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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 05/01 **, 2010, and ending** 04/30, 2011

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

Name of foundation
HARBOR LIGHTS FOUNDATION

A Employer identification number
13-3052490

Number and street (or P O box number if mail is not delivered to street address) Room/suite
C/O BCRS ASSOCIATES, LLC
77 WATER STREET, 9TH FLOOR

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

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

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 ☒ 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)* ▶ $ 15,228,924.

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

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

Part I Analysis of Revenue and Expenses

	(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income N/A	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc , received (attach schedule)	601,250.			
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	1,242.	1,242.	0.	ATCH 1
4	Dividends and interest from securities	378,250.	377,957.	0.	ATCH 2
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	1,318,271.			
b	Gross sales price for all assets on line 6a 2,714,061.				
7	Capital gain net income (from Part IV, line 2)		1,318,039.		
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	5,637.	6,910.	0.	ATCH 3
12	Total Add lines 1 through 11	2,304,650.	1,704,148.	0.	
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 4	12,800.	6,400.	0.	6,400.
c	Other professional fees (attach schedule) *	64,328.	35,896.	0.	28,432.
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) **	7,800.	0.	0.	0.
19	Depreciation (attach schedule) and depletion				
20	Occupancy	4,417.	0.	0.	4,417.
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	55,559.	53,653.	0.	0.
24	**Total operating and administrative expenses** Add lines 13 through 23	144,904.	95,949.	0.	39,249.
25	Contributions, gifts, grants paid	682,511.			682,502.
26	**Total expenses and disbursements** Add lines 24 and 25	827,415.	95,949.	0.	721,751.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	1,477,235.			
b	**Net investment income** (if negative, enter -0-)		1,608,199.		
c	**Adjusted net income** (if negative, enter -0-)			0.	

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For Paperwork Reduction Act Notice, see page 30 of the instructions. *ATCH 5 JSA ** ATCH 6 Form **990-PF** (2010)

Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	0.	1,250.	1,250.
	2	Savings and temporary cash investments	653,886.	1,096,064.	1,096,064.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 8	4,714,716.	4,851,111.	5,823,833.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 9)	6,275,612.	6,684,369.	8,307,777.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	11,644,214.	12,632,794.	15,228,924.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	11,644,214.	12,632,794.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	11,644,214.	12,632,794.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	11,644,214.	12,632,794.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	11,644,214.
2	Enter amount from Part I, line 27a	2	1,477,235.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	13,121,449.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 10	5	488,655.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,632,794.

Form **990-PF** (2010)

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	1,318,271.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	NONE

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	599,755.	12,563,578.	0.047738
2008	644,184.	11,848,744.	0.054367
2007	697,192.	14,956,733.	0.046614
2006	622,143.	13,721,796.	0.045340
2005	475,759.	12,214,583.	0.038950

2 Total of line 1, column (d)	2	0.233009
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.046602
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	13,820,312.
5 Multiply line 4 by line 3	5	644,054.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,082.
7 Add lines 5 and 6	7	660,136.
8 Enter qualifying distributions from Part XII, line 4	8	721,751.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination 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	16,082.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			2	
3	Add lines 1 and 2			3	16,082.
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	16,082.
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010 . . .	6a	3,840.		
b	Exempt foreign organizations-tax withheld at source	6b	0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c	16,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	19,840.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	39.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	3,719.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 3,719. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶$ 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?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV* . .	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CT,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

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

Located at ▶ 77 WATER STREET, 9TH FLOOR NEW YORK, NY ZIP + 4 ▶ 10005

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

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		N/A
	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 2010?	1c		N/A
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions)	2b		N/A
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 2010 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 2010)*	3b		N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** N/A

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? **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 11		0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0.	0.	0.

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER SECTION	0.
2 501(C)(3) OF THE INTERNAL REVENUE CODE.	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0.
2 N/A	0.
All other program-related investments See page 24 of the instructions 3 N/A	0.
Total. Add lines 1 through 3 . . . . ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes.		
a	Average monthly fair market value of securities	1a	5,879,466.
b	Average of monthly cash balances	1b	829,690.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	7,321,618.
d	**Total** (add lines 1a, b, and c)	1d	14,030,774.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	14,030,774.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	210,462.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,820,312.
6	**Minimum investment return.** Enter 5% of line 5	6	691,016.

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

1	Minimum investment return from Part X, line 6			1	691,016.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	16,082.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	16,082.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	674,934.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	674,934.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	674,934.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	721,751.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	721,751.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	16,082.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	705,669.

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

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

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					674,934.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				571,139.	
b Total for prior years 20____,20____,20____					
3 Excess distributions carryover, if any, to 2010					
a From 2005	0.				
b From 2006	0.				
c From 2007	0.				
d From 2008	0.				
e From 2009	0.				
f Total of lines 3a through e		0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 721,751.					
a Applied to 2009, but not more than line 2a				571,139.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)					
d Applied to 2010 distributable amount					150,612.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a))*		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions					
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					524,322.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)		0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		0.			
10 Analysis of line 9					
a Excess from 2006	0.				
b Excess from 2007	0.				
c Excess from 2008	0.				
d Excess from 2009	0.				
e Excess from 2010	0.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

ATTACHMENT 12

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE LIST ATTACHED				682,511.
Total . . . . ▶ **3a**				682,511.
b *Approved for future payment* NONE				0.
Total . . . . ▶ **3b**				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,242.	
4 Dividends and interest from securities	523000	293.	14	377,957.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	523000	232.	18	1,318,039.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATTACHMENT 13	523000	-1,273.	01	6,910.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-748.		1,704,148.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,703,400.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	N/A

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

J. Fred Weintz Jr.
Signature of officer or trustee

March 7, 2012
Date

TRUSTEE
Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOHN D. COOK		3/1/12		P01450182

Firm's name ▶ BCRS ASSOCIATES, LLC
Firm's EIN ▶ 13-4078147
Firm's address ▶ 77 WATER STREET, 9TH FLOOR
NEW YORK, NY 10005
Phone no 212-440-0800

Form 990-PF (2010)

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2010

Name of the organization
HARBOR LIGHTS FOUNDATION

Employer identification number
13-3052490

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year. . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Name of organization HARBOR LIGHTS FOUNDATION

Employer identification number 13-3052490

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	J. FRED WEINTZ, JR. C/O BCRS ASSOC, LLC; 77 WATER ST-9TH FL NEW YORK, NY 10005	$ 117,810.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	J. FRED WEINTZ, JR. C/O BCRS ASSOC, LLC; 77 WATER ST-9TH FL NEW YORK, NY 10005	$ 344,868.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
3	J. FRED WEINTZ, JR. C/O BCRS ASSOC, LLC; 77 WATER ST-9TH FL NEW YORK, NY 10005	$ 138,572.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization HARBOR LIGHTS FOUNDATION

Employer identification number 13-3052490

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1,700 SHS ISHARES TRUST - RUSSELL 1000 INDEX FUND	$ 117,810.	12/17/2010
2	12,352 SHS MICROSOFT CORPORATION	$ 344,868.	12/17/2010
3	2,800 SHS QUALCOMM INC	$ 138,572.	12/17/2010
		$	
		$	
		$	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					18,304.	
		SEE REALIZED G(L) REPORT ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
1,460,937.		247,007.					1,213,930.	
		SEE REALIZED G(L) REPORT II ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
75,828.		62,896.					12,932.	
		SEE REALIZED G(L) REPORT III ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
448,746.		456,942.					-8,196.	
		SEE REALIZED G(L) REPORT III ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
538,842.		628,938.					-90,096.	
		LOSS ON DISP OF BSF 1995						
		7.					-7.	
		GAIN ON DISP OF BSREF 1995						
102.							102.	
		STCG(L) THRU K-1'S						
37,705.							37,705.	
		STCG(L) THRU K-1'S - UBTI						
7.							7.	
		LTCG(L) THRU K-1'S						
132,568.							132,568.	
		LTCG(L) THRU K-1'S - UBTI						
20.							20.	
		SEC 1231 15% G(L) THRU K-1'S						
797.							797.	
		SEC 1231 15% G(L) THRU K-1'S - UBTI						
199.							199.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEC 1231 25% G(L) THRU K-1'S - UBTI						
6.							6.	
TOTAL GAIN(LOSS)							1,318,271.	

HARBOR LIGHTS FOUNDATION **13-3052490**

SUPPLEMENTARY STATEMENT

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

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

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST ON BDA - GS & CO.	1,242.	1,242.	0.
TOTAL	1,242.	1,242.	0.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST THRU K-1'S	2,075.	2,075.	0.
INTEREST THRU K-1'S-UBTI	233.	0.	0.
DIVIDENDS THRU K-1'S	173,513.	173,513.	0.
DIVIDENDS THRU K-1'S - UBTI	60.	0.	0.
DIVIDENDS THRU GOLDMAN SACHS & CO BKGE	44,207.	44,207.	0.
DIVIDENDS THRU STATE STREET BANK	8,003.	8,003.	0.
DIVIDENDS THRU CHARLES SCHWAB	82,081.	82,081.	0.
DIVIDENDS THRU TIFF INT'L EQUITY FUND	12,302.	12,302.	0.
INTEREST ON BONDS	55,776.	55,776.	0.
TOTAL	378,250.	377,957.	0.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ORDINARY INCOME THRU K-1	801.	801.	0.
ORDINARY INCOME THRU K-1 - UBTI	-1,628.	0.	0.
ROYALTY INCOME THRU K-1	210.	210.	0.
ROYALTY INCOME THRU K-1 - UBTI	269.	0.	0.
SEC. 988 INCOME THRU K-1	752.	752.	0.
SEC. 988 INCOME THRU K-1 - UBTI	3.	0.	0.
SEC. 987 INCOME THRU K-1	-221.	-221.	0.
SEC. 1296 INCOME THRU K-1	5,447.	5,447.	0.
RRE THRU K-1	-80.	-80.	0.
RRE THRU K-1 - UBTI	-66.	0.	0.
CANCELLATION OF DEBT THRU K-1	1.	1.	0.
CANCELLATION OF DEBT THRU K-1 - UBTI	149.	0.	0.
TOTALS	5,637.	6,910.	0.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BCRS ASSOCIATES, LLC		12,800.	6,400.	0.	6,400.
	TOTALS	12,800.	6,400.	0.	6,400.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ADVISORY/MANAGEMENT FEES	30,879.	30,879.	0.	0.
CAMBRIDGE ASSOCIATES, LLC	33,449.	5,017.	0.	28,432.
TOTALS	64,328.	35,896.	0.	28,432.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FEDERAL TAX PAID:				
-BAL DUE W/ EXT 990-PF 4/30/10	4,800.	0.	0.	0.
-ESTIMATE 990-PF 4/30/11	3,000.	0.	0.	0.
TOTALS	7,800.	0.	0.	0.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PORTFOLIO DED THRU K-1	44,830.	44,830.	0.	0.
PORTFOLIO DED THRU K-1 - UBTI	587.	0.	0.	0.
FOREIGN TAXES THRU K-1	8,548.	8,548.	0.	0.
FOREIGN TAXES THRU K-1 - UBTI	5.	0.	0.	0.
INTEREST EXPENSE THRU K-1	139.	139.	0.	0.
INTEREST EXPENSE THRU K-1-UBTI	311.	0.	0.	0.
NON-DEDUCTIBLE EXP THRU K-1	25.	0.	0.	0.
SEC 59(E)(2) EXP THRU K-1	44.	44.	0.	0.
SEC 59(E)(2) THRU K-1 - UBTI	957.	0.	0.	0.
F/T THRU STATE STREET BANK	89.	89.	0.	0.
SEC 179 DEDUCT THRU K-1	3.	3.	0.	0.
SEC 179 DEDUCT THRU K-1-UBTI	21.	0.	0.	0.
TOTALS	55,559.	53,653.	0.	0.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE LONG POSITION I ATTACHED	1,819,595.	1,685,182.	2,335,806.
SEE LONG POSITION II ATTACHED	2,593,131.	2,606,245.	2,742,426.
SEE LONG POSITION III ATTACHED	301,990.	559,684.	745,601.
TOTALS	4,714,716.	4,851,111.	5,823,833.

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FRONTIER SMALL CAP LP	472,309.	526,224.	786,508.
POWERSHARES DB COMMODITY FUND	154,438.	172,578.	204,160.
GENESIS EMERGING MARKETS, LP	1,067,506.	1,224,127.	1,645,239.
BRIDGE STREET FUND 1995, L.P. (FULLY DISPOSED)	7.	0.	0.
BRIDGE STREET R.E. FD 1995,L.P (FULLY DISPOSED)	84.	0.	0.
BRIDGE STREET FUND 1998, L.P. (FULLY DISPOSED)	2,602.	0.	0.
BRIDGE STREET R.E. FD 1998,L.P	1,526.	1,485.	855.
BRIDGE STREET FUND 1999, L.P.	1,575.	622.	632.
BRIDGE STREET R.E. FD 1999,L.P	1,463.	1,119.	1,307.
BS ASIA FUND 1999, L.P.	3,621.	3,052.	1,850.
SILCHESTER INT'L INV(NEW)	1,566,385.	1,627,440.	1,947,595.
SSF 2000, L.P.	4,301.	2,491.	873.
SSREF 2000, L.P.	16,940.	15,323.	4,140.
SS PEP TECHNOLOGY FD 2000, L.P	26,109.	20,636.	18,796.
COMMONFUND CAPITAL PTRS III	356,326.	397,163.	502,505.
COMMONFUND CAPITAL PTRS IV	142,931.	221,927.	296,706.
TIFF INTERNATIONAL EQUITY FUND	298,285.	310,587.	322,706.
WESTPORT SELECT SMALL CAP FD	573,031.	573,031.	804,346.
NYES LEDGE CAPITAL OFFSHORE FD	1,586,099.	1,586,099.	1,769,094.
PURCHASED ACCRUED INTEREST	74.	465.	465.
TOTALS	6,275,612.	6,684,369.	8,307,777.

ATTACHMENT 10

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

DESCRIPTION	AMOUNT
EXCESS OF FMV OVER DONOR'S COST BASIS OF SECURITIES GIFTED TO THE FOUNDATION	488,655.
TOTAL	488,655.

HARBOR LIGHTS FOUNDATION

13-3052490

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
J. FRED WEINTZ, JR. C/O BCRS ASSOCIATES, LLC 77 WATER STREET, 9TH FLOOR NEW YORK, NY 10005	TRUSTEE/PART-TIME	0.	0.	0.
H. FRED KRIMENDAHL II C/O BCRS ASSOCIATES, LLC 77 WATER STREET, 9TH FLOOR NEW YORK, NY 10005	TRUSTEE/PART-TIME	0.	0.	0.
ELIZABETH WEINTZ CERF C/O BCRS ASSOCIATES, LLC 77 WATER STREET, 9TH FLOOR NEW YORK, NY 10005	TRUSTEE/PART-TIME	0.	0.	0.
POLLY WEINTZ SANNA C/O BCRS ASSOCIATES, LLC 77 WATER STREET, 9TH FLOOR NEW YORK, NY 10005	TRUSTEE/PART-TIME	0.	0.	0.
ERIC CORTELYOU WEINTZ C/O BCRS ASSOCIATES, LLC 77 WATER STREET, 9TH FLOOR NEW YORK, NY 10005	TRUSTEE/PART-TIME	0.	0.	0.

HARBOR LIGHTS FOUNDATION 13-3052490

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

ATTACHMENT 11 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
KARL FREDERICK WEINTZ C/O BCRS ASSOCIATES, LLC 77 WATER STREET, 9TH FLOOR NEW YORK, NY 10005	TRUSTEE/PART-TIME	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

ATTACHMENT 12

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

J. FRED WEINTZ, JR.; C/O BCRS ASSOCIATES, LLC
77 WATER STREET, 9TH FLOOR, NEW YORK, NY 10005

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

ATTACHMENT 13

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
THRU K-1'S:					
-ORD INC	523000	-1,628.	01	801.	
-RRE	523000	-66.	01	-80.	
-SECTION 988	523000	3.	01	752.	
-SECTION 987			01	-221.	
-SECTION 1296			01	5,447.	
-ROYALTY	523000	269.	01	210.	
-CANCELLATION OF DEBT	523000	149.	01	1.	
TOTALS		-1,273.		6,910.	

SCHEDULE D (Form 1041)
Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2010

Name of estate or trust: HARBOR LIGHTS FOUNDATION

Employer identification number 13-3052490

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

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

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

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	29,516.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	29,516.

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

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS					18,304.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	1,270,451.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	1,288,755.

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

Schedule D (Form 1041) 2010

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Part III Summary of Parts I and II

Caution: *Read the instructions before completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			29,516.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			1,288,755.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			1,318,271.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (15)					30	
31	Figure the tax on the amount on line 23 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2010

Name of estate or trust
HARBOR LIGHTS FOUNDATION

Employer identification number
13-3052490

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

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	SEE REALIZED G(L) REPORT III ATTACHED			448,746.	456,942.	-8,196.
	STCG(L) THRU K-1'S			37,705.		37,705.
	STCG(L) THRU K-1'S - UBTI			7.		7.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 29,516.

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

Schedule D-1 (Form 1041) 2010

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

Employer identification number

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SEE REALIZED G(L) REPORT ATTACHED			1,460,937.	247,007.	1,213,930.
SEE REALIZED G(L) REPORT II ATTACHED			75,828.	62,896.	12,932.
SEE REALIZED G(L) REPORT III ATTACHED			538,842.	628,938.	-90,096.
LOSS ON DISP OF BSF 1995				7.	-7.
GAIN ON DISP OF BSREF 1995			102.		102.
LTCG(L) THRU K-1'S			132,568.		132,568.
LTCG(L) THRU K-1'S - UBTI			20.		20.
SEC 1231 15% G(L) THRU K-1'S			797.		797.
SEC 1231 15% G(L) THRU K-1'S - UBTI			199.		199.
SEC 1231 25% G(L) THRU K-1'S - UBTI			6.		6.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 1,270,451.

HARBOR LIGHTS FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 4/30/2011
EIN: 13-3042490

DATE	CONTRIBUTION	CITY, STATE	AMOUNT
3-May-10	BIG BROTHERS BIG SISTERS OF MASSACHUSETTS BAY	BOSTON, MA	$250.00
3-May-10	ISLESBORO CENTRAL SCHOOL	ISLESBORO, ME	1,000.00
5-May-10	ASPEN COMMUNITY FOUNDATION	ASPEN, CO	250.00
5-May-10	ISLESBORO AMBULANCE ASSOCIATION	ISLESBORO, ME	250.00
6-May-10	SAN LUIS OBISPO INTERNATIONAL FILM FESTIVAL	SAN LUIS OBISPO, CA	1,000.00
6-May-10	SILICON VALLEY COMMUNITY FOUNDATION	MOUNTAIN VIEW, CA	250.00
11-May-10	SNOWMASS WILDCAT FIRE PROTECTION DISTRICT	SNOWMASS VILLAGE, CO	250.00
18-May-10	MENLO PARK ATHERTON COMMUNITY FOUNDATION	ATHERTON, CA	1,000.00
17-Sep-10	MATH & SCIENCE MENTORING PROJECT PORTLAND PUBLIC SCHOOLS	PORTLAND, OR	1,000.00
21-Sep-10	AMERICARES FOUNDATION	STAMFORD, CT	5,000.00
13-Apr-11	THE HALO TRUST (USA) INC	WASHINGTON, DC	8,000.00
13-Apr-11	SIERRA CLUB FOUNDATION	SAN FRANCISCO, CA	5,000.00
13-Apr-11	HOSPITAL FOR SPECIAL SURGERY	NEW YORK, NY	5,000.00
13-Apr-11	PACE UNIVERSITY	NEW YORK, NY	10,000.00
13-Apr-11	FEDERATION OF PROTESTANT WELFARE AGENCIES	NEW YORK, NY	15,000.00
13-Apr-11	UNIVERSITY OF DENVER	DENVER, CO	25,000.00
13-Apr-11	GREENWICH HOSPITAL ASSOCIATION	GREENWICH, CT	10,000.00
13-Apr-11	BRUNSWICK SCHOOL	GREENWICH, CT	10,000.00
13-Apr-11	AMERICARES FOUNDATION	STAMFORD, CT	120,000.00
13-Apr-11	CHRIST CHURCH	GREENWICH, CT	25,000.00
13-Apr-11	HARVARD BUSINESS SCHOOL	BOSTON, MA	50,000.00
13-Apr-11	STANFORD UNIVERSITY	STANFORD, CA	100,000.00
13-Apr-11	HARVARD SCHOOL OF PUBLIC HEALTH	BOSTON, MA	175,000.00
22-Apr-11	BRUCE MUSEUM SEASIDE CENTER	GREENWICH, CT	1,000.00
26-Apr-11	GREENWICH LIBRARY DEVELOPMENT	GREENWICH, CT	1,000.00
26-Apr-11	ISLESBORO AMBULANCE ASSOCIATION	ISLESBORO, ME	500.00
27-Apr-11	GREENWICH POINT CONSERVANCY	OLD GREENWICH, CT	1,000.00
27-Apr-11	GREENWICH EMERGENCY MEDICAL SERVICE INC	RIVERSIDE, CT	500.00
27-Apr-11	THE GREENWICH ROUNDTABLE	GREENWICH, CT	500.00
27-Apr-11	CAPE ELEUTHERA FOUNDATION	PRINCETON, NJ	2,500.00
28-Apr-11	ISLESBORO ISLANDS TRUST	ISLESBORO, ME	500.00
28-Apr-11	ISLESBORO ISLANDS TRUST	ISLESBORO, ME	1,000.00
28-Apr-11	THE POTTER LEAGUE FOR ANIMALS	MIDDLETOWN, RI	1,000.00
28-Apr-11	THE NEW YORK TIMES NEEDIEST CASES FUND	NEW YORK, NY	2,000.00
29-Apr-11	INSTITUTE OF CONTEMPORARY ART BOSTON	BOSTON, MA	3,000.00
29-Apr-11	HARVARD BUSINESS SCHOOL	BOSTON, MA	4,000.00
29-Apr-11	THE ASPEN INSTITUTE	WASHINGTON, DC	2,500.00
29-Apr-11	UNIVERSITY OF DENVER	DENVER, CO	6,000.00
30-Apr-11	WNET THIRTEEN	NEW YORK, NY	1,000.00
30-Apr-11	PRESERVATION SOCIETY OF NEWPORT COUNTY	NEWPORT, RI	2,000.00
30-Apr-11	DEAFNESS RESEARCH FOUNDATION	NEW YORK, NY	500.00
30-Apr-11	MIGRAINE RESEARCH FOUNDATION	NEW YORK, NY	250.00

HARBOR LIGHTS FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 4/30/2011
EIN: 13-3042490

DATE	CONTRIBUTION	CITY, STATE	AMOUNT
30-Apr-11	KEYSTONE CONSERVATION	BOZEMAN, MT	500.00
30-Apr-11	TRICKLE UP PROGRAM	NEW YORK, NY	500.00
30-Apr-11	PERROT MEMORIAL LIBRARY	OLD GREENWICH, CT	500.00
30-Apr-11	B-26 MARAUDER HISTORICAL SOCIETY	TUCSON, AZ	500.00
30-Apr-11	MENLO PARK ATHERTON EDUCATION FOUNDATION	ATHERTON, CA	4,000.00
30-Apr-11	MENLO PARK ATHERTON EDUCATION FOUNDATION	ATHERTON, CA	1,000.00
30-Apr-11	GREENWICH ARTS COUNCIL	GREENWICH, CT	750.00
30-Apr-11	SMITHSONIAN INSTITUTION	WASHINGTON, DC	500.00
30-Apr-11	BRUCE MUSEUM	GREENWICH, CT	250.00
30-Apr-11	BRUNSWICK SCHOOL	GREENWICH, CT	1,000.00
30-Apr-11	ISLESBORO ISLANDS TRUST	ISLESBORO, ME	500.00
30-Apr-11	BRUNSWICK SCHOOL	GREENWICH, CT	2,000.00
30-Apr-11	THE TAFT SCHOOL	WATERTOWN, CT	2,500.00
30-Apr-11	ISLESBORO AMBULANCE ASSOCIATION	ISLESBORO, ME	500.00
30-Apr-11	WATERKEEPER ALLIANCE	NEW YORK, NY	500.00
30-Apr-11	TIDES FOUNDATION	SAN FRANCISCO, CA	5,000.00
30-Apr-11	WORLD RESOURCES INSTITUTE	WASHINGTON, DC	2,000.00
30-Apr-11	AMERICAN CANCER SOCIETY	NEW YORK, NY	2,000.00
30-Apr-11	THE HALO TRUST (USA) INC	WASHINGTON, DC	1,000.00
30-Apr-11	LINCOLN CENTER FOR THE PERFORMING ARTS	NEW YORK, NY	1,000.00
30-Apr-11	WQXR	NEW YORK, NY	500.00
30-Apr-11	BEACON HILL CIVIC ASSOCIATION	BOSTON, MA	2,000.00
30-Apr-11	STANFORD BASKETBALL	STANFORD, CA	2,000.00
30-Apr-11	STANFORD UNIVERSITY	STANFORD, CA	6,000.00
30-Apr-11	STANFORD MED FUND	STANFORD, CA	500.00
30-Apr-11	STANFORD UNIVERSITY	STANFORD, CA	2,500.00
30-Apr-11	JACKSON LABORATORY	BAR HARBOR, ME	1,000.00
30-Apr-11	HARVARD UNIVERSITY ART MUSEUMS	CAMBRIDGE, MA	3,000.00
30-Apr-11	MEALS ON WHEELS OF GREENWICH	GREENWICH, CT	500.00
30-Apr-11	AMERICARES FOUNDATION	STAMFORD, CT	10,000.00
30-Apr-11	CAPE ELEUTHERA FOUNDATION	PRINCETON, NJ	5,000.00
30-Apr-11	WLIW 21	NEW YORK, NY	1,000.00
30-Apr-11	THE WILDERNESS SOCIETY	WASHINGTON, DC	500.00
30-Apr-11	MUSEUM OF FINE ARTS BOSTON	BOSTON, MA	3,000.00
30-Apr-11	ISLESBORO AMBULANCE ASSOCIATION	ISLESBORO, ME	1,000.00
30-Apr-11	JUNIOR LEAGUE OF CHICAGO	CHICAGO, IL	1,000 00
30-Apr-11	STANFORD UNIVERSITY	STANFORD, CA	3,000.00
30-Apr-11	THE TAFT SCHOOL	WATERTOWN, CT	2,500.00
30-Apr-11	CONNECTICUT PUBLIC BROADCASTING INC	HARTFORD, CT	500.00
30-Apr-11	MATH & SCIENCE MENTORING PROJECT PORTLAND PUBLIC SCHOOLS	PORTLAND, OR	4,000.00
30-Apr-11	FALMOUTH EDUCATION FOUNDATION	FALMOUTH, ME	4,000.00
30-Apr-11	ISLESBORO ISLANDS TRUST	ISLESBORO, ME	1,500.00

HARBOR LIGHTS FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 4/30/2011
EIN: 13-3042490

DATE	CONTRIBUTION	CITY, STATE	AMOUNT
30-Apr-11	SEQUOIA HOSPITAL FOUNDATON	REDWOOD CITY, CA	1,000.00
30-Apr-11	HARVARD SCHOOL OF PUBLIC HEALTH	BOSTON, MA	1,000.00
THRU LIMITED PARTNERSHIPS			
	THRU COMMONFUND CAPITAL PARTNERS III, LP		8.00
	THRU COMMONFUND CAPITAL PARTNERS IV, LP		3.00
	TOTAL CONTRIBUTIONS* (COL. A)		**$682,511.00**
LESS: UBTI ATTRIBUTABLE TO LIMITED PARTNERSHIPS			
	THRU COMMONFUND CAPITAL PARTNERS III, LP		($8.00)
	THRU COMMONFUND CAPITAL PARTNERS IV, LP		($1.00)
	TOTAL CONTRIBUTIONS* (COL. D)		**$682,502.00**

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

HARBOR LIGHTS FOUNDATION 001-98562-1
From 01-May-2010 To 30-Apr-2011

Base Currency USD

Realized Gains/Losses

Description	Trade Date	Date Sold	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
MICROSOFT CORPORATION CMN	17-Feb-93	1-Feb-11	2,500	68,010 67	6,191 41	61,819 26	Long-Term
ORACLE CORPORATION CMN	2-Jan-96	1-Feb-11	4,368	141,986 04	13,793.09	128,192 95	Long-Term
GOLDMAN SACHS GROUP, INC (THE) CMN	1-Jan-65	1-Feb-11	1,400	226,245.50	74,200.00	152,045 50	Long-Term
GOLDMAN SACHS GROUP, INC (THE) CMN	1-Jan-65	1-Feb-11	588	95,023 11	20,315 95	74,707 16	Long-Term
GOLDMAN SACHS GROUP, INC (THE) CMN	1-Jan-65	1-Feb-11	1,772	286,362 16	93,916 00	192,446 16	Long-Term
MEDCO HEALTH SOLUTIONS, INC CMN	19-Oct-87	1-Feb-11	1,302	78,678 88	2,713 17	75,965 71	Long-Term
MEDCO HEALTH SOLUTIONS, INC CMN	4-Sep-87	1-Feb-11	416	25,138 57	1,119 11	24,019 46	Long-Term
MICROSOFT CORPORATION CMN	17-Feb-93	1-Feb-11	11,712	318,616 37	27,502 62	291,113 75	Long-Term
MICROSOFT CORPORATION CMN	17-Feb-93	1-Feb-11	2,000	54,408 53	4,953 12	49,455 41	Long-Term
QUALCOMM INC CMN	Various	1-Feb-11	2,800	149,056 64	800 00	148,256 64	Long-Term
MICROSOFT CORPORATION CMN	17-Feb-93	1-Feb-11	640	17,410 73	1,502 88	15,907 85	Long-Term
TOTAL				1,460,937 20	247,007 35	1,213,929 85	

REALIZED G/L I

1/1

HARBOR LIGHTS FOUNDATION
REALIZED GAINS AND LOSSES
FYE 4/30/2011

STATE STREET BANK

DATE ACQ	DATE SOLD	QTY	SECURITY	SALES PROCEEDS	COST OR OTHER BASIS	GAIN/LOSS	ST/LT
Various	5/13/2010	100.00	AMERICAN EXPRESS CO	4,295.26	3,800.06	495.20	Long-Term
Various	6/22/2010	100.00	MONSANTO CO	5,013.95	6,788.75	(1,774.80)	Long-Term
Various	7/15/2010	100.00	MILLIPORE CORP	10,700.00	7,580.00	3,120.00	Long-Term
Various	7/22/2010	200.00	WILLIS GROUP HOLDINGS PLC	6,290.03	7,338.53	(1,048.50)	Long-Term
Various	7/22/2010	100.00	NATIONAL INSTRUMENTS CORP	3,053.64	2,744.65	308.99	Long-Term
Various	9/15/2010	100.00	ENSCO INTERNATIONAL SPON ADR	4,315.17	3,518.91	796.26	Long-Term
Various	9/24/2010	100.00	DRESSER-RAND GROUP INC	3,723.46	2,028.50	1,694.96	Long-Term
Various	9/24/2010	200.00	WILLIS GROUP HOLDINGS PLC	6,219.81	7,338.54	(1,118.73)	Long-Term
Various	10/20/2010	100.00	ALTERA CORP	2,972.81	1,957.75	1,015.06	Long-Term
Various	11/17/2010	100.00	ALTERA CORP	3,255.79	1,957.75	1,298.04	Long-Term
Various	11/23/2010	400.00	YAHOO! INC	6,796.49	5,870.20	926.29	Long-Term
Various	2/2/2011	100.00	APACHE CORP	11,174.74	4,896.97	6,277.77	Long-Term
Various	2/14/2011	100.00	L-3 COMMUNICATIONS HOLDINGS INC	8,016.87	7,075.00	941.87	Long-Term
			TOTAL LONG-TERM CAPITAL GAINS	75,828.02	62,895.61	$12,932.41	

REALIZED G/L II

1/1

HARBOR LIGHTS FOUNDATION
REALIZED GAINS AND LOSSES
FYE 4/30/2011

CHARLES SCHWAB

DATE ACQ	DATE SOLD	QTY	SECURITY	SALES PROCEEDS	COST OR OTHER BASIS	GAIN/LOSS	ST/LT
VARIOUS	8/16/2010	80,000.00	US TREAS NOTE 1.00% 12/31/11	80,637.52	80,431.63	205.89	Short-Term
9/15/2009	8/18/2010	45,000.00	UST INFL INDEX 3.00% 7/15/12	57,995.55	57,222.00	773.55	Short-Term
9/15/2009	8/20/2010	35,000.00	UST INFL INDEX 3.00% 7/15/12	45,054.94	44,506.00	548.94	Short-Term
VARIOUS	2/7/2011	137,000.00	US TREAS NOTE 2.375% 7/31/17	132,997.13	139,878.87	(6,881.74)	Short-Term
8/24/2010	2/10/2011	40,000.00	US TREAS NOTE 2.50% 6/30/17	39,040.64	41,225.00	(2,184.36)	Short-Term
VARIOUS	2/11/2011	80,000.00	US TREAS NOTE 2.375% 10/31/14	81,900.00	82,521.67	(621.67)	Short-Term
7/30/2010	4/15/2011	10,000.00	UST INFL INDEX 2.375% 4/15/11	11,120.60	11,157.23	(36.63)	Short-Term
			TOTAL SHORT-TERM CAPITAL GAINS	448,746.38	456,942.40	(8,196.02)	
VARIOUS	2/3/2011	105,000.00	US TREAS NOTE 4.00% 2/15/15	114,909.38	112,652.06	2,257.32	Long-Term
9/17/2009	2/10/2011	369,000.00	FNMA PL 889579 6.00% 5/1/38	156,385.74	146,294.11	10,091.63	Long-Term
9/17/2009	2/14/2011	224,000.00	FNMA PL 889579 6.00% 5/1/38	95,091.44	196,386.49	(101,295.05)	Long-Term
1/19/2010	2/14/2011	15,000.00	FNMA PL AD0440 6.00% 10/1/39	11,206.88	11,368.60	(161.72)	Long-Term
VARIOUS	4/15/2011	145,000.00	UST INFL INDEX 2.375% 4/15/11	161,248.70	162,236.58	(987.88)	Long-Term
			TOTAL LONG-TERM CAPITAL GAINS	538,842.14	628,937.84	(90,095.70)	
			GRAND TOTAL CAPITAL GAINS	987,588.52	1,085,880.24	(98,291.72)	

REALIZED G|L III

1/1

Goldman Sachs

Statement Detail

HARBOR LIGHTS FOUNDATION

Holdings

Period Ended April 30, 2011

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
MSCI US-INVESTABLE MARKET ENERGY INDEX FUND (VANGUARD)								
VANGUARD WORLD FDS VANGUARD ENERGY ETF ETF (VDE)	1,813 00	118 0900	214,097.17	83 4746	151,339 42	62,757.75	1 0560	2,260.81
RUSSELL 1000 INDEX FUND (ISHARES)								
ISHARES TRUST-RUSSELL 1000 INDEX FUND ETF (IWB)	1,700 00	76 0500	129,285 00	48.6997	82,789 45	46,495 55	1 5922	2,058 53
S&P 500 INDEX FUND (SPDR)								
SPDR S&P 500 ETF TRUST SPDR (SPY)	14,604 00	136 4300	1,992,423 72	99 3600	1,451,053 44	541,370 28	1 7148	34,166 06
TOTAL US EQUITY			**2,335,805.89**		**1,685,182.31**	**650,623.58**	**1.6476**	**38,485.40**

LONG POSITION I

HARBOR LIGHTS FOUNDATION
LONG POSITION - CHARLES SCHWAB ACCOUNT
AS OF APRIL 30, 2011

SECURITY	DATE PURCHASED	QTY	COST BASIS	FAIR MARKET VALUE	UNREALIZED GAIN(LOSS)
SCHWAB GOVT MONEY FUND: SWGXX	VARIOUS	157,974.50	157,974.50		
	SUBTOTAL	**157,974.50**	**157,974.50**	**157,974.50**	**0.00**
US TREAS NT 0 875% 2/29/12	3/1/2010	30,000	30,044 52		
	3/29/2010	30,000	29,921.49		
	5/28/2010	65,000	65,091 39		
	SUBTOTAL	**125,000**	**125,057.40**	**125,683.63**	**626.23**
US TREAS NT 1.375% 3/15/13	3/25/2010	5,000	4,960.55		
	4/30/2010	20,000	19,923.42		
	SUBTOTAL	**25,000**	**24,883.97**	**25,371.10**	**487.13**
US TREAS BILL 0% 9/8/11	3/11/2011	197,000	196,866.29		
	SUBTOTAL	**197,000**	**196,866.29**	**196,954.10**	**87.81**
UST INFL IDX 3.00% 7/15/12	9/15/2009	40,000	50,864.00		
	5/14/2010	5,000	6,515 00		
	5/27/2010	20,000	25,673.96		
	8/13/2010	5,000	6,455.38		
	SUBTOTAL	**70,000**	**89,508.34**	**92,107.61**	**2,599.27**
UST INFL IDX 2.5% 1/15/29	9/30/2010	5,000	6,040 16		
	10/28/2010	5,000	6,188 82		
	12/9/2010	20,000	22,991 46		

LONG POSITION II

HARBOR LIGHTS FOUNDATION
LONG POSITION - CHARLES SCHWAB ACCOUNT
AS OF APRIL 30, 2011

SECURITY	DATE PURCHASED	QTY	COST BASIS	FAIR MARKET VALUE	UNREALIZED GAIN(LOSS)
	SUBTOTAL	**30,000**	**35,220.44**	**35,922.45**	**702.01**
UST INFL IDX 3 625% 4/15/28	9/30/2010	10,000	18,209.28		
	10/28/2010	10,000	18,579.27		
	12/9/2010	5,000	8,674.85		
	SUBTOTAL	**25,000**	**45,463.40**	**45,112.35**	**(351.05)**
FNMA PL 745275 5 00% 2/1/36	9/17/2009	215,000	88,480.52		
	9/22/2009	23,000	16,258.64		
	10/23/2009	6,000	4,201.46		
	11/17/2009	5,000	3,474.74		
	12/14/2009	5,000	3,429.65		
	SUBTOTAL	**254,000**	**115,845.01**	**117,011.09**	**1,166.08**
FNMA PL 889579 6.00% 5/1/38	9/17/2009	142,000	0.00		
	9/22/2009	105,000	17,604.81		
	12/31/2009	4,000	3,007 33		
	SUBTOTAL	**251,000**	**20,612.14**	**102,081.87**	**81,469.73**
FNMA PL 995018 5.50% 6/1/38	9/17/2009	235,000	104,869.01		
	11/17/2009	7,000	5,613.05		
	12/14/2009	5,000	3,945.19		
	SUBTOTAL	**247,000**	**114,427.25**	**113,821.75**	**(605.50)**
FNMA PL 889982 5.50% 11/1/38	10/23/2009	5,000	2,329.67		

HARBOR LIGHTS FOUNDATION
LONG POSITION - CHARLES SCHWAB ACCOUNT
AS OF APRIL 30, 2011

SECURITY	DATE PURCHASED	QTY	COST BASIS	FAIR MARKET VALUE	UNREALIZED GAIN(LOSS)
	SUBTOTAL	5,000	2,329.67	2,303.45	(26.22)
FNMA PL 735580 5.00% 6/1/35	12/31/2009	2,000	0.00		
	1/14/2010	7,000	2,895 24		
	2/17/2010	5,000	2,880.51		
	SUBTOTAL	14,000	5,775.75	5,819.64	43.89
FNMA PL 986761 5 50% 7/1/38	1/19/2010	10,000	5,492 10		
	SUBTOTAL	10,000	5,492.10	5,467.77	(24.33)
FNMA PL AB1389 4 5% 8/1/40	2/10/2011	118,000.000	104,311.16		
	SUBTOTAL	118,000.000	104,311.16	105,786.79	1,475.63
FNMA PL AH5583 4.5% 2/1/41	2/10/2011	81,000.000	81,150.41		
	SUBTOTAL	81,000.000	81,150.41	82,953.30	1,802.89
FNMA PL AE0984 4.5% 2/1/41	3/10/2011	53,000.000	53,722 17		
	SUBTOTAL	53,000.000	53,722.17	54,317.80	595.63
FNMA PL AE0115 5 5% 12/1/35	4/25/2011	133,000 000	111,454.10		
	SUBTOTAL	133,000.000	111,454.10	112,149.30	695.20

HARBOR LIGHTS FOUNDATION
LONG POSITION - CHARLES SCHWAB ACCOUNT
AS OF APRIL 30, 2011

SECURITY	DATE PURCHASED	QTY	COST BASIS	FAIR MARKET VALUE	UNREALIZED GAIN(LOSS)
FHLMC A9-7047 4 5% 2/1/41	2/15/2011	79,000.000	79,239.19		
	SUBTOTAL	**79,000.000**	**79,239.19**	**80,975.96**	**1,736.77**
FED NATL MTG 0.75% 12/18/13	1/12/2011	45,000 000	44,481.15		
	3/30/2011	23,000.000	22,643.64		
	SUBTOTAL	**68,000.000**	**67,124.79**	**67,564.05**	**439.26**
FIXED INCOME SHARES - SERIES C	9/15/2009	35,106.631	472,535 25		
	1/7/2010	4,200.000	51,954 00		
	12/31/2010	1,790.000	22,571.90		
	2/22/2011	4,806 248	61,616.10		
	SUBTOTAL	**45,902.879**	**608,677.25**	**607,295.09**	**(1,382.16)**
FIXED INCOME SHARES - SERIES M	9/15/2009	48,673 919	472,623.75		
	1/7/2010	1,251 285	12,175.00		
	2/22/2011	7,437.744	76,311.25		
	SUBTOTAL	**57,362.948**	**561,110.00**	**605,752.73**	**44,642.73**
	GRAND TOTAL		**2,606,245.33**	**2,742,426.33**	**136,181.00**

STATE STREET.

Account Holdings

As of April 30, 2011
Page 1 of 3

HARBOR LIGHTS FOUNDATION

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
	EQUITIES							
	CONSUMER NON-DURABLES							
	FOODS							
700.000	KRAFT FOODS INC-A	50075N104	$21,149.80	33.590	$23,513.00	3.09%	$812.00	3.45%
	BEVERAGES							
500.000	COCA COLA CO	191216100	$24,101.61	67.460	$33,730.00	4.43%	$940.00	2.79%
400.000	PEPSICO INC	713448108	26,065.22	68.890	27,556.00	3.62	768.00	2.79
	TOBACCO							
500.000	LOEWS CORP	540424108	$18,157.59	44.260	$22,130.00	2.91%	$125.00	0.56%
	HEALTH CARE							
600.000	UNITEDHEALTH GROUP INC	91324P102	$21,409.06	49.230	$29,538.00	3.88%	$300.00	1.02%
	TOTAL CONSUMER NON-DURABLES		$110,883.28		$136,467.00	17.93%	$2,945.00	
	CONSUMER SERVICES							
	BROADCASTING & CABLE							
485.000	DISCOVERY COMMUNICATNS-C	25470F302	$9,211.17	39.460	$19,138.10	2.51%		
363.000	LIBERTY GLOBAL INC-A	530555101	6,522.51	46 500	16,879.50	2.22		
568.000	LIBERTY GLOBAL INC-C	530555309	12,851.34	44.390	25,213.52	3.31		
44.000	LIBERTY MEDIA-STARZ SER A	53071M708	603.50	76.850	3,381.40	0.44		
1,400.000	NEWS CORP-A	65248E104	18,141.77	17.820	24,948.00	3.28	210.00	0.84
	ENTERTAINMENT & LEISURE TIME							
28.000	ASCENT MEDIA CORP-A	043632108	$647.99	48.030	$1,344.84	0.18%		

LONG POSITION III

HARBOR LIGHTS FOUNDATION

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
EQUITIES (Continued)								
	CONSUMER SERVICES (Continued)							
	RESTAURANTS & LODGING							
50.000	MCDONALDS CORP	580135101	$2,969.28	78.310	$3,915.50	0.51%	$122.00	3.12%
	RETAIL							
700.000	WAL-MART STORES INC	931142103	$35,025.50	54.980	$38,486.00	5.06%	$1,022.00	2.66%
	TOTAL CONSUMER SERVICES		$85,973.06		$133,306.86	17.51%	$1,354.00	
	BUSINESS PRODUCTS & SERVICES							
	COMPUTER SERVICES							
500.000	FIDELITY NATL INFORMATION SVCS INC	31620M106	$11,984.66	33.110	$16,555.00	2.17%	$100.00	0.60%
30.000	GOOGLE INC-A	38259P508	15,751.96	544.100	16,323.00	2.14		
1,400.000	MICROSOFT CORP	594918104	38,352.16	25.920	36,288.00	4.77	896.00	2.47
	TELECOMMUNICATION SERVICES							
1,650.000	COMCAST CORP-A SPL	20030N200	$29,603.64	24.550	$40,507.50	5.32%	$742.50	1.83%
	OTHER BUSINESS PRODS & SVCS							
300.000	3M CO	88579Y101	$24,395.41	97.210	$29,163.00	3.83%	$660.00	2.26%
600.000	WASTE MGMT INC	94106L109	19,354.59	39.460	23,676.00	3 11	816.00	3.45
	TOTAL BUSINESS PRODUCTS & SERVICES		$139,442.42		$162,512.50	21.34%	$3,214.50	
	CAPITAL GOODS							
	MACHINERY							
300.000	THERMO FISHER SCIENTIFIC INC	883556102	$13,575.24	59.990	$17,997.00	2.36%		
	COMPUTER & BUSINESS EQUIPMENT							
450.000	NATIONAL INSTRUMENTS CORP	636518102	$8,111.34	30.320	$13,644.00	1.79%	$180.00	1.32%
	TOTAL CAPITAL GOODS		$21,686.58		$31,641.00	4.15%	$180.00	
	INDUSTRIAL ELECTRONICS							
	ELECTRONICS-INSTRUMENTATION							
600.000	ALTERA CORP	021441100	$13,202.43	48.700	$29,220.00	3.84%	$144 00	0.49%
	TOTAL INDUSTRIAL ELECTRONICS		$13,202.43		$29,220.00	3.84%	$144.00	

HARBOR LIGHTS FOUNDATION

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
EQUITIES (Continued)								
ENERGY								
	OTHER ENERGY							
100.000	APACHE CORP	037411105	$4,896.97	133.370	$13,337.00	1.75%	$60.00	0.45%
300.000	NEWFIELD EXPLORATION COMPANY	651290108	8,560.24	70.800	21,240.00	2.79		
200.000	NOBLE ENERGY INC	655044105	17,218.62	96.270	19,254.00	2.53	144.00	0.75
TOTAL ENERGY			$30,675.83		$53,831.00	7.07%	$204.00	
BASIC INDUSTRIES								
	CHEMICALS -MAJOR							
400.000	PRAXAIR INC	74005P104	$27,383.02	106.420	$42,568.00	5.59%	$800.00	1.88%
	CHEMICALS-SPECIALTY							
500.000	ECOLAB INC	278865100	$20,518.75	52.760	$26,380.00	3.47%	$350.00	1.33%
TOTAL BASIC INDUSTRIES			$47,901.77		$68,948.00	9.06%	$1,150.00	
FINANCIAL								
	INSURANCE							
700.000	AON CORP	037389103	$27,661.54	52.170	$36,519.00	4.80%	$420.00	1.15%
800.000	WR BERKLEY CORP	084423102	20,659.45	32.610	26,088.00	3.43	224.00	0.86
700.000	PROGRESSIVE CORP (OHIO)	743315103	15,467.00	21.940	15,358.00	2.02	279.30	1.82
TOTAL FINANCIAL			$63,787.99		$77,965.00	10.25%	$923.30	
TOTAL EQUITIES			$513,553.36		$693,891.36	91.15%	$10,114.80	
FOREIGN ASSETS								
EQUITIES								
350.000	NESTLE SA SPONSORED ADR	641069406	$16,885.90	62.200	$21,770.00	2.86%	$570.15	2.62%
400.000	TEVA PHARM INDS ADR	881624209	20,153.09	45.730	18,292.00	2.40	288.00	1.57
400.000	VODAFONE GROUP PLC ADR	92857W209	9,091.56	29.120	11,648.00	1.54	518.40	4.45
TOTAL EQUITIES			$46,130.55		$51,710.00	6.80%	$1,376.55	
TOTAL FOREIGN ASSETS			$46,130.55		$51,710.00	6.80%	$1,376.55	
TOTAL ACCOUNT HOLDINGS			$559683.91		$745601.36	100.00%	$11,491.35	

Form **8868**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

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

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

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

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.

Type or print

File by the due date for filing your return See instructions

Name of exempt organization: HARBOR LIGHTS FOUNDATION

Employer identification number: 13-3052490

Number, street, and room or suite no If a P.O. box, see instructions.: c/o BCRS ASSOCIATES, LLC; 77 WATER STREET - 9TH FLOOR

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

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990	01	Form 990-T (corporation)	07
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

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

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

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until DECEMBER 15 , 20 11 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☐ calendar year 20 ____ or

▶ ☒ tax year beginning MAY 1 , 20 10 , and ending APRIL 30 , 20 11 .

2 If the tax year entered in line 1 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	$ 19,840.00
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 3,840.00
c	Balance due. Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 16,000.00

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

For Paperwork Reduction Act Notice, see Instructions.

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

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

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

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

Type or print

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

Name of exempt organization: HARBOR LIGHTS FOUNDATION

Employer identification number: 13-3052490

Number, street, and room or suite no. If a P.O box, see instructions: c/o BCRS ASSOCIATES, LLC; 77 WATER STREET - 9TH FLOOR

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

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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 ▶ BCRS ASSOCIATES, LLC

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

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

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

4 I request an additional 3-month extension of time until MARCH 15 , 20 12 .

5 For calendar year ____, or other tax year beginning MAY 1 , 20 10 , and ending APRIL 30 , 20 11 .

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 ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 19,840.00
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 19,840.00
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	$ 0.00

Signature and Verification

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

Signature ▶ Title ▶ CPA Date ▶ 12/14/2011