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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation LIBRA FOUNDATION 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		B Telephone number (see instructions) (561) 276-7468	
City or town, state or province, country, and ZIP or foreign postal code DELRAY BEACH, FL 334834597		C If exemption application is pending, check here ▶ <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ▶ <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 43,608,999		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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) (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 ▶ <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	7	7		
	4 Dividends and interest from securities.	901,823	901,823		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	859,752			
	b Gross sales price for all assets on line 6a 10,302,223				
	7 Capital gain net income (from Part IV, line 2) . . .		859,752		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	173,287	173,287		
	12 Total. Add lines 1 through 11	1,934,869	1,934,869		
	13 Compensation of officers, directors, trustees, etc	90,000	18,000		72,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	15,955	14,359		1,596
	c Other professional fees (attach schedule)	180,797	180,797		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	91,554	21,515		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	919	61		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	379,225	234,732		73,596
	25 Contributions, gifts, grants paid	1,953,000			1,953,000
	26 Total expenses and disbursements. Add lines 24 and 25	2,332,225	234,732		2,026,596
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-397,356			
	b Net investment income (if negative, enter -0-)		1,700,137		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,234,081	1,102,292	1,102,292
	3	Accounts receivable ▶ <u>34,756</u>			
		Less allowance for doubtful accounts ▶ _____	15,549	34,756	34,756
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	56,400	80,000	80,000
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	24,496,542	<input checked="" type="checkbox"/> 25,819,535	30,493,061
	c	Investments—corporate bonds (attach schedule).	7,993,000	<input checked="" type="checkbox"/> 7,852,040	7,622,607
	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 ▶ _____)	<input checked="" type="checkbox"/> 6,009,701	<input checked="" type="checkbox"/> 4,519,294	<input checked="" type="checkbox"/> 4,276,283	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	39,805,273	39,407,917	43,608,999	
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 ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> 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	39,805,273	39,407,917	
	30	Total net assets or fund balances (see page 17 of the instructions)	39,805,273	39,407,917	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	39,805,273	39,407,917		

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)
2	Enter amount from Part I, line 27a
3	Other increases not included in line 2 (itemize) ▶ _____
4	Add lines 1, 2, and 3
5	Decreases not included in line 2 (itemize) ▶ _____
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30

1	39,805,273
2	-397,356
3	0
4	39,407,917
5	0
6	39,407,917

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a 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	859,752
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	2,131,662	39,961,744	0 053343
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

2	Total of line 1, column (d).	2	0 279197
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 055839
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	42,102,373
5	Multiply line 4 by line 3.	5	2,350,954
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	17,001
7	Add lines 5 and 6.	7	2,367,955
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	2,026,596

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	34,003
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	34,003
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	34,003
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	80,000	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d.		7	80,000
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	45,997
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 45,997 Refunded		11	0

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a	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?		2	No
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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?		5	No
If "Yes," attach the statement required by General Instruction T.			
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 2013 or the taxable year beginning in 2013 (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 ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HORACE S NICHOLS 137 MARLBOROUGH STREET BOSTON,MA 02116	DIRECTOR 5 00	10,000	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	41,357,986
b	Average of monthly cash balances.	1b	1,270,784
c	Fair market value of all other assets (see instructions).	1c	114,756
d	Total (add lines 1a, b, and c).	1d	42,743,526
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	42,743,526
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	641,153
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	42,102,373
6	Minimum investment return. Enter 5% of line 5.	6	2,105,119

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	2,105,119
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	34,003
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	34,003
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,071,116
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,071,116
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	2,071,116

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	2,026,596
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	2,026,596
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,026,596
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,071,116
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				190,059
f Total of lines 3a through e.	190,059			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 2,026,596				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				2,026,596
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	44,520			44,520
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	145,539			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	145,539			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				145,539
e Excess from 2013. . . .				

Part XIV

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . .

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) 2013	(b) 2012	(c) 2011	(d) 2010	
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:

■ 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))

• 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,953,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

(1)

Cash.

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.

Signature of officer or trustee

2014-09-22

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
THOMAS A SMITH
CPA

Preparer's Signature

Date
2014-09-15

Check if self-employed ☒

PTIN
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 990-PF (2013)

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)
1,500 SHS MFC SPDR GOLD R GOLD SHS	P	2009-06-03	2013-03-14
900 SHS MFC SPDR GOLD R GOLD SHS	P	2009-11-19	2013-03-14
5,100 SHS MFC SPDR GOLD R GOLD SHS	P	2010-05-24	2013-03-14
1,200 SHS MFC SPDR GOLD R GOLD SHS	P	2012-03-27	2013-03-14
10,803 78 SHS MFB NO FDS BD INDEX FD	P	2012-12-18	2013-03-26
24,568 77 SHS MFB NO INT'L EQTY INDEX FD	P	2012-12-20	2013-03-26
27,7561 41 SHS MFB NO FDS SMALL CAP INDEX FD	P	2012-12-18	2013-03-26
8,733 51 SHS MFB NO FDS MID CAP IDEX FD	P	2012-12-18	2013-03-26
13,332 45 SHS MFB NO FDS SMALL CAP INDX FD	P	2012-12-17	2013-06-25
17,641 37 SHS MFB NO FDS STK INDX FD	P	2012-12-20	2013-06-25
122,650 51 SHS MFB NO FDS EMRG MKTS EQ INDX FD	P	2012-12-19	2013-08-01
17,694 12 SHS MFB NO FDS MULTI-MGR GLOBAL RE FD	P	2012-06-20	2013-08-01
5,767 01 SHS MFB NO FDS MULTI-MGR GLOBAL RE FD	P	2012-03-27	2013-08-01
788 76 SHS MFB NO FDS STK INDEX FD	P	2012-12-20	2013-08-01
25,936 18 SHS MFB NO FDS STK INDEX FD	P	2012-12-17	2013-08-01
5,897 08 SHS MFB NO FDS SMALL CAP INDEX FD	P	2012-12-17	2013-08-01
15,435 82 SHS MFB EMERGING MKTS EQTY INDX FD	P	2012-12-19	2013-09-25
11,426 44 SHS MFB NO MULTI-MANAGER GLOBAL RE FD	P	2012-06-20	2013-09-25
11,633 85 SHS MFB NO MULTI-MANAGER GLOBAL RE FD	P	2009-06-17	2013-09-25
33,986 91 SHS MFB NO FDS STK INDEX FD	P	2012-12-17	2013-09-25
37,451 87 SHS MFB NO MULTI MGR GLOBAL LISTED INFRAS FD	P	2012-09-18	2013-09-25
13,900 SHS MFC FLEXSHARES TR IBOXX 3 YR TIPS INDX FD	P	2012-09-11	2013-09-25
52,033 48 SHS MFO PIMCO FDS COM REALRETURN STRATEGY	P	2009-04-03	2013-11-06
16,794 63 SHS MFO PIMCO FDS COM REALRETURN STRATEGY	P	2009-11-20	2013-11-06
2,548 13 SHS MFB NO MULTI MGR GLOBAL LISTED INFRAS FD	P	2012-09-18	2013-11-27
1,714 68 SHS MFB NO MULTI MGR GLOBAL LISTED INFRAS FD	P	2013-08-01	2013-11-27
38,167 94 SHS MULTI-MANAGER GLOBAL RE FD	P	2009-04-30	2013-11-19
8,176 34 SHS MULTI-MANAGER GLOBAL RE FD	P	2009-06-18	2013-11-19
27,100 27 SHS MFO PIMCO FDS EM LOCAL BD FD INSTL CL	P	2012-12-17	2013-11-27
53,859 62 SHS MFO PIMCO FDS EM LOCAL BD FD INSTL CL	P	2012-12-21	2013-11-27

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)
29,554 16 SHS MFB NO INTL EQUITY INDEX FD	P	2013-09-26	2013-12-19
53,307 26 SHS MFB NO FDS BD INDEX FD	P	2012-12-17	2013-12-18
MFC SPDR GOLD TR GOLD SHS	P	2010-05-19	2013-12-31
CAPITAL GAIN DIVIDENDS	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)
229,279		144,060	85,219
137,568		101,025	36,543
779,550		596,023	183,527
183,423		197,544	-14,121
117,329		119,274	-1,945
264,360		253,550	10,810
284,985		256,597	28,388
128,732		118,252	10,480
140,524		124,125	16,399
347,535		315,604	31,931
1,330,758		1,441,144	-110,386
328,226		303,808	24,418
106,978		100,000	6,978
16,730		14,111	2,619
550,106		462,701	87,405
68,642		54,902	13,740
176,740		181,371	-4,631
212,075		196,192	15,883
215,924		150,193	65,731
713,725		606,326	107,399
431,071		374,519	56,552
346,660		354,033	-7,373
327,745		331,974	-4,229
54,251		202,744	-148,493
30,425		25,481	4,944
20,473		19,530	943
707,634		450,000	257,634
151,589		105,557	46,032
255,285		300,000	-44,715
507,358		598,919	-91,561

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)
358,492		354,059	4,433
558,127		588,512	-30,385
457		341	116
219,467			219,467


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	
			85,219
			36,543
			183,527
			-14,121
			-1,945
			10,810
			28,388
			10,480
			16,399
			31,931
			-110,386
			24,418
			6,978
			2,619
			87,405
			13,740
			-4,631
			15,883
			65,731
			107,399
			56,552
			-7,373
			-4,229
			-148,493
			4,944
			943
			257,634
			46,032
			-44,715
			-91,561


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	
			4,433
			-30,385
			116
			219,467

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ACHIEVEMENT CENTERS FOR CHILDREN & FAMILIES 555 NW 4TH STREET DELRAY BEACH,FL 33444	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	85,000
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	71,000
BROWARD COALITION FOR THE HOMELESS INC P O BOX 030177 FT LAUDERDALE,FL 33303	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	75,000
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
Total  3a				1,953,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
FLORENCE FULLER CHILD DEVELOPMENT CTRS INC 200 NE 14TH STREET BOCA RATON,FL 33432	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	25,000
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	25,000
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 3651 QUANTUM BLVD BOYNTON BEACH,FL 33426	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	40,000
THE RUSSELL LIFE SKILLS & READING FDN INC 5400 S UNIVERSITY DR STE 506 DAVIE,FL 33328	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	40,000
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	65,000
WAYSIDE HOUSE INC 378 NE SIXTH AVENUE DELRAY BEACH,FL 33483	NONE	501(C)3	GENERAL CHARITABLE PURPOSES	75,000
Total  3a				1,953,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
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	35,000
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	45,000
Total			3a	1,953,000

TY 2013 Accounting Fees Schedule

Name: LIBRA FOUNDATION INC

EIN: 65-0469849

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	15,955	14,359		1,596

**TY 2013 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	7,852,040	7,622,607

**TY 2013 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	25,819,535	30,493,061

TY 2013 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	6,009,701	4,519,294	4,276,283

TY 2013 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	858	0		0

TY 2013 Other Income Schedule

Name: LIBRA FOUNDATION INC

EIN: 65-0469849

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NORTHERN TRUST DIVERSIFIED HEDGE FUND LTD	173,287	173,287	173,287

TY 2013 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	180,797	180,797		0

TY 2013 Taxes Schedule**Name:** LIBRA FOUNDATION INC**EIN:** 65-0469849

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAX	70,039	0		0
FOREIGN TAX PAID	21,515	21,515		0