Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning OCT 1, 2009 , and ending SEP 30, 2010

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

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

Name of foundation
HEYDAY FOUNDATION
C/O TURTLE BAY GROUP, INC.

Number and street (or P O box number if mail is not delivered to street address) Room/suite
305 MADISON AVE. # 755

City or town, state, and ZIP code
NEW YORK, NY 10165

A Employer identification number
13-6956580

B Telephone number
646-578-8120

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)* ▶$ 1,541,454.

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).)

	Line		(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	5.	5.		STATEMENT 1
	4	Dividends and interest from securities	21,319.	21,319.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-180,875.			
	b	Gross sales price for all assets on line 6a 237,233.				
	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	-6,055.	-6,055.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	-165,606.	15,269.		
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 STMT 4	3,500.	1,750.		1,750.
	c	Other professional fees STMT 5	16,586.	16,586.		0.
	17	Interest	9,871.	9,871.		0.
	18	Taxes STMT 6	2,467.	558.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 7	23.	0.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	32,447.	28,765.		1,750.
	25	Contributions, gifts, grants paid	54,810.			54,810.
	26	**Total expenses and disbursements** Add lines 24 and 25	87,257.	28,765.		56,560.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-252,863.			
	b	**Net investment income** (if negative, enter -0-)		0.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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16470808 142721 00-6956580 2009.05070 HEYDAY FOUNDATION C/O TURTL 00-69561

Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	8,906.	8,363.	8,363.
	2 Savings and temporary cash investments	39,818.	17,614.	17,614.
	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 STMT 8	712,253.	572,560.	504,463.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	952,059.	861,636.	1,011,014.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1,713,036.	1,460,173.	1,541,454.
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 ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,713,036.	1,713,036.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	-252,863.	
	30 **Total net assets or fund balances**	1,713,036.	1,460,173.	
	31 **Total liabilities and net assets/fund balances**	1,713,036.	1,460,173.	

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	1,713,036.
2 Enter amount from Part I, line 27a	2	-252,863.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,460,173.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,460,173.

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	CAPITAL GAINS - SEE ATTACHED	P	VARIOUS	VARIOUS
b	CAPITAL GAINS FROM K-1		VARIOUS	VARIOUS
c	CAPITAL GAINS FROM K-1		VARIOUS	VARIOUS
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	237,233.		340,807.	-103,574.
b			23,631.	-23,631.
c			53,670.	-53,670.
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				-103,574.
b				-23,631.
c				-53,670.
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	-180,875.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	66,059.	1,332,173.	.049587
2007	134,049.	1,985,142.	.067526
2006	168,301.	2,138,559.	.078698
2005	107,393.	1,892,779.	.056738
2004	64,735.	1,822,392.	.035522

2	**Total** of line 1, column (d)	2	.288071
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	.057614
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,444,536.
5	Multiply line 4 by line 3	5	83,225.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7	Add lines 5 and 6	7	83,225.
8	Enter qualifying distributions from Part XII, line 4	8	56,560.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			1	0.
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 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	300.		
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	300.
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	300.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶		300. **Refunded** ▶	11	0.

Part VII-A **Statements Regarding Activities**

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

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

			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 ▶ HEYDAY FOUNDATION Telephone no. ▶ 646-578-8120
Located at ▶ 305 MADISON AVE, #755, NEW YORK, NY ZIP+4 ▶ 10165

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 2009?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAVID HOCHBERG C/O TURTLE BAY GROUP, 305 MADISON AVE NEW YORK, NY 10165	TRUSTEE 0.50	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

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	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,433,407.
b	Average of monthly cash balances	1b	33,127.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,466,534.
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	1,466,534.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,998.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,444,536.
6	**Minimum investment return** Enter 5% of line 5	6	72,227.

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	72,227.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a:		
b	Income tax for 2009. (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	72,227.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	72,227.
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	72,227.

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	56,560.
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	56,560.
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	56,560.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				72,227.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007 29,801.				
e From 2008				
f Total of lines 3a through e	29,801.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 56,560.				
a Applied to 2008, 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 2009 distributable amount				56,560.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	15,667.			15,667.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	14,134.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	14,134.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007 14,134.				
d Excess from 2008				
e Excess from 2009				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT				54,810.
Total			▶ 3a	54,810.
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	5.	
4 Dividends and interest from securities			14	21,319.	
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			01	-6,055.	
8 Gain or (loss) from sales of assets other than inventory			18	-180,875.	
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.		-165,606.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 -165,606.

(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).

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02-02-10

16470808 142721 00-6956580 2009.05070 HEYDAY FOUNDATION C/O TURTL 00-69561

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

David C Hochberg | Aug 10, 2011 | Trustee

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Clement P. Ballas, CPA	Date 8/9/11	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	TURTLE BAY GROUP, INC. 305 MADISON AVENUE, SUITE 755 NEW YORK, NY 10165	EIN	
		Phone no.	

Form **990-PF** (2009)

923622
02-02-10

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

SOURCE	AMOUNT
INTEREST INCOME	5.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	21,319.	0.	21,319.
TOTAL TO FM 990-PF, PART I, LN 4	21,319.	0.	21,319.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME FROM K-1	-6,055.	-6,055.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-6,055.	-6,055.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,500.	1,750.		1,750.
TO FORM 990-PF, PG 1, LN 16B	3,500.	1,750.		1,750.

FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	16,586.	16,586.		0.
TO FORM 990-PF, PG 1, LN 16C	16,586.	16,586.		0.

FORM 990-PF | TAXES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	2,209.	300.		0.
FOREIGN TAXES	258.	258.		0.
TO FORM 990-PF, PG 1, LN 18	2,467.	558.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGES	23.	0.		0.
TO FORM 990-PF, PG 1, LN 23	23.	0.		0.

FORM 990-PF | CORPORATE STOCK | STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	572,560.	504,463.
TOTAL TO FORM 990-PF, PART II, LINE 10B	572,560.	504,463.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT PARTNERSHIP	COST	861,636.	1,011,014.
TOTAL TO FORM 990-PF, PART II, LINE 13		861,636.	1,011,014.

BEGINNING OF YEAR ASSETS

BARCLAYS WEALTH

Brokerage account
837-60866

HOLDINGS

In instances where prices of securities are not readily available, securities have no values, securities may not have been actively traded or where other factors prevent the pricing of securities, "" appears in the market price column, the market value for the security is not computed and the total equity in your account does not reflect the long or short market value (if any) of those securities Please also note that totals may differ from the sum on individual components due to rounding.*
Unrealized gain/loss total reflects all positions for which a cost basis is available. Please review the Tax Lot section for details regarding cost basis.

Equities

Your statement contains research ratings for companies covered by Barclays Capital Equity Research. Clients may access Barclays Capital research at www.LehmanLive.com or by calling 1-800-253-4626 A complete description of Barclays Capital ratings may be found on Page 2 of your statement

Note: Trade price may include any applicable local taxes and fees.

US Dollar (USD)

Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est ann. yield (%)	Est annual income ($)	Comment / Research rating
***LONDON STOCK EXCHANGE GROUP (LDNXF) PLC	1,500	$ 35.67	$ 53,508.24	$ 13.486	$ 20,230 11	-$ 33,278.13			In cash account Shares denominated in. Pound Sterling - GBP
***BEIJING CAPITAL (BJCHF) INTERNATIONAL AIRPORT CO LTD SHS H	18,000	2 02	36,329.40	0.625	11,264 74	- 25,064 66			In cash account Shares denominated in: Hong Kong Dollar - HKD
***HONG KONG EXCHANGES AND (HKXCF) CLEARING LTD US LISTED	1,200	30.28	36,337.49	17.90	21,480.00	- 14,857 49			In cash account
ALLEGHENY ENERGY INC (AYE)	510	53.15	27,108 44	26.52	13,525.20	- 13,583.24	2.262	306 00	In cash account Barclays: 1-O/NEU
***ANGLO AMERICAN PLC (AAUKY) ADR NEW	1,104	12.22	13,489 85	15.938	17,595.55	4,105.70			In cash account
BERKSHIRE HATHAWAY INC (BRKB) CL B	8	3,675.00	29,400.00	3,323.00	26,584.00	- 2,816.00			In cash account
***BHP BILLITON LTD (BHP) SPONSORED ADR	51	75.36	3,843.50	66.01	3,366.51	- 476.99	2.484	83.64	In cash account
***BROOKFIELD ASSET MANAGEMENT (BAM) INC CLASS A LTD VTG SHS	1,250	32.60	40,750.45	22.71	28,387.50	- 12,362.95	2.290	650.00	In cash account Shares denominated in: Canadian Dollar - CAD
BURLINGTON NORTHERN SANTA FE (BNI) CORP	245	112.50	27,562.36	79.83	19,558.35	- 8,004.01	2.004	392.00	In cash account Barclays: 2-E/NEU

BEGINNING OF YEAR ASSETS

Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est. ann. yield (%)	Est. annual income ($)	Comment / Research rating
CME GROUP INC (CME)	49	186.40	9,133.41	308.19	15,101.31	5,967.90	1.493	225.40	In cash account Barclays: 2-E/NEU
***CNOOC LTD (CEO) SPONSORED ADR REP 100 SHS CL H	86	111.65	9,601.81	135.43	11,646.98	2,045.17	3.430	399 47	In cash account
CARNIVAL CORP (CCL) COMMON PAIRED STOCK	575	38.05	21,879.11	33.28	19,136.00	- 2,743 11			In cash account Barclays: 2-E/NEU
***CHINA LIFE INSURANCE CO LTD (LFC) SPONSORED ADR REPSTG H SHS	215	47.95	10,309.42	65.71	14,127.65	3,818.23	0 662	93.53	In cash account
***CHINA UNICOM HONG KONG (CHU) LIMITED SPONSORED ADR (1 ADS RPSTG 10 ORD)	876	10.29	9,017.05	14.24	12,474.24	3,457.19	1.854	231.26	In cash account
WALT DISNEY CO HOLDING CO (DIS)	406	20.68	8,398 01	27.46	11,148.76	2,750.75	1.275	142.10	In cash account Barclays: 1-O/NEU
EL PASO CORPORATION (EP)	921	16.86	15,530.91	10.32	9,504.72	- 6,026.19	1.938	184.20	In cash account Barclays: 1-O/NEU
***ENCANA CORP (ECA)	473	61.18	28,939.53	57.61	27,249.53	- 1,690.00	2.777	756 80	In cash account Shares denominated in: Canadian Dollar - CAD Barclays: RS/NEU
FANNIE MAE (FNM) (FEDERAL NATL MTG ASSN)	386	24.78	9,566.43	1.52	586.72	- 8,979.71			In cash account
***GAZPROM O A O (OGZPY) SPONSORED ADR	421	42.35	17,829.35	23.25	9,788 25	- 8,041.10	0.142	13.89	In cash account
GENZYME CORPORATION (GENZ)	164	51.99	8,525.75	56.73	9,303.72	777.97			In cash account Barclays: 1-O/POS
***HUANENG POWER INTL INC (HNP) SPONSORED ADR REPSTG 40 ORD SER N	209	42.05	8,787.47	26.64	5,567.76	- 3,219.71	2.121	118.09	In cash account
***ICICI BANK LTD (IBN) SPONSORED ADR	339	38 75	13,135.30	38.56	13,071.84	- 63.46	2.526	330.19	In cash account
***IMPERIAL OIL LTD NEW (IMO)	590	42.72	25,205.28	38.03	22,437.70	- 2,767.58	0.965	216.53	In cash account Shares denominated in: Canadian Dollar - CAD
LEGG MASON INC (LM)	412	81.95	33,764.75	31.03	12,784.36	- 20,980.39	0.387	49 44	In cash account Barclays: 2-E/NEU
LEUCADIA NATIONAL CORP (LUK)	565	41.86	23,653.46	24.72	13,966.80	- 9,686.66			In cash account
MASTERCARD INC (MA)	57	218.53	12,455.95	202.15	11,522.55	- 933.40	0 297	34.20	In cash account Barclays: 1-O/NEU
***MELCO CROWN ENTERTAINMENT (MPEL) LTD ADR	791	6.02	4,758.06	6.96	5,505.36	747.30			In cash account

BEGINNING OF YEAR ASSETS

BARCLAYS WEALTH

Brokerage account
837-60866

THE HEYDAY FOUNDATION
September 1 - September 30, 2009

Equities | US Dollar (USD)

Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est ann. yield (%)	Est. annual income ($)	Comment / Research rating
NYSE EURONEXT (NYX)	536	74.76	40,069.95	28.89	15,485 04	- 24,584.91	4.154	643.20	In cash account Barclays: 1-O/NEU
NASDAQ OMX GROUP INC (THE) (NDAQ)	444	32.51	14,434.19	21.05	9,346 20	- 5,087 99			In cash account Barclays: 1-O/NEU
PHILIP MORRIS INTERNATIONAL (PM) INC	510	43.41	22,138.03	48.74	24,857.40	2,719.37	4.760	1,183 20	In cash account Barclays: 1-O/POS
RRI ENERGY INC (RRI)	1,850	25.83	47,794.59	7.14	13,209.00	- 34,585.59			In cash account Barclays: 1-O/NEU
***RIO TINTO PLC (RTP) SPONSORED ADR	10	395 69	3,956.85	170.29	1,702.90	- 2,253.95	3.195	54.40	In cash account
TIME WARNER INC (TWX) NEW	628	37.04	23,261.77	29 23	18,356.44	- 4,905.33	2 566	471 00	In cash account Barclays: 2-E/NEU
UNION PACIFIC CORP (UNP)	130	75 24	9,781 81	58 35	7,585.50	- 2,196 31	1 851	140 40	In cash account Barclays 2-E/NEU
VORNADO REALTY TRUST (VNO)	119	35.36	4,207.79	64.41	7,664.79	3,457 00	4 037	309 40	In cash account Barclays· 1-O/POS
WYNN RESORTS LTD (WYNN)	206	37 80	7,786 80	70 89	14,603 34	6,816.54			In cash account
Total USD Common stocks					$ 499,726.82	-$ 212,525.74		$ 7,028.34	
Total USD Equities					$ 499,726.82	-$ 212,525.74		$ 7,028.34	
Total Equities					$ 499,726.82	-$ 212,525.74		$ 7,028.34	

END OF YEAR ASSETS

BARCLAYS WEALTH

Brokerage account
837-60866

THE HEYDAY FOUNDATION
September 1 - September 30, 2010

HOLDINGS

*In instances where prices of securities are not readily available, securities have no values, securities may not have been actively traded or where other factors prevent the pricing of securities, ** appears in the market price column, the market value for the security is not computed and the total equity in your account does not reflect the long or short market value (if any) of those securities. Please also note that totals may differ from the sum on individual components due to rounding.*
Unrealized gain/loss total reflects all positions for which a cost basis is available. Please review the Tax Lot section for details regarding cost basis.

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Note: Trade price may include any applicable local taxes and fees.

Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est. ann. yield (%)	Est. annual income ($)	Comment / Research rating
***GREENLIGHT CAPITAL RE LTD (GLRE) CLASS A	198	$ 25.10	$ 4,969.01	$ 25.02	$ 4,953.96	-$ 15.05			In cash account
ALLEGHENY ENERGY INC (AYE)	510	53.15	27,108.44	24.52	12,505.20	- 14,603.24	2.447	306.00	In cash account Barclays: 2-E/NEU
***ANGLO AMERICAN PLC (AAUKY) ADR NEW	626	9.96	6,235.13	19.898	12,456.15	6,221.01	0.528	65.73	In cash account
BOK FINANCIAL CORP NEW (BOKF)	53	52.60	2,787.80	45.13	2,391.89	- 395.91	2.216	53.00	In cash account
BERKSHIRE HATHAWAY INC DEL (BRKB) CL B NEW	298	73.50	21,903.00	82.68	24,638.64	2,735.64			In cash account
***BROOKFIELD ASSET MANAGEMENT (BAM) INC CLASS A LTD VTG SHS	1,135	32.60	37,001.41	28.37	32,199.95	- 4,801.46	1.833	590.20	In cash account Shares denominated in: Canadian Dollar - CAD
CB RICHARD ELLIS GROUP INC (CBG)	380	13.25	5,034.46	18.28	6,946.40	1,911.94			In cash account Barclays: 1-O/NEU
CME GROUP INC (CME)	49	186.40	9,133.41	260.45	12,762.05	3,628.64	1.766	225.40	In cash account Barclays: 2-E/NEU
***CNOOC LTD (CEO) SPONSORED ADR REP 100 SHS CL H	86	111.65	9,601.81	194.30	16,709.80	7,107.99	2.442	407.98	In cash account Shares denominated in: Hong Kong Dollar - HKD
CARNIVAL CORP (CCL) COMMON PAIRED STOCK	409	38.05	15,562.71	38.21	15,627.89	65.18	1.047	163.60	In cash account Barclays: 2-E/NEU
***CENOVUS ENERGY INC (CVE)	473	28.44	13,453.01	28.77	13,608.21	155.20	2.687	365.63	In cash account Shares denominated in: Canadian Dollar - CAD
***CHINA LIFE INSURANCE CO LTD (LFC) SPONSORED ADR REPSTG H SHS	308	55.64	17,136.91	59.48	18,319.84	1,182.93	2.297	420.73	In cash account Shares denominated in: China Yuan - CNY

END OF YEAR ASSETS

BARCLAYS WEALTH

Brokerage account
837-60866

THE HEYDAY FOUNDATION
September 1 - September 30, 2010

Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est. ann. yield (%)	Est. annual income ($)	Comment / Research rating
***CHINA UNICOM HONG KONG (CHU) LIMITED SPONSORED ADR (1 ADS RPSTG 10 ORD)	876	10.29	9,017.05	14.56	12,754.56	3,737.51	1.442	183.96	In cash account
DREAMWORKS ANIMATION SKG INC (DWA) CL A	176	28.84	5,076.14	31.91	5,616.16	540.02			In cash account
EL PASO CORPORATION (EP)	499	16.86	8,414.68	12.38	6,177.62	- 2,237.06	0.323	19.96	In cash account Barclays: 1-O/NEU
FANNIE MAE (FNMA) (FEDERAL NATL MTG ASSN)	386	24.78	9,566.43	0.273	105.61	- 9,460.82			In cash account
FOREST CITY ENTERPRISES INC (FCEA) CL A	973	13.75	13,375.54	12.83	12,483.59	- 891.95			In cash account
***FRANCO-NEVADA CORPORATION (FNNVF)	248	30.63	7,597.05	31.45	7,799.77	202.72	0.954	74.40	In cash account Shares denominated in: Canadian Dollar - CAD
***GAZPROM O A O (OGZPY) SPONSORED ADR	421	42.35	17,829.35	20.72	8,723.12	- 9,106.23	1.153	100.62	In cash account
***GRUPO TELEVISA SA DE CV (TV) SPONSORED ADR REPSTG 2 ORD PARTN CERTS	766	19.99	15,314.71	18.92	14,492.72	- 821.99	6.163	893.16	In cash account Shares denominated in: Mexican New Peso - MXN Barclays: 2-E/NEG
***ICICI BANK LTD (IBN) SPONSORED ADR	411	38.42	15,790.66	49.85	20,488.35	4,697.69	1.033	211.67	In cash account Shares denominated in: Indian Rupee - IND
***IMPERIAL OIL LTD NEW (IMO)	590	42.72	25,205.28	37.82	22,313.80	- 2,891.48	1.124	250.75	In cash account Shares denominated in: Canadian Dollar - CAD
INTERCONTINENTALEXCHANGE INC (ICE)	151	108.41	16,369.72	104.72	15,812.72	- 557.00			In cash account Barclays: 1-O/NEU
JARDEN CORPORATION (JAH)	657	29.26	19,220.80	31.13	20,452.41	1,231.61	1.060	216.81	In cash account Barclays: 1-O/POS
LENDER PROCESSING SVCS INC (LPS)	376	39.79	14,961.45	33.23	12,494.48	- 2,466.97	1.204	150.40	In cash account Barclays: 1-O/NEU
LEUCADIA NATIONAL CORP (LUK)	934	29.96	27,982.57	23.62	22,061.08	- 5,921.49			In cash account
LIBERTY MEDIA HOLDING (LCAPA) CORPORATION CAPITAL SER A	308	45.11	13,894.73	52.06	16,034.48	2,139.75			In cash account Barclays: 2-E/NEU
LOEWS CORPORATION (L)	409	36.53	14,942.46	37.90	15,501.10	558.64	0.660	102.25	In cash account
MASTERCARD INC (MA)	63	220.37	13,883.55	224.00	14,112.00	228.45	0.268	37.80	In cash account Barclays: 1-O/NEU
***MELCO CROWN ENTERTAINMENT (MPEL) LTD ADR	791	6.02	4,758.06	5.07	4,010.37	- 747.69			In cash account

END OF YEAR ASSETS

BARCLAYS WEALTH

Equities

Brokerage account
837-60866

THE HEYDAY FOUNDATION
September 1 - September 30, 2010

Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est. ann. yield (%)	Est. annual income ($)	Comment / Research rating
NYSE EURONEXT (NYX)	399	74.76	29,828.19	28.57	11,399.43	- 18,428.76	4.200	478.80	In cash account Barclays: 1-O/NEU
NASDAQ OMX GROUP INC (THE) (NDAQ)	444	32.51	14,434.19	19.43	8,626.92	- 5,807.27			In cash account Barclays: 1-O/NEU
RRI ENERGY INC (RRI)	1,850	25.83	47,794.59	3.55	6,567.50	- 41,227.09			In cash account Barclays: 2-E/NEU
SEARS HOLDINGS CORP (SHLD)	353	73.23	25,851.69	72.14	25,465.42	- 386.27			In cash account Barclays: 2-E/NEU
VORNADO REALTY TRUST (VNO)	119	35.36	4,207.79	85.53	10,178.07	5,970.28	3.040	309.40	In cash account Barclays: 1-O/NEU
WYNN RESORTS LTD (WYNN)	206	37.80	7,786.80	86.77	17,874.62	10,087.82	0.576	103.00	In cash account Barclays: 2-E/NEU
Total USD Common stocks					$ 484,665.88	-$ 68,364.71		$ 5,731.25	

Index tracking stocks- long (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est. ann. yield (%)	Est. annual income ($)	Comment / Research rating
CLAYMORE EXCHANGE TRADED FD TR (TAO) GUGGENHEIM CHINA REAL ESTATE ETF	1,008	$ 19.37	$ 19,528.59	$ 19.639	$ 19,797.02	$ 268.43	2.902	574.56	In cash account
Total Equities					$ 504,462.90	-$ 68,096.28		$ 6,305.81	

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BWF 8155A2W (10-08)

THE HEYDAY FOUNDATION
Year Ending September 30, 2010

Name	Address	Status	Purpose	Amount
Bottomless Closet	15 Penn Plaza B Level, Suite 40 New York, NY 10001	Public Charity	General Support	250 00
Care Resource	C/O Robert Wennett, UIA Management LLC, 1111 Lincoln Road, Suite 760, Miami Beach, FL 33139	Public Charity	General Support	1,000 00
Center for Performance Research	361 Mahattan Ave, Brooklyn, NY 11211	Public Charity	General Support	500 00
Combined Federal Campaign	U S Office of Personnel Management 1900 E Street, NW Washington DC 20415	Public Charity	General Support	3,500 00
Creative Time	59 East 4th St , New York, NY 10003	Public Charity	General Support	24,940 00
FIU Foundation	11200 Southwest 8th Street Miami, FL	Public Charity	General Support	1,500 00
Friends of the Art Museum of the Americas	201 18th St NW Washington, DC 20006	Public Charity	General Support	1,000 00
Get LitFBO Magic Poetry Bus	c/o Dept of Englis, Taper Hall USC-University Park Campus Los Angles, CA 90089	Public Charity	General Support	500 00
Global Fairness Initiative	410 First St, SE Suite 300 Washington, DC 20003	Public Charity	General Support	250 00
GLSEN	1012 14th Street, NW, Suite 1105 Washington DC 20005	Public Charity	General Support	2,000 00
GMHC	109 West 24th St New York, NY 10011	Public Charity	General Support	250 00
Guernica	Guernica A Magazine of Art and Politics Ansonia Station Post Office Box 230659 New York, NY 10023	Public Charity	General Support	250 00
In The Life	184 Fifth Ave 4th Floor, New York, NY 10010	Public Charity	General Support	2,500 00
MCC Theater	311 W 43rd St #206, New York, NY 10036	Public Charity	General Support	250 00
NYU Creative Writing Program	New York University, Lilian Vernon Writer's House, 58 W 10th St , New York, NY 10011	Public Charity	General Support	9,000 00
Paul Taylor Dance Foundation	551 Grand St , New York, NY 10002	Public Charity	General Support	100 00
Poets House	10 River Terrace, New York, NY 10282	Public Charity	General Support	5,000 00
Russel Ferber Foundation	FJC /The Russell Ferber Foundation/mail to Jordan Ferber 40 Fifth Ave NY NY 10011	Public Charity	General Support	400 00
The Brooke Ellison Project	PO Box 152 East Setaket NY 11733	Public Charity	General Support	250 00
The Kitchen	512 West 19th St New York, NY 10011	Public Charity	General Support	500 00
The Museum of Modern Art	11 West 53rd St New York, NY 10019	Public Charity	General Support	120 00
Whitman-Walker Clinic	1407 S St NW, Washington, DC, 20009	Public Charity	General Support	500 00
Yes Institute	5275 Sunset Drive Miami, FL 33143	Public Charity	General Support	250 00
TOTAL				54,810 00

Barclays Wealth

REALIZED GAINS AND LOSSES

Account 837-60866-1-0-102

THE HEYDAY FOUNDATION STARR AND COMPANY LLC

MANAGED BY: HORIZON ASSET MGMT

From 10-01-09 Through 09-30-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
09-02-08	06-23-10	56	Time Warner Inc New	1,932 01		1,787 76		-144 25
08-13-07	06-29-10	165	***Encana Corp	5,402 28		5,100 85		-301 43
08-13-07	07-07-10	83	Legg Mason Inc	7,384 51		2,339 87		-5,044 64
10-20-08	07-07-10	98	Philip Morris International Inc	4,253 97		4,638 49		384 52
08-01-08	07-08-10	40	***Rio Tinto Plc Sponsored Adr	3,956 85		1,851 42		-2,105 43
08-13-07	07-20-10	198	***Encana Corp	6,482 73		6,402 98		-79 75
08-13-07	07-20-10	69	Legg Mason Inc	6,138 93		1,877 11		-4,261 82
08-13-07	07-28-10	79	Legg Mason Inc	7,028 63		2,288 63		-4,740 00
02-04-08	07-28-10	95	Legg Mason Inc	6,934 83		2,752 15		-4,182 68
07-30-08	07-30-10	51	***Bhp Billiton Ltd Sponsored Adr	3,843 50		3,673 79		-169 71
02-04-08	08-03-10	86	Legg Mason Inc	6,277 85		2,511 06		-3,766 79
09-02-08	08-04-10	86	Time Warner Inc New	2,967 02		2,817 31		-149 71
10-22-08	08-09-10	144	***Anglo American Plc Adr New	1,473 67		2,894 35		1,420 68
10-20-08	08-10-10	46	Philip Morris International Inc	1,996 76		2,430 46		433 70
09-02-08	08-17-10	76	Time Warner Inc New	2,622 02		2,363 91		-258 11
10-20-08	08-18-10	48	Philip Morris International Inc	2,083 58		2,541 26		457 68
09-02-08	08-19-10	153	Time Warner Inc New	5,278 53		4,702 62		-575 91
04-23-09	08-24-10	164	Genzyme Corporation	8,525 75		11,071 47		2,545 72
10-20-08	08-27-10	88	Philip Morris International Inc	3,819 90		4,469 04		649 14
09-04-08	09-01-10	78	Carnival Corp Common Paired Stock	2,967 95		2,551 06		-416 89
09-02-08	09-01-10	120	Time Warner Inc New	4,140 02		3,686 99		-453 03
10-20-08	09-07-10	93	Philip Morris International Inc	4,036 93		4,991 09		954 16
10-20-08	09-14-10	47	Philip Morris International Inc	2,040 17		2,578 97		538 80
08-13-07	09-24-10	422	El Paso Corporation	7,116 22		5,163 84		-1,952 38
10-22-08	09-27-10	126	***Anglo American Plc Adr New	1,289 46		2,515 77		1,226 31
TOTAL GAINS							0 00	16,101 17
TOTAL LOSSES							0 00	-119,674 72
				340,806.61	**0.00**	**237,233.06**	**0.00**	**-103,573.55**

TOTAL REALIZED GAIN/LOSS -103,573 55
NO CAPITAL GAINS DISTRIBUTIONS

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 ▶ [X]
- 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
	HEYDAY FOUNDATION	13-6956580
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P.O box, see instructions C/O MB BUISNESS MGMT, 305 MADISON AVE. #755	
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10165	

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
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ HEYDAY FOUNDATION 305 MADISON AVE, #755 - NEW YORK, NY 10165

  Telephone No ▶ 646-578-8120 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 MAY 15, 2011 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [ ] calendar year ______ or

▶ [X] tax year beginning OCT 1, 2009 , and ending SEP 30, 2010

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	$ 0.
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	$ 300.
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.

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

- 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 your return See instructions

Name of exempt organization: HEYDAY FOUNDATION

Employer identification number: 13-6956580

Number, street, and room or suite no If a P O box, see instructions: C/O MB BUISNESS MGMT, 305 MADISON AVE. #755

City, town or post office, state, and ZIP code For a foreign address, see instructions: NEW YORK, NY 10165

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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 ▶ HEYDAY FOUNDATION - 305 MADISON AVE, #755 - NEW YORK, NY 10165

  Telephone No. ▶ 646-578-8120 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 AUGUST 15, 2011

5 For calendar year ______ , or other tax year beginning OCT 1, 2009 , and ending SEP 30, 2010 .

6 If the tax year entered in line 5 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 CHARITY RESPECTFULLY REQUESTS THE ADDITIONAL TIME TO GATHER THE NECESSARY INFORMATION FROM THIRD PARTIES TO FILE A COMPLETE RETURN

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	$ 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, 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 ▶ Clement P. Ballos, CPA Title ▶ CPA Date ▶ 5/13/11

923842
01-03-11