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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation
LIBRA FOUNDATION INC

A Employer identification number
65-0469849

Number and street (or P O box number if mail is not delivered to street address) 96 NE FOURTH AVENUE | Room/suite

B Telephone number (see instructions)
(561) 276-7468

City or town, state, and ZIP code
DELRAY BEACH, FL 334834597

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 40,347,272

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

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

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) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	164,167	164,167		
	4	Dividends and interest from securities	664,794	664,794		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	6,219,164			
	b	Gross sales price for all assets on line 6a 42,300,471				
	7	Capital gain net income (from Part IV, line 2)		6,219,164		
	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) (attach schedule)				
	11	Other income (attach schedule)	296,903	296,903		
	12	**Total.** Add lines 1 through 11	7,345,028	7,345,028		
Operating and Administrative Expenses	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 (attach schedule)				
	b	Accounting fees (attach schedule)	18,381	16,680		1,701
	c	Other professional fees (attach schedule)	258,514	258,514		0
	17	Interest	2,573	2,573		0
	18	Taxes (attach schedule) (see instructions)	88,175	31,857		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	7,482	7,482		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	495,125	341,106		97,701
	25	Contributions, gifts, grants paid	2,104,000			2,104,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,599,125	341,106		2,201,701
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	4,745,903			
	b	**Net investment income** (if negative, enter -0-)		7,003,922		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,463,914	1,234,081	1,234,081
	3	Accounts receivable ▶ 15,549 Less allowance for doubtful accounts ▶	50,374	15,549	15,549
	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 page 15 of 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	22,800	56,400	56,400
	10a	Investments—U S and state government obligations (attach schedule)	6,002,447		
	b	Investments—corporate stock (attach schedule)	18,434,509	24,496,542	24,424,035
	c	Investments—corporate bonds (attach schedule)	3,227,781	7,993,000	7,984,864
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	5,857,545	6,009,701	6,632,343
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	35,059,370	39,805,273	40,347,272
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 ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
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 ▶ ☑ 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	35,059,370	39,805,273	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	35,059,370	39,805,273	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	35,059,370	39,805,273	

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	35,059,370
2	Enter amount from Part I, line 27a	2	4,745,903
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	39,805,273
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	39,805,273

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	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	See Additional Data Table			
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	6,219,164
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,965,809	40,660,980	0 048346
2010	1,859,909	38,483,325	0 048330
2009	1,361,528	27,867,498	0 048857
2008	1,213,351	15,106,347	0 080321
2007	656,909	16,847,753	0 038991

2	**Total** of line 1, column (d).	2	0 264845
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	0 052969
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	39,961,744
5	Multiply line 4 by line 3.	5	2,116,734
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	70,039
7	Add lines 5 and 6.	7	2,186,773
8	Enter qualifying distributions from Part XII, line 4.	8	2,201,701

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 page 18 of the 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 ▶ ☑ and enter 1% of Part I, line 27b			1	70,039
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	70,039
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	70,039
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	156,400		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	45,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	201,400
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	104
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	131,257
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	80,000	**Refunded** ▶	11	51,257

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶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 ▶334834597

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 |

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)?	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 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 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 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	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 2012?	4b		No

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

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

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
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—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
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 (see instructions). If none, enter "NONE".

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the 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	38,766,623
b	Average of monthly cash balances		1b	1,731,726
c	Fair market value of all other assets (see instructions)		1c	71,949
d	**Total** (add lines 1a, b, and c)		1d	40,570,298
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	40,570,298
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	608,554
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	39,961,744
6	**Minimum investment return.** Enter 5% of line 5		6	1,998,087

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	1,998,087
2a	Tax on investment income for 2012 from Part VI, line 5	2a 70,039		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	70,039
3	Distributable amount before adjustments Subtract line 2c from line 1		3	1,928,048
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	1,928,048
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	1,928,048

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	2,201,701
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	2,201,701
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	70,039
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,131,662

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,928,048
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			83,594	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 2,201,701				
a Applied to 2011, but not more than line 2a			83,594	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				1,928,048
e Remaining amount distributed out of corpus	190,059			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	190,059			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	190,059			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . . 190,059				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a 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 organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number 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 Additional Data Table				
Total . . . . ▶ **3a**				2,104,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

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 (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	164,167	
4 Dividends and interest from securities			14	664,794	
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	296,903	
8 Gain or (loss) from sales of assets other than inventory			18	6,219,164	
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		7,345,028	0

13 Total. Add line 12, columns (b), (d), and (e) **13** 7,345,028

(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) (See instructions)

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)**		**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 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

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

******	2013-10-17	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
THOMAS A SMITH CPA	THOMAS A SMITH CPA	2013-10-17		P00954611

Firm's name ▶	SMITH GRAHAM & ELLINGSWORTH PA	Firm's EIN ▶ 59-1498196
Firm's address ▶	96 NE FOURTH AVENUE DELRAY BEACH, FL 33483	Phone no (561) 276-7468

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
242,718 45 SHS MFB NORTHERN HI YEILD FIXED INCOME FD	P	2009-04-30	2012-03-16
70,110 52 SHS MFB NORTHERN HI YEILD FIXED INCOME FD	P	2009-06-18	2012-03-16
43,165 47 SHS MFB NORTHERN HI YEILD FIXED INCOME FD	P	2010-05-20	2012-03-16
1710 95 SHS MFB NORTHERN HI YEILD FIXED INCOME FD	P	2012-03-16	2012-03-16
94,277 89 SHS MULTI-MANAGER HIGH YIELD OPPTY FD	P	2010-12-22	2012-06-20
25,088 52 SHS MULTI-MANAGER HIGH YIELD OPPTY FD	P	2012-03-27	2012-06-20
3,163 57 SHS NTCC SMALL CAP FD FGT	P	2009-12-10	2012-06-20
8,135 21 SHS NTCC MID CAP FD FGT	P	2009-05-01	2012-06-20
2,600 SHS MFC SPDR GOLD TR GOLD SHS	P	2010-05-17	2012-09-14
11,205 43 SHS MULTI-MANAGER GLOBAL RE FD	P	2010-05-20	2012-10-26
41,426 36 SHS MFO PIMCO PAC INVT MGMT SER HI YLD	P	2012-06-21	2012-10-26
760 88 SHS MFB NTGI-QM COM DAILY S&P 500 EQ INDX FD	P	2011-02-24	2012-10-31
3,849 40 SHS NTCC MID CAP FD	P	2009-05-01	2012-11-26
38,880 25 SHS NTCC LARGE CAP FD	P	2009-05-01	2012-11-26
1,004 63 SHS NTCC LARGE CAP FD	P	2012-03-28	2012-11-26
78,822 82 SHS MFB COMMON DAILY TIPS FD	P	2009-04-30	2012-12-14
6,973 01 SHS MFB COMMON DAILY TIPS FD	P	2012-03-28	2012-12-14
12,833 09 SHS MFB COM DAILY S&P 400 MDCP EQ IDX FD	P	2012-06-21	2012-12-17
14,498 98 SHS COMMON DAILY S&P 500 EQ INDX FD	P	2009-04-30	2012-12-17
6,098 51 SHS COMMON DAILY S&P 500 EQ INDX FD	P	2012-03-28	2012-12-17
440,269 61 SHS MFB COM DAILY AGGREGATE BD INX FD	P	2009-04-30	2012-12-17
5,171 92 SHS MFB COM DAILY RUSSELL 2000 EQ INDX FD	P	2012-03-28	2012-12-17
128,918 84 SHS COM DAILY EAFE EQUITY INDX FD	P	2009-12-01	2012-12-18
24,548 91 SHS COM DAILY EAFE EQUITY INDX FD	P	2012-03-29	2012-12-18
135,885 03 SHS MFB COM DAILY EM MKTS EQ INDX FD	P	2009-12-01	2012-12-18
52,932 87 SHS MFB COM DAILY EM MKTS EQ INDX FD	P	2011-12-29	2012-12-18
5,028 38 SHS NTCC SMALL CAP FD FGT	P	2009-05-01	2012-12-18
11,931 71 SHS NTCC EMERGING MARKETS FD FGT	P	2011-09-28	2012-12-19
9,489 62 SHS NTCC EMERGING MARKETS FD FGT	P	2011-12-29	2012-12-19
21,178 69 SHS NTCC INT SECURITIES FD FGT	P	2009-05-01	2012-12-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
4,159 05 SHS NTCC INT SECURITIES FD FGT	P	2012-03-29	2012-12-19
100 SHS MFC SPDR GOLD TR GOLDSHS	P	2010-05-17	2012-12-20
1,200 SHS MFC SPDR GOLD TR GOLDSHS	P	2010-05-24	2012-12-20
CAPITAL GAIN DIVIDENDS	P		
COMMON TRUST FUNDS CAPITAL GAINS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,776,699		1,500,000	276,699
513,209		446,604	66,605
315,971		300,000	15,971
12,524		12,524	0
975,776		960,512	15,264
259,666		261,616	-1,950
538,000		380,387	157,613
920,000		762,295	157,705
436,348		345,411	90,937
204,499		168,079	36,420
396,036		382,365	13,671
400,000		377,724	22,276
449,775		408,916	40,859
3,792,127		3,342,235	449,892
97,985		100,000	-2,015
1,190,068		963,133	226,935
105,279		100,000	5,279
802,312		774,309	28,003
7,729,738		5,269,281	2,460,457
3,251,255		3,200,000	51,255
5,016,432		5,108,914	-92,482
887,723		885,698	2,025
2,173,829		1,827,511	346,318
413,944		400,000	13,944
1,360,753		1,207,590	153,163
530,070		475,000	55,070
934,589		648,401	286,188
1,230,568		991,559	239,009
978,705		875,000	103,705
3,183,750		2,853,828	329,922

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
625,222		600,000	25,222
15,963		12,174	3,789
191,552		140,241	51,311
514,400			514,400
75,704			75,704

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			276,699
			66,605
			15,971
			0
			15,264
			-1,950
			157,613
			157,705
			90,937
			36,420
			13,671
			22,276
			40,859
			449,892
			-2,015
			226,935
			5,279
			28,003
			2,460,457
			51,255
			-92,482
			2,025
			346,318
			13,944
			153,163
			55,070
			286,188
			239,009
			103,705
			329,922

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			25,222
			3,789
			51,311
			514,400
			75,704

Form 990PF Part XV Line 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*				
ACHIEVEMENT CENTERS FOR CHILDREN & FAMILIES 555 NW 4TH STREET DELRAY BEACH, FL 33444	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	105,000
AID TO VICTIMS OF DOMESTIC ABUSE INC P O BOX 6161 DELRAY BEACH, FL 33482	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	50,000
BETHESDA HOSPITAL FOUNDATION 2815 SOUTH SEACREST BLVD BOYNTON BEACH, FL 33435	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	50,000
BOCA HELPING HANDS 1500 NW 1ST COURT BOCA RATON, FL 33432	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	32,000
BOYS & GIRLS CLUBS OF PALM BEACH CNTY INC 800 NORTHPOINT PARKWAY SUITE 204 WEST PALM BEACH, FL 33407	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	60,000
BROWARD COALITION FOR THE HOMELESS INC P O BOX 030177 FT LAUDERDALE, FL 33303	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	80,000
CARIDAD CENTER INC 8645 WEST BOYNTON BEACH BLVD BOYNTON BEACH, FL 33472	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	20,000
CENTER FOR FAMILY SERVICES OF PB COUNTY INC 4101 PARKER AVENUE WEST PALM BEACH, FL 33405	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	10,000
FAMILIES FIRST OF PALM BEACH COUNTY 3333 FOREST HILL BLVD 2ND FLOOR WEST PALM BEACH, FL 33406	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	50,000
CHILDREN'S HEALING INSTITUTE 1199 WEST LANTANA ROAD LANTANA, FL 33462	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	15,000
CHILDREN'S PLACE AT HOME SAFE INC 6840 SIXTH AVENUE SOUTH LAKE WORTH, FL 33461	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	50,000
CHILDREN'S SERVICES COUNCIL OF PB COUNTY 2300 HIGH RIDGE ROAD BOYNTON BEACH, FL 33426	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	50,000
CHRISTIANS REACHING OUT TO SOCIETY INC 301 FIRST AVENUE SOUTH LAKE WORTH, FL 33460	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	70,000
COVENANT HOUSE OF FLORIDA INC 733 BREAKERS AVENUE FORT LAUDERDALE, FL 33304	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	50,000
DANA-FARBER CANCER INSTITUTE CO RIK'S RIDERS P O BOX 899 OSTERVILLE, MA 02655	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	3,000

Form 990PF Part XV Line 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*				
FLORENCE FULLER CHIILD DEVELOPMENT CTRS INC 200 NE 14TH STREET BOCA RATON, FL 33432	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	20,000
FRIENDS OF ABUSED CHILDREN INC 222 LAKEVIEW AVENUE STE 160-209 WEST PALM BEACH, FL 33401	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	35,000
GRANDMA'S PLACE INC 184 SPARROW DRIVE ROYAL PALM BEACH, FL 33411	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	30,000
GULFSTREAM GOODWILL INDUSTRIES INC 1715 TIFFANY DR EAST WEST PALM BEACH, FL 33407	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	30,000
HABITAT FOR HUMANITY OF SOUTH PB CNTY INC 181 SE FIFTH AVENUE DELRAY BEACH, FL 33483	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	100,000
THE HAVEN INC 21441 BOCA RIO ROAD BOCA RATON, FL 33433	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	65,000
IN THE PINES INC 16101 HALF MILE RD BLDG G DELRAY BEACH, FL 33446	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	12,000
OPPORUNITY INC 1713 QUAIL DRIVE WEST PALM BEACH, FL 33409	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	30,000
PALM BEACH CNTY LITERACY COALITION INC 551 SE 8TH STREET SUITE 505 DELRAY BEACH, FL 33483	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	80,000
PAUL'S PLACE AFTER SCHOOL PROGRAM 188 SOUTH SWINTON AVENUE DELRAY BEACH, FL 33444	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	45,000
THE RUSSELL LIFE SKILLS & READING FDN INC 5400 S UNIVERSITY DR STE 506 DAVIE, FL 33328	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	50,000
SALVATION ARMY OF WEST PALM BEACH 2100 PALM BEACH LAKES BLVD WEST PALM BEACH, FL 33409	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	60,000
SOS CHILDREN'S VILLAGES - FLORIDA INC 3681 NW 59TH PLACE COCONUT CREEK, FL 33073	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	65,000
THE SOUP KITCHEN INC P O BOX 74115 BOYNTON BEACH, FL 33474	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	72,000
WAYSIDE HOUSE INC 378 NE SIXTH AVENUE DELRAY BEACH, FL 33483	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	200,000

Form 990PF Part XV Line 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*				
CAROLINA HILL FAMILY SHELTER 728 MAIN STREET MARSHFIELD, MA 02050	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	80,000
CROSSROADS FOR KIDS INC 119 MYRTLE STREET DUXBURY, MA 02332	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	75,000
HALE-BARNARD CORPORATION 273 CLARENDON STREET BOSTON, MA 02116	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	30,000
THE HOME FOR LITTLE WANDERERS INC 271 HUNTINGTON AVENUE BOSTON, MA 02115	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	50,000
LEND A HAND SOCIETY 89 SOUTH STREET SUITE 203 BOSTON, MA 02111	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	30,000
PINE STREET INN INC 444 HARRISON AVENUE BOSTON, MA 02118	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	50,000
PROJECT PLACE 1145 WASHINGTON STREET BOSTON, MA 02118	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	30,000
ROSIE'S PLACE INC 889 HARRISON AVENUE BOSTON, MA 02118	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	30,000
SOUTH SHORE HABITAT FOR HUMANITY INC 20 MATHEWSON DRIVE WEYMOTH, MA 02189	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	100,000
THE WOMEN'S LUNCH PLACE INC 67 NEWBURY STREET BOSTON, MA 02116	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	40,000
Total . . . . ▶ **3a**				2,104,000

TY 2012 Accounting Fees Schedule

Name: LIBRA FOUNDATION INC

EIN: 65-0469849

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	18,381	16,680		1,701

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491296003083

TY 2012 Investments Corporate Bonds Schedule

Name: LIBRA FOUNDATION INC

EIN: 65-0469849

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	7,993,000	7,984,864

TY 2012 Investments Corporate Stock Schedule

Name: LIBRA FOUNDATION INC

EIN: 65-0469849

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	24,496,542	24,424,035

TY 2012 Other Assets Schedule

Name: LIBRA FOUNDATION INC

EIN: 65-0469849

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OTHER INVESTMENTS	5,857,545	6,009,701	6,632,343

TY 2012 Other Expenses Schedule

Name: LIBRA FOUNDATION INC

EIN: 65-0469849

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FLORIDA ANNUAL REPORT	61	61		0
OFFICE EXPENSE	7,421	7,421		0

TY 2012 Other Income Schedule

Name: LIBRA FOUNDATION INC

EIN: 65-0469849

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NTCC COLLECTIVE FDS-SMALL CAP FD	15,699	15,699	15,699
NTCC COLLECTIVE FDS-MID CAP FD	61,727	61,727	61,727
NTCC COLLECTIVE FDS-LARGE CAP FD	51,704	51,704	51,704
NTCC COLLECTIVE FDS-INT'L FD	97,561	97,561	97,561
NTCC COLLECTIVE FDS-EMERGING MARKETS FD	35,794	35,794	35,794
NO TR DIVERSIFIED MASTER HEDGE FD LTD	34,418	34,418	34,418

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TY 2012 Other Professional Fees Schedule

Name: LIBRA FOUNDATION INC

EIN: 65-0469849

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISOR FEES	258,514	258,514		0

TY 2012 Taxes Schedule

Name: LIBRA FOUNDATION INC

EIN: 65-0469849

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAX	56,318	0		0
FOREIGN TAX PAID	31,857	31,857		0