PAYROLL FEES	2,596.	1,015.		1,581.
REPAIRS AND MAINTENANCE	44,128.	13,238.		30,890.
TELEPHONE	10,361.	3,109.		7,252.
INTERNET AND CABLE	3,349.	1,006.		2,344.
ADMINISTRATION	36,677.	11,003.		25,674.
AUTOMOBILE EXPENSE	10,443.	3,551.		6,892.
EQUIPMENT LEASE	1,574.	472.		1,102.
BANK SERVICE CHARGES	553.	0.		553.
TO FORM 990-PF, PG 1, LN 23	168,937.	56,535.		112,381.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 9
DESCRIPTION		AMOUNT
CHANGE IN UNREALIZED GAINS ON INVESTMENTS		4,396,612.
TOTAL TO FORM 990-PF, PART III, LINE 3		4,396,612.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT 10
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	FAIR MARKET VALUE
			BOOK VALUE
VARIOUS GOVERNMENT OBLIGATIONS	X		6,443,181.
TOTAL U.S. GOVERNMENT OBLIGATIONS			6,443,181.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			
TOTAL TO FORM 990-PF, PART II, LINE 10A			6,443,181.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11
DESCRIPTION		FAIR MARKET VALUE
		BOOK VALUE
VARIOUS CORPORATE STOCKS		21,026,219.
TOTAL TO FORM 990-PF, PART II, LINE 10B		21,026,219.

FORM 990-PF	CORPORATE BONDS	STATEMENT 12
DESCRIPTION		FAIR MARKET VALUE
		BOOK VALUE
VARIOUS CORPORATE BONDS		3,372,294.
TOTAL TO FORM 990-PF, PART II, LINE 10C		3,372,294.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OCTOBER CORPORATION—TITLE HOLDING COMPANY	FMV	57,685,738.	38,459,188.
AUGUST CORPORATION—TITLE HOLDING COMPANY	FMV	24,659,945.	11,599,386.
CAPITAL GUARDIAN	FMV	1,478,129.	1,478,129.
OLD FARM PARTNERS	FMV	1,737,978.	1,737,978.
HARPSWELL MANAGEMENT	FMV	13,795.	13,795.
TOTAL TO FORM 990-PF, PART II, LINE 13		85,575,585.	53,288,476.

FORM 990-PF

DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT

STATEMENT 14

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE	15,100.	15,100.	0.
DESK LAMP	240.	240.	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.
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.
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.
DICTIONARY AND STAND	121.	121.	0.
TV AND STAND	500.	500.	0.
OWW OFFICE CHAIR	558.	558.	0.
POLYCOM SPEAKER PHONE	819.	819.	0.
HARVARD CHAIR	500.	500.	0.
OFFICE CHAIR	1,213.	1,213.	0.
OFFICE CHAIR	1,049.	1,049.	0.
OFFICE CHAIRS	400.	400.	0.

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CABINET FOR ADDITIONAL LINES	990.	990.	0.
FURNITURE	1,400.	1,400.	0.
FURNITURE - CONFERENCE TABLE	40,936.	40,936.	0.
FURNITURE	10,448.	10,448.	0.
GLASS TOP FOR CONFERENCE	2,222.	2,222.	0.
FILING CABINET	597.	597.	0.
CHAIRS	3,169.	3,169.	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.
SIDE CHAIRS (4)	1,548.	1,548.	0.
FILING CABINETS (2)	1,512.	1,512.	0.
JOHN ANGEL PAINTING	1,147.	1,147.	0.
NICHOLAS FEDEROVSKI PAINTING	1,147.	1,147.	0.
DIGITAL CAMERA	816.	816.	0.
LEASEHOLD IMPROVEMENTS	19,090.	12,494.	6,596.
ALLWORX PHONE SYSTEM	12,813.	12,813.	0.
OWEN - LEATHER CHAIR	580.	580.	0.
VEHICLE - UTILITY	53,875.	20,685.	33,190.
WIFI EQUIPMENT	1,488.	1,488.	0.
FIREWALL HARDWARE FORTIGATE 60E	991.	990.	1.
SERVER UPGRADE	17,604.	17,604.	0.
PHONE SERVER UPGRADE	3,180.	2,862.	318.
WISHROCK FURNITURE	2,500.	1,607.	893.
PAUL COMPUTER/SCREENS DELL OPTIPLEX 7060	2,089.	1,846.	243.
18 CHAIRS - CONFERENCE ROOM	2,595.	1,638.	957.
LARGE CONFERENCE ROOM TV SETUP	5,282.	3,209.	2,073.
6 DELL OPTIPLEX 5000 PC'S	6,715.	5,372.	1,343.
LEASEHOLD IMPROVEMENTS - DOTENS	38,610.	4,290.	34,320.
CABLING AND CONFERENCE ROOM CONNECTIONS	8,346.	2,317.	6,029.
VEHICLE - PAUL	59,577.	37,107.	22,470.
6 DELL OPTIPLEX 5000 PC'S	6,086.	4,564.	1,522.
4 LENOVO LAPTOPS	5,289.	3,174.	2,115.
LEASEHOLD IMPROVEMENTS - DOTENS	1,994.	196.	1,798.
4 LENOVO LAPTOPS CONFIGURED	1,167.	706.	461.
VEHICLE - CRAIG	62,922.	23,784.	39,138.
VEHICLE - JERE	66,713.	24,543.	42,170.
VEHICLE - ERIK	86,944.	0.	86,944.
VEHICLE - OWEN	65,383.	10,352.	55,031.
COPIER - KYOCERA TASKALFA 3252CI	2,317.	270.	2,047.
TOTAL TO FM 990-PF, PART II, LN 14	679,076.	339,417.	339,659.

FORM 990-PF	OTHER ASSETS		STATEMENT 15
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT - PFNM, INC	5,565,000.	5,565,000.	5,565,000.
CAPITALIZED LEGAL FEES - PFNM, INC	76,996.	76,996.	76,996.
ACCRUED DIVIDENDS RECEIVABLE - PFNM, INC	1,548,603.	1,548,603.	1,548,603.
OTHER ASSET	2,273.	3,161.	3,161.
ACCRUED DIVIDENDS RECEIVABLE - PFDC, INC	1,489,250.	1,748,250.	1,748,250.
NOTE RECEIVABLE - PFDC, INC.	33,671,091.	37,997,097.	37,997,097.
INVESTMENT - PFDC, INC	3,710,000.	3,710,000.	3,710,000.
PREPAID EXCISE TAXES	40,000.	0.	0.
INVESTMENT TRANSFERS	0.	963,943.	963,943.
TO FORM 990-PF, PART II, LINE 15	46,103,213.	51,613,050.	51,613,050.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 16
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED EXCISE TAX LIABILITY	8,600.	69,700.	
TOTAL TO FORM 990-PF, PART II, LINE 22	8,600.	69,700.	

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

CRAIG N. DENEKAS
THREE CANAL PLAZA, P.O. BOX 17516
PORTLAND, ME 04112

TELEPHONE NUMBER

(207)879-6280

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

FORM 990-PF

OTHER REVENUE

STATEMENT 19

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
NET EARNINGS OF TITLE-HOLDING CORPORATION - OCTOBER CORPORATION			16	-2,397,404.	
NET EARNINGS OF TITLE-HOLDING CORPORATION - AUGUST CORPORATION			16	-1,685,790.	
TOTAL TO FORM 990-PF, PG 12, LN 11				-4,083,194.	

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990-PF

INVOLVEMENT WITH NONCHARITABLE ORGANIZATIONS
PART XVI, LINE 1, COLUMN (D)

STATEMENT 20

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

AUGUST CORPORATION

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

SHARED STAFFING FOR PERFORMANCE OF SERVICES

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

AUGUST CORPORATION

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

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

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

OCTOBER CORPORATION

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

SHARED STAFFING FOR PERFORMANCE OF SERVICES

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

OCTOBER CORPORATION

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

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

LIBRA FOUNDATION

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NAME OF NONCHARITABLE EXEMPT ORGANIZATION

OCTOBER CORPORATION

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

EXPENSES REIMBURSED FROM OCTOBER CORPORATION TO LIBRA FOUNDATION

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

AUGUST CORPORATION

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

EXPENSES REIMBURSED FROM AUGUST CORPORATION TO LIBRA FOUNDATION

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

STATEMENT 21

NAME OF AFFILIATED OR RELATED ORGANIZATION

OCTOBER CORPORATION

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

SOLE MEMBER

NAME OF AFFILIATED OR RELATED ORGANIZATION

AUGUST CORPORATION

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

SOLE MEMBER

For Informational Purposes Only

2023 DEPRECIATION AND AMORTIZATION REPORT

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Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	IMPROVEMENTS													
55	LEASEHOLD IMPROVEMENTS	06/09/98	SL	39.00	MM16	19,090.				19,090.	12,005.		489.	12,494.
	LEASEHOLD IMPROVEMENTS -													
71	DOTENS	09/11/19	SL	39.00	MM16	38,610.				38,610.	3,300.		990.	4,290.
	CABLING AND CONFERENCE ROOM													
72	CONNECTIONS	11/12/19	SL	15.00	16	8,346.				8,346.	1,761.		556.	2,317.
	LEASEHOLD IMPROVEMENTS -													
77	DOTENS	03/24/20	SL	39.00	MM16	1,994.				1,994.	145.		51.	196.
	* 990-PF PG 1 TOTAL -													
	IMPROVEMENTS					68,040.				68,040.	17,211.		2,086.	19,297.
	FURNITURE AND EQUIPMENT													
1	FURNITURE	04/13/98	SL	7.00	16	15,100.				15,100.	15,100.		0.	15,100.
2	DESK LAMP	04/24/98	SL	7.00	16	240.				240.	240.		0.	240.
3	PAINTINGS	05/05/98	SL	7.00	16	3,016.				3,016.	3,016.		0.	3,016.
4	PAINTINGS	05/06/98	SL	7.00	16	530.				530.	530.		0.	530.
5	PHOTOS AND FRAMING	06/01/98	SL	7.00	16	2,019.				2,019.	2,019.		0.	2,019.
6	RECEPTION AREA LAMPS	06/09/98	SL	7.00	16	389.				389.	389.		0.	389.
7	NOYCE PORTRAIT	06/09/98	SL	7.00	16	645.				645.	645.		0.	645.
8	RECEPTION AREA FURNITURE	06/09/98	SL	7.00	16	12,495.				12,495.	12,495.		0.	12,495.
9	TRUSTEE PHOTOGRAPHS	06/15/98	SL	7.00	16	1,200.				1,200.	1,200.		0.	1,200.
10	CONFERENCE TABLE GLASS	07/10/98	SL	7.00	16	359.				359.	359.		0.	359.
11	PHOTOGRAPHS	07/17/98	SL	7.00	16	3,780.				3,780.	3,780.		0.	3,780.

328111 04-01-23

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

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Asset No.	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
12	CARPET	09/11/98	SL	7.00		16	3,000.				3,000.	3,000.		0.	3,000.
13	PHOTOGRAPHS	09/24/98	SL	7.00		16	2,460.				2,460.	2,460.		0.	2,460.
14	PAINTING - HEADLAND MIST	10/29/98	SL	7.00		16	4,584.				4,584.	4,584.		0.	4,584.
15	PHOTOGRAPH - PPM	12/18/98	SL	7.00		16	257.				257.	257.		0.	257.
16	OFFICE CHAIR	05/12/98	SL	7.00		16	318.				318.	318.		0.	318.
17	PORTRAIT AND PICTURES	01/14/99	SL	7.00		16	483.				483.	483.		0.	483.
18	PERSIAN RUG	03/19/99	SL	7.00		16	5,175.				5,175.	5,175.		0.	5,175.
19	CABOT HOUSE FURNITURE	07/01/99	SL	7.00		16	6,694.				6,694.	6,694.		0.	6,694.
20	SAILING DAY PAINTING	04/23/99	SL	7.00		16	1,036.				1,036.	1,036.		0.	1,036.
21	SIGN	04/28/99	SL	7.00		16	839.				839.	839.		0.	839.
22	DISHWASHER	05/14/99	SL	7.00		16	1,175.				1,175.	1,175.		0.	1,175.
23	LAMP	05/20/99	SL	7.00		16	239.				239.	239.		0.	239.
24	RECEPTIONIST CHAIR	06/01/99	SL	7.00		16	274.				274.	274.		0.	274.
25	PORTRAIT FOR RECEPTION AREA	06/02/99	SL	7.00		16	881.				881.	881.		0.	881.
26	2 OIL PAINTINGS 3 MOUNTAIN TRAIL	09/21/99	SL	7.00		16	600.				600.	600.		0.	600.
27	DICTIONARY AND STAND	09/30/99	SL	7.00		16	121.				121.	121.		0.	121.
28	TV AND STAND	01/06/00	SL	7.00		16	500.				500.	500.		0.	500.
29	OWW OFFICE CHAIR	02/15/00	SL	7.00		16	558.				558.	558.		0.	558.

328111 04-01-23

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

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Asset No.	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
30	POLYCOM SPEAKER PHONE	04/05/00	SL	7.00		16	819.				819.	819.		0.	819.
31	HARVARD CHAIR	09/21/00	SL	7.00		16	500.				500.	500.		0.	500.
32	OFFICE CHAIR	03/19/01	SL	7.00		16	1,213.				1,213.	1,213.		0.	1,213.
33	OFFICE CHAIR	04/09/01	SL	7.00		16	1,049.				1,049.	1,049.		0.	1,049.
34	OFFICE CHAIRS	04/09/01	SL	7.00		16	400.				400.	400.		0.	400.
35	CABINET FOR ADDITIONAL LINES	04/27/01	SL	7.00		16	990.				990.	990.		0.	990.
36	FURNITURE	08/14/01	SL	7.00		16	1,400.				1,400.	1,400.		0.	1,400.
37	FURNITURE - CONFERENCE TABLE	12/10/01	SL	7.00		16	40,936.				40,936.	40,936.		0.	40,936.
38	FURNITURE	09/07/01	SL	7.00		16	10,448.				10,448.	10,448.		0.	10,448.
39	GLASS TOP FOR CONFERENCE	02/03/02	SL	7.00		16	2,222.				2,222.	2,222.		0.	2,222.
40	FILING CABINET	10/07/02	SL	7.00		16	597.				597.	597.		0.	597.
41	CHAIRS	12/20/02	SL	7.00		16	3,169.				3,169.	3,169.		0.	3,169.
42	FILING CABINET	05/06/03	SL	7.00		16	639.				639.	639.		0.	639.
43	CHAIR	07/17/03	SL	7.00		16	121.				121.	121.		0.	121.
44	PAPER CUTTER	10/15/03	SL	7.00		16	199.				199.	199.		0.	199.
45	OFFICE CHAIR - RECEPTION	10/15/03	SL	7.00		16	178.				178.	178.		0.	178.
46	DESK MICHELSON	11/06/03	SL	7.00		16	2,515.				2,515.	2,515.		0.	2,515.
47	PAINTING RESTORATION	03/16/04	SL	7.00		16	1,800.				1,800.	1,800.		0.	1,800.

328111 04-01-23

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2023 DEPRECIATION AND AMORTIZATION REPORT

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Asset No.	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
48	PICTURE FRAME - OW	02/14/05	SL	7.00		16	375.				375.	375.		0.	375.
49	CHAIRS (2) LIBRA OFFICE	02/05/05	SL	7.00		16	219.				219.	219.		0.	219.
50	SIDE CHAIRS (4)	03/09/05	SL	7.00		16	1,548.				1,548.	1,548.		0.	1,548.
51	FILING CABINETS (2)	05/26/05	SL	7.00		16	1,512.				1,512.	1,512.		0.	1,512.
52	JOHN ANGEL PAINTING	01/09/06	SL	7.00		16	1,147.				1,147.	1,147.		0.	1,147.
53	NICHOLAS FEDEROVSKI PAINTING	01/09/06	SL	7.00		16	1,147.				1,147.	1,147.		0.	1,147.
54	DIGITAL CAMERA	05/11/06	SL	5.00		16	816.				816.	816.		0.	816.
59	ALLWORX PHONE SYSTEM	08/25/14	SL	7.00		16	12,813.				12,813.	12,813.		0.	12,813.
60	OWEN - LEATHER CHAIR	11/08/14	SL	7.00		16	580.				580.	580.		0.	580.
62	WIFI EQUIPMENT FIREWALL HARDWARE FORTIGATE	06/08/16	SL	5.00		16	1,488.				1,488.	1,488.		0.	1,488.
63	60E	11/23/16	SL	5.00		16	991.				991.	990.		0.	990.
64	SERVER UPGRADE	03/16/18	SL	5.00		16	17,604.				17,604.	17,019.		585.	17,604.
65	PHONE SERVER UPGRADE	07/09/19	SL	5.00		16	3,180.				3,180.	2,226.		636.	2,862.
66	WISHROCK FURNITURE PAUL COMPUTER/SCREENS DELL	07/12/19	SL	7.00		16	2,500.				2,500.	1,250.		357.	1,607.
67	OPTIPLEX 7060	07/26/19	SL	5.00		16	2,089.				2,089.	1,428.		418.	1,846.
68	18 CHAIRS - CONFERENCE ROOM LARGE CONFERENCE ROOM TV	08/02/19	SL	7.00		16	2,595.				2,595.	1,267.		371.	1,638.
69	SETUP	10/30/19	SL	7.00		16	5,282.				5,282.	2,454.		755.	3,209.
70	6 DELL OPTIPLEX 5000 PC'S	10/31/19	SL	5.00		16	6,715.				6,715.	4,029.		1,343.	5,372.

328111 04-01-23

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2023 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

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Asset No.	Description	Date Acquired	Method	Life	C o n v	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
75	6 DELL OPTIPLEX 5000 PC'S	03/24/20	SL	5.00		16	6,086.				6,086.	3,347.		1,217.	4,564.
76	4 LENOVO LAPTOPS	12/20/20	SL	5.00		16	5,289.				5,289.	2,116.		1,058.	3,174.
78	4 LENOVO LAPTOPS CONFIGURED COPIER - KYOCERA TASKALFA	01/08/21	SL	5.00		16	1,167.				1,167.	470.		236.	706.
84	3252CT * 990-PF PG 1 TOTAL - FURNITURE AND EQUIPMENT VEHICLES	05/24/23	SL	5.00		16	2,317.				2,317.			270.	270.
							215,622.				215,622.	196,403.		7,246.	203,649.
61	VEHICLE - UTILITY	08/25/16	SL	5.00		21	53,875.				53,875.	18,810.		1,875.	20,685.
73	VEHICLE - PAUL	09/11/19	SL	5.00		21	59,577.				59,577.	31,347.		5,760.	37,107.
74	(D)VEHICLE - OWEN	02/25/19	SL	5.00		21	90,534.				90,534.	41,460.		5,281.	46,741.
79	VEHICLE - CRAIG	02/10/22	SL	5.00		21	62,922.				62,922.	11,200.		12,584.	23,784.
80	VEHICLE - JERE	02/01/22	SL	5.00		21	66,713.				66,713.	11,200.		13,343.	24,543.
81	(D)VEHICLE - ERIK	02/03/22	SL	5.00		21	63,172.				63,172.	11,200.		12,634.	23,834.
82	VEHICLE - ERIK	12/28/23	SL	5.00		21	86,944.				86,944.			0.	
83	VEHICLE - OWEN * 990-PF PG 1 TOTAL - VEHICLES * GRAND TOTAL 990-PF PG 1 DEPR	03/15/23	SL	5.00		21	65,383.				65,383.			10,352.	10,352.
	CURRENT YEAR ACTIVITY						549,120.				549,120.	125,217.		61,829.	187,046.
	BEGINNING BALANCE						832,782.				832,782.	338,831.		71,161.	409,992.
							678,138.			0.	678,138.	338,831.			399,370.

328111 04-01-23

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2023 DEPRECIATION AND AMORTIZATION REPORT

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Asset No.	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	ACQUISITIONS						154,644.			0.	154,644.	0.			10,622.
	DISPOSITIONS/RETIRED						153,706.			0.	153,706.	52,660.			70,575.
	ENDING BALANCE						679,076.			0.	679,076.	286,171.			339,417.
	ENDING ACCUM DEPR LESS DISPOSITIONS											339,417.			
	ENDING BOOK VALUE											339,659.			

328111 04-01-23

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

Depreciation and Amortization (Including Information on Listed Property) 990-PF

Department of the Treasury Internal Revenue Service

Attach to your tax return.

Go to www.irs.gov/Form4562 for instructions and the latest information.

Name(s) shown on return

Business or activity to which this form relates

Identifying number

LIBRA FOUNDATION

FORM 990-PF PAGE 1

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.

Table with 5 columns: Line number, Description, (b) Cost, (c) Elected cost, and Amount. Includes lines 1-13 for Section 179 election details.

Note: Don't use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Don't include listed property.)

Table with 3 columns: Line number, Description, and Amount. Includes lines 14-16 for special depreciation allowance.

Part III MACRS Depreciation (Don't include listed property. See instructions.)

Section A

Table with 2 columns: Line number, Description, and Amount. Includes lines 17-18 for MACRS deductions.

Section B - Assets Placed in Service During 2023 Tax Year Using the General Depreciation System

Table with 7 columns: (a) Classification of property, (b) Month and year placed in service, (c) Basis for depreciation, (d) Recovery period, (e) Convention, (f) Method, (g) Depreciation deduction. Includes rows 19a-i for various property types.

Section C - Assets Placed in Service During 2023 Tax Year Using the Alternative Depreciation System

Table with 6 columns: Line number, Class life, (b) Month and year placed in service, (c) Basis for depreciation, (d) Recovery period, (e) Convention, (f) Method, (g) Depreciation deduction. Includes rows 20a-d for alternative depreciation system.

Part IV Summary (See instructions.)

Table with 3 columns: Line number, Description, and Amount. Includes lines 21-23 for summary of listed property and basis.

Part V Listed Property (Include automobiles, certain other vehicles, certain aircraft, 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? [X] Yes [] No 24b If "Yes," is the evidence written? [X] Yes [] 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
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use 25
26 Property used more than 50% in a qualified business use: SEE ATTACHED OVERFLOW 61,829.
27 Property used 50% or less in a qualified business use:
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 28 61,829.
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.

Table with 6 columns: (a) Vehicle 1, (b) Vehicle 2, (c) Vehicle 3, (d) Vehicle 4, (e) Vehicle 5, (f) Vehicle 6. Rows include: 30 Total business/investment miles driven during the year (don't include commuting miles); 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?; 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 aren't more than 5% owners or related persons.

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 the vehicles, and retain the information received?
41 Do you meet the requirements concerning qualified automobile demonstration use?

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," don't complete Section B for the covered vehicles.

Part VI Amortization

Table with 6 columns: (a) Description of costs, (b) Date amortization begins, (c) Amortizable amount, (d) Code section, (e) Amortization period or percentage, (f) Amortization for this year. Rows include: 42 Amortization of costs that begins during your 2023 tax year; 43 Amortization of costs that began before your 2023 tax year; 44 Total. Add amounts in column (f). See the instructions for where to report

FORM 4562, PART V, LINE 26 - LISTED PROPERTY USED MORE THAN 50% IN A QUALIFIED BUSINESS

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Description	Date In Service	Bus %	Cost Or Basis	Basis For Depreciation	Life	Method/Conv	Depreciation Deduction	Elected Section 179 Cost	Business Miles	Commuting Miles	Personal Miles	Total Miles	Personal Use Off-Duty		> 5% Owner?		Another Veh. Avail.?	
													Yes	No	Yes	No	Yes	No
VEHICLE - UTILITY	08/25/16	100.00	53,875.	53,875.	5.00	SL -HY	1,875.											
VEHICLE - PAUL	09/11/19	100.00	59,577.	59,577.	5.00	SL -HY	5,760.											
VEHICLE - OWEN	02/25/19	100.00	90,534.	90,534.	5.00	SL -HY	5,281.											
VEHICLE - CRAIG	02/10/22	100.00	62,922.	62,922.	5.00	SL -HY	12,584.											
VEHICLE - JERE	02/01/22	100.00	66,713.	66,713.	5.00	SL -HY	13,343.											
VEHICLE - ERIK	02/03/22	100.00	63,172.	63,172.	5.00	SL -HY	12,634.											
VEHICLE - ERIK	12/28/23	100.00	86,944.	86,944.	5.00	SL -HY												
VEHICLE - OWEN	03/15/23	100.00	65,383.	65,383.	5.00	SL -HY	10,352.											
TOTAL FORM 4562, LINE 26							61,829.											

328521 08-07-23