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 JUL 1, 2008 , and ending JUN 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: Harbourton Foundation

A Employer identification number: 22-2436112

Number and street (or P O box number if mail is not delivered to street address): 47 Hulfish Street — Room/suite: 305

B Telephone number: (609) 924-4001

City or town, state, and ZIP code: Princeton, NJ 08542

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 ▶ [ ]

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 19944045.

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

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

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

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	9039.	9039.		Statement 1
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-28472.			Statement 2
	b Gross sales price for all assets on line 6a 1958548.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	52617.	52617.		Statement 3
	12 **Total.** Add lines 1 through 11	33184.	61656.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 4	15533.	15533.		0.
	19 Depreciation and depletion				
	20 Occupancy	4740.	4740.		0.
	21 Travel, conferences, and meetings	17403.	17403.		0.
	22 Printing and publications				
	23 Other expenses Stmt 5	71603.	71603.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	109279.	109279.		0.
	25 Contributions, gifts, grants paid	658886.			658886.
	26 **Total expenses and disbursements.** Add lines 24 and 25	768165.	109279.		658886.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-734981.			
	b **Net investment income** (if negative, enter -0-)		0.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2398.	776.	776.
	2 Savings and temporary cash investments	766888.	9387.	9387.
	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			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 6	25540753.	17974939.	17974939.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ Statement 7)	395.	1958943.	1958943.
	16 **Total assets** (to be completed by all filers)	26310434.	19944045.	19944045.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	1042500.	1042500.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	25267934.	18901545.	
	30 **Total net assets or fund balances**	26310434.	19944045.	
	31 **Total liabilities and net assets/fund balances**	26310434.	19944045.	

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	26310434.
2	Enter amount from Part I, line 27a	2	-734981.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	25575453.
5	Decreases not included in line 2 (itemize) ▶ Unrealized Loss on Investments	5	5631408.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19944045.

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				
b	NONE			
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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F.M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
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

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2007	480641.	26337100.	.018250
2006	499068.	19551454.	.025526
2005	392500.	13845159.	.028349
2004	790070.	9775609.	.080821
2003	596998.	4719809.	.126488

2	Total of line 1, column (d)	2	.279434
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	.055887
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	20109539.
5	Multiply line 4 by line 3	5	1123862.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7	Add lines 5 and 6	7	1123862.
8	Enter qualifying distributions from Part XII, line 4	8	658886.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling 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 ▶ ☐ and enter 1% of Part I, line 27b		1	0.
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	0.
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	0.
6	Credits/Payments			
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a 7745.		
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	7745.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	7745.
11	Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶ 7745. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NJ			
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)? *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 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 ▶ James S. Regan Telephone no ▶ (609)924-4001

Located at ▶ 47 Hulfish Street, Suite 305, Princeton, NJ ZIP+4 ▶ 08542

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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 ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 8		0.	0.	0.

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

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

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

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

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

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

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

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

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

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

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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	0.
b	Average of monthly cash balances	1b	481894.
c	Fair market value of all other assets	1c	19933882.
d	**Total** (add lines 1a, b, and c)	1d	20415776.
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	20415776.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	306237.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20109539.
6	**Minimum investment return.** Enter 5% of line 5	6	1005477.

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	1005477.
2a	Tax on investment income for 2008 from Part VI, line 5 — 2a		
b	Income tax for 2008 (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1005477.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1005477.
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	1005477.

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	658886.
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	658886.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	658886.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				1005477.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004 186257.				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	186257.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 658886.				
a Applied to 2007, 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 2008 distributable amount				658886.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	186257.			186257.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				160334.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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	Prior 3 years			
	(a) 2008	(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 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).)

James S. Regan

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 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*				
Total See Attached Statement(s)			▶ 3a	658886.
b *Approved for future payment*				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	9039.	
4 Dividends and interest from securities					
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			18	52617.	
8 Gain or (loss) from sales of assets other than inventory			18	-28472.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		33184.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) ... 13 33184.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/12/10 Title: President

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code		EIN	
		Phone no	

823622
01-02-09

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
IRS refund	242.
JP Morgan money market dividends	8797.
Total to Form 990-PF, Part I, line 3, Column A	9039.

Form 990-PF Gain or (Loss) from Sale of Assets Statement 2

(a) Description of Property				Manner Acquired	Date Acquired	Date Sold
Loss on w/d from investment				Purchased	01/04/05	06/30/09

	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
	1958548.	1987020.	0.	0.	-28472.

Net Gain or Loss from Sale of Assets	-28472.
Capital Gains Dividends from Part IV	0.
Total to Form 990-PF, Part I, line 6a	-28472.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Income from Investments	52617.	52617.	
Total to Form 990-PF, Part I, line 11	52617.	52617.	

Form 990-PF Taxes Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Excise Tax	15533.	15533.		0.
To Form 990-PF, Pg 1, ln 18	15533.	15533.		0.

Form 990-PF — Other Expenses — Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Filing Fees	25.	25.		0.
Marketing Expense	-9386.	-9386.		0.
Communication expense	288.	288.		0.
Prof. Employer Service Fee	72419.	72419.		0.
Computer expense	259.	259.		0.
Subscriptions	170.	170.		0.
Miscellaneous	216.	216.		0.
Dues	1245.	1245.		0.
Postage	149.	149.		0.
Office Expense	6214.	6214.		0.
Bank service charge	4.	4.		0.
To Form 990-PF, Pg 1, ln 23	71603.	71603.		0.

Form 990-PF — Other Investments — Statement 6

Description	Valuation Method	Book Value	Fair Market Value
Parsec Trading Corp.	FMV	1902388.	1902388.
HBK Offshore Fund	FMV	3090070.	3090070.
Naples Investments, LLC	FMV	2066887.	2066887.
Chalkstream Investment Fund	FMV	2539051.	2539051.
Rosehill Saisei Fund, LP	FMV	0.	0.
TPG-Axon Partners	FMV	5703664.	5703664.
NIAS Futures Fund, LTD	FMV	2672879.	2672879.
Total to Form 990-PF, Part II, line 13		17974939.	17974939.

Form 990-PF — Other Assets — Statement 7

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Security Deposit	395.	395.	395.
Distribution receivable	0.	1958548.	1958548.
To Form 990-PF, Part II, line 15	395.	1958943.	1958943.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 8

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
James S. Regan 47 Hulfish Street, Suite 305 Princeton, NJ 08542	Pres. & Treasurer 3.00	0.	0.	0.
Amy H. Regan 47 Hulfish Street, Suite 305 Princeton, NJ 08542	V.P. & Secretary 3.00	0.	0.	0.
Steven B. Smotrich 47 Hulfish Street, Suite 305 Princeton, NJ 08542	V.P. & Asst. Sec. 1.00	0.	0.	0.
James S. Regan III 47 Hulfish Street, Suite 305 Princeton, NJ 08542	Director 1.00	0.	0.	0.
Catherine H. Regan Lawliss 47 Hulfish Street, Suite 305 Princeton, NJ 08542	Director 1.00	0.	0.	0.
Patrick H. Regan 47 Hulfish Street, Suite 305 Princeton, NJ 08542	Director 1.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

Part XV – Contributions Paid | Statement 9

Council of NJ Grantmakers
101 West State Street
Trenton, NJ 08608
(609) 341-2021
I.D.#22-3470235
501(c)(3)
$29,000.00
Provides programs that address critical issues and provide skill-building opportunities for grantmakers and their trustees.

Young Scholars' Institute
349 West State Street
Trenton, NJ 08638
I.D.#22-3051022
501(c)(3)
$95,000.00
To provide educational, recreational and cultural activities for inner city youth.

Network for Family Life Education
I.D.#22-6001086
501(c)(3)
$15,000.00
Newsletter regarding sex education for teenagers.

Association of Small Foundations
733 15th Street NW, Suite 700
Washington, DC 20005
I.D.#65-0617866
501(c)(3)
$500.00
A resource organization for small foundations.

HARBOURTON FOUNDATION
E.I.N. 22-2436112
Form 990 PF, F/Y/E 6/30/09

Part XV – Contributions Paid Statement 9

Princeton Future
P O Box 11742
Princeton, NJ 08542
I.D. #22-3756013
501(c)(3)
$2,500.00
Princeton community development plan

School for Children of Hidden Intelligence
1091 River Avenue
Lakewood, NJ 08701
I.D. #22-3301312
501(c)(3)
$2,000.00
Providing educational programs individually designed for each student.

Operation Smile
6435 Tidewater Drive
Norfolk, VA 23509
I.D. #54-1460147
501(c)(3)
$150,000.00
Non-profit medical facility for children specializing in cleft palates.

National Foundation for Teaching Entrepreneurship
120 Wall Street, 29th fl.
New York, NY 10005
I.D. # 13-3408731
501(c)(3)
$1,000.00
Helps young people from low income communities build skills and unlock their entrepreneurial creativity.

HARBOURTON FOUNDATION
E.I.N. 22-2436112
Form 990 PF, F/Y/E 6/30/09

Part XV – Contributions Paid   Statement 9

McCarter Theatre
91 University Place
Princeton, NJ 08540
I.D. #21-0724198
501(c)(3)
$15,000.00
Creating, developing and producing new work for the stage, reinvestigating classical theatrical repertoire, and bringing the best of the world's performing artists to Central NJ.

Viva Velo, Inc.
120 Market Street
Clifton, NJ 07012
I.D. #20-3537580
501(c)(3)
$9,386.46
Organization exclusively for charitable, religious, educational, and scientific purposes.

Kindred Spirits Foundation
170 West End Ave., Suite 16D
New York, NY 10023
I.D. # 13-3775983
501(c)(3)
$5,000.00
Funding the Columbus Club House Choir.

Summer Quest
3000 Booth Falls Road
Vail, CO 81657
I.D. # 84-0533775
501(c)(3)
$2,000.00
Helping students in academics and extracurricular activities, inspiring them to achieve in school and aspire to a college education.

HARBOURTON FOUNDATION
E.I.N. 22-2436112
Form 990 PF, F/Y/E 6/30/09

Part XV – Contributions Paid   Statement 9

YWCA
140 East Hanover Street
Trenton, NJ 08608
I.D. # 21-0635057
501(c)(3)
$500.00
Supports the ESL program of Latinas Unidas designed to enhance the seof-sufficiency of Latino families in Trenton.

Natural Resources Defense Council
40 West 20 Street
New York, NY 10011
I.D. # 13-2654926
501(c)(3)
$50,000.00
Non-profit dedicated to solving the world's most threatening environmental problems.

Solebury School
6832 Phillips Mill Road
New Hope, PA 18938
I.D. # 23-1365969
$10,000.00
Educational programs.

Springboard Innovation
10101 SW Barbur Blvd., Ste. 208
Portland, OR 97219
I.D. # 34-1996112
501(c)(3)
$85,000.00
Enables average citizens to become extraordinary change agents. Provides educational programs, opportunities for community connections, and online tools that help launch social ventures.

HARBOURTON FOUNDATION
E.I.N. 22-2436112
Form 990 PF, F/Y/E 6/30/09

Part XV – Contributions Paid   Statement 9

Roundup River Ranch
P O Box 8589
Avon, CO 81620
I.D. # 20-4632248
501(c)(3)
$50,000.00
Camp in Colorado that will enrich the lives of children who have chronic or life-threatening illnesses by providing camping experiences, with appropriate medical support, that are fun, memorable, safe and empowering.

Dartmouth College Fund
6066 Development Office
Hanover, NH 03755-3555
I.D. # 02-0222111
$5,000.00
Helping students with financial aid, supports culture and community, athletic, faculty and academic programs.

D&R Greenway Land Trust
One Preservation Place
Princeton, NJ 08540
I.D. # 22-3035836
501(c)(3)
$1,000.00
Land preservation.

Northern California Innocence Project
Santa Clara University School of Law
500 El Camino Real
Santa Clara, CA 95053
I.D. # 94-1156617
501(c)(3)
$1,500.00
Create a more just and humane world through working to exonerate innocent prisoners and pursue legal reforms that address the causes and consequences of wrongful convictions.

Part XV – Contributions Paid Statement 9

Phoenix House
145 West 45th St., Suite 300
New York, NY 10036
I.D. # 13-3020609
501(c)(3)
$1,000.00
Provides high-quality substance abuse treatment and prevention services to men, women and teenagers.

Isles, Inc.
10 Wood Street
Trenton, NJ 08618
I.D. # 22-2350832
501(c)(3)
$19,500.00
Supports work that advances social, environmental, and economic fairness.

International Justice Mission
P O Box 58147
Washington, DC 20037
I.D. # 54-1722887
501(c)(3)
$50,000.00
Human rights agency that secures justice for victims of slavery, sexual exploitation, and other forms of violent oppression. IJM lawyers, investigators and aftercare professionals work with local officials to ensure immediate victim rescue and aftercare, to prosecute perpetrators and to promote functioning public justice systems.

Foundation Fighting Blindness
P O Box 449
Princeton, NJ 08542
I.D. # 23-7135845
501(c)(3)
$7,500.00
To drive the research that will provide preventions, treatments and cures for people affected by retinitis pigmentosa, macular degeneration, Usher syndrome, and the entire spectrum of retinal degenerative diseases.

HARBOURTON FOUNDATION
E.I.N. 22-2436112
Form 990 PF, F/Y/E 6/30/09

Part XV – Contributions Paid   Statement 9

Newark Now
89 James Street
Newark, NJ 07102
I.D. # 03-0498214
$5,000.00
501(c)(3)
Provides Newark residents with skills, tools and support to transform their neighborhoods.

Team Newark
City of Newark
94 William St., 2nd fl.
Newark, N 07102
I.D. #20-3537580
(501(c)(3)
$6,500.00
Recruiting and harnessing the enthusiasm of Newark and Essex County cyclists. Team Newark will strive to symbolize the importance of building community from the inside out, from the health of the individual to the health of their community.

American Ballet Theatre
890 Broadway
New York, NY 10003
I.D. #13-1882106
501(c)(3)
$35,000.00
Bringing art of the very highest quality to its audiences.

Shaun O'Hara Foundation
P O Box 6042
Hillsborough, NJ 08844
I.D. #26-4145893
501(c)(3)
$5,000.00
Helping to increase knowledge and education in life-threatening diseases for which there is limited funding.

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

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

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

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

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization Harbourton Foundation	Employer identification number 22-2436112
	Number, street, and room or suite no. If a P.O. box, see instructions. 47 Hulfish Street, No. 305	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Princeton, NJ 08542	

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

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

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

- The books are in the care of ▶ James S. Regan 47 Hulfish Street, Suite 305 - Princeton, NJ 08542

Telephone No. ▶ (609)924-4001 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 is for

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

5 For calendar year ______, or other tax year beginning JUL 1, 2008, and ending JUN 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 The Foundation is invested in several partnerships for which we are waiting for Schedule K-1 information.

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	$ 0.
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	$ 0.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification

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

Signature ▶ Title ▶ President Date ▶ 2/15/10

823832
05-26-09