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

2008

For calendar year 2008, or tax year beginning 05/01 , 2008, and ending 04/30 , 2009

G Check all that apply [ ] Initial return [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

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

Name of foundation
HARBOR LIGHTS FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) — Room/suite
C/O BCRS ASSOCIATES, LLC
100 WALL STREET, 11TH FLOOR

City or town, state, and ZIP code
NEW YORK, NY 10005

A Employer identification number
13-3052490

B Telephone number (see page 10 of the instructions)
(212) 440-0800

C If exemption application is pending, check here ▶ [ ]
D 1 Foreign organizations check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here ▶ [ ]

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 10,627,551.

J Accounting method [X] Cash [ ] Accrual
[ ] Other (specify) ______
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income N/A	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants etc , received (attach schedule)	NONE			
2	Check ▶ [ ] if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	12,904.	12,904.	NONE	STMT 1
4	Dividends and interest from securities	384,601.	384,256.	NONE	STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-75,905.			
b	Gross sales price for all assets on line 6a 759,171.				
7	Capital gain net income (from Part IV, line 2)		NONE		
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)	32,301.	33,659.	NONE	STMT 3
12	**Total.** Add lines 1 through 11	353,901.	430,819.	NONE	
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	NONE			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 4	26,000.	13,000.	NONE	13,000.
c	Other professional fees (attach schedule) STMT 5	61,120.	61,120.	NONE	NONE
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) * *	12,000.	NONE	NONE	NONE
19	Depreciation (attach schedule) and depletion				
20	Occupancy	8,833.	NONE	NONE	8,833.
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 7	52,789.	51,838.	NONE	NONE
24	**Total operating and administrative expenses** Add lines 13 through 23	160,742.	125,958.	NONE	21,833.
25	Contributions, gifts, grants paid	625,402.			625,400.
26	**Total expenses and disbursements** Add lines 24 and 25	786,144.	125,958.	NONE	647,233.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-432,243.			
b	**Net investment income** (if negative, enter -0-)		304,861.		
c	**Adjusted net income** (if negative, enter -0-)			NONE	

RECEIVED
MAR 0 8 2010
OGDEN, UT
E1-5
IRS-OSC

SCANNED MAR 1 0 2010

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	391,744.	212,212.	212,212.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) STMT 8	4,503,091.	4,718,140.	5,495,257.
c	Investments - corporate bonds (attach schedule)			
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 ▶ STMT 9)	6,682,477.	6,214,716.	4,920,082.
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	11,577,312.	11,145,068.	10,627,551.
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)			
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. ▶ X			
27	Capital stock, trust principal, or current funds	11,577,312.	11,145,068.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund	NONE	NONE	
29	Retained earnings, accumulated income, endowment, or other funds	NONE	NONE	
30	Total net assets or fund balances (see page 17 of the instructions)	11,577,312.	11,145,068.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	11,577,312.	11,145,068.	

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	11,577,312.
2	Enter amount from Part I, line 27a	2	-432,243.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	11,145,069.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,145,068.

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 PART IV SCHEDULE			
b			
c			
d			
e			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-)or Losses (from col (h))
a				
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 -75,905.

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 pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8 } 3 NONE

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))
2007	697,192.	14,956,733.	0.046614
2006	622,143.	13,721,796.	0.045340
2005	475,759.	12,214,583.	0.038950
2004	494,731.	10,880,261.	0.045471
2003	444,449.	9,914,354.	0.044829

2 Total of line 1, column (d)	2	0.221204
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	0.044241
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	11,848,744.
5 Multiply line 4 by line 3	5	524,200.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,049.
7 Add lines 5 and 6	7	527,249.
8 Enter qualifying distributions from Part XII, line 4	8	647,233.

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 on page 18

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 letter _________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	3,049.
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	
3	Add lines 1 and 2	3	3,049.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	3,049.
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 — 6a: 6,530.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	6,530.
8	Enter any penalty for underpayment of estimated tax Check here [X] 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	3,481.
11	Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶ 3,481. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
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		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ NONE (2) On foundation managers ▶ $ NONE			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ NONE			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CT,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BCRS ASSOCIATES, LLC Telephone no ▶ 212-440-0800

Located at ▶ 100 WALL STREET, 11TH FLOOR NEW YORK, NY ZIP + 4 ▶ 10005

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
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 page 20 of the instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b		X

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

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? [ ] Yes [X] 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 [X] No
(3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] 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 page 22 of the instructions) [ ] Yes [X] 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 [X] 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 page 22 of the instructions)? 5b X

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 [X] 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 [X] No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? [ ] Yes [X] No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b X

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 page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		NONE	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over $50,000 ▶ NONE

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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE	NONE	NONE

Total number of others receiving over $50,000 for professional services ▶ NONE

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 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER SECTION	NONE
2 501(C)(3) OF THE INTERNAL REVENUE CODE.	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	NONE
2 N/A	NONE
All other program-related investments See page 24 of the instructions	
3 N/A	NONE
Total. Add lines 1 through 3 ▶	NONE

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	5,773,089.
b	Average of monthly cash balances	1b	719,205.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	5,536,888.
d	**Total** (add lines 1a, b, and c)	1d	12,029,182.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	12,029,182.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	180,438.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,848,744.
6	**Minimum investment return.** Enter 5% of line 5	6	592,437.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	592,437.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	3,049.		
b	Income tax for 2008 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,049.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	589,388.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	589,388.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	589,388.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	647,233.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	647,233.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	3,049.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	644,184.

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				589,388.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			622,092.	
b Total for prior years 20____,20____,20____				
3 Excess distributions carryover, if any, to 2008				
a From 2003 NONE				
b From 2004 NONE				
c From 2005 NONE				
d From 2006 NONE				
e From 2007 NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 647,233.				
a Applied to 2007, but not more than line 2a			622,092.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2008 distributable amount				25,141.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2008 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				564,247.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2004 NONE				
b Excess from 2005 NONE				
c Excess from 2006 NONE				
d Excess from 2007 NONE				
e Excess from 2008 NONE				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

	Tax year (a) 2008	Prior 3 years (b) 2007	(c) 2006	(d) 2005	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a b or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 13

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

NONE

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

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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 LIST ATTACHED				625,402.
Total . . . . . . ▶ **3a**				625,402.
b *Approved for future payment*				
NONE				NONE
Total . . . . . . ▶ **3b**				NONE

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 page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	12,904.	
4 Dividends and interest from securities	523000	345.	14	384,256.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	523000	374.	18	-76,279.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b SEE STATEMENT 14	523000	-1,358.	01	33,659.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-639.		354,540.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 353,901.

(See worksheet in line 13 instructions on page 28 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 page 28 of the instructions)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

J. Fred Weintz Jr. | March 2 2010 | TRUSTEE
Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

		Date	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions)
Preparer's signature		3/2/10		04880238
Firm's name (or yours if self-employed), address, and ZIP code	BCRS ASSOCIATES, LLC 100 WALL STREET - 11TH FL NEW YORK, NY 10005		EIN ▶ 13-4078147	Phone no 212-440-0800

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					48,444.	
		SEE REALIZED G/L REPORT ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
75.		356.					-281.	
		SEE REALIZED G/L REPORT ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
25,496.		51,445.					-25,949.	
		GAIN ON DISP OF OIA SELECT COMMINGLED FD						
618,777.		619,343.					-566.	
		STCG(L) THRU K-1'S						
		163,932.					-163,932.	
		STCG(L) THRU K-1'S - UBTI						
54.							54.	
		LTCG(L) THRU K-1'S						
65,550.							65,550.	
		LTCG(L) THRU K-1'S - UBTI						
34.							34.	
		SEC 1231 15% G(L) THRU K-1'S						
416.							416.	
		SEC 1231 15% THRU K-1'S - UBTI						
36.							36.	
		SEC 1231 25% G(L) THRU K-1'S						
39.							39.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEC 1231 25% G(L) THRU K-1'S - UBTI						
250.							250.	
TOTAL GAIN(LOSS)							-75,905.	

HARBOR LIGHTS FOUNDATION **13-3052490**

SUPPLEMENTARY STATEMENT

PART: XV **LINE: 2** **SUPPLEMENTAL INFORMATION**

THE ORGANIZATION'S PRIMARY ACTIVITY IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS QUALIFYING FOR EXEMPTION UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE. THE TRUSTEES CHOOSE THESE ORGANIZATIONS BASED UPON THEIR KNOWLEDGE OF THE ORGANIZATIONS' ACTIVITIES. NO CONTRIBUTIONS, GRANTS, GIFTS, LOANS OR SCHOLARSHIPS ARE MADE TO INDIVIDUALS. THE ORGANIZATION DOES NOT PRESENTLY RECEIVE APPLICATIONS OR CONDUCT PROGRAMS FOR DONATIONS IN ITS ACTIVITIES.

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST ON CREDIT BALANCE - GS & CO.	10.	10.	NONE
INTEREST ON BDA - GS & CO.	12,894.	12,894.	NONE
TOTAL	12,904.	12,904.	NONE

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST THRU K-1'S	9,790.	9,790.	NONE
INTEREST THRU K-1'S-UBTI	275.	NONE	NONE
DIVIDENDS THRU K-1'S	122,276.	122,276.	NONE
DIVIDENDS THRU K-1'S - UBTI	70.	NONE	NONE
DIVIDENDS THRU GOLDMAN SACHS & CO BKGE	57,075.	57,075.	NONE
DIVIDENDS THRU STATE STREET BANK	5,608.	5,608.	NONE
DIVIDENDS THRU CHARLES SCHWAB	184,303.	184,303.	NONE
DIVIDENDS THRU TIFF INT'L EQUITY FUND	5,204.	5,204.	NONE
TOTAL	384,601.	384,256.	NONE

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ORDINARY INCOME THRU K-1	2,386.	2,386.	NONE
ORDINARY INCOME THRU K-1 -UBTI	-1,429.	NONE	NONE
ROYALTY INCOME THRU K-1	74.	74.	NONE
ROYALTY INCOME THRU K-1 - UBTI	13.	NONE	NONE
SEC. 988 INCOME THRU K-1	30,839.	30,839.	NONE
SEC. 988 INCOME THRU K-1 - UBTI	1.	NONE	NONE
SEC. 987 INCOME THRU K-1	422.	422.	NONE
RRE THRU K-1	-62.	-62.	NONE
RRE THRU K-1 - UBTI	2.	NONE	NONE
CANCELLATION OF DEBT THRU K-1 - UBTI	55.	NONE	NONE
TOTALS	32,301.	33,659.	NONE

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BCRS ASSOCIATES, LLC	26,000.	13,000.	NONE	13,000.
TOTALS	26,000.	13,000.	NONE	13,000.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ADVISORY/MANAGEMENT FEES	18,618.	18,618.	NONE	NONE
CAMBRIDGE ASSOCIATES, LLC	42,502.	42,502.	NONE	NONE
TOTALS	61,120.	61,120.	NONE	NONE

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FEDERAL TAX PAID:				
-BAL DUE W/ EXT 990-PF 4/30/08	8,000.	NONE	NONE	NONE
-ESTIMATE 990-PF 4/30/09	4,000.	NONE	NONE	NONE
TOTALS	12,000.	NONE	NONE	NONE

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PORTFOLIO DED THRU K-1	43,195.	43,195.	NONE	NONE
PORTFOLIO DED THRU K-1 - UBTI	240.	NONE	NONE	NONE
FOREIGN TAXES THRU K-1	8,129.	8,129.	NONE	NONE
FOREIGN TAXES THRU K-1 -UBTI	28.	NONE	NONE	NONE
INTEREST EXPENSE THRU K-1	401.	401.	NONE	NONE
INTEREST EXPENSE THRU K-1-UBTI	242.	NONE	NONE	NONE
NON-DEDUCTIBLE EXP THRU K-1	32.	NONE	NONE	NONE
SEC 59(E)(2) EXP THRU K-1	26.	26.	NONE	NONE
SEC 59(E)(2) THRU K-1 - UBTI	403.	NONE	NONE	NONE
F/T THRU STATE STREET BANK	85.	85.	NONE	NONE
SEC 179 DEDUCTION THRU K-1	2.	2.	NONE	NONE
SEC 179 DEDUCT THRU K-1-UBTI	6.	NONE	NONE	NONE
TOTALS	52,789.	51,838.	NONE	NONE

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE LONG POSITION I ATTACHED	2,084,491.	2,084,491.	2,968,495.
SEE LONG POSITION II ATTACHED	2,106,836.	2,327,700.	2,252,187.
SEE LONG POSITION III ATTACHED	311,764.	305,949.	274,575.
TOTALS	4,503,091.	4,718,140.	5,495,257.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FRONTIER SMALL CAP LP	510,221.	504,275.	371,610.
POWERSHARES DB COMMODITY FUND	200,493.	144,082.	127,872.
GENESIS EMERGING MARKETS, LP	1,047,992.	1,122,111.	778,882.
BRIDGE STREET FUND 1995, L.P.	3,755.	3,812.	3,781.
BRIDGE STREET R.E. FD 1995,L.P	697.	901.	973.
BRIDGE STREET FUND 1998, L.P.	3,554.	3,524.	2,399.
BRIDGE STREET R.E. FD 1998,L.P	951.	1,361.	1,337.
BRIDGE STREET FUND 1999, L.P.	2,423.	2,484.	1,090.
BRIDGE STREET R.E. FD 1999,L.P	666.	1,406.	2,056.
BS ASIA FUND 1999, L.P.	3,281.	3,271.	1,911.
SILCHESTER INT'L INV(NEW)	1,361,305.	1,531,142.	1,184,759.
SSF 2000, L.P.	4,985.	4,966.	4,460.
SSREF 2000, L.P.	15,636.	15,593.	6,109.
SS PEP TECHNOLOGY FD 2000, L.P	33,493.	26,385.	31,775.
OIA SELECT COMMINGLED FD, L.P. (FULLY DISP JULY 2008)	787,245.	NONE	NONE
COMMONFUND CAPITAL PTRS III	256,671.	327,764.	288,689.
COMMONFUND CAPITAL PTRS IV	33,878.	89,321.	84,736.
TIFF INTERNATIONAL EQUITY FUND	263,910.	280,997.	187,874.
WESTPORT SELECT SMALL CAP FD	565,222.	565,222.	470,585.
NYES LEDGE CAPITAL OFFSHORE FD	1,586,099.	1,586,099.	1,369,184.
TOTALS	6,682,477.	6,214,716.	4,920,082.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
ROUNDING		1.
	TOTAL	1.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
J. FRED WEINTZ, JR. C/O BCRS ASSOCIATES, LLC 100 WALL STREET, 11TH FLOOR NEW YORK, NY 10005	TRUSTEE/PART-TIME	NONE	NONE	NONE
H. FRED KRIMENDAHL II C/O BCRS ASSOCIATES, LLC 100 WALL STREET, 11TH FLOOR NEW YORK, NY 10005	TRUSTEE/PART-TIME	NONE	NONE	NONE
ELIZABETH WEINTZ CERF C/O BCRS ASSOCIATES, LLC 100 WALL STREET, 11TH FLOOR NEW YORK, NY 10005	TRUSTEE/PART-TIME	NONE	NONE	NONE
POLLY WEINTZ SANNA C/O BCRS ASSOCIATES, LLC 100 WALL STREET, 11TH FLOOR NEW YORK, NY 10005	TRUSTEE/PART-TIME	NONE	NONE	NONE
ERIC CORTELYOU WEINTZ C/O BCRS ASSOCIATES, LLC 100 WALL STREET, 11TH FLOOR NEW YORK, NY 10005	TRUSTEE/PART-TIME	NONE	NONE	NONE
KARL FREDERICK WEINTZ C/O BCRS ASSOCIATES, LLC 100 WALL STREET, 11TH FLOOR NEW YORK, NY 10005	TRUSTEE/PART-TIME	NONE	NONE	NONE

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
	GRAND TOTALS	NONE	NONE	NONE

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

J. FRED WEINTZ, JR.; C/O BCRS ASSOCIATES, LLC
100 WALL STREET, 11TH FLOOR, NEW YORK, NY 10005

HARBOR LIGHTS FOUNDATION 13-3052490

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
THRU K-1'S:					
-ORD INC	523000	-1,429.	01	2,386.	
-RRE	523000	2.	01	-62.	
-SECTION 988	523000	1.	01	30,839.	
-SECTION 987			01	422.	
-ROYALTY	523000	13.	01	74.	
-CANCELLATION OF DEBT	523000	55.			
TOTALS		-1,358.		33,659.	

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2008

Name of estate or trust: HARBOR LIGHTS FOUNDATION

Employer identification number: 13-3052490

Note: *Form 5227 filers need to complete* ***only*** *Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-164,159.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-164,159.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					48,444.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	39,810.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	88,254.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2008**

JSA
8F1210 2 000

Part III Summary of Parts I and II
Caution: *Read the instructions* **before** *completing this part*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-164,159.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			88,254.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-75,905.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of: a The loss on line 15, column (3) **or** b $3,000	16	(3,000.)

Note: *If the loss on line 15, column (3), is more than $3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18			
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19			
20	Add lines 18 and 19	20			
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21			
22	Subtract line 21 from line 20 If zero or less, enter -0-			22	
23	Subtract line 22 from line 17 If zero or less, enter -0-			23	
24	Enter the **smaller** of the amount on line 17 or $2,200			24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25	
26	Subtract line 25 from line 24			26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28	
29	Subtract line 28 from line 27			29	
30	Multiply line 29 by 15% (.15)				30
31	Figure the tax on the amount on line 23 Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)				31
32	Add lines 30 and 31				32
33	Figure the tax on the amount on line 17 Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)				33
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T)				34

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2008

Name of estate or trust: HARBOR LIGHTS FOUNDATION

Employer identification number: 13-3052490

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SEE REALIZED G/L REPORT ATTACHED			75.	356.	-281.
STCG(L) THRU K-1'S				163,932.	-163,932.
STCG(L) THRU K-1'S - UBTI			54.		54.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -164,159.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2008

JSA
8F1221 2 000

526W 02/19/2010 11:13:31 V08-8.3

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SEE REALIZED G/L REPORT ATTACHED			25,496.	51,445.	-25,949.
GAIN ON DISP OF OIA SELECT COMMINGLED FD LP			618,777.	619,343.	-566.
LTCG(L) THRU K-1'S			65,550.		65,550.
LTCG(L) THRU K-1'S - UBTI			34.		34.
SEC 1231 15% G(L) THRU K-1'S			416.		416.
SEC 1231 15% THRU K-1'S - UBTI			36.		36.
SEC 1231 25% G(L) THRU K-1'S			39.		39.
SEC 1231 25% G(L) THRU K-1'S - UBTI			250.		250.

6b **Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 39,810.

HARBOR LIGHTS FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 4/30/2009
EIN: 13-3042490

DATE	CONTRIBUTION / CITY, STATE	AMOUNT
23-Jun-08	THE ASPEN INSTITUTE ASPEN, CO	$2,500.00
27-Jun-08	STANFORD ATHLETICS STANFORD, CA	3,200.00
22-Jan-09	GREENWICH ADULT DAY CARE COS COB, CT	25,000.00
18-Feb-09	NATIONAL LIGHTHOUSE MUSEUM NEW YORK, NY	5,000.00
15-Apr-09	NORWICH UNIVERSITY NORTHFIELD, VT	200,000.00
15-Apr-09	HARVARD SCHOOL OF PUBLIC HEALTH BOSTON, MA	60,000.00
15-Apr-09	STANFORD UNIVERSITY STANFORD, CA	75,000.00
15-Apr-09	HARVARD BUSINESS SCHOOL BOSTON, MA	50,000.00
15-Apr-09	AMERICARES FOUNDATION STAMFORD, CT	50,000.00
15-Apr-09	CHRIST CHURCH GREENWICH, CT	40,000.00
15-Apr-09	FEDERATION OF PROTESTANT WELFARE AGENCIES NEW YORK, NY	15,000.00
15-Apr-09	PACE UNIVERSITY NEW YORK, NY	10,000.00

HARBOR LIGHTS FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 4/30/2009
EIN: 13-3042490

DATE	CONTRIBUTION / CITY, STATE	AMOUNT
15-Apr-09	GREENWICH HOSPITAL ASSOCIATION GREENWICH, CT	12,000.00
15-Apr-09	UNIVERSITY OF DENVER DENVER, CO	10,000.00
15-Apr-09	SIERRA CLUB FOUNDATION SAN FRANCISCO, CA	7,000.00
15-Apr-09	THE HALO TRUST (USA) INC NEW YORK, NY	5,000.00
15-Apr-09	BRUNSWICK SCHOOL GREENWICH, CT	5,000.00
15-Apr-09	STANFORD ATHLETICS STANFORD, CA	3,200.00
29-Apr-09	CAPE ELEUTHERA FOUNDATION PRINCETON, NJ	2,500.00
29-Apr-09	KEYSTONE CONSERVATION INC BOZEMAN, MT	500.00
29-Apr-09	PERROT MEMORIAL LIBRARY OLD GREENWICH, CT	500.00
30-Apr-09	GREENWICH EMERGENCY MEDICAL SERVICE, INC RIVERSIDE, CT	500.00
30-Apr-09	THE GREENWICH ROUNDTABLE GREENWICH, CT	500.00
30-Apr-09	TRICKLE UP NEW YORK, NY	500.00

HARBOR LIGHTS FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 4/30/2009
EIN: 13-3042490

DATE	CONTRIBUTION / CITY, STATE	AMOUNT
30-Apr-09	THE ASPEN INSTITUTE ASPEN, CO	2,500.00
30-Apr-09	BRUCE MUSEUM GREENWICH, CT	250.00
30-Apr-09	ALZHEIMER'S ASSOCIATION CHICAGO, IL	1,000.00
30-Apr-09	B-26 MARAUDER HISTORICAL SOCIETY TUCSON, AZ	500.00
30-Apr-09	BREAST CANCER ALLIANCE GREENWICH, CT	500.00
30-Apr-09	THE CHAPIN SCHOOL NEW YORK, NY	1,000.00
30-Apr-09	CONGRESSIONAL MEDAL OF HONOR FOUNDATION MOUNT PLEASANT, SC	250.00
30-Apr-09	CONNECTICUT PUBLIC BROADCASTING INC. HARTFORD, CT	500.00
30-Apr-09	CHARLES DARWIN FOUNDATION FALLS CHURCH, VA	250.00
30-Apr-09	DEAFNESS RESEARCH FOUNDATION NEW YORK, NY	500.00
30-Apr-09	GREENWICH ARTS COUNCIL GREENWICH, CT	500.00
30-Apr-09	GREENWICH POINT CONSERVANCY OLD GREENWICH, CT	500.00

HARBOR LIGHTS FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 4/30/2009
EIN: 13-3042490

DATE	CONTRIBUTION / CITY, STATE	AMOUNT
30-Apr-09	HARVARD ART MUSEUM CAMBRIDGE, MA	750.00
30-Apr-09	HOSPITAL FOR SPECIAL SURGERY FUND INC. NEW YORK, NY	20,000.00
30-Apr-09	INSTITUTE FOR CONTEMPORARY ART BOSTON, MA	750.00
30-Apr-09	ISLESBORO HISTORICAL SOCIETY ISLESBORO, ME	250.00
30-Apr-09	ISLESBORO ISLANDS TRUST ISLESBORO, ME	1,000.00
30-Apr-09	JUNIOR LEAGUE OF PORTLAND PORTLAND, ME	2,000.00
30-Apr-09	JAMES P. McCARRON MEDICAL FOUNDATION NEW YORK, NY	1,000.00
30-Apr-09	MEALS-ON-WHEELS OF GREENWICH GREENWICH, CT	500.00
30-Apr-09	MENLO PARK ATHERTON EDUCATION FOUNDATION ATHERTON, CA	1,000.00
30-Apr-09	MIGRAINE RESEARCH FOUNDATION NEW YORK, NY	250.00
30-Apr-09	MUSEUM OF FINE ARTS BOSTON, MA	750.00
30-Apr-09	THE SMILE TRAIN NEW YORK, NY	250.00

HARBOR LIGHTS FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 4/30/2009
EIN: 13-3042490

DATE	CONTRIBUTION / CITY, STATE	AMOUNT
30-Apr-09	SMITHSONIAN INSTITUTION WASHINGTON, DC	500.00
30-Apr-09	SOUND BEACH VOLUNTEER FIRE DEPARTMENT OLD GREENWICH, CT	250.00
30-Apr-09	THE TAFT SCHOOL WATERTOWN, CT	2,500.00
30-Apr-09	THE WILDERNESS SOCIETY WASHINGTON, DC	500.00
30-Apr-09	WORLD RESOURCES INSTITUTE WASHINGTON, DC	2,000.00
	THRU COMMONFUND CAPITAL PARTNERS III, LP	2.00
	TOTAL CONTRIBUTIONS PAID (TO 990-PF, PT I, LINE 25, COLUMN A) *	**$625,402.00**
	LESS: UBTI THRU COMMONFUND CAPITAL PARTNERS III, LP	(2.00)
	TOTAL CONTRIBUTIONS PAID (TO 990-PF, PT I, LINE 25, COLUMN D) *	**$625,400.00**

** ALL CONTRIBUTIONS WERE MADE TO THE GENERAL PURPOSE FUND OF PUBLIC CHARITABLE ORGANIZATIONS THAT WERE CLASSIFIED UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE.*

HARBOR LIGHTS FOUNDATION
REALIZED GAINS AND LOSSES
FYE 4/30/2009

STATE STREET BANK

DATE ACQ	DATE SOLD	QTY	SECURITY	SALES PROCEEDS	COST OR OTHER BASIS	GAIN/LOSS	ST/LT
7/16/2008	7/23/2008	0.33	EW SCRIPPS CO-A	3 05	3 41	(0.36)	Short-Term
9/26/2008	10/31/2008	0.50	ASCENT MEDIA CORP - CLASS A	12.53	11.58	0.95	Short-Term
7/16/2008	3/27/2009	33	EW SCRIPPS CO-A	59 30	340 78	(281 48)	Short-Term
			TOTAL SHORT-TERM CAPITAL GAINS	74.88	355.77	($280.89)	
VARIOUS	5/29/2008	100	SLM CORP	2,359 76	4,123.00	(1,763.24)	Long-Term
VARIOUS	6/17/2008	100	WACHOVIA CORP	1,932 22	4,757.60	(2,825.38)	Long-Term
VARIOUS	7/2/2008	200	SANOFI-AVENTIS ADR	6,730 12	7,260.83	(530.71)	Long-Term
VARIOUS	11/17/2008	262	VODAFONE GROUP PLC - SPONSORED ADR	4,744.50	7,849.52	(3,105 02)	Long-Term
VARIOUS	12/15/2008	100	BAKER HUGHES INC	3,106.26	4,273.06	(1,166 80)	Long-Term
VARIOUS	3/25/2009	700	GENERAL ELECTRIC CO	6,622.66	23,180 73	(16,558.07)	Long-Term
			TOTAL LONG-TERM CAPITAL GAINS	25,495.52	51,444.74	($25,949.22)	
			GRAND TOTAL	$25,570.40	$51,800.51	($26,230.11)	

REALIZED G/L

P. 1/1

HARBOR LIGHTS FOUNDATION
LONG POSITION - GOLDMAN SACHS & CO.
Positions as of 30-Apr-2009

Description	Qty	Mkt Val (Base)	Original Cost (Base)	Gain/Loss (Base)
THE GOLDMAN SACHS GROUP, INC LINKED TO TOPIX 0% COUPON DUE 09/25/2009 STRUCTURED NOTE	50 00	45,634 80	50,000 00	(4,365 20)
ISHARES MSCI JAPAN INDEX FD MARKET INDEX	10,000.00	85,100 00	103,850 00	(18,750 00)
SPDR S&P 500 ETF TRUST SPDR	14,604 00	1,276,681 68	1,451,053 44	(174,371 76)
SLM CORPORATION CMN	12,617.00	60,940 11	45,387 72	15,552 39
QUALCOMM INC CMN	2,600 00	110,032 00	0 00	110,032 00
ORACLE CORPORATION CMN	4,368.00	84,477 12	13,793 09	70,684 03
MICROSOFT CORPORATION CMN	4,500 00	91,170 00	11,144.53	80,025 47
MEDCO HEALTH SOLUTIONS, INC CMN	1,718 00	74,818 90	3,832.28	70,986 62
GOLDMAN SACHS GROUP, INC (THE) CMN	7,360 00	945,760 00	379,231 95	566,528 05
AMGEN INC CMN	4,000.00	193,880 00	26,198 00	167,682 00
TOTAL LONG POSITION		**$2,968,494.61**	**$2,084,491.01**	**$884,003.60**

LONG POSITION I

P. 1/1

charles SCHWAB

Schwab One® Trust Account of
J FRED WEINTZ JR TTEE
HARBOR LIGHTS FOUNDATION
U/A DTD 12/10/1980

"G000081520203"

Statement Period
April 1-30, 2009

Investment Detail - Mutual Funds

Accounting Method
Mutual Funds: Average

Mutual Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
PIMCO TOTAL RETURN FUND ♀ INSTITUTIONAL CLASS SYMBOL: PTTRX	220,370.5230	10.2200	2,252,186.75	100%	10.56	2,327,700.12	(75,513.37)
Total Mutual Funds			**2,252,186.75**	**100%**		**2,327,700.12**	**(75,513.37)**

LONG POSITION II

STATE STREET.

Account Holdings
As of April 30, 2009

HARBOR LIGHTS FOUNDATION

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
	EQUITIES							
	CONSUMER NON-DURABLES							
	BEVERAGES							
400.000	COCA COLA CO	191216100	$17,520.11	43.050	$17,220.00	6.21%	$656.00	3.81%
	HEALTH CARE							
400.000	UNITEDHEALTH GROUP INC	91324P102	$14,190.00	23.520	$9,408.00	3.39%	$12.00	0.13%
	TOTAL CONSUMER NON-DURABLES		$31,710.11		$26,628.00	9.60%	$668.00	
	CONSUMER SERVICES							
	BROADCASTING & CABLE							
285.000	DISCOVERY COMMUNICATIONS INC-A	25470F104	$4,015.98	18.990	$5,412.15	1.95%		
285 000	DISCOVERY COMMUNICATNS-C	25470F302	3,605 85	17 520	4,993 20	1 80		
363.000	LIBERTY GLOBAL INC-A	530555101	6,522.51	16.490	5,985.87	2.16		
368.000	LIBERTY GLOBAL INC-C	530555309	6,062.86	16.360	6,020.48	2.17		
550.000	LIBERTY MEDIA-INTERACTIVE A	53071M104	9,745.17	5.300	2,915.00	1.05		
110.000	LIBERTY MEDIA HOLD-CAP SER A	53071M302	1,074 42	11.700	1,287 00	0 46		
200.000	NEWS CORP-A	65248E104	1,127.68	8.260	1,652.00	0.60	24.00	1.45
100 000	SCRIPPS NETWORKS INTERACTIVE OPERATE	811065101	4,542 61	27 440	2,744 00	0 99	30 00	1 09
	ENTERTAINMENT & LEISURE TIME							
28.000	ASCENT MEDIA CORP-A	043632108	648.55	25.760	$721.28	0.26%		
	RETAIL							
100.000	COSTCO WHOLESALE CORP	22160K105	$5,012.84	48.600	$4,860.00	1.75%	$72.00	1.48%

LONG POSITION III

STATE STREET.

Account Holdings

As of April 30, 2009

HARBOR LIGHTS FOUNDATION

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
	EQUITIES (Continued)							
	CONSUMER SERVICES (Continued)							
	RETAIL (Continued)							
400 000	WAL-MART STORES INC	931142103	18,917 05	50 400	20,160 00	7 27	436 00	2 16
	TOTAL CONSUMER SERVICES		$61,275.50		$56,750.98	20.46%	$562.00	
	BUSINESS PRODUCTS & SERVICES							
	COMPUTER SERVICES							
440.000	LIBERTY ENTERTAINMENT A	53071M500	$6 034 97	24.350	$10,714.00	3.86%		
700.000	MICROSOFT CORPORATION	594918104	19,287 32	20 260	14,182 00	5.11	364 00	2 57
	TELECOMMUNICATION SERVICES							
750.000	COMCAST CORP A SPL	20030N200	$14,503.20	14.680	$11,010.00	3.97%	$202 50	1 84%
	OTHER BUSINESS PRODS & SVCS							
100.000	3M CO	88579Y101	$7,102.53	57.600	$5,760.00	2.08%	$204.00	3 54%
400 000	WASTE MANAGEMENT INC	94106L109	11,071 88	26 670	10,668 00	3 85	464 00	4 35
	TOTAL BUSINESS PRODUCTS & SERVICES		$57,999.90		$52,334.00	18.87%	$1,234.50	
	CAPITAL GOODS							
	MACHINERY							
100.000	THERMO FISHER SCIENTIFIC INC	883556102	$3,406.95	35.080	$3,508.00	1.26%		
	COMPUTER & BUSINESS EQUIPMENT							
400.000	NATIONAL INSTRUMENTS CORP	636518102	$10,855.99	22.040	$8,816.00	3.18%	$192.00	2 18%
	TELECOMMUNICATIONS EQUIPMENT							
100.000	L-3 COMMUNICATIONS HOLDINGS INC	502424104	$7,075.00	76.150	$7,615.00	2.74%	$140.00	1.84%
	OTHER CAPITAL GOODS							
100.000	MILLIPORE CORP	601073109	$7,580.00	59.100	$5,910.00	2.13%		
	TOTAL CAPITAL GOODS		$28,917.94		$25,849.00	9.31%	$332.00	

LONG POSITION III

STATE STREET.

Account Holdings

As of April 30, 2009

HARBOR LIGHTS FOUNDATION

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
	EQUITIES (Continued)							
	INDUSTRIAL ELECTRONICS							
	ELECTRONICS-INSTRUMENTATION							
800.000	ALTERA CORP	021441100	$15,506.18	16.310	$13,048.00	4.70%	$160.00	1 23%
	TOTAL INDUSTRIAL ELECTRONICS		$15,506.18		$13,048.00	4.70%	$160.00	
	ENERGY							
	OIL-INTEGRATED							
300.000	DRESSER-RAND GROUP INC	261608103	$7,019.62	24.630	$7,389.00	2.66%		
	COAL							
100.000	PEABODY ENERGY CORP	704549104	$4,456.86	26.390	$2,639.00	0.95%	$24.00	0.91%
	OTHER ENERGY							
200.000	APACHE CORP	037411105	$9,793.94	72.860	$14,572.00	5.25%	$120.00	0.82%
400 000	NEWFIELD EXPLORATION COMPANY	651290108	11,413.66	31 180	12,472 00	4 50		
	TOTAL ENERGY		$32,684.08		$37,072.00	13.36%	$144.00	
	BASIC INDUSTRIES							
	CHEMICALS -MAJOR							
200.000	PRAXAIR INC	74005P104	$8,305.04	74.610	$14,922.00	5.38%	$320.00	2 14%
	CHEMICALS-SPECIALTY							
300.000	ECOLAB INC	278865100	$10,412.93	38.550	$11,565.00	4.17%	$168.00	1.45%
	TOTAL BASIC INDUSTRIES		$18,717.97		$26,487.00	9.55%	$488.00	
	FINANCIAL							
	INSURANCE							
400.000	PROGRESSIVE CORP (OHIO)	743315103	$9,497.00	15.280	$6,112.00	2.20%	$58 00	0.95%
	OTHER FINANCIAL							
300.000	AMERICAN EXPRESS CO	025816109	$12,563.24	25.220	$7,566.00	2.73%	$216.00	2 85%
500 000	SLM CORP	78442P106	12,625 28	4.830	2,415 00	0 87		
	TOTAL FINANCIAL		$34,685.52		$16,093.00	5.80%	$274.00	
	TOTAL EQUITIES		$281,497.20		$254,261.98	91.65%	$3,862.50	

LONG POSITION III

STATE STREET.

Account Holdings

As of April 30, 2009

HARBOR LIGHTS FOUNDATION

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
	FOREIGN ASSETS							
	EQUITIES							
400,000	WILLIS GROUP HOLDINGS LTD	G96655108	$14,677.07	27.510	$11,004.00	3.97%	$416.00	3.78%
150 000	NESTLE SA SPONSORED ADR	641069406	5,144 72	32 802	4,920 30	1 77	116 55	2 37
100,000	TEVA PHARMACEUTICAL INDS SPON ADR	881624209	4,629.95	43.890	4,389.00	1.57	42.20	0.96
	TOTAL EQUITIES		$24,451.74		$20,313.30	7.31%	$574.75	
	TOTAL FOREIGN ASSETS		$24,451.74		$20,313.30	7.31%	$574.75	
	TOTAL ACCOUNT HOLDINGS		$305,948.94		$274,575.28	100.00%	$4,443.57	

LONG POSITION III

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

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

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

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

Type or print

File by the extended due date for filing the return See instructions

Name of Exempt Organization: HARBOR LIGHTS FOUNDATION

Employer identification number: 13-3052490

Number, street, and room or suite no If a P.O. box, see instructions: c/o BCRS ASSOCIATES, LLC; 100 WALL STREET - 11TH FL

For IRS use only

City, town or post office, state, and ZIP code. For a foreign address, see instructions: NEW YORK, NY 10005

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

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

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

● The books are in the care of ▶ BCRS ASSOCIATES, LLC

Telephone No. ▶ 212-440-0811 FAX No. ▶ N/A

● If the organization does not have an office or place of business in the United States, check this box ▶ ☐

● If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

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

5 For calendar year ______, or other tax year beginning MAY 1, 2008, and ending APRIL 30, 2009.

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

7 State in detail why you need the extension ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 5,550.00
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 6,530.00
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.00

Signature and Verification

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

Signature ▶ Title ▶ CPA Date ▶ 12/15/2009

Form **8868** (Rev April 2009)
Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (*e-file*). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print	Name of Exempt Organization	**Employer identification number**
File by the due date for filing your return See instructions	HARBOR LIGHTS FOUNDATION	13-3052490
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	C/O BCRS ASSOCIATES, LLC 100 WALL STREET - 11TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW YORK, NY 10005	

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

☐ Form 990	☐ Form 990-T (corporation)	☐ Form 4720
☐ Form 990-BL	☐ Form 990-T (sec. 401(a) or 408(a) trust)	☐ Form 5227
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 6069
☒ Form 990-PF	☐ Form 1041-A	☐ Form 8870

- The books are in the care of ▶ BCRS ASSOCIATES, LLC

Telephone No. ▶ 212-440-0800 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box . . . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until DEC. 15, 2009, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☐ calendar year 20____ or

▶ ☒ tax year beginning MAY 1, 2008, and ending APRIL 30, 2009.

2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 5,550.00
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 6,530.00
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 0 00

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.
ISA