













See a Social Security Number? Say Something!
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| 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 | 41,738 | 173,223 | 173,223 |
| | 2 | Savings and temporary cash investments | 10,240,704 | 63,366,008 | 63,365,943 |
| | 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 the 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 | 35,838 | 40,489 | 40,489 |
| | 10a | Investments—U S and state government obligations (attach schedule) | 3,940,633 |  12,606,136 | 12,659,728 |
| | b | Investments—corporate stock (attach schedule) | 275,692,198 |  161,223,610 | 150,635,762 |
| | c | Investments—corporate bonds (attach schedule) | 61,163,343 |  25,663,321 | 25,226,799 |
| | 11 | Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | | |
| | 12 | Investments—mortgage loans | | | |
| | 13 | Investments—other (attach schedule) | 10,836,176 |  14,143,219 | 12,989,093 |
| | 14 | Land, buildings, and equipment basis ▶ _____ 5,068,547 Less accumulated depreciation (attach schedule) ▶ 4,751,027 | 631,009 |  317,520 | 317,520 |
| 15 | Other assets (describe ▶ _____) |  152,057 |  152,057 |  417,060 | |
| 16 | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | 362,733,696 | 277,685,583 | 265,825,617 | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ▶ _____) |  11,081 |  8,283 | |
| 23 | Total liabilities (add lines 17 through 22) | 11,081 | 8,283 | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | |
| | 24 | Unrestricted | 362,722,615 | 277,677,300 | |
| | 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 the instructions) | 362,722,615 | 277,677,300 | |
| | 31 | Total liabilities and net assets/fund balances (see the instructions) | 362,733,696 | 277,685,583 | |

| 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 | 362,722,615 |
| 2 | Enter amount from Part I, line 27a | 2 | -85,045,315 |
| 3 | Other increases not included in line 2 (itemize) ▶ _____ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 277,677,300 |
| 5 | Decreases not included in line 2 (itemize) ▶ _____ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . | 6 | 277,677,300 |

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 | PUBLICLY TRADED SECURITIES | | | |
| b | PASS THRU PARTNERSHIP INCOME | | | |
| 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 301,097,451 | | 370,307,821 | -69,210,370 |
| b 0 | | 594,077 | -594,077 |
| c | | | |
| d | | | |
| e | | | |

| | | | |
|---------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------|----------------------------------------------------------------------------------------------|
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| a | | | -69,210,370 |
| b | | | -594,077 |
| c | | | |
| 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 | -69,804,447 |
| 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 the 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 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)) |
| 2007 | | | |
| 2006 | | | |
| 2005 | | | |
| 2004 | | | |
| 2003 | | | |

| | | | |
|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|--|
| 2 | Total of line 1, column (d). | 2 | |
| 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 | |
| 4 | Enter the net value of noncharitable-use assets for 2008 from Part X, line 5. | 4 | |
| 5 | Multiply line 4 by line 3. | 5 | |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). | 6 | |
| 7 | Add lines 5 and 6. | 7 | |
| 8 | Enter qualifying distributions from Part XII, line 4. | 8 | |









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

| | | | | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----------|-----|----------|---|
| Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see the instructions) | | | | | |
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1 | | 1 | N/A | | |
| Date of ruling letter <u>1989-02-16</u> (attach copy of ruling 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 | | | | | |
| c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | 2 | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -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-) | | | | | |
| 5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- | | 5 | 0 | | |
| 6 Credits/Payments | | | | | |
| a 2008 estimated tax payments and 2007 overpayment credited to 2008 | 6a | | | | |
| 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 | 0 | | |
| 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 <input type="checkbox"/> | | 9 | 0 | | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . <input type="checkbox"/> | | 10 | | | |
| 11 Enter the amount of line 10 to be Credited to 2009 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> | | 11 | | | |

| | | | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-----------|------------|-----------|
| Part VII-A Statements Regarding Activities | | | Yes | No |
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? <input checked="" type="checkbox"/> | | 1a | | No |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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"/> \$ <u>0</u> (2) On foundation managers <input type="checkbox"/> \$ <u>0</u> | | | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>0</u> | | | | |
| 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> <input checked="" type="checkbox"/> | | 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> <input checked="" type="checkbox"/> | | 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 the instructions) <input type="checkbox"/> IN _____ | | | | |
| 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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> | | 9 | Yes | |
| 10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> <input checked="" type="checkbox"/> | | 10 | Yes | |




















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 page 20 of the instructions)  | 11a | Yes | |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract? | 12 | | No |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | Yes | |
| Web site address  WWW.LIBERTYFUND.ORG | | | | |
| 14 | The books are in care of  MS SANDRA J SCHALLER Telephone no  (317) 842-0880 | | | |
| | Located at  8335 ALLISON PT TRL STE 300 INDIANAPOLIS IN ZIP+4  46250 | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here  | | | |
| | and enter the amount of tax-exempt interest received or accrued during the year  | 15 | | |

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?  Yes  No | | | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  Yes  No | | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No | | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  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)?  Yes  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).  Yes  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 the instructions)? | 1b | | No |
| | Organizations relying on a current notice regarding disaster assistance check here.  | | | |
| 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 2008? | 1c | | |
| 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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?  Yes  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 the 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?  Yes  No | | | |
| b | If "Yes," did it have excess business holdings in 2008 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 2008.</i>). | 3b | | |
| 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 2008? | 4b | | No |

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

Continued

5a

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

(1)

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

Yes

✓

No

(2)

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

Yes

✓

No

(3)

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

Yes

✓

No

(4)

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

Yes

✓

No

(5)

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

Yes

✓

No

5b

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 the instructions)? . . .

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

▶

6a

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

Yes

✓

No

6b

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

If you answered "Yes" to 6b, also file Form 8870.

No

7a

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

Yes

✓

No

7b

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

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 the 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 the 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 |
|---------------------------------------------------------------|----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| JAMES F COTE | DIR OF INF SVCS | 145,333 | 43,327 | 0 |
| 8335 ALLISON POINTE TRL 300 INDIANAPOLIS,IN 46250 | 40 0 | | | |
| DAVID M HART | DIR ONLINE LIBRARY | 132,095 | 41,316 | 0 |
| 8335 ALLISON POINTE TRL 300 INDIANAPOLIS,IN 46250 | 40 0 | | | |
| HANS L EICHOLZ | SR LIBERTY FUND | 123,361 | 37,593 | 0 |
| 8335 ALLISON POINTE TRL 300 INDIANAPOLIS,IN 46250 | FELL 40 0 | | | |
| STEVEN D EALY | SR LIBERTY FUND | 122,321 | 42,618 | 0 |
| 8335 ALLISON POINTE TRL 300 INDIANAPOLIS,IN 46250 | FELL 40 0 | | | |
| CHRISTINE D HENDERSON | SR LIBERTY FUND | 116,961 | 37,794 | 0 |
| 8335 ALLISON POINTE TRL 300 INDIANAPOLIS,IN 46250 | FELL 40 0 | | | |
| Total number of other employees paid over \$50,000. | | | | 22 |

Form 990-PF (2008)

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 the instructions). If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|-----------------------------------------------------------------------------------|----------------------|------------------|
| Apex Convatage 198 Van Buren Street HERNDON,VA 20170 | Pub, Conv, Archiving | 584,078 |
| WELLINGTON MANAGEMENT COMPANY LLP 75 STATE STREET BOSTON,MA 02109 | INVESTMENT MANAGEMNT | 309,644 |
| WALTER LEE DAVIS STUDIOS 7530 MOUNTAIN AVENUE MELROSE PARK,PA 19027 | Outside Consultant | 107,700 |
| LAUREN LANDSBURG 35 COMMONWEALTH ROAD ROCHESTER,NY 14618 | Outside Consultant | 92,791 |
| BAKER and DANIELS LLP 300 NORTH MERIDIAN SUITE 2700 INDIANAPOLIS,IN 46204 | Legal Consulting | 82,874 |
| Total number of others receiving over \$50,000 for professional services. | | 4 |

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 LIBERTY FUND COLLOQUIA AND SYMPOSIUMS - PLEASE SEE GEA | 11,098,179 |
| 2 LIBERTY FUND PUBLISHING - PLEASE SEE GEA | 3,616,648 |
| 3 CO-SPONSORED PROGRAMS - PLEASE SEE GEA | 4,493,798 |
| 4 LIBERTY FUND WEBPAGES - PLEASE SEE GEA | 1,105,087 |

Part IX-B

Summary of Program-Related Investments (see the instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|------------------------------------------------------------------------------------------------------------------|--------|
| 1 NONE | |
| 2 | |
| | |
| | |
| All other program-related investments. See the instructions. | |
| 3 | |
| | |
| | |
| Total. Add lines 1 through 3. | |

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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 | 320,445,780 |
| b | Average of monthly cash balances. | 1b | 4,089,244 |
| c | Fair market value of all other assets (see the instructions). | 1c | 493,088 |
| d | Total (add lines 1a, b, and c). | 1d | 325,028,112 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets. | 2 | 0 |
| 3 | Subtract line 2 from line 1d. | 3 | 325,028,112 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see the instructions). | 4 | 4,875,422 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 320,152,690 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 16,007,635 |

Part XI

Distributable Amount (see page 25 of the 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 | |
| 2a | Tax on investment income for 2008 from Part VI, line 5. | 2a | |
| b | Income tax for 2008 (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | 3 | |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | |
| 5 | Add lines 3 and 4. | 5 | |
| 6 | Deduction from distributable amount (see the instructions). | 6 | |
| 7 | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. | 7 | |

Part XII

Qualifying Distributions (see page 25 of the 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 | 27,662,001 |
| b | Program-related investments—total from Part IX-B. | 1b | 0 |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. | 2 | 34,863 |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required). | 3a | 0 |
| b | Cash distribution test (attach the required schedule). | 3b | 0 |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 27,696,864 |
| 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 page 26 of the instructions) | 5 | |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | 6 | 27,696,864 |

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 page 26 of the instructions)

| | | | | |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|-------------|-------------|
| | (a) Corpus | (b) Years prior to 2007 | (c) 2007 | (d) 2008 |
| 1 | Distributable amount for 2008 from Part XI, line 7 | | | |
| 2 | Undistributed income, if any, as of the end of 2007 | | | |
| a | Enter amount for 2007 only. | | | |
| b | Total for prior years 20____, 20____, 20____ | | | |
| 3 | Excess distributions carryover, if any, to 2008 | | | |
| a | From 2003. | | | |
| b | From 2004. | | | |
| c | From 2005. | | | |
| d | From 2006. | | | |
| e | From 2007. | | | |
| f | Total of lines 3a through e. | | | |
| 4 | Qualifying distributions for 2008 from Part XII, line 4 ➤ \$ _____ | | | |
| a | Applied to 2007, but not more than line 2a | | | |
| b | Applied to undistributed income of prior years (Election required—see the instructions). . . . | | | |
| c | Treated as distributions out of corpus (Election required—see the instructions). | | | |
| d | Applied to 2008 distributable amount. | | | |
| e | Remaining amount distributed out of corpus | | | |
| 5 | Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).) | | | |
| 6 | Enter the net total of each column as indicated below: | | | |
| a | Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | | |
| b | Prior years' undistributed income Subtract line 4b from line 2b. | | | |
| 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. | | | |
| d | Subtract line 6c from line 6b Taxable amount—see the instructions. | | | |
| e | Undistributed income for 2006 Subtract line 4a from line 2a Taxable amount—see the instructions. | | | |
| f | Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2008. | | | |
| 7 | Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see the instructions). | | | |
| 8 | Excess distributions carryover from 2002 not applied on line 5 or line 7 (see page 27 of the instructions). | | | |
| 9 | Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a. | | | |
| 10 | Analysis of line 9 | | | |
| a | From 2004. | | | |
| b | From 2005. | | | |
| c | From 2006. | | | |
| d | From 2007. | | | |
| e | From 2008. | | | |

Part XIVPrivate Operating Foundations (see the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling.

1989-02-16

b

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

☒ 4942(j)(3) or ☐ 4942(j)(5)

| | | | | | | |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|---------------|-------------|-------------|---------------|
| 2a | Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | Tax year | Prior 3 years | | | (e) Total |
| | | (a) 2008 | (b) 2007 | (c) 2006 | (d) 2005 | |
| | | 9,019,149 | 16,483,681 | 9,074,731 | 15,258,976 | 49,836,537 |
| b | 85% of line 2a | 7,666,277 | 14,011,129 | 7,713,521 | 12,970,130 | 42,361,057 |
| c | Qualifying distributions from Part XII, line 4 for each year listed | 27,696,864 | 27,245,278 | 22,106,758 | 20,556,287 | 97,605,187 |
| 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 | 27,696,864 | 27,245,278 | 22,106,758 | 20,556,287 | 97,605,187 |
| 3 | Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a | "Assets" alternative test—enter | | | | | |
| | (1) Value of all assets | 265,825,617 | 431,580,121 | 451,930,237 | 419,784,774 | 1,569,120,749 |
| | (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | 0 |
| b | "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. | 10,671,757 | 14,681,318 | 13,869,328 | 12,965,206 | 52,187,609 |
| 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) | | | | | 0 |
| | (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). | | | | | 0 |
| | (3) Largest amount of support from an exempt organization | | | | | 0 |
| | (4) Gross investment income | | | | | 0 |

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see the 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 organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

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

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 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 | | | | |
| Total 3a | | | | |
| b Approved for future payment | | | | |
| Total 3b | | | | |

| Enter gross amounts unless otherwise indicated | | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See the instructions) |
|------------------------------------------------|---------------------------------------------------------------|---------------------------|---------------|--------------------------------------|---------------|---------------------------------------------------------------------------|
| | | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 | Program service revenue | | | | | |
| a | _____ | | | | | |
| b | _____ | | | | | |
| c | _____ | | | | | |
| d | _____ | | | | | |
| e | _____ | | | | | |
| f | _____ | | | | | |
| g | Fees and contracts from government agencies | | | | | |
| 2 | Membership dues and assessments. . . . | | | | | |
| 3 | Interest on savings and temporary cash investments | | | 14 | 111,035 | |
| 4 | Dividends and interest from securities. . . . | | | 14 | 10,214,896 | |
| 5 | Net rental income or (loss) from real estate | | | | | |
| a | Debt-financed property. | | | | | |
| b | Not debt-financed property. | | | | | |
| 6 | Net rental income or (loss) from personal property | | | | | |
| 7 | Other investment income. | | | | | |
| 8 | Gain or (loss) from sales of assets other than inventory | | | 18 | -69,210,370 | |
| 9 | Net income or (loss) from special events | | | | | |
| 10 | Gross profit or (loss) from sales of inventory. . | | | | | |
| 11 | Other revenue a BOOK & FILM SALES | | | | | 551,430 |
| b | RIGHTS & PERMISSIONS | | | 01 | 2,000 | |
| c | LOSS ON DISPOSAL OF LAPTOP | | | 18 | -922 | |
| d | _____ | | | | | |
| e | _____ | | | | | |
| 12 | Subtotal Add columns (b), (d), and (e). . | | | | -58,883,361 | 551,430 |
| 13 | Total. Add line 12, columns (b), (d), and (e). | | | | | -58,331,931 |

[illegible]

Part XVII






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

[illegible]

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

b If "Yes," complete the following schedule

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| | | |
| | | |
| | | |
| | | |
| | | |

| | | | | | | |
|-----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|---------------------------|--------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|
| 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 | | | | | |
| |  | | | <u>2010-11-19</u> Date |  Title | |
| | Paid Preparer's Use Only | Preparer's Signature  | Date | | Check if self-employed <input checked="" type="checkbox"/> | Preparer's SSN or PTIN (See Signature in the instructions) |
| | | Firm's name (or yours if self-employed), address, and ZIP code  | ERNST & YOUNG US LLP SUITE 2400 400 WEST MARKET STREET LOUISVILLE, KY 40202 | | EIN  Phone no (502) 585-1400 | |

TY 2008 Substantial Contributors Schedule

Name: Liberty Fund Inc

EIN: 35-1320021

| Name | Address |
|-------------------------------------|-----------------------------------------------------------|
| ENID GOODRICH TR FBO OF PHYLLIS RAY | C/O JP MORGAN 1 EAST OHIO STREET INDIANAPOLIS,IN 46277 |

TY 2008 Accounting Fees Schedule

Name: Liberty Fund Inc

EIN: 35-1320021

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---------------------------------|--------|--------------------------|------------------------|---------------------------------------------|
| AUDIT & TAX PREPARATION FEES | 64,212 | 4,495 | 6,421 | 57,791 |

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

TY 2008 Depreciation Schedule

Name: Liberty Fund Inc

EIN: 35-1320021

TY 2008 General Explanation Attachment

Name: Liberty Fund Inc

EIN: 35-1320021

| Identifier | Return Reference | Explanation |
|--------------------------------------------|------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Part I, Line 19 and Part II, Line 14 | | LIBERTY FUND, INC E I #35-1320021 A STATEMENT ATTACHED TO AND MADE PART OF U S PRIVATE FOUNDATION INCOME TAX RETURN FOR THE YEAR ENDED APRIL 30, 2009 PART I, LINE 19 - DEPRECIAT ION PART II, LINE 14 - LAND, BUILDINGS, AND EQUIPMENT LEASEHOLD IMPROVEMENTS - 1,993,357 O FFICE FURNITURE - 1,613,930 EQUIPMENT AND OTHER - 606,751 LESS ACCUMULATED DEPRECIATION - (4,041,097) SUB-TOTAL - 172,941 DEPRECIATION EXPENSE - 347,962 DEPRECIATION CALCULATED US ING THE STRAIGHT-LINE METHOD |

| Identifier | Return Reference | Explanation |
|------------|----------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Part IX-A | summary of charitable activities | <p>Liberty Fund Colloquia and Symposiums - \$11,098,179 169 Colloquium and symposiums were developed and conducted in the United States, Canada, Latin America, and Europe Colloquium and symposiums are to foster thought and encourage discourse on enduring issues pertaining to liberty Liberty Fund Publishing - \$3,616,648 Liberty Fund published sixteen titles and conducted editorial work on other works for upcoming publications Titles selected for publishing are those that will preserve the wisdom and learning of the ages, and strengthen, in particular, the understanding and appreciation of individual liberty and responsibility Titles include classics in the fields of history, politics, philosophy, law, education, and economics Co-Sponsored Programs - \$4,493,798 Liberty Fund administered Co-Sponsored Programs with ten other non-profit organizations with similar educational and public purposes Liberty Fund and the Co-Sponsors have joint or shared responsibilities over planning, developing, coordinating, conducting, and evaluating the conference programs held As with the Liberty Fund Colloquia and Symposiums, the Co-Sponsored Programs are to foster thought and encourage discourse on enduring issues pertaining to liberty Liberty Fund Webpages - \$1,105,087 The Library of the Classics of Liberty - http://oll.libertyfund.org - is a webpage dedicated to making the classic texts which contributed to our modern understanding of the nature of limited government, individual liberty, and the free market more accessible to scholars, students and other interested individuals The Library of Economics and Liberty - www.econlib.org - is a webpage dedicated to advancing the study of economics, markets, and liberty</p> |

| Identifier | Return Reference | Explanation |
|------------|------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Part XVI-B | | INCOME CONTRIBUTES IMPORTANTLY TO THE CONTINUED PUBLICATION OF WRITINGS OF DECEASED THINKERS AS WELL AS CURRENT WRITINGS DEEMED UNPROFITABLE BY COMMERCIAL PUBLISHERS AND TO PROMOTE THE STUDY OF LIBERTY AND PERSONAL RESPONSIBILITY |

| Identifier | Return Reference | Explanation |
|----------------------|------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Reason for Amendment | | Return is being amended to correctly reflect compensation in Part VIII and to move the description for Part XVI-B to a General Explanation Attachment. This information was transmitted incorrectly during the e-file process. |

TY 2008 Investments Corporate
Bonds Schedule

Name: Liberty Fund Inc
EIN: 35-1320021

| Name of Bond | End of Year Book Value | End of Year Fair Market Value |
|--------------------------------|------------------------|-------------------------------|
| AMGEN INC | 147,089 | 146,750 |
| AVALONBAY CMNTYS INC | 220,051 | 181,350 |
| BANK AMER FDG CORP | 309,144 | 282,639 |
| BANK AMER N A CHARLOTTE N C | 109,709 | 109,764 |
| BANK NEW YORK INC | 99,273 | 99,680 |
| BANK ONE CORP | 50,351 | 51,898 |
| BELLSOUTH CORP | 199,512 | 205,278 |
| BOEING CAP CORP | 189,855 | 190,339 |
| BOEING CAP CORP | 137,402 | 140,124 |
| BURLINGTON NORTH SANTA FE CORP | 152,455 | 157,793 |
| CALIFORNIA ST | 345,000 | 343,803 |
| CAPITAL ONE BK | 84,779 | 84,880 |
| CAPITAL ONE FINL CORP | 74,767 | 45,313 |
| CATERPILLAR INC | 179,510 | 187,882 |
| CISCO SYS INC | 383,933 | 398,696 |
| CIT GROUP INC | 79,441 | 44,802 |
| CITIGROUP INC | 229,710 | 205,855 |
| CONOCO FDG CO | 158,813 | 153,304 |
| CONSOLIDATED EDISON CO NY INC | 189,268 | 191,427 |
| CRH AMER INC | 251,095 | 225,225 |
| CSX CORP | 98,843 | 102,848 |
| DAIMLERCHRYSLER NORTH AMER HLD | 49,925 | 49,411 |
| DARDEN RESTAURANTS INC | 269,187 | 257,728 |
| DIAGEO CAP | 199,812 | 206,260 |
| DIAGEO CAP PLC | 69,764 | 70,701 |
| DISNEY WALT CO | 232,591 | 242,597 |
| EMERSON ELEC CO | 139,142 | 138,339 |
| FRANCE TELECOM SA | 120,462 | 108,309 |
| GENERAL DYNAMICS CORP | 103,694 | 102,368 |
| GENERAL ELEC CAP CORP | 146,237 | 147,987 |

| Name of Bond | End of Year Book Value | End of Year Fair Market Value |
|--------------------------------|------------------------|-------------------------------|
| GENERAL ELEC CAP CORP | 125,531 | 125,841 |
| GENERAL ELEC CAP CORP | 75,616 | 75,592 |
| GENERAL ELEC CAP CORP | 149,343 | 140,050 |
| GOLDMAN SACHS GROUP INC | 249,624 | 249,570 |
| GOLDMAN SACHS GROUP INC | 266,242 | 272,433 |
| HALLIBURTON CO DTD 10/17/2003 | 104,383 | 104,170 |
| HEINZ H J CO | 214,925 | 222,398 |
| HONEYWELL INTL INC | 274,464 | 297,047 |
| HOUSEHOLD FIN CORP | 253,127 | 227,086 |
| IBM INTL GROUP CAP LLC | 334,735 | 358,658 |
| INTERNATIONAL BUSINESS MACHS | 175,705 | 175,266 |
| INTERNATIONAL LEASE FIN CORP- | 129,606 | 73,250 |
| J P MORGAN CHASE & CO | 119,704 | 119,828 |
| J P MORGAN CHASE & CO | 99,841 | 99,732 |
| JPMORGAN CHASE & CO | 200,937 | 201,254 |
| JPMORGAN CHASE & CO | 129,588 | 129,161 |
| JPMORGAN CHASE & CO | 104,820 | 97,242 |
| KELLOGG CO | 223,324 | 213,220 |
| KINDER MORGAN ENERGY PARTNERS | 269,698 | 254,637 |
| LEHMAN BROTHERS HLDGS INC | 273,584 | 39,188 |
| LOUISIANA PUB FACS AUTH SYS RE | 249,929 | 252,243 |
| MERRILL LYNCH & CO INC | 174,769 | 160,895 |
| MORGAN STANLEY | 99,649 | 99,686 |
| MORGAN STANLEY SR | 99,991 | 99,993 |
| NATIONAL CITY BK CLEVELAND OH | 153,000 | 202,831 |
| ORACLE CORP / OZARK HLDG INC | 89,457 | 89,565 |
| PACIFIC GAS & ELEC CO | 99,740 | 102,602 |
| PUBLIC SVC ELEC & GAS CO 1ST | 113,802 | 114,836 |
| ROGERS WIRELESS DTD 11/30/04 | 107,565 | 105,516 |
| SBC COMMUNICATIONS INC | 101,079 | 100,934 |

Additional Data

Software ID: 08000068

Software Version: 08-8.3

EIN: 35-1320021

Name: Liberty Fund Inc

Form 990PF PartVIII 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 |
|---------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| MANUEL F AYAU | Director 5 0 | 41,000 | 476 | 0 |
| 8335 ALLISON POINTE TRAIL 300 INDIANAPOLIS, IN 46250 | | | | |
| GEORGE W CAREY | Director 5 0 | 43,400 | 476 | 0 |
| 8335 ALLISON POINTE TRAIL 300 INDIANAPOLIS, IN 46250 | | | | |
| ROSEDA D DECKER | Director 5 0 | 38,500 | 0 | 0 |
| 8335 ALLISON POINTE TRAIL 300 INDIANAPOLIS, IN 46250 | | | | |
| DOUGLAS J DEN UYL | VP of Educational Progams 40 0 | 206,868 | 60,976 | 0 |
| 8335 ALLISON POINTE TRAIL 300 INDIANAPOLIS, IN 46250 | | | | |
| RICHARD W DUESENBERG | Director 5 0 | 41,500 | 476 | 738 |
| 8335 ALLISON POINTE TRAIL 300 INDIANAPOLIS, IN 46250 | | | | |
| PATRICIA A GALLAGHER | VP of Publishing 40 0 | 144,733 | 44,888 | 0 |
| 8335 ALLISON POINTE TRAIL 300 INDIANAPOLIS, IN 46250 | | | | |
| GIANCARLO IBARGUEN S | Director 5 0 | 43,725 | 589 | 110 |
| 8335 ALLISON POINTE TRAIL 300 INDIANAPOLIS, IN 46250 | | | | |
| JOSEPH F JOHNSTON | Director 5 0 | 41,500 | 476 | 0 |
| 8335 ALLISON POINTE TRAIL 300 INDIANAPOLIS, IN 46250 | | | | |
| LEONDARD P LIGGIO | Director 5 0 | 41,000 | 476 | 0 |
| 8335 ALLISON POINTE TRAIL 300 INDIANAPOLIS, IN 46250 | | | | |
| EDWARD B MCLEAN | Director 5 0 | 46,000 | 476 | 1,501 |
| 8335 ALLISON POINTE TRAIL 300 INDIANAPOLIS, IN 46250 | | | | |
| EMILIO J PACHECO | Exec Vice President, COO 40 0 | 236,407 | 53,216 | 0 |
| 8335 ALLISON POINTE TRAIL 300 INDIANAPOLIS, IN 46250 | | | | |
| T ALAN RUSSELL | Director and Chairman 40 0 | 362,684 | 490 | 0 |
| 8335 ALLISON POINTE TRAIL 300 INDIANAPOLIS, IN 46250 | | | | |
| SANDRA J SCHALLER | VP, Controller, Secret-Treas 40 0 | 177,833 | 48,761 | 0 |
| 8335 ALLISON POINTE TRAIL 300 INDIANAPOLIS, IN 46250 | | | | |
| JO ANNE W SHEPLER | Asst Sec , HR & Admin Svcs Mgr 40 0 | 74,930 | 25,822 | 0 |
| 8335 ALLISON POINTE TRAIL 300 INDIANAPOLIS, IN 46250 | | | | |
| DANE STARBUCK | Director 5 0 | 41,500 | 589 | 892 |
| 8335 ALLISON POINTE TRAIL 300 INDIANAPOLIS, IN 46250 | | | | |
| CHRIS L TALLEY | Dir , President & CEO 40 0 | 412,007 | 85,108 | 0 |
| 8335 ALLISON POINTE TRAIL 300 INDIANAPOLIS, IN 46250 | | | | |
| JENNIFER K THOMPSON | VP, DIR CO- SPONSORED PROGRAMS 40 0 | 120,000 | 37,739 | 0 |
| 8335 ALLISON POINTE TRAIL 300 INDIANAPOLIS, IN 46250 | | | | |
| RICHARD A WARE | DIRECTOR EMERITUS 5 0 | 36,000 | 0 | 0 |
| 8335 ALLISON POINTE TRAIL 300 INDIANAPOLIS, IN 46250 | | | | |

| Name of Bond | End of Year Book Value | End of Year Fair Market Value |
|--------------------------------|-------------------------------|--------------------------------------|
| SCHERING PLOUGH CORP | 75,087 | 79,519 |
| SIMON PPTY GROUP L P | 219,470 | 204,807 |
| SOUTHERN CO | 258,657 | 273,008 |
| TIME WARNER COS INC | 135,909 | 122,499 |
| UNION PLANTERS CORP | 107,820 | 100,457 |
| UNITED TECHNOLOGIES CORP | 102,948 | 102,316 |
| VERIZON COMMUNICATIONS INC | 95,191 | 95,347 |
| VERIZON GLOBAL FDG CORP | 88,321 | 85,086 |
| WACHOVIA CORP | 151,560 | 151,415 |
| WACHOVIA CORP | 229,625 | 231,456 |
| WAL MART STORES INC | 127,128 | 126,873 |
| WAL-MART STORES INC | 128,943 | 128,406 |
| WELLPOINT INC | 273,026 | 258,176 |
| WELLS FARGO & CO | 230,076 | 233,061 |
| COLUMBIA SHORT TERM BOND FUND | 10,000,000 | 10,120,952 |
| ISHARES BARCLAYS TIPS BOND FUN | 3,004,520 | 2,941,888 |
| STATE ST. CORE BOND LIQUID. AC | 350,448 | 293,459 |

TY 2008 Investments Corporate
Stock Schedule

Name: Liberty Fund Inc
EIN: 35-1320021

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|-----------------------------|------------------------|-------------------------------|
| ABBOTT LABS | 380,848 | 284,580 |
| ABBOTT LABS | 65,795 | 61,394 |
| ABBOTT LABS | 209,889 | 205,065 |
| ACCENTURE LTD CL A | 249,742 | 208,953 |
| ACE LTD | 426,083 | 333,504 |
| ACE LTD | 195,094 | 212,423 |
| ACE LTD | 250,944 | 305,712 |
| ACTIVISION BLIZZARD INC | 203,851 | 133,548 |
| ACTIVISION BLIZZARD INC | 19,243 | 18,675 |
| ADVANCED AUTO PTS INC | 16,779 | 18,681 |
| AES CORP | 28,060 | 29,291 |
| AFLAC INC | 112,732 | 118,449 |
| AGNICO EAGLE MINES LTD | 1,052,503 | 868,967 |
| AGNICO EAGLE MINES LTD | 41,534 | 34,847 |
| AGRIUM INC | 97,956 | 163,476 |
| AIR PRODS & CHEMS INC | 114,852 | 129,296 |
| AKAMAI TECHNOLOGIES INC | 15,674 | 17,594 |
| ALBEMARLE CORP | 79,858 | 107,280 |
| ALCON INC | 415,273 | 420,118 |
| ALEXION PHARMACEUTICALS INC | 15,967 | 14,137 |
| ALLERGAN INC | 43,446 | 42,274 |
| ALLERGAN INC | 462,179 | 449,709 |
| ALLIANCE DATA SYS CORP | 16,819 | 18,716 |
| ALTERA CORP | 37,824 | 35,197 |
| AMAZON COM INC | 521,289 | 551,642 |
| AMERICA MOVIL S A B DE C V | 490,184 | 535,553 |
| AMERICAN TOWER CORP | 92,082 | 86,609 |
| AMERISOURCEBERGEN CORP | 151,808 | 116,058 |
| AMETEK INC NEW | 24,148 | 23,739 |
| AMGEN INC | 686,826 | 596,181 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|-------------------------------|------------------------|-------------------------------|
| AMGEN INC | 169,654 | 177,061 |
| ANADARKO PETE CORP | 159,363 | 163,628 |
| ANALOG DEVICES INC | 40,210 | 44,135 |
| ANALOG DEVICES INC | 167,581 | 170,240 |
| APOLLO GROUP INC | 24,404 | 22,662 |
| APOLLO GROUP INC | 438,251 | 406,972 |
| APPLE INC | 569,640 | 624,368 |
| APPLIED MATLS INC | 210,858 | 136,752 |
| AQUA AMERICA INC | 93,728 | 74,042 |
| ARCELORMITTAL SA LUXEMBOURG | 352,808 | 103,752 |
| ARCH CAP GROUP LTD | 873,008 | 681,804 |
| ARCHER DANIELS MIDLAND CO | 410,948 | 327,446 |
| ARROW ELECTRS INC | 128,827 | 161,454 |
| ASHLAND INC | 121,828 | 331,596 |
| ASSURANT INC | 434,821 | 259,064 |
| ASTRAZENECA PLC | 392,429 | 356,694 |
| AT&T INC | 1,293,434 | 853,146 |
| AT&T INC | 523,287 | 501,563 |
| AT&T INC | 784,466 | 712,236 |
| AUTODESK INC | 14,520 | 15,912 |
| AUTOMATIC DATA PROCESSING INC | 241,135 | 193,600 |
| AUTOZONE INC | 444,928 | 698,838 |
| AVNET INC | 405,924 | 218,900 |
| AVNET INC | 79,016 | 94,127 |
| AVON PRODS INC | 41,315 | 44,723 |
| AVON PRODS INC | 175,015 | 190,091 |
| AXIS CAP HLDGS LTD | 121,428 | 120,071 |
| BANK AMER CORP | 1,236,831 | 269,686 |
| BANK AMER CORP | 97,437 | 142,880 |
| BARD C R INC | 15,663 | 14,254 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|-------------------------------|------------------------|-------------------------------|
| BARRICK GOLD CORP | 2,846,663 | 2,639,370 |
| BARRICK GOLD CORP | 185,067 | 139,680 |
| BED BATH & BEYOND INC | 17,558 | 19,956 |
| BEST BUY INC | 16,880 | 16,312 |
| BHP BILLITON LTD | 61,322 | 81,838 |
| BIG LOTS INC | 185,725 | 221,120 |
| BIG LOTS INC | 17,546 | 22,057 |
| BIOMARIN PHARMACEUTICAL INC | 18,448 | 18,647 |
| BLOCK H & R INC | 19,573 | 16,669 |
| BMC SOFTWARE INC | 18,957 | 19,277 |
| BMC SOFTWARE INC | 96,933 | 98,567 |
| BRISTOL MYERS SQUIBB CO | 336,146 | 247,680 |
| BROADCOM CORP | 24,561 | 26,506 |
| BUCYRUS INTL INC | 19,432 | 22,578 |
| BUNGE LTD | 366,174 | 249,652 |
| BURGER KING HLDGS INC | 45,617 | 31,765 |
| CABLEVISION NY GROUP | 183,903 | 175,032 |
| CABOT MICROELECTRONICS CORP | 90,902 | 85,911 |
| CACI INTL INC | 75,579 | 59,918 |
| CAMPBELL SOUP CO | 20,954 | 19,521 |
| CAPITOL FED FINL | 273,142 | 245,448 |
| CARNIVAL CORP | 431,220 | 468,492 |
| CARNIVAL CORP | 179,463 | 191,224 |
| CATERPILLAR INC | 153,555 | 170,784 |
| CB RICHARD ELLIS GROUP INC | 19,170 | 26,003 |
| CELGENE CORP | 357,375 | 370,212 |
| CEPHALON INC | 145,395 | 137,781 |
| CF INDS HLDGS INC | 49,260 | 48,922 |
| CHARLES RIV LABORATORIES INTL | 22,896 | 23,337 |
| CHEVRON CORP | 1,227,393 | 925,400 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|----------------------------|------------------------|-------------------------------|
| CHEVRON CORP | 232,578 | 221,171 |
| CHEVRON CORP | 562,372 | 608,120 |
| CHURCH & DWIGHT INC | 21,843 | 22,199 |
| CIGNA CORP | 248,958 | 179,361 |
| CLOROX CO | 378,413 | 397,955 |
| CLOROX CO | 32,012 | 33,686 |
| CME GROUP INC | 508,995 | 466,827 |
| COACH INC | 18,445 | 24,157 |
| COLUMBIA EMERGING MKT FUND | 3,720,447 | 3,148,668 |
| COLUMBIA INT'L GROWTH | 8,754,560 | 5,488,780 |
| COLUMBIA SPORTSWEAR CO | 89,428 | 56,310 |
| COMCAST CORP | 234,820 | 167,246 |
| COMMSCOPE INC | 15,509 | 19,955 |
| COMPASS MINERALS INTL INC | 123,548 | 106,084 |
| COMPUTER SCIENCES CORP | 131,938 | 121,968 |
| CONCHO RES INC | 15,290 | 14,916 |
| CONOCOPHILLIPS | 720,625 | 369,000 |
| CONSOL ENERGY INC | 14,833 | 16,641 |
| CONTINENTAL RES INC | 17,965 | 17,186 |
| COOPER INDS LTD | 134,974 | 162,147 |
| CORE LABORATORIES N V | 18,249 | 19,642 |
| CORNING INC | 94,918 | 131,580 |
| COSTCO WHSL CORP NEW | 363,745 | 367,659 |
| COVANCE INC | 346,656 | 380,348 |
| COWEN GROUP INC | 118,132 | 66,418 |
| CUMMINS INC | 27,244 | 31,756 |
| DARDEN RESTAURANTS INC | 17,497 | 18,115 |
| DAVITA INC | 22,256 | 23,000 |
| DEERE & CO | 320,460 | 301,198 |
| DENBURY RES INC | 27,494 | 26,862 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|--------------------------------|------------------------|-------------------------------|
| DEVRY INC DEL | 17,245 | 15,109 |
| DIAGEO PLC | 183,235 | 187,572 |
| DIAMOND OFFSHORE DRILLING INC | 38,167 | 41,274 |
| DIANA SHIPPING INC | 54,467 | 61,324 |
| DISCOVER FINL SVCS | 185,021 | 208,941 |
| DISNEY WALT CO | 196,675 | 144,540 |
| DOLLAR TREE INC | 138,661 | 135,488 |
| DOLLAR TREE INC | 29,250 | 29,426 |
| DOMINION RES INC VA NEW | 373,203 | 286,520 |
| DUN & BRADSTREET CORP DEL NEW | 125,972 | 154,660 |
| DUN & BRADSTREET CORP DEL NEW | 27,278 | 28,164 |
| EATON CORP | 160,143 | 166,878 |
| EATON CORP | 137,179 | 135,780 |
| ECOLAB INC | 21,354 | 23,438 |
| EMBARQ CORP | 1,069,435 | 621,520 |
| EMC CORP | 194,419 | 197,573 |
| ENCANA CORP | 288,198 | 290,203 |
| EOG RES INC | 184,189 | 192,408 |
| EQUINIX INC | 18,446 | 20,788 |
| EXELON CORP | 186,165 | 181,475 |
| EXELON CORP | 94,510 | 192,639 |
| EXPEDITORS INTL WASHINGTON INC | 391,376 | 447,100 |
| EXPRESS SCRIPTS INC | 66,376 | 82,010 |
| EXXON MOBIL CORP | 1,011,744 | 1,046,719 |
| EXXON MOBIL CORP | 515,311 | 493,491 |
| EXXON MOBIL CORP | 438,989 | 446,689 |
| F5 NETWORKS INC | 147,212 | 177,255 |
| F5 NETWORKS INC | 86,313 | 99,126 |
| FAMILY DLR STORES INC | 338,668 | 404,918 |
| FASTENAL CO | 29,596 | 31,187 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|----------------------------|------------------------|-------------------------------|
| FEDEX CORP | 219,488 | 173,476 |
| FIRST HORIZON NATL CORP | 153,068 | 147,328 |
| FIRST SOLAR INC | 421,213 | 594,084 |
| FIRSTENERGY CORP | 120,814 | 126,790 |
| FISERV INC | 28,258 | 28,699 |
| FLIR SYS INC | 97,122 | 61,416 |
| FLOWSERVE CORP | 19,019 | 20,506 |
| FMC TECHNOLOGIES INC | 18,375 | 18,518 |
| FMC TECHNOLOGIES INC | 460,180 | 463,782 |
| FOREST LABS INC | 290,499 | 193,041 |
| FORRESTER RESH INC | 76,221 | 126,567 |
| FOSTER WHEELER AG | 27,161 | 29,561 |
| FPL GROUP INC | 318,604 | 268,950 |
| FPL GROUP INC | 296,682 | 305,366 |
| FREEPORT-MCMORAN CPR & GLD | 14,266 | 14,672 |
| FREEPORT-MCMORAN CPR & GLD | 112,210 | 108,273 |
| FREEPORT-MCMORAN CPR & GLD | 94,847 | 97,541 |
| FTI CONSULTING INC | 37,478 | 43,300 |
| FTI CONSULTING INC | 52,753 | 105,589 |
| GAMESTOP CORP | 19,484 | 19,453 |
| GAMESTOP CORP | 394,084 | 393,467 |
| GAMMON GOLD INC | 200,731 | 211,950 |
| GAP INC DEL | 22,800 | 24,025 |
| GAP INC DEL | 55,915 | 62,160 |
| GARMIN LTD | 11,563 | 12,771 |
| GENERAL ELEC CO | 533,407 | 619,850 |
| GENERAL ELEC CO | 173,185 | 203,096 |
| GENERAL MLS INC | 461,880 | 370,037 |
| GILEAD SCIENCES INC | 430,398 | 423,604 |
| GOLDCORP INC | 2,821,145 | 2,410,752 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|-------------------------------|------------------------|-------------------------------|
| GOLDMAN SACHS GROUP INC | 415,178 | 359,800 |
| GOLDMAN SACHS GROUP INC | 287,493 | 324,077 |
| GOLDMAN SACHS GROUP INC | 82,150 | 141,350 |
| GOOGLE INC | 539,110 | 590,391 |
| GREENHILL & CO INC | 112,605 | 138,701 |
| GREIF INC | 20,063 | 22,409 |
| HALLIBURTON CO | 52,213 | 64,118 |
| HEINZ H J CO | 30,664 | 31,047 |
| HELMERICH & PAYNE INC | 43,975 | 59,144 |
| HERBALIFE LTD | 18,432 | 20,197 |
| HESS CORP | 355,704 | 335,698 |
| HEWITT ASSOCS INC | 40,090 | 41,897 |
| HEWITT ASSOCS INC | 86,799 | 96,934 |
| HEWLETT PACKARD CO | 544,801 | 662,032 |
| HEWLETT PACKARD CO | 128,870 | 147,518 |
| HONDA MOTOR LTD | 67,581 | 72,650 |
| HONEYWELL INTL INC | 135,474 | 134,203 |
| HUDSON CITY BANCORP | 197,684 | 177,096 |
| HUMANA INC | 145,786 | 161,168 |
| HURON CONSULTING GROUP INC | 11,421 | 13,186 |
| ICON PUB LTD CO | 23,222 | 20,655 |
| ILLINOIS TOOL WKS INC | 276,395 | 180,400 |
| ILLUMINA INC | 25,218 | 26,668 |
| ILLUMINA INC | 457,064 | 483,346 |
| IMS HEALTH INC | 231,553 | 130,624 |
| INGRAM MICRO INC | 812,325 | 630,168 |
| INTEGRYS ENERGY GROUP INC | 646,477 | 324,843 |
| INTEL CORP | 128,201 | 130,864 |
| INTERCONTINENTAL EXCHANGE INC | 16,145 | 16,819 |
| INTERNATIONAL BUSINESS MACHS | 125,758 | 127,774 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|------------------------------|------------------------|-------------------------------|
| INTERNATIONAL BUSINESS MACHS | 501,159 | 526,371 |
| INTERNATIONAL RECTIFIER CORP | 25,856 | 31,751 |
| INTERSIL CORP | 18,314 | 16,913 |
| INTERSIL CORP | 66,384 | 61,306 |
| INTL PAPER CO | 336,531 | 154,452 |
| INTREPID POTASH INC | 17,697 | 22,591 |
| INTUIT | 15,004 | 12,560 |
| INTUITIVE SURGICAL INC | 388,921 | 575,639 |
| INVESCO LTD | 15,497 | 15,088 |
| ITC HLDGS CORP | 16,649 | 17,020 |
| ITT CORP | 21,054 | 23,007 |
| ITT EDUCATIONAL SERVICES INC | 391,832 | 377,888 |
| ITT EDUCATIONAL SERVICES INC | 39,131 | 34,866 |
| J CREW GROUP INC | 82,382 | 78,133 |
| J P MORGAN CHASE & CO | 971,386 | 693,000 |
| J P MORGAN CHASE & CO | 384,569 | 456,753 |
| J P MORGAN CHASE & CO | 226,377 | 303,600 |
| JACOBS ENGR GROUP INC DEL | 17,701 | 15,901 |
| JANUS CAP GROUP INC | 14,334 | 19,869 |
| JOHNSON & JOHNSON | 690,107 | 586,432 |
| JOHNSON & JOHNSON | 257,073 | 257,978 |
| JOY GLOBAL INC | 14,079 | 15,530 |
| KANSAS CITY SOUTHERN | 70,559 | 53,177 |
| KAYDON CORP | 76,038 | 70,951 |
| KBW INC | 106,723 | 97,292 |
| KIMBERLY CLARK CORP | 294,392 | 216,216 |
| KIMCO REALTY CORP | 9,940 | 16,828 |
| KINROSS GOLD CORP | 1,085,205 | 990,345 |
| KOHL'S CORP | 26,443 | 26,530 |
| KOHL'S CORP | 182,256 | 182,851 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|------------------------------|------------------------|-------------------------------|
| KROGER CO | 597,995 | 497,260 |
| L-3 COMMUNICATIONS HLDGS INC | 260,518 | 288,761 |
| LABORATORY CORP AMER HLDGS | 33,405 | 36,309 |
| LAMAR ADVERTISING CO | 17,955 | 20,905 |
| LANDSTAR SYS INC | 44,577 | 44,584 |
| LEAP WIRELESS INTL INC | 25,571 | 25,141 |
| LG DISPLAY CO LTD | 27,793 | 28,673 |
| LIBERTY MEDIA CORP ENTRTNMT | 30,472 | 34,504 |
| LIFE TECHNOLOGIES CORP | 299,431 | 238,720 |
| LIFE TECHNOLOGIES CORP | 51,972 | 59,829 |
| LIFE TECHNOLOGIES CORP | 121,109 | 138,346 |
| LILLY ELI & CO | 616,411 | 385,164 |
| LIMITED BRANDS INC | 113,688 | 92,502 |
| LINCOLN NATL CORP IND | 199,009 | 234,916 |
| LKQ CORP | 24,202 | 26,506 |
| LOCKHEED MARTIN CORP | 286,335 | 227,737 |
| LOCKHEED MARTIN CORP | 245,601 | 227,737 |
| LOWES COS INC | 229,499 | 255,678 |
| M & T BK CORP | 149,152 | 131,125 |
| MANHATTAN ASSOCS INC | 125,532 | 98,341 |
| MARATHON OIL CORP | 105,548 | 109,593 |
| MARATHON OIL CORP | 518,285 | 377,190 |
| MARSH & MCLENNAN COS INC | 242,029 | 247,386 |
| MARSH & MCLENNAN COS INC | 145,580 | 118,104 |
| MARVEL ENTMT INC | 21,386 | 23,036 |
| MARVELL TECHNOLOGY GROUP LTD | 19,170 | 21,312 |
| MASTERCARD INC | 204,068 | 146,760 |
| MASTERCARD INC | 17,971 | 19,446 |
| MASTERCARD INC | 536,261 | 580,252 |
| MAXIM INTEGRATED PRODS INC | 13,595 | 14,051 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|--------------------------|------------------------|-------------------------------|
| MCAFEE INC | 33,269 | 36,151 |
| MCDERMOTT INTL INC | 30,177 | 29,149 |
| MCDONALDS CORP | 420,056 | 389,017 |
| MCDONALDS CORP | 119,682 | 113,721 |
| MCGRAW HILL COS INC | 34,437 | 43,115 |
| MCGRAW HILL COS INC | 175,642 | 144,720 |
| MCKESSON CORP | 713,641 | 469,900 |
| MEDCO HLTH SOLUTIONS INC | 24,619 | 25,477 |
| MEDCO HLTH SOLUTIONS INC | 500,630 | 518,071 |
| MEDCO HLTH SOLUTIONS INC | 165,726 | 171,500 |
| MEDTRONIC INC | 401,457 | 256,000 |
| MEMC ELECTR MATLS INC | 29,648 | 28,852 |
| MERCK & CO INC | 411,569 | 244,824 |
| MERCK & CO INC | 293,168 | 249,672 |
| METLIFE INC | 333,073 | 214,200 |
| METLIFE INC | 234,382 | 279,650 |
| MOLINA HEALTHCARE INC | 51,785 | 51,007 |
| MONSANTO CO NEW | 157,341 | 172,751 |
| MORGAN STANLEY | 243,884 | 250,584 |
| MORGAN STANLEY | 194,645 | 204,108 |
| MORGAN STANLEY | 123,044 | 130,020 |
| MOSAIC CO | 371,100 | 379,947 |
| MPS GROUP INC | 50,526 | 34,162 |
| NABORS INDS INC | 61,877 | 61,950 |
| NAVIGANT CONSULTING INC | 71,801 | 52,456 |
| NAVISTAR INTL CORP NEW | 92,245 | 98,091 |
| NEWFIELD EXPL CO | 96,587 | 97,095 |
| NEWMONT MNG CORP | 844,222 | 768,584 |
| NORDSTROM INC | 125,600 | 134,173 |
| NORTHERN TR CORP | 29,281 | 26,799 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|----------------------------|------------------------|-------------------------------|
| NUCOR CORP | 192,151 | 182,169 |
| NVR INC | 15,376 | 17,183 |
| OCCIDENTAL PETE CORP DEL | 336,329 | 264,563 |
| OCCIDENTAL PETE CORP DEL | 281,217 | 265,520 |
| ODYSSEY RE HLDGS CORP | 146,296 | 141,673 |
| OLD DOMINION FGHT LINE INC | 15,561 | 17,115 |
| OM GROUP INC | 49,118 | 72,018 |
| OMNICARE INC | 198,281 | 239,103 |
| ONEOK INC NEW | 442,552 | 269,551 |
| OWENS ILL INC | 190,093 | 219,510 |
| PALL CORP | 21,349 | 25,406 |
| PARKER HANNIFIN CORP | 202,346 | 195,005 |
| PAYCHEX INC | 22,184 | 22,202 |
| PENN NATL GAMING INC | 22,546 | 27,862 |
| PENTAIR INC | 254,762 | 261,072 |
| PEPSICO INC | 351,231 | 283,632 |
| PERRIGO CO | 24,248 | 26,516 |
| PETROHAWK ENERGY CORP | 28,839 | 31,718 |
| PFIZER INC | 174,159 | 169,672 |
| PFIZER INC | 217,147 | 208,416 |
| PG&E CORP | 249,010 | 246,291 |
| PG&E CORP | 216,808 | 207,872 |
| PHILIP MORRIS INTL INC | 106,759 | 107,405 |
| PHILIP MORRIS INTL INC | 261,201 | 249,780 |
| PITNEY BOWES INC | 13,606 | 14,012 |
| PITNEY BOWES INC | 188,874 | 147,240 |
| PNC FINL SVCS GROUP INC | 141,469 | 177,022 |
| POTASH CORP SASK INC | 62,309 | 64,176 |
| POTASH CORP SASK INC | 70,034 | 72,133 |
| POWER INTEGRATIONS INC | 83,114 | 56,552 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---------------------------|------------------------|-------------------------------|
| PPL CORP | 21,978 | 22,851 |
| PRECISION CASTPARTS CORP | 45,438 | 54,798 |
| PRICE T ROWE GROUP INC | 23,768 | 29,930 |
| PRICE T ROWE GROUP INC | 454,441 | 572,253 |
| PRICELINE COM INC | 18,023 | 19,515 |
| PROCTER & GAMBLE CO | 222,997 | 225,150 |
| PRUDENTIAL FINL INC | 104,850 | 135,332 |
| PSYCHIATRIC SOLUTIONS INC | 11,448 | 14,213 |
| QIAGEN N V | 243,070 | 246,145 |
| QUALCOMM INC | 603,661 | 624,770 |
| QUANEX BLDG PRODS CORP | 80,493 | 55,996 |
| QUEST DIAGNOSTICS INC | 19,607 | 21,251 |
| QUESTAR CORP | 27,024 | 25,827 |
| RANGE RES CORP | 21,871 | 19,785 |
| RAYTHEON CO | 222,333 | 153,782 |
| REGAL BELOIT CORP | 56,046 | 78,172 |
| RESEARCH IN MOTION LTD | 463,734 | 548,425 |
| ROBERT HALF INTL INC | 18,082 | 22,074 |
| ROGERS CORP | 131,714 | 76,884 |
| ROPER INDS INC NEW | 29,354 | 29,132 |
| ROSS STORES INC | 191,497 | 185,906 |
| ROSS STORES INC | 18,368 | 18,932 |
| RYLAND GROUP INC | 99,757 | 94,852 |
| SALESFORCE COM INC | 20,288 | 24,316 |
| SANDISK CORP | 31,603 | 36,282 |
| SBA COMMUNICATIONS CORP | 53,347 | 51,433 |
| SCHERING PLOUGH CORP | 438,655 | 430,911 |
| SCHERING PLOUGH CORP | 314,970 | 363,716 |
| SCHLUMBERGER LTD | 185,133 | 181,263 |
| SHAW GROUP INC | 83,446 | 91,973 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|-------------------------------|------------------------|-------------------------------|
| SHERWIN WILLIAMS CO | 29,509 | 32,002 |
| SIEMENS A G | 116,749 | 153,939 |
| SIMPSON MFG CO INC | 131,574 | 91,177 |
| SMUCKER J M CO | 86,113 | 89,359 |
| SOHU COM INC | 22,367 | 23,989 |
| SOUTHERN CO | 51,536 | 48,345 |
| SOUTHWEST AIRLS CO | 150,156 | 97,022 |
| SOUTHWESTERN ENERGY CO | 45,631 | 51,567 |
| SPDR GOLD TR | 3,172,716 | 3,124,266 |
| SPDR GOLD TR | 1,253,879 | 1,203,017 |
| ST JOE CO | 82,912 | 64,116 |
| ST JUDE MED INC | 17,939 | 17,162 |
| STAPLES INC | 255,375 | 259,709 |
| STAPLES INC | 273,128 | 241,254 |
| STATE STR CORP | 96,103 | 177,476 |
| STERICYCLE INC | 46,678 | 43,690 |
| SUPERVALU INC | 520,768 | 209,280 |
| SYMANTEC CORP | 27,216 | 29,256 |
| TESORO CORP | 339,363 | 311,100 |
| THERMO FISHER SCIENTIFIC CORP | 26,293 | 25,959 |
| THERMO FISHER SCIENTIFIC CORP | 130,043 | 128,393 |
| THOMSON REUTERS PLC | 120,891 | 139,307 |
| THOR INDS INC | 92,665 | 104,788 |
| TIME WARNER INC | 205,111 | 142,615 |
| TJX COS INC NEW | 201,527 | 181,805 |
| TJX COS INC NEW | 31,688 | 34,263 |
| TOTAL S A | 393,907 | 402,732 |
| TRANSOCEAN LTD | 304,871 | 319,585 |
| TRAVELERS COS INC | 269,196 | 275,638 |
| TRAVELERS COS INC | 93,779 | 111,078 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|-------------------------------|------------------------|-------------------------------|
| TRIUMPH GROUP INC NEW | 101,221 | 91,959 |
| UBS AG | 113,190 | 77,216 |
| ULTRA PETE CORP | 17,896 | 19,217 |
| UNILEVER N V | 281,413 | 217,690 |
| UNITED PARCEL SVC INC | 199,701 | 177,956 |
| UNITED TECHNOLOGIES CORP | 348,176 | 376,996 |
| UNITEDHEALTH GROUP INC | 205,486 | 155,232 |
| URBAN OUTFITTERS INC | 14,713 | 17,970 |
| URS CORP NEW | 195,185 | 242,330 |
| US BANCORP DEL | 547,879 | 317,028 |
| US BANCORP DEL | 300,827 | 361,212 |
| UST EXCELSIOR VENTURE PARTNER | 1,218,000 | 1,218,000 |
| V F CORP | 141,851 | 135,550 |
| VALERO ENERGY CORP NEW | 398,613 | 414,656 |
| VARIAN SEMICONDUCTOR EQUIPMT | 97,273 | 92,917 |
| VERISIGN INC | 13,192 | 13,603 |
| VERIZON COMMUNICATIONS INC | 845,369 | 591,630 |
| VERIZON COMMUNICATIONS INC | 193,620 | 180,796 |
| VERIZON COMMUNICATIONS INC | 234,712 | 209,346 |
| VERTEX PHARMACEUTICALS INC | 25,648 | 28,663 |
| VIRTUS FOREIGN OPPORTUNITIES | 5,491,333 | 4,340,935 |
| VORNADO RLTY TR | 4,300 | 4,889 |
| WABTEC CORP | 14,825 | 19,299 |
| WADDELL & REED FINL INC | 35,932 | 41,817 |
| WAL-MART STORES INC | 614,825 | 524,160 |
| WAL-MART STORES INC | 130,421 | 123,026 |
| WAL-MART STORES INC | 230,953 | 231,840 |
| WALTER ENERGY INC | 52,425 | 64,410 |
| WALTER INDS INC | 8,590 | 78,602 |
| WASTE CONNECTIONS INC | 29,716 | 28,513 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|------------------------------|------------------------|-------------------------------|
| WELLS FARGO & CO | 790,380 | 596,298 |
| WELLS FARGO & CO | 195,513 | 257,689 |
| WELLS FARGO & CO | 282,016 | 370,185 |
| WESTERN UNION CO | 377,656 | 226,125 |
| WHITING PETE CORP | 15,284 | 15,856 |
| WHOLE FOODS MKT INC | 46,448 | 77,157 |
| WILMINGTON TRUST CORP | 109,092 | 73,087 |
| WTC CTF DAS ABSOLUTE RETURN | 16,011,597 | 16,072,594 |
| WTC CTF DIV INFLATION HEDGES | 4,001,835 | 4,300,418 |
| WTC CTF OPPORTUNISTIC INV | 20,014,903 | 21,606,045 |
| WTC CTF TRSY INFL PRT SC | 8,294,378 | 8,277,068 |
| WYETH | 247,531 | 250,160 |
| XCEL ENERGY INC | 19,704 | 20,044 |
| XEROX CORP | 194,219 | 171,691 |
| XTO ENERGY INC | 378,568 | 359,598 |
| YUM BRANDS INC | 278,008 | 260,130 |
| YUM BRANDS INC | 28,390 | 31,616 |
| ZIONS BANCORPORATION | 69,178 | 53,349 |

TY 2008 Investments Government Obligations Schedule

Name: Liberty Fund Inc

EIN: 35-1320021

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

12,606,136

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

12,659,728

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

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

TY 2008 Investments - Land Schedule

Name: Liberty Fund Inc

EIN: 35-1320021

TY 2008 Investments - Other Schedule

Name: Liberty Fund Inc
EIN: 35-1320021

| Category/ Item | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|--------------------------------|-----------------------|------------|-------------------------------|
| ADJUSTABLE RATE MTG TR | | 489,920 | 203,365 |
| BEAR STEARNS COML MTG SECS TR | | 84,797 | 80,699 |
| BEAR STEARNS COML MTG SECS TR | | 160,875 | 138,811 |
| BEAR STEARNS COML MTG SECS | | 125,682 | 103,802 |
| CAPITAL AUTO RECEIVABLES ASSET | | 139,724 | 141,507 |
| CAPITAL AUTO RECEIVABLES ASSET | | 232,408 | 220,427 |
| CAPITAL ONE EXECUTION TR | | 271,283 | 242,828 |
| CD 2007-CD4 COML MTG TR | | 271,338 | 201,865 |
| CHASE AUTO OWNER TR | | 29,203 | 29,502 |
| CHASE ISSUANCE TRUST | | 269,974 | 277,565 |
| CITIBANK CR CARD ISSUANCE TR | | 199,896 | 189,786 |
| CITIBANK CR CARD ISSUANCE TR | | 299,682 | 307,977 |
| COMMERCIAL MTG TR 2007-GG9 | | 195,974 | 172,516 |
| CWALT SER 2004-22CB CL 1A1 DTD | | 188,714 | 140,595 |
| E TRADE RV & MRN TR SER 2004-1 | | 111,423 | 111,156 |
| FEDERAL HOME LN BKS | | 180,967 | 180,742 |
| FEDERAL HOME LN BKS | | 201,389 | 201,812 |
| FEDERAL HOME LN MTG CORP | | 87,051 | 90,111 |
| FEDERAL HOME LN MTG CORP | | 349,990 | 350,896 |
| FEDERAL HOME LN MTG CORP | | 254,367 | 254,800 |
| FEDERAL HOME LN MTG CORP | | 206,181 | 206,000 |
| FEDERAL HOME LN MTG CORP | | 477,078 | 502,431 |
| FEDERAL HOME LN MTG CORP | | 99,127 | 105,252 |
| FEDERAL HOME LN MTG CORP | | 118,001 | 121,331 |
| FEDERAL NATL MTG ASSN | | 102,001 | 101,969 |
| FEDERAL NATL MTG ASSN | | 384,508 | 385,665 |
| FEDERAL NATL MTG ASSN | | 1,246 | 972 |
| FEDERAL NATL MTG ASSN | | 229,928 | 243,609 |
| FEDERAL NATL MTG ASSN | | 87,986 | 93,075 |
| FEDERAL NATL MTG ASSN | | 194,151 | 208,762 |

| Category / Item | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|--------------------------------|-----------------------|------------|-------------------------------|
| FEDERAL NATL MTG ASSN | | 946 | 652 |
| FEDERAL NATL MTG ASSN | | 126,713 | 127,874 |
| FIRST HORIZON MTG PASSTHRU TR | | 207,187 | 166,966 |
| GMACM MTG LN TR S2005-AR3 CL | | 71,215 | 56,465 |
| GOVERNMENT NATL MTG ASSN | | 37,038 | 36,981 |
| GOVERNMENT NATL MTG ASSN | | 10,057 | 19,241 |
| GOVERNMENT NATL MTG ASSN | | 5,854 | 15,605 |
| GOVERNMENT NATL MTG ASSN | | 143,080 | 151,287 |
| J P MORGAN CHASE COML MTG SECS | | 125,620 | 96,507 |
| J P MORGAN CHASE COML MTG SECS | | 296,469 | 223,701 |
| LB-UBS COML MTG TR | | 628,109 | 538,850 |
| LB-UBS COML MTG TR | | 148,731 | 122,966 |
| LB-UBS COML MTG TR 2007-C1 | | 271,330 | 194,751 |
| LBUBS SER 2005-C2 CLASS A2 | | 153,435 | 145,718 |
| LEHMAN XS TR | | 299,953 | 141,888 |
| MORGAN STANLEY MTG LN TR | | 199,461 | 93,964 |
| RESID'L FDG MTG SECS II INC | | 54,003 | 49,631 |
| STRUCTURED ASSET SECS CORP | | 73,763 | 31,843 |
| STRUCTURED ASSET SECS CORP | | 138,622 | 101,621 |
| WAMU MTG PASS-THR CTFS SER | | 175,035 | 131,508 |
| WORLD OMNI AUTO RECVBLS TR | | 50,750 | 50,920 |
| FED HOME LN BKS CONS BOND | | 486,537 | 485,721 |
| FED HOME LN MTG ASSN | | 493,092 | 492,471 |
| FED HOME LN MTG ASSN | | 488,745 | 487,827 |
| FED HOME LN MTG ASSN | | 730,856 | 733,219 |
| FED HOME LN MTG ASSN | | 506,160 | 506,952 |
| FED HOME LN MTG ASSN | | 707,069 | 708,332 |
| FED HOME LN MTG CORP | | 754,765 | 754,313 |
| FED HOME LN MTG CORP | | 713,760 | 711,491 |

TY 2008 Land, Etc. Schedule**Name:** Liberty Fund Inc**EIN:** 35-1320021

TY 2008 Legal Fees Schedule

Name: Liberty Fund Inc

EIN: 35-1320021

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------------|--------|--------------------------|------------------------|---------------------------------------------|
| LEGAL CONSULTING FEES | 82,193 | 8,219 | 8,219 | 73,974 |

TY 2008 Other Assets Schedule

Name: Liberty Fund Inc

EIN: 35-1320021

| Description | Beginning of Year - Book Value | End of Year - Book Value | End of Year - Fair Market Value |
|----------------|-----------------------------------|-----------------------------|------------------------------------|
| ART COLLECTION | 152,057 | 152,057 | 417,060 |

TY 2008 Other Expenses Schedule**Name:** Liberty Fund Inc**EIN:** 35-1320021

| Description | Revenue and Expenses per Books | Net Invest ment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--------------------------------|-----------------------------------|---------------------------|---------------------|------------------------------------------|
| EDUCATIONAL MATERIALS | 136,012 | 13,601 | 13,601 | 122,411 |
| INSURANCE | 114,238 | 143 | 143 | 114,094 |
| MISCELLANEOUS | 80,321 | 100 | 100 | 80,223 |
| EQUIPMENT LEASING | 67,391 | 1,011 | 1,011 | 66,380 |
| ADMINISTRATIVE EXPENSES | 471,480 | 65 | 65 | 471,415 |
| PASS THRU P'SHIP PORTFOLIO DED | 0 | 860,501 | 860,501 | 0 |

TY 2008 Other Income Schedule

Name: Liberty Fund Inc

EIN: 35-1320021

| Description | Revenue And Expenses Per Books | Net Invest ment Income | Adjusted Net Income |
|---------------------------------|-----------------------------------|---------------------------|---------------------|
| book & film sales | 551,430 | | 551,430 |
| rights & permissions | 2,000 | | 2,000 |
| loss on disposal of laptop | -922 | | -922 |
| Pass Through Partnership Income | 0 | 1,369,750 | 1,369,750 |

TY 2008 Other Liabilities Schedule

Name: Liberty Fund Inc

EIN: 35-1320021

| Description | Beginning of Year - Book Value | End of Year - Book Value |
|-------------------|--------------------------------|--------------------------|
| OTHER LIABILITIES | 11,081 | 8,283 |

TY 2008 Other Professional Fees Schedule**Name:** Liberty Fund Inc**EIN:** 35-1320021

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-------------------------------|---------------|----------------------------------|--------------------------------|------------------------------------------------------|
| INVESTMENT MANAGEMENT FEES | 1,769,484 | 1,769,484 | 1,769,484 | |
| CONFERENCE FEES | 5,369,304 | | | 5,369,304 |
| RESIDENT SCHOLARS | 416,695 | | | 416,695 |
| WEBSITE DEVELOPMENT FEES | 241,216 | | | 241,216 |
| OTHER PROFESSIONAL FEES | 822,233 | 695 | 695 | 821,539 |

TY 2008 Taxes Schedule

Name: Liberty Fund Inc

EIN: 35-1320021

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--------------------|--------|--------------------------|------------------------|---------------------------------------------|
| FOREIGN TAXES PAID | | 80,632 | 80,632 | |

TY 2008
TransfersFrmControlledEntities

Name: Liberty Fund Inc
EIN: 35-1320021

| Name | US / Foreign Address | EIN | Description | Amount |
|-----------------------------------------|-----------------------------------------------------------------|------------|--------------------|---------|
| Pierre F and End Goodrich Foundation | 8335 Allison Pointe Trail Suite 30 Indianapolis, IN 46250 | 35-6056960 | Operating expenses | 109,982 |
| Total | | | | 109,982 |