Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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

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

Use the IRS label. Otherwise, print or type. See Specific Instructions

Name of foundation: LIBRA FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address): 96 N.E. FOURTH AVENUE — Room/suite:

City or town, state, and ZIP code: DELRAY BEACH, FL 33483-4597

A Employer identification number 65-0469849

B Telephone number (561) 276-7468

C If exemption application is pending, check here ▶☐

D 1. Foreign organizations, check here ▶☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 38,415,711.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	30,968,709.		N/A	
2	Check ▶☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	39.	39.		STATEMENT 1
4	Dividends and interest from securities	899,557.	886,473.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<10,660,354.>			
b	Gross sales price for all assets on line 6a 50,535,674.				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	101,592.	101,592.		STATEMENT 3
12	**Total.** Add lines 1 through 11	21,309,543.	988,104.		
13	Compensation of officers, directors, trustees, etc	120,000.	24,000.		96,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 4	8,762.	7,886.		876.
c	Other professional fees STMT 5	167,932.	167,932.		0.
17	Interest				
18	Taxes STMT 6	13,223.	2,674.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 7	768.	768.		0.
24	**Total operating and administrative expenses.** Add lines 13 through 23	310,685.	203,260.		96,876.
25	Contributions, gifts, grants paid	1,272,500.			1,272,500.
26	**Total expenses and disbursements.** Add lines 24 and 25	1,583,185.	203,260.		1,369,376.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	19,726,358.			
b	**Net investment income** (if negative, enter -0-)		784,844.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

Revenue

Operating and Administrative Expenses

SCANNED NOV 05 2010

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923501 02-02-10 LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions. Form **990-PF** (2009)

11201025 729628 08301 2009.04050 LIBRA FOUNDATION, INC. 08301 1 14

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	4,994.		
	2 Savings and temporary cash investments	1,682,918.	2,443,163.	2,443,163.
	3 Accounts receivable ▶ 32,771.			
	Less: allowance for doubtful accounts ▶	3,241.	32,771.	32,771.
	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	12,000.	10,800.	10,800.
	10a Investments - U.S. and state government obligations STMT 8	450,725.	5,981,082.	5,991,336.
	b Investments - corporate stock STMT 9	10,628,352.	18,644,972.	22,317,349.
	c Investments - corporate bonds STMT 10	1,347,844.	2,546,873.	2,788,411.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ OTHER INVESTMENTS)	0.	4,198,211.	4,831,881.
	16 Total assets (to be completed by all filers)	14,130,074.	33,857,872.	38,415,711.
Liabilities	17 Accounts payable and accrued expenses		1,440.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	1,440.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	14,130,074.	33,856,432.	
	30 Total net assets or fund balances	14,130,074.	33,856,432.	
	31 Total liabilities and net assets/fund balances	14,130,074.	33,857,872.	

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	14,130,074.
2 Enter amount from Part I, line 27a	2	19,726,358.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	33,856,432.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	33,856,432.

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	SCHEDULE ATTACHED	P		
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	50,535,674.		61,196,028.	<10,660,354.>
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<10,660,354.>
b				
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** <10,660,354.>

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	1,213,351.	15,106,347.	.080321
2007	656,909.	16,847,753.	.038991
2006	384,570.	15,823,868.	.024303
2005	566,026.	15,340,598.	.036897
2004	950,833.	16,554,628.	.057436

2	**Total** of line 1, column (d)	2	.237948
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	.047590
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	27,867,498.
5	Multiply line 4 by line 3	5	1,326,214.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,848.
7	Add lines 5 and 6	7	1,334,062.
8	Enter qualifying distributions from Part XII, line 4	8	1,369,376.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	7,848.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	7,848.
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	7,848.
6	Credits/Payments:				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	10,800.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	20,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	30,800.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	22,952.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶		22,952. Refunded ▶	11	0.

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

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THOMAS A. SMITH Telephone no. ▶ (561) 276-7468
Located at ▶ 96 NE FOURTH AVENUE, DELRAY BEACH, FL ZIP+4 ▶ 33483-4597

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Line	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 page 20 of the instructions)?	N/A	1b		
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 2009?		1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
If "Yes," list the years ▶ ______, ______, ______, ______				
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	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. ▶ ______, ______, ______, ______				
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 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HORACE S. NICHOLS 137 MARLBOROUGH STREET BOSTON, MA 02116	DIRECTOR 5.00	40,000.	0.	0.
THOMAS A. SMITH 96 NE FOURTH AVENUE DELRAY BEACH, FL 33483	DIRECTOR 5.00	40,000.	0.	0.
J. JEFFREY THISTLE 30 SE FOURTH AVENUE DELRAY BEACH, FL 33483	DIRECTOR 5.00	40,000.	0.	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
NONE				

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	23,367,478.
b	Average of monthly cash balances	1b	4,880,826.
c	Fair market value of all other assets	1c	43,572.
d	**Total** (add lines 1a, b, and c)	1d	28,291,876.
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	28,291,876.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	424,378.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,867,498.
6	**Minimum investment return**. Enter 5% of line 5	6	1,393,375.

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

1	Minimum investment return from Part X, line 6			1	1,393,375.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	7,848.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	7,848.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,385,527.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	1,385,527.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,385,527.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,369,376.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions**. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,369,376.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	7,848.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	1,361,528.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,385,527.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			37,583.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 1,369,376.				
a Applied to 2008, but not more than line 2a			37,583.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				1,331,793.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				53,734.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV Private Operating Foundations (see instructions and Part VII-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 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation 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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number 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 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*				
SEE STATEMENT 11				
Total			▶ 3a	1,272,500.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

923611 02-02-10

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	39.	
4 Dividends and interest from securities			14	899,557.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	101,592.	
8 Gain or (loss) from sales of assets other than inventory			18	<10,660,354.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		<9,659,166.>	0.

13 Total Add line 12, columns (b), (d), and (e) 13 <9,659,166.>

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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

Part XVII 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) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

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

Signature of officer or trustee — Date 10/24/10 — Title DIRECTOR

Paid Preparer's Use Only

Preparer's signature	Date 10/25/10	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code: SMITH, GRAHAM & ELLINGSWORTH, P.A.,CPA'S, 96 N.E. FOURTH AVENUE, DELRAY BEACH, FL 33483	EIN		Phone no. (561) 276-7468

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization	Employer identification number
LIBRA FOUNDATION, INC.	65-0469849

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, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization 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), and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to 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 Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year. ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), 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 line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
LIBRA FOUNDATION, INC.	65-0469849

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JANE WERLY ESTATE 96 NE FOURTH AVENUE DELRAY BEACH, FL 33483	$ 2,242,124.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	JANE WERLY ESTATE 96 NE FOURTH AVENUE DELRAY BEACH, FL 33483	$ 28,726,585.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: LIBRA FOUNDATION, INC.

Employer identification number: 65-0469849

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	MARKETABLE SECURITIES	$ 18,720,031.	04/22/09
		$	
		$	
		$	
		$	
		$	

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

SOURCE	AMOUNT
NORTHERN TRUST - CHECKING	39.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	39.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY AS NOMINEE	1,853.	0.	1,853.
MORGAN STANLEY AS NOMINEE	227,136.	0.	227,136.
NORTHERN TRUST AS NOMINEE	567,850.	0.	567,850.
NORTHERN TRUST AS NOMINEE	102,718.	0.	102,718.
TOTAL TO FM 990-PF, PART I, LN 4	899,557.	0.	899,557.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
NTCC COLLECTIVE FDS-MID CAP FD	13,530.	13,530.	
NTCC COLLECTIVE FDS-SMALL CAP FD	5,682.	5,682.	
NTCC COLLECTIVE FDS-LARGE CAP FD	36,396.	36,396.	
NTCC COLLECTIVE FDS-INT'L FD	38,691.	38,691.	
NO TR DIVERSIFIED MASTER HEDGE FD LTD	7,293.	7,293.	
TOTAL TO FORM 990-PF, PART I, LINE 11	101,592.	101,592.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,762.	7,886.		876.
TO FORM 990-PF, PG 1, LN 16B	8,762.	7,886.		876.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISOR FEES	167,932.	167,932.		0.
TO FORM 990-PF, PG 1, LN 16C	167,932.	167,932.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAX	10,549.	0.		0.
FOREIGN TAX PAID	2,674.	2,674.		0.
TO FORM 990-PF, PG 1, LN 18	13,223.	2,674.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FLORIDA ANNUAL REPORT	62.	62.		0.
OFFICE EXPENSE	706.	706.		0.
TO FORM 990-PF, PG 1, LN 23	768.	768.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U. S. GOVERNMENT BONDS	X		5,981,082.	5,991,336.
TOTAL U.S. GOVERNMENT OBLIGATIONS			5,981,082.	5,991,336.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,981,082.	5,991,336.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	18,644,972.	22,317,349.
TOTAL TO FORM 990-PF, PART II, LINE 10B	18,644,972.	22,317,349.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	2,546,873.	2,788,411.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,546,873.	2,788,411.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ACHIEVEMENT CENTERS FOR CHILDREN 555 NW 4TH STREET DELRAY BEACH, FL 33444	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	50,000.
AID TO VICTIMS OF DOMESTIC ABUSE, INC. P. O. BOX 6161 DELRAY BEACH, FL 33482	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	40,000.
BETHESDA HOSPITAL FOUNDATION 2815 SOUTH SEACREST BLVD. BOYNTON BEACH, FL 33435	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	50,000.
BOYS & GIRLS CLUBS OF PB CNTY, INC 800 NORTHPOINT PKWY, STE 204 WEST PALM BEACH, FL 33407	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	60,000.
BROWARD COALITION FOR THE HOMELESS INC P. O. BOX 030177 FT. LAUDERDALE, FL 33303	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	75,000.
CARIDAD CENTER INC 8645 WEST BOYNTON BEACH BLVD. BOYNTON BEACH, FL 33472	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	15,000.
CAROLINA HILL FAMILY SHELTER 728 MAIN STREET MARSHFIELD, MA 02050	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	30,000.
CHILDREN'S PLACE AT HOME SAFE, INC. 680 IPSWICH STREET BOCA RATON, FL 33487	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	25,000.

CHILDREN'S SERVICES COUNCIL OF PB CNTY 2300 HIGH RIDGE ROAD BOYNTON BEACH, FL 33426	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	50,000.
AMERICANS HELPING AMERICANS IN APPALACHIA P. O. BOX 67 MOUNT VERNON, VA 22121	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	10,000.
CHRISTIANS REACHING OUT TO SOCIETY, INC. 301 FIRST AVENUE SOUTH LAKE WORTH, FL 33460	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	40,000.
COVENANT HOUSE OF FLORIDA INC 733 BREAKERS AVENUE FORT LAUDERDALE, FL 33304	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	25,000.
CROSSROADS FOR KIDS INC 119 MYRTLE STREET DUXBURY, MA 02332	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	40,000.
FLORIDA SHERIFFS YOUTH RANCHES, INC P. O. BOX 2000 BOYS RANCH, FL 32064	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	15,000.
FRIENDS OF ABUSED CHILDREN, INC 222 LAKEVIEW AVE, STE 160-209 WEST PALM BEACH, FL 33401	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	35,000.
GULFSTREAM GOODWILL INDUSTRIES, INC 1472 S.E. HUFFMAN ROAD PORT ST. LUCIE, FL 34952	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	20,000.
HABITAT FOR HUMANITY OF SO. PBC, INC 181 S.E. FIFTH AVENUE DELRAY BEACH, FL 33483	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	90,000.
HALE-BARNARD CORPORATION 273 CLARENDON STREET BOSTON, MA 02116	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	20,000.

THE HAVEN INC 21441 BOCA RIO ROAD BOCA RATON, FL 33433	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	50,000.
THE HOME FOR LITTLE WANDERERS INC 271 HUNTINGTON AVENUE BOSTON, MA 02115	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	50,000.
HUGS FOR KIDS 1199 WEST LANTANA ROAD, #193 LANTANA, FL 33462	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	10,000.
IN THE PINES 16101 HALF MILE ROAD DELRAY BEACH, FL 33446	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	10,000.
LEND A HAND SOCIETY 89 SOUTH STREET, SUITE 203 BOSTON, MA 02111	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	30,000.
PALM BEACH CNTY LITERACY COALITION INC 551 SE 8TH STREET, SUITE 505 DELRAY BEACH, FL 33483	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	50,000.
PAUL'S PLACE AFTER SCHOOL PROGRAM C/O K FAZIO, 188 S SWINTON AVE. DELRAY BEACH, FL 33483	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	35,000.
PINE STREET INN INC 444 HARRISON AVENUE BOSTON, MA 02118	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	40,000.
PROJECT PLACE 1145 WASHINGTON STREET BOSTON, MA 02118	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	30,000.
ROSIE'S PLACE INC 889 HARRISON AVENUE BOSTON, MA 02118	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	30,000.

THE RUSSELL LIFE SKILLS & READING FDN INC 9112 WEST STATE ROAD 84 FT. LAUDERDALE, FL 33324	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	40,000.
SOS CHILDREN'S VILLAGES - FLORIDA INC 3681 NW 59TH PLACE COCONUT CREEK, FL 33073	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	60,000.
SOUTH SHORE HABITAT FOR HUMANITY INC 28 RIVER STREET BRAINTREE, MA 02104	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	60,000.
WAYSIDE HOUSE 378 NE SIXTH STREET DELRAY BEACH, FL 33483	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	50,000.
THE WELLNESS COMMUNITY 8609 SOUTH DIXIE HIGHWAY MIAMI, FL 33143	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	7,500.
THE WOMEN'S LUNCH PLACE INC 67 NEWBURY STREET BOSTON, MA 02116	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	30,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			1,272,500.

LIBRA FOUNDATION INC
CAPITAL GAIN AND LOSS SCHEDULE
EIN: 65-0469849
12/31/2009

DESCRIPTION	GROSS PROCEEDS	COST BASIS	GAIN/ LOSS
SCHEDULE ATTACHED	2,587,769.47	2,892,651.75	(304,882.28)
SCHEDULE ATTACHED	25,670,114.87	37,775,580.20	(12,105,465.33)
SCHEDULE ATTACHED	68,814.30	86,793.13	(17,978.83)
SCHEDULE ATTACHED	128,585.53	214,291.66	(85,706.13)
SCHEDULE ATTACHED	21,745,679.51	20,226,710.83	1,518,968.68
MFC SPDR GOLD TR GOLD SHS	399.30	0.00	399.30
SECURITIES LITIGATION SETTLEMENTS	1,743.08	0.00	1,743.08
CAPITAL GAINS DIVIDENDS	332,567.60	0.00	332,567.60
	50,535,673.66	61,196,027.57	(10,660,353.91)

KEATING INVESTMENT COUNSELORS, INC.

REALIZED GAINS AND LOSSES

Libra Foundation, Inc.

From 01-01-09 Through 05-28-09

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
02-19-08	01-13-09	250,000	Federal Home Loan Bank (Ca'09) 5 500% Due 03-10-21	250,000 00	250,000 00	0 00	
08-15-08	04-23-09	5,000 00	Enerplus Resources Fund	195,345 25	91,994 38	-103,350 87	
10-10-08	04-23-09	3,200 00	Apache Corp	212,201.22	211,977 45	-223 77	
10-03-08	04-23-09	125,000	General Electric Capital Corp 5 625% Due 05-01-18	107,974 00	108,119 75	145 75	
08-21-08	04-23-09	4,000 00	Carnival Corp New	143,083 73	110,068 43	-33,015 30	
08-21-08	04-23-09	5,000 00	Carnival Corp New	178,450 59	137,585 54	-40,865 05	
10-10-08	04-23-09	13,000 00	General Electric Co	250,704 62	152,314 00	-98,390 62	
10-22-08	04-23-09	3,300 00	IBM	280,599 34	332,585 67	51,986 33	
10-22-08	04-23-09	3,300 00	IBM	280,599 34	332,585 67	51,986 33	
10-10-08	04-23-09	6,000 00	Medtronic Inc	242,901 41	175,633 85	-67,267 56	
10-10-08	04-23-09	6,500 00	Philip Morris International Inc	251,863.79	237,663 47	-14,200 32	
10-10-08	04-23-09	4,000 00	Procter & Gamble Co	233,150 67	197,790 22	-35,360 45	
11-03-08	04-23-09	1,690 00	Teck Cominco Ltd	9,379 50	16,475 71	7,096 21	
03-31-09	04-23-09	116 62	E V National Municipals B	950 44	1,010 87	60 43	
04-23-09	04-23-09	766 68	E V National Municipals A	7,705 09	6,634 57	-1,070 52	
03-31-09	04-23-09	14 41	E V National Municipals A	117 47	124 72	7 25	
06-23-08	04-24-09	143 546	MS Strategist Fund I	2,305 58	2,114 32	-191 26	
03-31-09	04-24-09	89 515	MS Strategist Fund I	1,253 20	1,318 49	65 29	
05-28-08	04-24-09	12,072 828	Putnam Geo Put Fd of Boston A	125,278 65	109,862 36	-15,416 29	
06-12-08	04-24-09	1,404 765	Putnam Growth & Income A	18,431 76	12,782 53	-5,649 23	
12-03-08	04-24-09	209 487	Putnam Investors A	1,757 60	1,782 72	25 12	
01-28-09	04-27-09	110,000	Reynolds American Inc 7 625% Due 06-01-16	98,598 50	97,344 75	-1,253 75	
TOTAL GAINS						111,372 71	0 00
TOTAL LOSSES						-416,254 99	0 00
				2,892,651.75	**2,587,769.47**	**-304,882.28**	**0.00**

TOTAL REALIZED GAIN/LOSS -304,882 28

KEATING INVESTMENT COUNSELORS, INC.

REALIZED GAINS AND LOSSES

Libra Foundation, Inc.

From 01-01-09 Through 05-28-09

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
07-27-01	01-07-09	100,000	ITT Corp New 7 375% Due 11-15-15	93,002 35	69,994 75		-23,007 60
07-24-01	01-28-09	100,000	Dillard Dept Stores 7 850% Due 10-01-12	91,502 35	56,250 00		-35,252 35
02-22-07	04-23-09	4,000 00	Ingersoll-Rand Co CL A	155,700 00	78,126 73		-77,573 27
02-22-07	04-23-09	3,000 00	Amgen Inc	140,235 00	137,830 70		-2,404 30
02-22-07	04-23-09	6,000 00	Deere & Co	517,890 00	226,871 11		-291,018 89
02-22-07	04-23-09	40,000 00	EMC Corp	606,000 00	490,126 11		-115,873 89
02-22-07	04-23-09	15,000 000	Eaton Vance National Muni Tr	186,375 00	153,530 78		-32,844 22
02-22-07	04-23-09	20,058 00	Intel Corp	401,260 29	308,053 62		-93,206 67
02-22-07	04-23-09	4,000 00	Teva Pharmaceutical Industries Ltd	193,380 00	171,770 33		-21,609 67
02-22-07	04-23-09	200,000	FL State GO Dept of Transportation 4 000% Due 07-01-09	204,552 00	199,944 75		-4,607 25
02-22-07	04-23-09	200,000	FL ST Turnpike Auth Rev (Ca'09) 5 000% Due 07-01-19	202,634 00	196,944 75		-5,689 25
02-22-07	04-23-09	100,000	Hillsborough Co FL School Board AMBAC (pre-ref) 4 250% Due 10-01-11	105,449 00	105,721 75		272 75
02-22-07	04-23-09	200,000	Tampa FL Water & Sewer-Ser B 4 000% Due 07-01-10	207,016 00	202,540 75		-4,475 25
11-29-99	04-23-09	3,390 00	Allstate Corp	91,720 69	73,281 27		-18,439 42
11-29-99	04-23-09	8,268 00	Cincinnati Financial Ohio	245,368 36	199,528 70		-45,839 66
10-17-06	04-23-09	6,000 00	Coca-Cola Co	265,734 36	257,086.93		-8,647 43
07-20-01	04-23-09	1,634 00	Dominion Resources Inc VA New	58,933 78	47,006 35		-11,927 43
07-20-01	04-23-09	1,634 00	Dominion Resources Inc VA New	59,671 43	47,006.34		-12,665 09
07-20-01	04-23-09	4,680 00	Duke Energy Corp	57,126 59	64,146 06		7,019 47
11-29-99	04-23-09	1,200 00	Fleet Cap T VIII 7 2% due 3-15-32 (Ca'09)	30,000 00	14,814 34		-15,185 66
11-29-99	04-23-09	500 00	Fleet Cap T VIII 7 2% due 3-15-32 (Ca'09)	12,500.00	6,179 85		-6,320 15
11-29-99	04-23-09	800 00	Fleet Cap T VIII 7 2% due 3-15-32 (Ca'09)	20,000 00	9,895 75		-10,104 25
11-29-99	04-23-09	100 00	Fleet Cap T VIII 7 2% due 3-15-32 (Ca'09)	2,500 00	1,238 97		-1,261 03
11-29-99	04-23-09	300 00	Fleet Cap T VIII 7 2% due 3-15-32 (Ca'09)	7,500 00	3,719 91		-3,780 09
11-29-99	04-23-09	100 00	Fleet Cap T VIII 7 2% due 3-15-32 (Ca'09)	2,500 00	1,240 97		-1,259 03
11-19-02	04-23-09	3,000 000	John Hancock Pfd Income Fd	74,743 63	34,624 06		-40,119 57
07-14-03	04-23-09	1,500 000	John Hancock Pfd Income Fd	39,178 49	17,312 03		-21,866 46
07-14-03	04-23-09	1,500 000	John Hancock Pfd Income Fd	39,188 56	17,312 03		-21,876 53
04-26-05	04-23-09	1,000 000	John Hancock Pfd Income Fd	22,402 52	11,541 35		-10,861 17
04-26-05	04-23-09	1,000 000	John Hancock Pfd Income Fd	22,399 30	11,541 35		-10,857 95
04-26-05	04-23-09	1,000 000	John Hancock Pfd Income Fd	22,406 30	11,541 35		-10,864 95
04-26-05	04-23-09	1,000 000	John Hancock Pfd Income Fd	22,407 30	11,541 35		-10,865 95
12-29-05	04-23-09	5,000 000	John Hancock Pfd Income Fd	105,821 87	57,706 76		-48,115 11
11-19-02	04-23-09	2,000 00	Royal Dutch Shell PLC-ADR A	88,973 69	87,119 50		-1,854 19

KEATING INVESTMENT COUNSELORS, INC.

REALIZED GAINS AND LOSSES

Libra Foundation, Inc.

From 01-01-09 Through 05-28-09

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
11-29-99	04-23-09	3,000 00	Sat-Sears Roebuck 7 25% due 6-1-32 (Ca'09)	74,783 50	19,374 25		-55,409 25
07-20-01	04-23-09	2,340 00	Spectra Energy Corp	41,181 09	33,402 76		-7,778 33
01-17-02	04-23-09	1,901 00	Teco Energy Inc	46,434 53	19,577 58		-26,856 95
06-15-00	04-23-09	2,000 00	3M Company	84,993 39	105,104 67		20,111 28
03-20-06	04-23-09	2,000 00	3M Company	151,349 11	105,104 67		-46,244 44
07-20-01	04-23-09	4,000 00	Xcel Energy	112,526 41	73,110 46		-39,415 95
04-17-02	04-23-09	100,000	El Paso Corp 7 000% Due 05-15-11	100,755 00	94,494 75		-6,260 25
08-09-00	04-23-09	100,000	Federal Home Loan Bank NC 7 375% Due 02-12-10	102,533 35	103,872 75		1,339 40
07-13-00	04-23-09	100,000	Federal National Mtge Assn 7 125% Due 06-15-10	101,752 35	106,068 75		4,316 40
08-20-01	04-23-09	100,000	Williams Co 7.125% Due 09-01-11	101,752 35	98,994 75		-2,757 60
02-22-08	04-23-09	30,205 000	Units UBS PW Pathfinders Treas & Grwth 26	38,058 30	35,521 87		-2,536 43
02-22-07	04-23-09	10,000 00	AT&T Inc	344,400 00	255,224 44		-89,175 56
10-27-03	04-23-09	5,000 00	AT&T Inc	118,758 17	127,612 22		8,854 05
02-22-08	04-23-09	2,577 00	AT&T Inc	88,751 88	65,771 34		-22,980 54
02-22-08	04-23-09	250 00	Covidien LTD	10,890 00	7,980 14		-2,909 86
02-22-08	04-23-09	1,000 00	Compton Petroleum	10,350 00	607 43		-9,742 57
02-22-08	04-23-09	700 00	Apple Inc	83,433 00	87,717 61		4,284 61
02-22-08	04-23-09	800 00	Gol Linhas Aeras Intel -ADS	14,056 00	2,676 84		-11,379 16
02-22-08	04-23-09	400 00	Nabors Industries Inc	12,228 00	5,998 59		-6,229 41
02-22-08	04-23-09	250 00	Tyco Electronics LTD	8,616 25	3,950 24		-4,666 01
02-22-08	04-23-09	400 00	XL Capital Ltd Cl A	14,550 00	3,178 66		-11,371 34
02-22-08	04-23-09	2,000 00	Weatherford International Ltd	65,140 00	31,155 54		-33,984 46
02-22-08	04-23-09	250 00	Tyco International LTD	9,961 25	5,618 60		-4,342 65
02-22-08	04-23-09	200 00	Abbott Laboratories	10,909 00	8,564 12		-2,344 88
10-26-04	04-23-09	200 00	Altria Group Inc	2,162 44	3,366 31		1,203 87
10-26-04	04-23-09	700 00	Altria Group Inc	7,566 90	11,782 09		4,215 19
10-26-04	04-23-09	500 00	Altria Group Inc	5,401 44	8,415.78		3,014 34
10-26-04	04-23-09	600 00	Altria Group Inc	6,481 74	10,098 93		3,617 19
03-26-01	04-23-09	2,000 00	Altria Group Inc	20,582 90	33,663 11		13,080 21
11-19-02	04-23-09	1,000 00	Altria Group Inc	9,006 28	16,831 56		7,825 28
02-22-08	04-23-09	200 00	Altria Group Inc	4,434 75	3,366 31		-1,068 44
02-22-08	04-23-09	374 00	American International Group	17,916 47	537 03		-17,379 44
02-22-08	04-23-09	500 00	Avon Products	18,827 50	11,015 01		-7,812 49
05-23-05	04-23-09	2,000 00	Bank of America Corp	94,263 35	16,571 80		-77,691 55
10-18-05	04-23-09	3,000 00	Bank of America Corp	126,659 85	24,857 71		-101,802 14
02-22-07	04-23-09	8,000 00	Bank of America Corp	334,720 00	66,287 22		-268,432 78
01-26-04	04-23-09	5,000 00	Bank of America Corp	205,410 74	41,429 51		-163,981 23
02-22-08	04-23-09	500 00	Bank of America Corp	20,920 00	4,142 95		-16,777 05
02-22-08	04-23-09	188 00	Bank of New York Mellon Corp	8,514 52	4,922 85		-3,591 67
11-29-99	04-23-09	4,000 00	Bristol-Myers Squibb	282,796 74	79,681 07		-203,115 67
10-23-03	04-23-09	4,000 00	Bristol-Myers Squibb	100,829 84	79,681 07		-21,148 77
09-27-85	04-23-09	4,000 00	Bristol-Myers Squibb	73,441 02	79,681 07		6,240 05
02-22-08	04-23-09	500 00	Bristol-Myers Squibb	11,245 00	9,960 12		-1,284 88
02-22-08	04-23-09	20,000 00	CVS Corp/Caremark Corp	804,200 00	592,881 49		-211,318 51
03-07-08	04-23-09	83 00	Celgene Corp	0 00	3,261 54		3,261 54

KEATING INVESTMENT COUNSELORS, INC.

REALIZED GAINS AND LOSSES

Libra Foundation, Inc.

From 01-01-09 Through 05-28-09

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
02-22-07	04-23-09	8,000 00	Chevron Corp	677,720 00	516,031 02		-161,688 98
12-29-05	04-23-09	1,000 00	Chevron Corp	57,426 56	64,503 88		7,077 32
01-17-02	04-23-09	2,000 00	Chevron Corp	88,456 99	129,007 75		40,550 76
02-22-08	04-23-09	308 00	Chevron Corp	26,092 22	19,867 19		-6,225 03
11-29-99	04-23-09	7,000 00	Chubb Corp	180,796 87	281,709 50		100,912 63
02-22-08	04-23-09	1,000 00	Citigroup Inc	24,715 00	3,134 66		-21,580 34
02-22-08	04-23-09	150 00	Comcast Corp CL A	2,971 50	2,031 92		-939 58
02-22-07	04-23-09	8,000 00	ConocoPhillips	641,920 00	314,364 11		-327,555.89
01-26-04	04-23-09	6,000 00	ConocoPhillips	203,691 67	235,773 08		32,081 41
02-22-08	04-23-09	200 00	Costco Wholesale	13,092 00	9,482 50		-3,609 50
02-22-08	04-23-09	600 00	Dow Chemical	23,022 00	7,369 51		-15,652 49
02-22-07	04-23-09	10,000 00	Emerson Electric	514,450 00	321,420 32		-193,029 68
11-29-99	04-23-09	5,000 00	Emerson Electric	139,921 87	160,710 16		20,788 29
02-22-08	04-23-09	400 00	Emerson Electric	20,578 00	12,856 81		-7,721 19
01-26-04	04-23-09	2,000 00	Exxon Mobil Corp	83,119 98	129,566 97		46,446 99
11-19-02	04-23-09	2,000 00	Exxon Mobil Corp	70,610 55	129,566 97		58,956 42
02-22-08	04-23-09	200 00	Exxon Mobil Corp	17,382 00	12,956 69		-4,425 31
04-10-01	04-23-09	3,000 00	FPL Group Inc.	92,198 47	149,954 30		57,755 83
02-22-08	04-23-09	400 00	FPL Group Inc	25,638 00	19,993 91		-5,644 09
07-20-01	04-23-09	2,000 00	General Electric Co	93,411.14	23,432 92		-69,978 22
07-30-01	04-23-09	1,000.00	General Electric Co	44,294 41	11,716 46		-32,577 95
01-26-04	04-23-09	2,000 00	General Electric Co	67,895 41	23,432 92		-44,462 49
02-22-07	04-23-09	5,000 00	General Electric Co	168,925 00	58,582 31		-110,342 69
02-22-08	04-23-09	15,500 00	General Electric Co	523,667 50	181,605 15		-342,062 35
02-22-08	04-23-09	100 00	Google Inc-CL A	50,327.51	38,629 75		-11,697 76
02-22-08	04-23-09	150 00	Home Depot	4,110 75	3,828 65		-282 10
02-22-08	04-23-09	1,000 00	Honeywell Int'l Inc	56,000 00	31,757 13		-24,242.87
02-22-08	04-23-09	200 00	IBM	21,419.00	20,156.70		-1,262 30
02-22-07	04-23-09	4,000 00	Johnson & Johnson	253,220 00	202,066 74		-51,153 26
11-29-99	04-23-09	4,000 00	Johnson & Johnson	207,062 50	202,066.74		-4,995 76
10-24-00	04-23-09	2,000 00	Johnson & Johnson	91,354 97	101,033 37		9,678 40
02-22-08	04-23-09	200 00	Johnson & Johnson	12,661 00	10,103 34		-2,557 66
02-22-07	04-23-09	3,000 00	Kimberly-Clark Corp	193,875.00	148,546.11		-45,328 89
07-18-05	04-23-09	2,000 00	Kimberly-Clark Corp	125,937 16	99,030 74		-26,906 42
01-26-04	04-23-09	1,000 00	Kimberly-Clark Corp	58,027 58	49,515 37		-8,512 21
07-14-03	04-23-09	1,000 00	Kimberly-Clark Corp	52,131 32	49,515 37		-2,615 95
09-27-85	04-23-09	1,000 00	Kimberly-Clark Corp	7,251 90	49,515 37		42,263 47
02-22-07	04-23-09	5,000 00	Kraft Foods Inc-A	154,950 00	111,789 07		-43,160 93
10-26-04	04-23-09	138 40	Kraft Foods Inc-A	2,219 33	3,094 43		875 10
10-26-04	04-23-09	484 42	Kraft Foods Inc-A	7,766 00	10,830 50		3,064 50
10-26-04	04-23-09	346 01	Kraft Foods Inc-A	5,543 57	7,736 07		2,192 50
10-26-04	04-23-09	415 21	Kraft Foods Inc-A	6,652 28	9,283 29		2,631 01
03-26-01	04-23-09	1,383 93	Kraft Foods Inc-A	21,122 65	30,941 60		9,818 95
11-19-02	04-23-09	692 02	Kraft Foods Inc-A	9,243.25	15,472 14		6,228.89
02-22-08	04-23-09	138 00	Kraft Foods Inc-A	4,276 62	3,085 38		-1,191 24
12-12-05	04-23-09	4,000 00	Lilly (Eli) & Co	218,168 31	129,043 65		-89,124 66
02-22-07	04-23-09	4,000 00	Lilly (Eli) & Co	201,900 00	129,043 65		-72,856 35
11-29-99	04-23-09	79,622 00	Marsh & McLennan	3,066,691 49	1,594,116 95		-1,472,574 54
02-22-07	04-23-09	46,000 00	Marsh & McLennan	1,189,330 00	920,968 82		-268,361 18
09-27-85	04-23-09	1,378 00	Marsh & McLennan	10,884 09	27,589 02		16,704 93
02-22-08	04-23-09	100,844 00	Marsh & McLennan	2,607,321 62	2,019,003 91		-588,317 71
02-22-07	04-23-09	6,000 00	Medtronic Inc	291,600 00	175,633 85		-115,966 15
02-22-08	04-23-09	1,000 00	Merck & Co Inc	45,920 00	22,755.26		-23,164 74
02-22-07	04-23-09	10,000 00	Microsoft Corp	277,950 00	184,890 18		-93,059 82
02-22-08	04-23-09	400 00	Microsoft Corp	11,118 00	7,395 61		-3,722 39

KEATING INVESTMENT COUNSELORS, INC.

REALIZED GAINS AND LOSSES

Libra Foundation, Inc.

From 01-01-09 Through 05-28-09

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
02-22-08	04-23-09	600 00	Motorola, Inc	6,753 00	3,174 66		-3,578 34
02-22-07	04-23-09	3,000 00	PepsiCo Inc	213,045 00	143,119 05		-69,925 95
04-18-05	04-23-09	3,000 00	PepsiCo Inc	164,741 50	143,119 05		-21,622 45
02-22-08	04-23-09	400 00	PepsiCo Inc	28,406 00	19,082 55		-9,323 45
01-26-04	04-23-09	2,000 00	Pfizer Inc	73,420.62	25,853 13		-47,567 49
10-14-03	04-23-09	3,000 00	Pfizer Inc	92,493 99	38,779 69		-53,714 30
10-18-05	04-23-09	5,000 00	Pfizer Inc	121,914 50	64,632 82		-57,281 68
12-29-05	04-23-09	4,000 00	Pfizer Inc	95,116 92	51,706 25		-43,410 67
02-22-07	04-23-09	11,000 00	Pfizer Inc	246,125 00	142,192 20		-103,932 80
02-22-08	04-23-09	835 00	Pfizer Inc	18,683 13	10,793 68		-7,889 45
10-26-04	04-23-09	200 00	Philip Morris International Inc	4,927 52	7,312 72		2,385 20
10-26-04	04-23-09	700 00	Philip Morris International Inc	17,242 62	25,594 53		8,351.91
10-26-04	04-23-09	500 00	Philip Morris International Inc	12,308 21	18,281.81		5,973 60
10-26-04	04-23-09	600 00	Philip Morris International Inc	14,769 86	21,938 17		7,168 31
03-26-01	04-23-09	2,000 00	Philip Morris International Inc	46,902 02	73,127 22		26,225 20
11-19-02	04-23-09	1,000 00	Philip Morris International Inc	20,522 51	36,563 61		16,041 10
02-22-08	04-23-09	200 00	Philip Morris International Inc	10,188 25	7,312 71		-2,875 54
02-22-07	04-23-09	3,000 00	Procter & Gamble Co	197,625 00	148,342 66		-49,282 34
02-22-08	04-23-09	800 00	Procter & Gamble Co	52,700 00	39,558 04		-13,141 96
02-22-08	04-23-09	1,000 00	Schering Plough	21,170 00	21,584 19		414 19
02-22-07	04-23-09	18,000 00	State Street Corp	1,453,590 00	629,494 05		-824,095 95
02-22-08	04-23-09	30,400 00	State Street Corp	2,454,952 00	1,063,145 50		-1,391,806 50
02-22-08	04-23-09	366 00	Time Warner Inc New	13,490 56	8,024 58		-5,465 98
02-22-08	04-23-09	92 00	Time Warner Cable Inc New	4,444 94	2,456 60		-1,988 34
02-22-07	04-23-09	5,000 00	Wal-Mart Stores Inc	249,175 00	242,803.20		-6,371 80
02-22-08	04-23-09	200 00	Wal-Mart Stores Inc	9,967 00	9,712 13		-254.87
02-22-08	04-23-09	100 00	Wellcare Health Plans inc	5,129 50	1,357 98		-3,771 52
02-22-08	04-23-09	2,000 00	Williams Cos Inc	71,080 00	26,415.66		-44,664 34
02-22-08	04-23-09	200 00	Discover Financial Services	2,969 00	1,605 10		-1,363 90
02-22-08	04-23-09	400 000	Alliance Bernstein National Muni	5,294 00	4,683 30		-610 70
02-22-07	04-23-09	414 00	Berkshire Hathaway Class B	1,930,689 00	1,142,856 43		-787,832 57
09-27-85	04-23-09	25 00	Berkshire Hathaway Class B	9,667 25	69,013 07		59,345 82
01-01-83	04-23-09	32 00	Berkshire Hathaway Class B	6,280 60	88,336 73		82,056 13
02-22-08	04-23-09	262 00	Berkshire Hathaway Class B	1,221,837 00	723,256 97		-498,580 03
02-22-08	04-23-09	4,000 00	Blackrock World Invest Trust	59,560 00	33,659 88		-25,900 12
02-22-08	04-23-09	4,000 000	DWS Dreman Value inc Edge Fund	52,660 00	14,782 36		-37,877 64
11-29-99	04-23-09	24,000 00	Eaton Vance Corp	215,437 50	589,474 47		374,036 97
02-22-07	04-23-09	16,000 00	Eaton Vance Corp	511,600 00	392,982 98		-118,617 02
02-22-08	04-23-09	3,712 00	Eaton Vance Ins Muni Bond Fund	46,901 12	43,214 64		-3,686 48
03-31-08	04-23-09	248 00	Eaton Vance Ins Muni Bond Fund	2,937 24	2,887 18		-50 06
02-22-08	04-23-09	3,000 00	Eaton Vance Enhanced Equity Inc	53,850 00	31,092 84		-22,757 16
02-22-08	04-23-09	26,000 00	Sigma Aldrich Corp Del	1,421,680 00	1,041,772 34		-379,907 66
02-22-08	04-23-09	600 00	Quicksilver Resources Inc	20,472 00	4,292 63		-16,179 37

KEATING INVESTMENT COUNSELORS, INC.

REALIZED GAINS AND LOSSES

Libra Foundation, Inc.

From 01-01-09 Through 05-28-09

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
02-22-08	04-23-09	7,500 00	MS Emerging Mkts Domestic Debt	131,025 00	77,592 24		-53,432 76
02-22-08	04-23-09	17,000 00	Nicholas Applegate CV and Income	36,840 00	90,531 00		53,691 00
02-22-08	04-23-09	3,000 00	Nuveen Global Vle Opportunity Fund	57,885 00	33,624 78		-24,260 22
02-22-08	04-23-09	4,000 00	Nuveen Tx Adv Total Return Stg	76,780 00	27,286 04		-49,493 96
02-22-08	04-23-09	400 00	Morgan Stanley	17,312 00	8,939 51		-8,372 49
02-22-08	04-23-09	300 00	International Paper	9,646 50	2,809 27		-6,837 23
02-22-08	04-23-09	2,400 000	J Hancock Pfd Income Fd II	47,796.00	27,996 98		-19,799 02
02-22-08	04-23-09	3,000 000	Gabelli Div & Income TR	54,885 00	27,007 25		-27,877 75
02-22-08	04-23-09	2,683 52	E V National Municipals B	27,640 25	23,261 34		-4,378 91
03-31-08	04-23-09	153 00	E V National Municipals B	1,337 32	1,326 22		-11 10
03-31-08	04-23-09	49 58	E V National Municipals A	434 54	429 01		-5 53
02-22-07	04-24-09	250,000	Hillsborough Co FL Ind Dev (Ca'12) 5 500% Due 10-01-23	253,730 00	229,519 75		-24,210 25
04-17-02	04-24-09	100,000	AOL Time Warner 6 750% Due 04-15-11	98,630 00	102,672 75		4,042 75
07-25-01	04-24-09	100,000	Aetna Inc 7 875% Due 03-01-11	101,377 35	104,526 75		3,149 40
04-17-02	04-24-09	100,000	Ford Motor Credit 7 375% Due 10-28-09	101,105 00	92,494 75		-8,610.25
01-06-05	04-24-09	200,000	General Motors Corp 8 250% Due 07-15-23	206,041 00	14,994 75		-191,046 25
04-17-02	04-24-09	100,000	Motorola Inc 7 625% Due 11-15-10	100,130 00	99,281 75		-848 25
04-17-02	04-24-09	100,000	HSBC Finance Corp 6.750% Due 05-15-11	100,505 00	95,727 75		-4,777 25
02-22-08	04-24-09	50,000	Miami Hlth Facs Auth Hlth Sys Rev Catholic Hlth East-B 5 250% Due 11-15-33	48,756 00	37,043 25		-11,712 75
02-22-08	04-24-09	1,796 863	MS Focus Growth Fd A	54,876 20	35,770 29		-19,105 91
02-22-08	04-24-09	6,435 860	MS Strategist Fund I	120,672.38	94,795 15		-25,877 23
02-22-08	04-24-09	156,896 479	Putnam Geo Put Fd of Boston A	2,425,619.57	1,427,753 08		-997,866 49
02-22-08	04-24-09	7,518 242	Putnam Growth & Income A	108,939 33	68,411 58		-40,527 75
02-22-08	04-24-09	73,233 470	Putnam Investors A	943,247 09	623,211 59		-320,035 50
TOTAL GAINS						0 00	1,189,564 61
TOTAL LOSSES						0 00	-13,295,029 94
				37,775,580 20	25,670,114 87	0 00	-12,105,465 33

TOTAL REALIZED GAIN/LOSS -12,105,465 33

LIBRA FOUNDATION, INC.
96 NE 4TH AVENUE

Account Number
486 094590 075

Realized Gain/(Loss)

Short Term

	Quantity	Date Acquired	Date Sold	Total Cost Original / Adjusted*	Proceeds	Realized Gain/(Loss)	Additional Information
EGON NV ADR	94	10-24-08	03-31-09	453.76	371.49	(82.27)	Short Term
EGON NV ADR	261	02-23-09	03-31-09	1,088.71	1,031.47	(57.24)	Short Term
NGLOGOLD ASHANTI LIMITED	72	07-25-08	03-31-09	1,772.36	2,670.89	898.53	Short Term
ARRICK GOLD CORP	48	04-30-08	03-31-09	1,837.41	1,579.29	(258.12)	Short Term
ARRICK GOLD CORP	41	09-16-08	03-31-09	1,134.93	1,348.97	214.04	Short Term
AMECO CORP	39	08-08-08	03-31-09	1,260.97	678.60	(582.37)	Short Term
AMECO CORP	60	09-16-08	03-31-09	1,420.75	1,043.99	(376.76)	Short Term
ENTRAIS ELEC BRAS ADR PREF	138	10-23-08	03-31-09	1,189.84	1,497.84	308.00	Short Term
AIWA HOUSE IND LTD ADR	8	09-02-08	03-31-09	751.52	647.76	(103.76)	Short Term
RICSSON LM TEL ADR CL B NEW	150	03-19-08	01-30-09	1,315.46	1,191.08	(124.38)	Short Term
OLD FIELDS LTD. SP. ADR	36	04-07-08	03-31-09	498.73	407.23	(91.50)	Short Term
OLD FIELDS LTD. SP. ADR	119	05-21-08	03-31-09	1,683.37	1,346.12	(337.25)	Short Term
ACHIJUNI BANK LTD ADR	9	06-16-08	03-17-09	582.86	501.87	(80.99)	Short Term
ACHIJUNI BANK LTD ADR	12	06-16-08	03-31-09	777.15	702.59	(74.56)	Short Term
ACHIJUNI BANK LTD ADR	20	08-05-08	03-31-09	1,236.09	1,170.99	(65.10)	Short Term
MPALA PLATINUM HLDGS LTD ADR	45	08-20-08	03-31-09	1,222.74	758.24	(464.50)	Short Term
MPALA PLATINUM HLDGS LTD ADR	53	09-04-08	03-31-09	1,346.69	893.04	(453.65)	Short Term
MPALA PLATINUM HLDGS LTD ADR	28	03-12-09	03-31-09	378.82	471.80	92.98	Short Term
T CORP SPON ADR	32	05-16-08	03-31-09	731.00	443.97	(287.03)	Short Term
CHIR GOLD LTD ADR	14	04-29-08	03-31-09	391.49	315.00	(76.49)	Short Term
CHIR GOLD LTD ADR	46	07-25-08	03-31-09	1,272.07	1,034.99	(237.08)	Short Term
ONMIN PLC SPONS ADR NEW	19	08-04-08	03-31-09	849.75	379.05	(470.70)	Short Term
ONMIN PLC SPONS ADR NEW	23	09-24-08	03-31-09	1,119.84	458.85	(660.99)	Short Term
AGNA INTL A COM	19	04-15-08	03-31-09	1,317.62	510.72	(806.90)	Short Term
AGNA INTL A COM	22	06-05-08	03-31-09	1,529.43	591.36	(938.07)	Short Term
AGNA INTL A COM	20	06-20-08	03-31-09	1,331.10	537.60	(793.50)	Short Term
AGNA INTL A COM	36	07-14-08	03-31-09	1,994.07	967.67	(1,026.40)	Short Term
EWCREST MINING LTD SPONS ADR	38	08-13-08	03-31-09	802.99	869.81	66.82	Short Term
EWMONT MINING CORP (NEW)	24	03-18-09	03-31-09	861.31	1,089.40	228.09	Short Term
EXEN INC	26	08-07-08	03-31-09	784.41	450.63	(333.78)	Short Term
EXEN INC	74	01-28-09	03-31-09	1,102.70	1,282.56	179.86	Short Term
OKIA CP ADR	202	01-30-09	03-31-09	2,471.41	2,400.15	(71.26)	Short Term
OKIA CP ADR	59	02-19-09	03-31-09	628.62	701.03	72.41	Short Term
OVARTIS AG ADR	90	02-17-09	03-31-09	3,792.83	3,426.28	(366.55)	Short Term
ETRO CANADA COMMON	34	02-12-08	01-30-09	1,505.68	736.63	(769.05)	Short Term
ROMISE CO ADR	105	08-13-08	03-31-09	1,246.15	825.29	(420.86)	Short Term

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LIBRA FOUNDATION, INC
96 NE 4TH AVENUE

Account Number
486 094590 075

Realized Gain/(Loss)	Quantity	Date Acquired	Date Sold	Total Cost Original / Adjusted*	Proceeds	Realized Gain/(Loss)	Additional Information
ROHM CO LTD UNSPONS ADR	76	01-07-09	03-31-09	2,100.60	1,893.90	(206.70)	Short Term
SANOFI AVENTIS ADS	21	04-08-08	03-31-09	806.81	590.98	(215.83)	Short Term
SANOFI AVENTIS ADS	21	04-14-08	03-31-09	800.69	590.98	(209.71)	Short Term
SANOFI AVENTIS ADS	51	05-22-08	03-31-09	1,912.22	1,435.23	(476.99)	Short Term
SANOFI AVENTIS ADS	28	08-01-08	03-31-09	992.00	787.97	(204.03)	Short Term
SEVEN & I HLDGS CO LTD ADR	7	12-24-08	04-01-09	441.30	308.70	(132.60)	Short Term
SEVEN & I HLDGS CO LTD ADR	18	01-07-09	04-01-09	1,062.32	793.80	(268.52)	Short Term
SEVEN & I HLDGS CO LTD ADR	30	01-08-09	04-01-09	1,775.07	1,322.99	(452.08)	Short Term
SEVEN & I HLDGS CO LTD ADR	22	02-17-09	04-01-09	1,099.14	970.19	(128.95)	Short Term
SHISEIDO LTD SPON ADR	58	12-17-08	04-01-09	1,190.39	847.95	(342.44)	Short Term
SHISEIDO LTD SPON ADR	55	03-31-09	04-01-09	813.25	804.09	(9.16)	Short Term
SIEMENS AKTIENGESELLSCHAFT	38	09-29-08	03-31-09	3,532.80	2,191.06	(1,341.74)	Short Term
SIEMENS AKTIENGESELLSCHAFT	24	10-24-08	03-31-09	1,213.62	1,383.83	170.21	Short Term
SILVER STANDARD RESOURCES INC	46	08-04-08	03-19-09	1,273.73	723.99	(549.74)	Short Term
SK TELECOM CO LTD	34	04-28-08	03-31-09	765.68	528.76	(236.92)	Short Term
SK TELECOM CO LTD	41	06-11-08	03-31-09	849.47	637.63	(211.84)	Short Term
SOCIETE GENERALE SP ADR	113	10-20-08	03-31-09	1,279.39	892.69	(386.70)	Short Term
SOCIETE GENERALE SP ADR	115	01-16-09	03-31-09	972.95	908.49	(64.46)	Short Term
STORA ENSO SP ADR SER R	159	06-05-08	03-31-09	1,934.31	561.26	(1,373.05)	Short Term
SUNCOR ENERGY INC	24	07-23-08	03-31-09	1,291.72	541.24	(750.48)	Short Term
SUNCOR ENERGY INC	72	01-29-09	03-31-09	1,449.97	1,623.73	173.76	Short Term
TDK CP ADR NEW	18	07-02-08	01-15-09	1,093.88	684.12	(409.76)	Short Term
TDK CP ADR NEW	4	07-02-08	03-31-09	243.08	153.02	(90.06)	Short Term
TDK CP ADR NEW	21	07-25-08	03-31-09	1,300.08	803.37	(496.71)	Short Term
TDK CP ADR NEW	37	10-22-08	03-31-09	1,285.48	1,415.46	129.98	Short Term
TDK CP ADR NEW	40	12-12-08	03-31-09	1,331.25	1,530.23	198.98	Short Term
TECHNIP-COFLEXIP	20	09-05-08	03-31-09	1,418.97	709.00	(709.97)	Short Term
TECHNIP-COFLEXIP	49	11-20-08	03-31-09	1,172.97	1,737.04	564.07	Short Term
TELECOM ITALIA SPA(NEW)SVGS SH	110	05-02-08	03-31-09	1,826.62	1,121.77	(704.85)	Short Term
UBS AG NEW	5	05-20-08	03-31-09	0.00 P	48.16	48.16	Short Term
							ADJUSTED 05/19/08
UBS AG NEW	35	06-19-08	03-31-09	705.25	337.12	(368.13)	Short Term
UBS AG NEW	9	06-30-08	03-31-09	185.81	86.69	(99.12)	Short Term
UNITED UTILITIES GROUP PLC	76	12-09-08	03-31-09	1,332.93	1,057.15	(275.78)	Short Term
VODAFONE GP PLC ADS NEW	55	09-24-08	03-31-09	1,229.96	967.00	(262.96)	Short Term
VODAFONE GP PLC ADS NEW	89	11-10-08	03-31-09	1,498.04	1,564.79	66.75	Short Term
WOLTERS KLUWER NV SPON ADR	57	02-24-09	03-31-09	926.75	925.67	(1.08)	Short Term

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LIBRA FOUNDATION, INC.
96 NE 4TH AVENUE

Account Number
486 094590 075

Realized Gain/(Loss)	Quantity	Date Acquired	Date Sold	Total Cost Original / Adjusted*	Proceeds	Realized Gain/(Loss)	Additional Information
Sub Total Short Term				$86,793.13	$68,814.30	($17,978.83)	
Long Term							
ION NV ADR	84	06-16-06	03-31-09	1,369.80	331.97	(1,037.83)	Long Term
ATEL-LUCENT ADS	113	03-27-07	03-31-09	1,336.35	218.75	(1,122.60)	Long Term
ATEL-LUCENT ADS	108	04-17-07	03-31-09	1,364.04	204.29	(1,159.75)	Long Term
ATEL-LUCENT ADS	84	05-02-07	03-31-09	1,121.22	158.89	(962.33)	Long Term
ATEL-LUCENT ADS	328	07-24-07	03-31-09	4,500.68	620.44	(3,880.24)	Long Term
ATEL-LUCENT ADS	137	09-13-07	03-31-09	1,258.78	259.15	(999.63)	Long Term
ATEL-LUCENT ADS	173	09-18-07	03-31-09	1,521.81	327.25	(1,194.56)	Long Term
MINA LTD	183	04-06-06	03-31-09	4,106.26	668.67	(3,437.59)	Long Term
MINA LTD	31	08-04-06	03-31-09	598.55	113.27	(485.28)	Long Term
MINA LTD	54	11-19-07	03-31-09	1,319.78	197.31	(1,122.47)	Long Term
LOGOLD ASHANTI LIMITED	2	10-23-06	02-17-09	79.82	62.84	(16.98)	Long Term
LOGOLD ASHANTI LIMITED	23	10-02-07	02-17-09	1,004.20	722.71	(281.49)	Long Term
LOGOLD ASHANTI LIMITED	22	10-02-07	03-11-09	960.53	697.13	(263.40)	Long Term
LOGOLD ASHANTI LIMITED	6	02-13-08	03-11-09	207.89	190.12	(17.77)	Long Term
LOGOLD ASHANTI LIMITED	26	02-13-08	03-13-09	900.87	887.97	(12.90)	Long Term
LOGOLD ASHANTI LIMITED	38	03-03-08	03-31-09	1,386.70	1,409.64	22.94	Long Term
LOGOLD ASHANTI LIMITED	49	03-18-08	03-31-09	1,665.80	1,817.69	151.89	Long Term
RICK GOLD CORP	2	04-07-06	03-31-09	58.93	65.80	6.87	Long Term
RICK GOLD CORP	64	11-14-06	03-31-09	1,869.35	2,105.72	236.37	Long Term
RICK GOLD CORP	23	03-20-08	03-31-09	993.46	756.74	(236.72)	Long Term
PLC ADS	43	02-23-07	03-31-09	2,707.22	1,746.31	(960.91)	Long Term
PLC ADS	41	02-26-07	03-31-09	2,638.17	1,665.08	(973.09)	Long Term
PLC ADS	41	06-05-07	03-31-09	2,803.25	1,665.08	(1,138.17)	Long Term
ITRAIS ELEC BRAS ADR PREF	20	02-07-07	03-31-09	222.10	217.08	(5.02)	Long Term
ITRAIS ELEC BRAS ADR PREF	52	05-24-07	03-31-09	650.69	564.40	(86.29)	Long Term
ITRAIS ELEC BRAS ADR PREF	51	12-20-07	03-31-09	639.94	553.55	(86.39)	Long Term
ITRAIS ELEC BRAS SP ADR CM	28	03-30-07	03-31-09	309.93	314.55	4.62	Long Term
ITRAIS ELEC BRAS SP ADR CM	35	06-06-07	03-31-09	457.23	393.19	(64.04)	Long Term
ITRAIS ELEC BRAS SP ADR CM	51	08-06-07	03-31-09	650.57	572.93	(77.64)	Long Term
RENCY SHARES EURO TR	19	04-04-06	03-31-09	2,330.54	2,520.90	190.36	Long Term
RENCYSHARES JAPANESE YEN	14	02-14-07	03-31-09	1,162.36	1,407.83	245.47	Long Term
WA HOUSE IND LTD ADR	10	10-23-07	02-03-09	1,244.50	932.85	(311.65)	Long Term
WA HOUSE IND LTD ADR	1	10-23-07	03-31-09	124.45	80.97	(43.48)	Long Term
WA HOUSE IND LTD ADR	13	11-26-07	03-31-09	1,621.13	1,052.60	(568.53)	Long Term

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LIBRA FOUNDATION, INC.
98 NE 4TH AVENUE

Account Number
488 094590 075

Realized Gain/(Loss)	Quantity	Date Acquired	Date Sold	Total Cost Original / Adjusted*	Proceeds	Realized Gain/(Loss)	Additional Information
DAIWA HOUSE IND LTD ADR	6	02-13-08	03-31-09	629.72	485.82	(143.90)	Long Term
DAIWA HOUSE IND LTD ADR	13	03-05-08	03-31-09	1,253.33	1,052.60	(200.73)	Long Term
ERICSSON LM TEL ADR CL B NEW	14	11-20-07	01-30-09	177.33	111.17	(66.16)	Long Term
ERICSSON LM TEL ADR CL B NEW	134	11-21-07	01-30-09	1,614.67	1,064.03	(550.64)	Long Term
FUJIFILM HLDGS CORP ADR	183	04-05-06	03-31-09	6,228.50	4,066.97	(2,161.53)	Long Term
FUJIFILM HLDGS CORP ADR	44	03-05-08	03-31-09	1,617.92	977.85	(640.07)	Long Term
GOLD FIELDS LTD. SP. ADR	34	02-05-07	01-30-09	560.98	364.63	(196.35)	Long Term
GOLD FIELDS LTD. SP. ADR	34	03-05-07	01-30-09	558.43	364.63	(193.80)	Long Term
GOLD FIELDS LTD. SP. ADR	3	05-09-07	01-30-09	53.44	32.17	(21.27)	Long Term
GOLD FIELDS LTD. SP. ADR	37	05-09-07	03-06-09	659.13	411.15	(247.98)	Long Term
GOLD FIELDS LTD. SP. ADR	7	05-18-07	03-06-09	120.21	77.78	(42.43)	Long Term
GOLD FIELDS LTD. SP. ADR	78	05-18-07	03-12-09	1,339.43	958.00	(381.43)	Long Term
GOLD FIELDS LTD. SP. ADR	17	11-07-07	03-12-09	309.28	208.79	(100.49)	Long Term
GOLD FIELDS LTD. SP. ADR	35	11-07-07	03-18-09	636.75	429.47	(207.28)	Long Term
GOLD FIELDS LTD. SP. ADR	11	02-01-08	03-18-09	160.31	134.97	(25.34)	Long Term
GOLD FIELDS LTD. SP. ADR	72	02-01-08	03-31-09	1,049.30	814.46	(234.84)	Long Term
GOLD FIELDS LTD. SP. ADR	142	02-05-08	03-31-09	1,928.83	1,606.29	(322.54)	Long Term
IVANHOE MINES LTD	39	04-05-06	03-31-09	362.61	242.66	(119.95)	Long Term
IVANHOE MINES LTD	185	05-30-06	03-31-09	1,280.83	1,151.06	(129.77)	Long Term
IVANHOE MINES LTD	43	01-09-08	03-31-09	456.97	267.54	(189.43)	Long Term
KIRIN BREWERY CO LTD SPONS ADR	181	04-05-06	03-31-09	2,542.15	1,924.02	(618.13)	Long Term
KIRIN BREWERY CO LTD SPONS ADR	101	04-05-06	03-31-09	1,418.55	1,094.36	(324.19)	Long Term
KIRIN BREWERY CO LTD SPONS ADR	116	11-14-06	03-31-09	1,537.26	1,233.07	(304.19)	Long Term
KOREA ELECTRIC POWER CORP ADS	192	04-04-06	03-31-09	4,375.07	1,785.97	(2,589.10)	Long Term
KOREA ELECTRIC POWER CORP ADS	53	10-09-06	03-31-09	1,024.33	493.00	(531.33)	Long Term
KOREA ELECTRIC POWER CORP ADS	79	03-17-08	03-31-09	1,106.09	734.85	(371.24)	Long Term
KT CORP SPON ADR	31	04-06-06	05-12-09	676.77	398.77	(278.00)	Long Term
KT CORP SPON ADR	324	04-06-06	03-31-09	7,073.34	4,495.15	(2,578.19)	Long Term
KT CORP SPON ADR	26	01-23-08	03-31-09	625.30	360.72	(264.58)	Long Term
LIHIR GOLD LTD ADR	18	04-06-06	03-31-09	368.48	405.00	36.52	Long Term
LIHIR GOLD LTD ADR	18	12-21-07	03-31-09	510.07	405.00	(105.07)	Long Term
LONMIN PLC SPONS ADR NEW	24	04-05-06	03-11-09	1,197.27	423.80	(773.47)	Long Term
LONMIN PLC SPONS ADR NEW	1	09-26-07	03-11-09	66.03	17.66	(48.37)	Long Term
LONMIN PLC SPONS ADR NEW	6	09-26-07	03-31-09	396.21	119.70	(276.51)	Long Term
MITSUI SUMITOMO UNSPON ADR	78	11-08-07	03-31-09	1,435.96	908.69	(527.27)	Long Term
MITSUI SUMITOMO UNSPON ADR	78	11-28-07	03-31-09	1,461.05	908.69	(552.36)	Long Term
MITSUI SUMITOMO UNSPON ADR	78	12-11-07	03-31-09	1,454.56	908.69	(545.87)	Long Term
NEWCREST MINING LTD SPONS ADR	30	07-18-06	01-27-09	430.25	658.30	228.05	Long Term

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LIBRA FOUNDATION, INC.
98 NE 4TH AVENUE

Account Number
486 094590 075

Realized Gain/(Loss)	Quantity	Date Acquired	Date Sold	Total Cost Original / Adjusted*	Proceeds	Realized Gain/(Loss)	Additional Information
EWCREST MINING LTD SPONS ADR	52	07-18-06	03-31-09	745.76	1,190.27	444.51	Long Term
EWMONT MINING CORP (NEW)	32	05-24-07	02-05-09	1,263.04	1,313.59	50.55	Long Term
EWMONT MINING CORP (NEW)	1	05-24-07	02-27-09	39.47	42.16	2.69	Long Term
EWMONT MINING CORP (NEW)	17	05-30-07	02-27-09	669.33	716.79	47.46	Long Term
EWMONT MINING CORP (NEW)	15	05-30-07	03-20-09	590.59	660.36	69.77	Long Term
EWMONT MINING CORP (NEW)	39	05-30-07	03-31-09	1,535.52	1,770.28	234.76	Long Term
EWMONT MINING CORP (NEW)	70	06-20-07	03-31-09	2,837.37	3,177.42	340.05	Long Term
EXEN INC	7	09-26-07	03-31-09	210.05	121.32	(88.73)	Long Term
EXEN INC	47	10-02-07	03-31-09	1,430.46	814.60	(615.86)	Long Term
EXEN INC	46	10-09-07	03-31-09	1,422.42	797.27	(625.15)	Long Term
IPPON TELEGRAPH&TELEPHONE ADS	86	04-05-06	03-31-09	1,875.21	1,653.94	(221.27)	Long Term
IPPON TELEGRAPH&TELEPHONE ADS	5	05-15-07	03-31-09	121.42	96.16	(25.26)	Long Term
IPPON TELEGRAPH&TELEPHONE ADS	74	05-30-07	03-31-09	1,692.00	1,423.16	(268.84)	Long Term
IPPON TELEGRAPH&TELEPHONE ADS	74	06-18-07	03-31-09	1,681.43	1,423.16	(258.27)	Long Term
IPPON TELEGRAPH&TELEPHONE ADS	65	09-28-07	03-31-09	1,512.32	1,250.07	(262.25)	Long Term
OVAGOLD RES INC NEW	40	01-09-07	03-19-09	638.24	104.35	(533.89)	Long Term
OVAGOLD RES INC NEW	45	04-20-07	03-19-09	732.15	117.39	(614.76)	Long Term
OVAGOLD RES INC NEW	52	03-07-08	03-19-09	523.48	135.66	(387.82)	Long Term
ANASONIC CORP - SPON ADR	74	07-31-07	03-31-09	1,349.28	820.06	(529.22)	Long Term
ANASONIC CORP - SPON ADR	73	08-17-07	03-31-09	1,285.93	808.98	(476.95)	Long Term
ANASONIC CORP - SPON ADR	93	09-11-07	03-31-09	1,595.81	1,030.62	(565.19)	Long Term
ETRO CANADA COMMON	11	12-14-07	01-30-09	556.05	238.32	(317.73)	Long Term
ETRO CANADA COMMON	30	01-18-08	01-30-09	1,451.98	649.97	(802.01)	Long Term
ROMISE CO ADR	20	04-05-06	03-04-09	646.87	129.76	(517.11)	Long Term
ROMISE CO ADR	46	07-07-06	03-04-09	1,181.76	298.46	(883.30)	Long Term
ROMISE CO ADR	31	07-07-06	03-31-09	796.41	243.66	(552.75)	Long Term
ROMISE CO ADR	42	09-19-06	03-31-09	925.68	330.12	(595.56)	Long Term
ROMISE CO ADR	79	11-08-06	03-31-09	1,405.75	620.93	(784.82)	Long Term
OYAL DUTCH SHELL PLC CL B	103	04-04-06	03-31-09	6,852.64	4,540.01	(2,312.63)	Long Term
OYAL DUTCH SHELL PLC CL B	8	02-27-07	03-31-09	543.94	352.62	(191.32)	Long Term
OYAL DUTCH SHELL PLC CL B	9	02-13-08	03-31-09	628.15	396.70	(231.45)	Long Term
ANOFI AVENTIS ADS	41	09-24-07	01-21-09	1,743.34	1,269.38	(473.96)	Long Term
ANOFI AVENTIS ADS	9	09-24-07	03-31-09	382.68	253.28	(129.40)	Long Term
ANOFI AVENTIS ADS	54	10-02-07	03-31-09	2,292.28	1,519.66	(772.62)	Long Term
EGA SAMMY HOLDINGS SPONS ADR	205	12-21-06	03-31-09	1,345.56	451.00	(894.56)	Long Term
EGA SAMMY HOLDINGS SPONS ADR	188	01-19-07	03-31-09	1,256.97	413.60	(843.37)	Long Term
EGA SAMMY HOLDINGS SPONS ADR	182	05-15-07	03-31-09	873.58	400.40	(473.18)	Long Term
EGA SAMMY HOLDINGS SPONS ADR	29	11-16-07	03-31-09	98.65	63.80	(34.85)	Long Term

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LIBRA FOUNDATION, INC.
96 NE 4TH AVENUE

Account Number
486 094590 075

Realized Gain/(Loss)	Quantity	Date Acquired	Date Sold	Total Cost Original / Adjusted*	Proceeds	Realized Gain/(Loss)	Additional Information
SEGA SAMMY HOLDINGS SPONS ADR	300	01-09-08	03-31-09	952.32	659.99	(292.33)	Long Term
SEKISUI HOUSE LTD ADR	86	04-05-06	02-03-09	1,343.96	735.41	(608.55)	Long Term
SEKISUI HOUSE LTD ADR	35	04-05-06	03-31-09	546.96	267.75	(279.21)	Long Term
SEKISUI HOUSE LTD ADR	46	09-05-07	03-31-09	561.35	351.90	(209.45)	Long Term
SEKISUI HOUSE LTD ADR	62	09-12-07	03-31-09	748.14	474.30	(273.84)	Long Term
SEKISUI HOUSE LTD ADR	117	09-26-07	03-31-09	1,449.48	895.04	(554.44)	Long Term
SEKISUI HOUSE LTD ADR	202	03-07-08	03-31-09	1,804.04	1,545.29	(258.75)	Long Term
SHISEIDO LTD SPON ADR	191	04-05-06	04-01-09	3,825.58	2,792.40	(1,033.18)	Long Term
SK TELECOM CO LTD	60	02-14-08	03-31-09	1,356.73	933.11	(423.62)	Long Term
STORA ENSO SP ADR SER R	433	04-05-06	03-31-09	6,633.77	1,528.48	(5,105.29)	Long Term
SUMITOMO TR & BK CO SPON ADR	223	01-17-08	03-31-09	1,422.58	860.77	(561.81)	Long Term
SUMITOMO TR & BK CO SPON ADR	201	03-14-08	03-31-09	1,324.99	775.86	(549.13)	Long Term
SUNCOR ENERGY INC	40	04-04-06	03-11-09	1,561.30	961.00	(600.30)	Long Term
SUNCOR ENERGY INC	5	01-17-08	03-11-09	227.87	120.13	(107.74)	Long Term
SUNCOR ENERGY INC	5	01-17-08	03-31-09	227.87	112.76	(115.11)	Long Term
SWISSCOM AG ADR	171	04-05-06	03-31-09	5,660.72	4,813.62	(847.10)	Long Term
TECHNIP-COFLEXIP	1	09-11-06	02-09-09	56.73	37.51	(19.22)	Long Term
TECHNIP-COFLEXIP	14	10-19-06	02-09-09	795.31	525.14	(270.17)	Long Term
TECHNIP-COFLEXIP	8	10-19-06	03-31-09	454.47	283.60	(170.87)	Long Term
TECHNIP-COFLEXIP	7	01-30-08	03-31-09	456.67	248.15	(208.52)	Long Term
TELECOM ITALIA SPA(NEW)SVGS SH	377	04-05-06	03-31-09	10,205.35	3,844.62	(6,360.73)	Long Term
TELECOM ITALIA SPA(NEW)SVGS SH	23	05-10-06	03-31-09	616.80	234.55	(382.25)	Long Term
TOMKINS PLC ADS	131	04-05-06	03-31-09	3,154.06	907.04	(2,247.02)	Long Term
TOMKINS PLC ADS	93	09-08-06	03-31-09	1,715.18	643.93	(1,071.25)	Long Term
TOPPAN PRTG LTD ADR	107	04-05-06	03-31-09	7,482.54	3,530.98	(3,951.56)	Long Term
TOPPAN PRTG LTD ADR	42	12-05-06	03-31-09	2,243.54	1,385.99	(857.55)	Long Term
UBS AG NEW	34	01-18-08	03-31-09	1,390.81	327.48	(1,063.33)	Long Term
UBS AG NEW	36	01-22-08	03-31-09	1,406.11	346.75	(1,059.36)	Long Term
UBS AG NEW	38	02-29-08	03-31-09	1,244.16	366.01	(878.15)	Long Term
UNITED UTILITIES GROUP PLC	139	04-05-06	03-31-09	4,436.78	1,933.48	(2,503.30)	Long Term
VODAFONE GP PLC ADS NEW	31	04-04-06	03-31-09	756.94	545.04	(211.90)	Long Term
VODAFONE GP PLC ADS NEW	92	05-25-06	03-31-09	2,306.88	1,617.54	(689.34)	Long Term
VODAFONE GP PLC ADS NEW	32	08-04-06	03-31-09	714.69	562.62	(152.07)	Long Term
WACOAL CP ADR	36	04-11-06	03-31-09	2,432.64	2,120.38	(312.26)	Long Term
WACOAL CP ADR	7	05-09-07	03-31-09	445.71	412.30	(33.41)	Long Term
WACOAL CP ADR	13	05-29-07	03-31-09	798.72	765.69	(33.03)	Long Term
WACOAL CP ADR	15	11-05-07	03-31-09	912.73	883.49	(29.24)	Long Term
Sub Total Long Term				$214,291.66	$128,585.53	($85,706.13)	

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LIBRA FOUNDATION INC
CAPITAL GAIN AND LOSS SCHEDULE - NT #2278128
EIN: 65-0469849
12/31/2009

SHARES	DESCRIPTION	GROSS PROCEEDS	COST BASIS	TOTAL GAIN/LOSS
177,500	STANDARD & POORS MFC SPDR TR UNIT SER 1	15,695,956.97	15,327,698.75	368,258.22
121791.27	MFB NTGI COM DAILY AGGRGT BD INCX FD	1,300,000.00	1,278,430.29	21,569.71
8104.23	MFB NTGI-QM COM DAILY S&P500 T/E FD	3,300,000.00	2,657,532.91	642,467.09
9115.67	NTCC LARGE CAP FD	700,000.00	555,533.36	144,466.64
5697.77	NTCC MID CAP FD	500,000.00	407,515.52	92,484.48
	COMMON TRUST FUNDS	249,722.54	0.00	249,722.54
		21,745,679.51	20,226,710.83	1,518,968.68

LIBRA FOUNDATION
ID# 65-0469849
FORM 990-PF
12/31/09

PAGE 2, PART II, BALANCE SHEETS	END OF YEAR BOOK VALUE	FMV
LINE 2 - SAVINGS & TEMPORARY CASH INVESTMENTS		
NT CHECKING	72,474.48	72,474.48
NT #2647240 - SHORT TERM INVESTMENT FUND	134,770 28	134,770 28
NT #2278128 - SHORT TERM INVESTMENT FUND	2,235,918.22	2,235,918.22
	2,443,162.98	2,443,162.98
LINE 10(a) - US GOVERMENT OBLIGATIONS		
NT #2278128 - GOVERNMENT AGENCIES	5,981,081 82	5,991,335.76
LINE 10(b) - CORPORATE STOCK		
NT #2278128 - EQUITIES	18,644,971.81	22,317,348 87
LINE 10(c) - CORPORATE BONDS		
NT #2278128 - CORPORATE BONDS	2,546,872.63	2,788,410 65
LINE 13 -OTHER INVESTMENTS		
NT #2647240 - COMMODITY LINKED FUNDS	2,436,075.00	2,794,075 05
NT #2647240 - HEDGE FUND OF FUNDS	1,008,307 00	1,015,398.28
NT #2278128 - GLOBAL REAL ESTATE FUND	753,829 00	1,022,407.60
	4,198,211.00	4,831,880.93
LINE 15 - OTHER ASSETS		
PREPAID INCOME TAX	10,800.00	10,800.00
DIVIDENDS & INTEREST RECEIVABLE	32,771.56	32,771.56
TOTAL ASSETS	33,857,871 80	38,415,710.75

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization LIBRA FOUNDATION, INC.	Employer identification number 65-0469849
	Number, street, and room or suite no. If a P.O. box, see instructions. 96 N.E. FOURTH AVENUE	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. DELRAY BEACH, FL 33483-4597	

Check type of return to be filed (File a separate application for each return):

[ ] Form 990 [ ] Form 990-EZ [ ] Form 990-T (sec 401(a) or 408(a) trust) [ ] Form 1041-A [ ] Form 5227 [ ] Form 8870
[ ] Form 990-BL [X] Form 990-PF [ ] Form 990-T (trust other than above) [ ] Form 4720 [ ] Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ THOMAS A. SMITH
96 NE FOURTH AVENUE - DELRAY BEACH, FL 33483-4597
Telephone No. ▶ (561) 276-7468 FAX No ▶ (561) 276-7679
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2010.

5 For calendar year 2009 , or other tax year beginning ________ , and ending ________

6 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO OBTAIN INFORMATION FROM THIRD PARTIES THAT IS NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 30,800.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 30,800.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ C.P.A. Date ▶