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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

OMB No 1545-0052

2010

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

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

A Employer identification number

HEALEY FAMILY FOUNDATION

13-3531967

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see page 10 of the instructions)

C/O BCRS ASSOCIATES, LLC

77 WATER STREET, 9TH FLOOR

(212) 440-0800

City or town, state, and ZIP code

NEW YORK, NY 10005

H Check type of organization ☒ 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

J Accounting method ☒ Cash ☐ Accrual

of year (from Part II, col (c), line

16) \$ 18,294,497.

☐ Other (specify)

(Part I, column (d) must be on cash basis)

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 ☐**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

(d) Disbursements for charitable purposes (cash basis only)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	0.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	3,351.	3,351.	0.	ATCH 1
4 Dividends and interest from securities	60,103.	60,045.	0.	ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	291,499.			
b Gross sales price for all assets on line 6a	681,084.			
7 Capital gain net income (from Part IV, line 2)		291,508.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	52,770.	92,219.	0.	ATCH 3
12 Total Add lines 1 through 11	407,723.	447,123.	0.	
13 Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 4	14,500.	7,250.	0.	7,250.
c Other professional fees (attach schedule) *	18,620.	0.	0.	18,620.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) *	9,600.	0.	0.	0.
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 7	65,584.	60,573.	0.	728.
24 Total operating and administrative expenses. Add lines 13 through 23	108,304.	67,823.	0.	26,598.
25 Contributions, gifts, grants paid	757,029.			757,028.
26 Total expenses and disbursements. Add lines 24 and 25	865,333.	67,823.	0.	783,626.
27 Subtract line 26 from line 12	-457,610.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		379,300.		
c Adjusted net income (if negative, enter -0-)			0.	

For Paperwork Reduction Act Notice, see page 30 of the instructions.

* ATCH 5 JSA ** ATCH 6

Form 990-PF (2010)

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PAGE 3

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		500.	1,750.	1,750.
	2	Savings and temporary cash investments		1,724,724.	1,777,569.	1,777,569.
	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) ▶ *		* 50,000.	ATCH 8	
		Less: allowance for doubtful accounts ▶	0.	50,000.	50,000.	
	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 9	508,158.	8,592.	57,173.	
	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 10)	9,126,083.	9,063,945.	16,408,005.		
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	11,359,465.	10,901,856.	18,294,497.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	11,359,465.	10,901,856.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.		
	30	Total net assets or fund balances (see page 17 of the instructions)	11,359,465.	10,901,856.		
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	11,359,465.	10,901,856.		

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	11,359,465.
2	Enter amount from Part I, line 27a	2	-457,610.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 11	3	1.
4	Add lines 1, 2, and 3	4	10,901,856.
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	10,901,856.

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	291,499.	
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	0.	

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	682,243.	15,692,733.	0.043475	
2008	755,761.	15,966,393.	0.047334	
2007	1,226,953.	18,724,363.	0.065527	
2006	983,229.	16,913,734.	0.058132	
2005	587,616.	15,277,700.	0.038462	
2 Total of line 1, column (d)			2	0.252930
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	0.050586
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4	16,920,068.
5 Multiply line 4 by line 3			5	855,919.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	3,793.
7 Add lines 5 and 6			7	859,712.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8	783,626.

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	7,586.
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	7,586.
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	7,586.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	13,166.
b	Exempt foreign organizations-tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	13,166.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,580.
11	Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 5,580. Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		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)?		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> NJ,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2010)

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 <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> BCRS ASSOCIATES, LLC Telephone no <input type="checkbox"/> 212-440-0800			
	Located at <input type="checkbox"/> 77 WATER STREET, 9TH FLOOR NEW YORK, NY ZIP + 4 <input type="checkbox"/> 10005			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		<input type="checkbox"/>
and enter the amount of tax-exempt interest received or accrued during the year				
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	Yes	No
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 <input type="checkbox"/>				

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? <input type="checkbox"/>	1b	N/A
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? <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>			
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 <input type="checkbox"/>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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

Form 990-PF (2010)

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

- 5 a** 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)? ☐ **5 b** *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)
- 6 a** 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? ☐ **6 b** *X*
- If "Yes" to 6b, file Form 8870
- 7 a** 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? ☐ **7 b** *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 12		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
N/A		0.	0.	0.

Total number of other employees paid over \$50,000 ☐

Form 990-PF (2010)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE	NONE	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	0.
2 INTERNAL REVENUE CODE SECTION 501(C)(3).	
N/A	0.
3 N/A	
	0.
4 N/A	
	0.

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.

Form 990-PF (2010)

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	41,291.
b	Average of monthly cash balances	1b	2,134,882.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	15,001,561.
d	Total (add lines 1a, b, and c)	1d	17,177,734.
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	17,177,734.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	257,666.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,920,068.
6	Minimum investment return. Enter 5% of line 5	6	846,003.

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	846,003.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	7,586.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,586.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	838,417.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	838,417.
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	838,417.

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	783,626.
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	783,626.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	783,626.

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				838,417.
2 Undistributed income, if any, as of the end of 2010			0.	
a Enter amount for 2009 only		0.		
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005				0.
b From 2006				147,864.
c From 2007				335,321.
d From 2008				0.
e From 2009				0.
f Total of lines 3a through e	483,185.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 783,626.			0.	
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		0.		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	1,500.			
d Applied to 2010 distributable amount				782,126.
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))	56,291.			56,291.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	428,394.			
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 page 27 of the instructions		0.		
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.				0.
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	428,394.			
10 Analysis of line 9				
a Excess from 2006	93,073.			
b Excess from 2007	335,321.			
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**

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 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	
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)(ii)					
(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 13

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> SEE LIST ATTACHED				757,029.
Total ► 3a				757,029.
<i>b Approved for future payment</i> NONE				0.
Total ► 3b				0.

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. | | |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

TRUSTEE

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

PTIN

JOSEPH BULGER

D. S. Beg

3	5	12
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Check ☐ if self-employed

P01366942

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

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

HEALEY FAMILY FOUNDATION

Employer identification number

13-3531967

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	193,032.
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	193,032.

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					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	98,467.
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	98,467.

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

Schedule D (Form 1041) 2010

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		193,032.
14 Net long-term gain or (loss):			
a Total for year	14a		98,467.
b Unrecaptured section 1250 gain (see line 18 of the wrksh)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		291,499.

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	16	()
a The loss on line 15, column (3) or b \$3,000		

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,300	24		
25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> 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? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> 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 (Form 1041) 2010

Department of the Treasury
Internal Revenue Service

▶ 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

HEALEY FAMILY FOUNDATION

Employer identification number

13-3531967

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

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	193,032.
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D-1 (Form 1041) 2010

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PAGE 33

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 LTCG - SEE STATEMENT ATTACHED	VAR	VAR	179,084.	75,257.	103,827.
UNITED STATES TREASURY BILLS 0.00% 06/03/2010 RE	VAR	06/03/2010	502,000.	499,566.	2,434.
TACONIC MARKET DISLOCATION O/S CAP GAIN	VAR	VAR			133,218.
SEC. 1231 GAIN 15% THRU K-1'S	VAR	VAR			671.
SEC. 1231 GAIN 25% THRU K-1'S					245.
SEC. 1231 GAIN 15% THRU K-1'S - UBTI					-12.
LTC(L) THRU K-1'S	VAR	VAR			-141,919.
LTCG THRU K-1'S - UBTI	VAR	VAR			3.
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					98,467.

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Schedule D-1 (Form 1041) 2010

THE HEALEY FAMILY FOUNDATION

EIN: 13-3531967

FYE 04/30/2011

FORM 990-PF

SCHEDULE OF PASSIVE LOSS CARRYFORWARD:

	CURRENT YEAR PASSIVE GAINS / (LOSSES)	PRIOR YEARS' PASSIVE (LOSSES) UTILIZED	NET PASSIVE (LOSSES)	TOTAL SUSPENDED PASSIVE (LOSSES)
4/30/2009	(40,474)	0	(40,474)	(40,474)
4/30/2010	(32,657)	0	(32,657)	(73,131)
4/30/2011	(39,172)	0	(39,172)	(112,303)

THE HEALEY FAMILY FOUNDATION
 CHARITABLE CONTRIBUTIONS PAID
 EIN: 13-3531967
 FYE 4/30/11

DATE	CONTRIBUTION/CITY, STATE	AMOUNT
5/4/2010	NEW JERSEY CENTER FOR VISUAL ARTS SUMMIT, NJ	\$5,000 00
5/5/2010	IGNATION VOLUNTEER CORPS BALTIMORE, MD	500 00
5/5/2010	ROBERT F KENNEDY CENTER FOR JUSTICE AND HUMAN RIGHTS WASHINGTON, DC	1,000 00
5/7/2010	MARTHA'S VINEYARD CEREBRAL PALSY CAMP VINEYARD HAVEN, MA	250 00
5/7/2010	HARLEM RBI NEW YORK, NY	1,000 00
5/7/2010	ROSEMONT COLLEGE OF THE HOLY CHILD JESUS ROSEMONT, PA	1,000 00
5/7/2010	ST ALOYSIUS PAROCHIAL ELEMENTARY SCHOOL NEW YORK, NY	1,000 00
5/10/2010	ALS ASSOCIATION WASHINGTON, DC	500 00
5/10/2010	FRIENDS OF FLORHAM PARK GAZEBO FLORHAM PARK, NJ	1,000 00
5/12/2010	THE LAND CONSERVANCY OF NEW JERSEY BOONTON, NJ	250 00
5/12/2010	SETON HALL UNIVERSITY SOUTH ORANGE, NJ	1,000 00
5/12/2010	NJN PUBLIC TELEVISION AND RADIO TRENTON, NJ	10,000 00
5/13/2010	CASA CORNELIA LAW CENTER SAN DIEGO, CA	2,500 00
5/14/2010	GREAT SWAMP WATERSHED ASSOCIATION NEW VERNON, NJ	100 00
5/19/2010	THE NEW YORK PHILHARMONIC NEW YORK, NY	500 00
5/20/2010	PARTNERSHIP IN PHILANTHROPY CHATHAM, NJ	500 00
5/21/2010	CORPUS CHRISTI SCHOOL NEW YORK, NY	1,000 00

THE HEALEY FAMILY FOUNDATION
CHARITABLE CONTRIBUTIONS PAID
EIN: 13-3531967
FYE 4/30/11

DATE	CONTRIBUTION/CITY, STATE	AMOUNT
5/24/2010	KENT PLACE SCHOOL SUMMIT, NJ	500 00
5/25/2010	CHAPPAQUIDDICK COMMUNITY CENTER EDGARTOWN, MA	250 00
5/26/2010	OVERLOOK HOSPITAL FOUNDATION SUMMIT, NJ	2,500 00
5/27/2010	CATHOLIC MEDICAL MISSION BOARD NEW YORK, NY	1,000 00
5/27/2010	CHRIST THE KING PREP NEWARK, NJ	1,000 00
5/28/2010	NATIONAL LEADERSHIP ROUNDTABLE ON CHURCH MANAGEMENT WASHINGTON, DC	50,000 00
5/28/2010	THE GATEWAY SCHOOLS NEW YORK, NY	1,000 00
5/28/2010	CARDINAL'S COMMITTEE FOR CHARITY/CATHOLIC CHARITIES NEW YORK, NY	5,000 00
6/7/2010	DELBARTON FUND MORRISTOWN, NJ	10,000 00
6/9/2010	ASSUMPTION COLLEGE FOR SISTERS MENDHAM, NJ	250 00
6/9/2010	RENEW INTERNATIONAL PLAINFIELD, NJ	4,000 00
6/9/2010	BOYS AND GIRLS CLUB OF NEWARK NEWARK, NJ	5,000 00
6/9/2010	AMERICAN FOUNDATION FOR CHILDREN WITH AIDS HARRISBURG, PA	10,000 00
6/10/2010	PLYMOUTH CHURCH SCHOOL BROOKLYN, NY	10,000 00
6/16/2010	THE PACKER COLLEGIATE INSTITUTE BROOKLYN, NY	10,000 00
6/21/2010	PECK SCHOOL MORRISTOWN, NJ	10,000 00
6/24/2010	CHAPPAQUIDDICK COMMUNITY CENTER EDGARTOWN, MA	250 00

THE HEALEY FAMILY FOUNDATION
 CHARITABLE CONTRIBUTIONS PAID
 EIN: 13-3531967
 FYE 4/30/11

DATE	CONTRIBUTION/CITY,STATE	AMOUNT
6/24/2010	ST BENEDICT'S PREP NEWARK, NJ	2,000 00
6/29/2010	CHURCH OF CHRIST THE KING NEW VERNON, NJ	500 00
7/2/2010	CHURCH OF CHRIST THE KING NEW VERNON, NJ	30,000 00
7/7/2010	LITTLE SISTERS OF THE POOR TOTOWA, NJ	7,500 00
7/15/2010	STANFORD UNIVERSITY STANFORD, CA	1,000 00
7/16/2010	THIRTEEN NEW YORK, NY	100 00
7/22/2010	HARVARD CATHOLIC CHAPLAINCY CAMBRIDGE, MA	500 00
7/23/2010	CHURCH OF CHRIST THE KING NEW VERNON, NJ	1,103 35
7/27/2010	POLLY HILL ARBORETUM WEST TISBURY, MA	500 00
7/27/2010	GOOD SHEPHERD PARISH VINEYARD HAVEN, MA	1,000 00
7/28/2010	TOUCH FOUNDATION, INC NEW YORK, NY	2,000 00
8/2/2010	NATIONAL LEADERSHIP ROUNDTABLE ON CHURCH MANAGEMENT WASHINGTON, DC	25,000 00
8/4/2010	ST JOSEPHS/LITTLE SISTERS OF THE POOR TOTOWA, NJ	312 00
8/10/2010	MEDSHARE INTERNATIONAL DECATUR, GA	16,910 00
8/11/2010	CRISTO REY NETWORK NEWTON, MA	9,000 00
8/13/2010	SETON HALL UNIVERSITY SOUTH ORANGE, NJ	25,000 00
8/17/2010	SETON EDUCATION PARTNERS WILSON, WY	5,000 00

THE HEALEY FAMILY FOUNDATION
 CHARITABLE CONTRIBUTIONS PAID
 EIN: 13-3531967
 FYE 4/30/11

DATE	CONTRIBUTION/CITY, STATE	AMOUNT
8/18/2010	MENTOR/NATIONAL MENTORING PARTNERSHIP ALEXANDRIA, VA	2,000 00
8/18/2010	CASA CORNELIA LAW CENTER SAN DIEGO, CA	5,000 00
8/20/2010	THE CENTER FOR EDUCATION REFORM BETHESDA, MD	2,500 00
8/23/2010	SOCIETY OF THE HOLY CHILD JESUS DREXEL HILL, PA	1,000 00
8/23/2010	FADICA/ FOUNDATIONS AND DONORS INTERESTED IN CATHOLIC ACTIVITIES, INC WASHINGTON, DC	7,500 00
9/3/2010	MARYKNOLL LAY MISSIONERS MARYKNOLL, NY	2,500 00
9/16/2010	TRI-COUNTY SCHOLARSHIP FUND PARSIPPANY, NJ	24,300 00
9/23/2010	LEGATUS/NEW JERSEY CHAPTER BERKELEY HEIGHTS, NJ	2,430 00
9/24/2010	CATHOLIC MEDICAL MISSION BOARD NEW YORK, NY	1,000 00
10/6/2010	NATIONAL LEADERSHIP ROUNDTABLE ON CHURCH MANAGEMENT WASHINGTON, DC	100,000 00
10/25/2010	RESEARCH DOWN SYNDROME GRAYSLAKE, IL	2,500 00
11/1/2010	SISTERS OF CHARITY OF SAINT ELIZABETH CONVENT STATION, NJ	1,000 00
11/1/2010	OVERCOMING OBSTACLES MONROE, LA	2,500 00
11/2/2010	TRI-COUNTY SCHOLARSHIP FUND PARSIPPANY, NJ	3,000 00
11/2/2010	TRI-COUNTY SCHOLARSHIP FUND PARSIPPANY, NJ	5,000 00
11/2/2010	TRI-COUNTY SCHOLARSHIP FUND PARSIPPANY, NJ	6,800 00

THE HEALEY FAMILY FOUNDATION
 CHARITABLE CONTRIBUTIONS PAID
 EIN: 13-3531967
 FYE 4/30/11

DATE	CONTRIBUTION/CITY, STATE	AMOUNT
11/3/2010	GOOD SHEPHERD PARISH VINEYARD HAVEN, MA	250 00
11/3/2010	NOBLE AND GREENOUGH SCHOOL DEDHAM, MA	250 00
11/3/2010	P G CHAMBERS SCHOOL CEDAR KNOLLS, NJ	3,000 00
11/4/2010	NEW JERSEY CONSERVATION FOUNDATION FAR HILLS, NJ	2,500 00
11/5/2010	CHRIST THE KING PREP NEWARK, NJ	300 00
11/10/2010	BIRTH HAVEN NEWTON, NJ	8,000 00
11/15/2010	HARDING LAND TRUST NEW VERNON, NJ	500 00
11/15/2010	ST DAVID'S SCHOOL NEW YORK, NY	500 00
11/16/2010	CHILD MIND INSTITUTE NEW YORK, NY	2,500 00
11/16/2010	TRI-COUNTY SCHOLARSHIP FUND PARSIPPANY, NJ	7,500 00
11/17/2010	BREAD FOR THE WORLD INSTITUTE WASHINGTON, DC	1,000 00
11/18/2010	THE STUDENT SPONSORSHIP PROGRAMME UMFUNDAZE, INC NEW YORK, NY	5,000 00
11/19/2010	CARDINAL'S COMMITTEE FOR CHARITY/CATHOLIC CHARITIES NEW YORK, NY	1,000 00
11/19/2010	LINK COMMUNITY SCHOOL NEWARK, NJ	4,910 00
11/22/2010	CATHOLIC EDUCATION ENDOWMENT WASHINGTON, IN	1,000 00
11/22/2010	MARYKNOLL LAY MISSIONERS MARYKNOLL, NY	10,000 00
11/23/2010	PORTSMOUTH ABBEY SCHOOL PORTSMOUTH, RI	1,000 00

THE HEALEY FAMILY FOUNDATION
CHARITABLE CONTRIBUTIONS PAID
EIN: 13-3531967
FYE 4/30/11

DATE	CONTRIBUTION/CITY, STATE	AMOUNT
11/26/2010	P G CHAMBERS SCHOOL CEDAR KNOLLS, NJ	500 00
11/26/2010	DIOCESE OF PATERSON PATERSON, NJ	5,000 00
12/3/2010	SETON HALL PREPARATORY SCHOOL WEST ORANGE, NJ	1,000 00
12/6/2010	SHERIFF'S MEADOW FOUNDATION VINEYARD HAVEN, MA	500 00
12/6/2010	CHRISTIAN BROTHERS CONFERENCE WASHINGTON, DC	1,000 00
12/23/2010	MARKET STREET MISSION MORRISTOWN, NJ	500 00
12/23/2010	TRI-COUNTY SCHOLARSHIP FUND PARSIPPANY, NJ	1,000 00
12/23/2010	JESUIT COMMONS WASHINGTON, DC	1,000 00
12/23/2010	HOMELESS SOLUTIONS INC MORRISTOWN, NJ	2,000 00
12/23/2010	FADICA/ FOUNDATIONS AND DONORS INTERESTED IN CATHOLIC ACTIVITIES, INC WASHINGTON, DC	25,000 00
12/24/2010	CHILDRENS HEARING INSTITUTE NEW YORK, NY	1,000 00
12/24/2010	AMERICAN FEDERATION FOR AGING RESEARCH, INC / AFAR NEW YORK, NY	1,000 00
12/24/2010	ORDER OF MALTA FEDERAL ASSOCIATION[SOVEREIGN MILITARY ORDER OF MALTA HOSPITALS FDN] WASHINGTON, DC	1,500 00
12/24/2010	SCHOLARSHIP FUND FOR INNER-CITY CHILDREN NEWARK, NJ	10,000 00
12/27/2010	HARDING TOWNSHIP LIBRARY NEW VERNON, NJ	250 00
12/29/2010	STANFORD UNIVERSITY STANFORD, CA	1,000 00

THE HEALEY FAMILY FOUNDATION
CHARITABLE CONTRIBUTIONS PAID
EIN: 13-3531967
FYE 4/30/11

DATE	CONTRIBUTION/CITY, STATE	AMOUNT
12/29/2010	MIGRAINE RESEARCH FOUNDATION NEW YORK, NY	1,000 00
12/31/2010	ODYSSEY SCHOOL STEVENSON, MD	250 00
1/3/2011	TWO EAST SIXTY-SECOND STREET FOUNDATION NEW YORK, NY	5,000 00
1/5/2011	AMERICAN ENTERPRISE INSTITUTE FOR PUBLIC POLICY RESEARCH WASHINGTON, DC	6,000 00
1/5/2011	MARTHA'S VINEYARD HOSPITAL OAK BLUFFS, MA	20,000 00
1/6/2011	AMERICA NEW YORK, NY	1,000 00
1/7/2011	THIRTEEN NEW YORK, NY	1,000 00
1/7/2011	DELBARTON FUND MORRISTOWN, NJ	1,000 00
1/11/2011	WOODSTOCK THEOLOGICAL CENTER WASHINGTON, DC	10,000 00
1/14/2011	TRUSTEES OF RESERVATIONS BEVERLY, MA	5,000 00
1/20/2011	ORDER OF MALTA FEDERAL ASSOCIATION[SOVEREIGN MILITARY ORDER OF MALTA HOSPITALS FDN] WASHINGTON, DC	1,000 00
1/21/2011	MASSACHUSETTS GENERAL HOSPITAL BOSTON, MA	250 00
1/21/2011	SOAR! - SUPPORT OUR AGING RELIGIOUS WASHINGTON, DC	500 00
1/31/2011	CRISTO REY NY HIGH SCHOOL NEW YORK, NY	5,000 00
2/17/2011	GRACIE MANSION CONSERVANCY NEW YORK, NY	1,000 00
2/18/2011	DELBARTON FUND MORRISTOWN, NJ	1,000 00
2/28/2011	MATTHEW C SELLITTO FOUNDATION NEW VERNON, NJ	500 00

THE HEALEY FAMILY FOUNDATION
 CHARITABLE CONTRIBUTIONS PAID
 EIN: 13-3531967
 FYE 4/30/11

DATE	CONTRIBUTION/CITY, STATE	AMOUNT
3/8/2011	GEORGETOWN UNIVERSITY/WALL STREET ALLIANCE WASHINGTON, DC	25,000 00
3/9/2011	PROVIDENCE PORTLAND MEDICAL FOUNDATION PORTLAND, OR	500 00
3/9/2011	MARTHA'S VINEYARD PRESERVATION TRUST EDGARTOWN, MA	500 00
3/9/2011	MORRIS HABITAT FOR HUMANITY MINE HILL, NJ	500 00
3/9/2011	HOBART AND WILLIAM SMITH COLLEGES GENEVA, NY	500 00
3/9/2011	CORNELIA CONNELLY CENTER NEW YORK, NY	500 00
3/9/2011	MANHATTAN INSTITUTE FOR POLICY RESEARCH NEW YORK, NY	1,000 00
3/9/2011	ORDER OF MALTA FEDERAL ASSOCIATION[SOVEREIGN MILITARY ORDER OF MALTA HOSPITALS FDN] WASHINGTON, DC	1,000 00
3/9/2011	GILMAN SCHOOL/THE GILMAN FUND BALTIMORE, MD	1,500 00
3/9/2011	PORTSMOUTH ABBEY SCHOOL PORTSMOUTH, RI	2,500 00
3/9/2011	MARYLAND PROVINCE JESUITS TOWSON, MD	10,000 00
3/10/2011	SCHOLARSHIP FUND FOR INNER-CITY CHILDREN NEWARK, NJ	1,000 00
3/10/2011	GEORGETOWN UNIVERSITY WASHINGTON, DC	5,000 00
3/10/2011	ASSUMPTION COLLEGE FOR SISTERS MENDHAM, NJ	5,000 00
3/11/2011	NEW JERSEY HISTORICAL SOCIETY NEWARK, NJ	500 00
3/11/2011	THE LAND CONSERVANCY OF NEW JERSEY BOONTON, NJ	1,000 00
3/11/2011	COUNCIL OF NEW JERSEY GRANTMAKERS TRENTON, NJ	2,000 00

THE HEALEY FAMILY FOUNDATION
 CHARITABLE CONTRIBUTIONS PAID
 EIN: 13-3531967
 FYE 4/30/11

DATE	CONTRIBUTION/CITY, STATE	AMOUNT
3/14/2011	ALZHEIMER'S ASSOCIATION - NEW YORK CITY CHAPTER NEW YORK, NY	1,000 00
3/17/2011	HARVARD BUSINESS SCHOOL FUND BOSTON, MA	1,000 00
3/17/2011	SACRED HEART ACADEMY HAMDEN, CT	2,500 00
3/21/2011	GRADUATE THEOLOGICAL UNION BERKELEY, CA	1,000 00
3/21/2011	LOYOLA RETREAT HOUSE FAULKNER, MD	1,000 00
3/25/2011	CHRISTIAN BROTHERS CONFERENCE WASHINGTON, DC	2,000 00
3/28/2011	MAINE COAST HERITAGE TRUST TOPSHAM, ME	500 00
3/29/2011	DIOCESE OF PATERSON PATERSON, NJ	2,500 00
4/1/2011	FATHER ENGLISH COMMUNITY CENTER DIOCESE OF PATERSON PATERSON, NJ	2,000 00
4/1/2011	EVA'S VILLAGE, INC PATERSON, NJ	2,000 00
4/4/2011	IGNATION VOLUNTEER CORPS BALTIMORE, MD	250 00
4/4/2011	MALARIA NO MORE NEW YORK, NY	1,000 00
4/6/2011	PORTSMOUTH ABBEY SCHOOL PORTSMOUTH, RI	25,000 00
4/7/2011	NATIONAL LEADERSHIP ROUNDTABLE ON CHURCH MANAGEMENT WASHINGTON, DC	50,000 00
4/7/2011	CHRISTIAN BROTHERS CONFERENCE WASHINGTON, DC	1,000 00
4/8/2011	CARLOW UNIVERSITY PITTSBURGH, PA	500 00
4/22/2011	HARVARD BUSINESS SCHOOL CLUB OF NEW YORK NEW YORK, NY	500 00

THE HEALEY FAMILY FOUNDATION
 CHARITABLE CONTRIBUTIONS PAID
 EIN: 13-3531967
 FYE 4/30/11

<u>DATE</u>	<u>CONTRIBUTION/CITY, STATE</u>	<u>AMOUNT</u>
	TIFF PRIVATE EQUITY PARTNERS 2005, LLC	11 00
	TIFF PRIVATE EQUITY PARTNERS 2007, LLC	2 00
	TIFF PRIVATE EQUITY PARTNERS 2009, LLC	1 00
	GROSS QUALIFYING CONTRIBUTIONS *	<u>\$757,029.35</u>
	ATTRIBUTABLE TO UBTI	(1 00)
	NET CONTRIBUTIONS	<u>\$757,028.35</u>

*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

HEALEY FAMILY FOUNDATION
From 01-May-2010 To 30-Apr-2011

Base Currency USD

Realized Gains/Losses

Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
GSAMI CHINA EQUITY PORTFOLIO	15-Jun-06	30-Jun-10	7,575.44	173,917.67	71,815.15	102,102.52	Long-Term
TEMPO FUND LTD	VAR	4-Aug-10	2.310571	2,327.75	2,247.17	80.58	Long-Term
TEMPO FUND LTD	VAR	10-Dec-10	1.228549	2,838.59	1,194.84	1,643.75	Long-Term
				<u>179,084.01</u>	<u>75,257.16</u>	<u>103,826.85</u>	TOTAL LONG
							TERM CAPITAL
							GAINS



Statement Detail
HEALEY FAMILY FOUNDATION
Holdings

Period Ended April 30, 2011							
	Quantity	Market Price	Market Value	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield Annual Income
US EQUITY							
US STOCKS							
ENSTAR GROUP LTD CMN (ESGR)	500.00	112.1500	56,075.00	14.1469	7,073.47	49,001.53	
US REAL ESTATE SECURITIES (PUBLIC)							
LEXINGTON REALTY TRUST (LXP)	110.00	9.9800	1,097.80	13.8087	1,518.96	(421.16)	4.6092
TOTAL US EQUITY			57,172.80		8,592.43	48,580.37	4.6092
							50.60
							50.60

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)	
179,084.		LTCG - SEE STATEMENT ATTACHED PROPERTY TYPE: SECURITIES 75,257.				P	VAR 103,827.	VAR
502,000.		UNITED STATES TREASURY BILLS 0.00% 06/03 PROPERTY TYPE: SECURITIES 499,566.				P	VAR 2,434.	06/03/2010
		TACONIC MARKET DISLOCATION O/S CAP GAIN PROPERTY TYPE: SECURITIES				P	VAR 133,218.	VAR
		SEC. 1231 GAIN 15% THRU K-1'S PROPERTY TYPE: SECURITIES				P	VAR 671.	VAR
		SEC. 1231 GAIN 25% THRU K-1'S PROPERTY TYPE: SECURITIES				P	245.	
		SEC. 1231 GAIN 15% THRU K-1'S - UBTI PROPERTY TYPE: SECURITIES				P	-12.	
		LTC(L) THRU K-1'S PROPERTY TYPE: SECURITIES				P	VAR -141,919.	VAR
		LTCG THRU K-1'S - UBTI PROPERTY TYPE: SECURITIES				P	VAR 3.	VAR
		STCG THRU K-1'S PROPERTY TYPE: SECURITIES				P	VAR 193,032.	VAR
TOTAL GAIN (LOSS)							<u>291,499.</u>	

SUPPLEMENTARY STATEMENTS

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.

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
SOMERSET HILLS BANK	991.	991.	0.
INTEREST - BDA	968.	968.	0.
INTEREST - CREDIT BALANCE	5.	5.	0.
INTEREST PROMISSORY NOTE - IRONBOUND NEWARK STUDIOS	1,387.	1,387.	0.
TOTAL	<u>3,351.</u>	<u>3,351.</u>	<u>0.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
DIVIDENDS THRU GOLDMAN SACHS & CO BRKG			
DIVIDENDS THRU K-1'S	47.	47.	0.
DIVIDENDS THRU K-1'S - UBTI	26,215.	26,215.	0.
INTEREST THRU K-1'S	18.	0.	0.
INTEREST THRU K-1'S - UBTI	33,783.	33,783.	0.
	40.	0.	0.
TOTAL	<u>60,103.</u>	<u>60,045.</u>	<u>0.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ORDINARY INCOME THRU K-1'S	-40,293.	-40,293.	0.
ORDINARY INCOME THRU K-1'S - UBTI	-277.	0.	0.
RENTAL REAL ESTATE THRU K-1'S	-36.	-36.	0.
SEC. 988 INCOME THRU K-1'S	9,198.	9,198.	0.
SEC. 987 INCOME THRU K-1'S	115.	115.	0.
ROYALTIES THRU K-1'S	264.	264.	0.
SUBPART F INCOME THRU K-1'S	4,797.	4,797.	0.
GS SPECIAL OPPORTUNITIES (ASIA) DIST.	14,847.	14,847.	0.
PENSION PLAN CREDIT FROM PASS-THRU ENTITY - K1	1.	1.	0.
TACONIC MARKET DISLOCATION O/S ORD INC	64,154.	64,154.	0.
ADD BACK: C/Y PASSIVE ACTIVITY LOSS C/F	0.	39,172.	0.
TOTALS	52,770.	92,219.	0.

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
BCRS ASSOCIATES, LLC	14,500.	7,250.	0.	7,250.
TOTALS	<u>14,500.</u>	<u>7,250.</u>	<u>0.</u>	<u>7,250.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
CONSULTING - RANDY YOUNG	8,620.	0.	0.	8,620.
CONSULTING - JANE SUDOL	5,000.	0.	0.	5,000.
CONSULTING - XANDRA LAU	5,000.	0.	0.	5,000.
TOTALS	<u>18,620.</u>	<u>0.</u>	<u>0.</u>	<u>18,620.</u>

ATTACHMENT 6FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FEDL TAX W/EXT: 4/30/10 990 PF	2,600.	0.	0.	0.
FEDL TAX 4TH QTR EST: FYE 4/31/11 990 PF	7,000.	0.	0.	0.
TOTALS	<u>9,600.</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PORTFOLIO DEDUCTIONS	47,125.	47,125.	0.	0.
PORTFOLIO DEDUCTIONS - UBTI	353.	0.	0.	0.
DUES AND SUBSCRIPTIONS	495.	0.	0.	495.
FOREIGN TAXES PAID	107.	107.	0.	0.
FOREIGN TAXES-UBTI	89.	0.	0.	0.
INTEREST EXPENSES	2,510.	2,510.	0.	0.
INTEREST EXPENSES - UBTI	74.	0.	0.	0.
SEC. 59(E) (2) EXP. THRU K-1'S	-9.	-9.	0.	0.
SEC. 59(E) (2) EXP. - UBTI	2,938.	0.	0.	0.
SEC. 179 EXP. THRU K-1'S	32.	32.	0.	0.
OTHER MISC DEDUCTIONS THRU K-1	10,808.	10,808.	0.	0.
NON-DEDUCTIBLE EXPENSES	829.	0.	0.	0.
OFFICE EXPENSE	198.	0.	0.	198.
WIRE TRANSFER FEE	5.	0.	0.	5.
BANK CHARGES	30.	0.	0.	30.
TOTALS	65,584.	60,573.	0.	728.

ATTACHMENT 8FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: IRONBOUND NEWARK STUDIOS
ORIGINAL AMOUNT: 50,000.

BEGINNING BALANCE DUE 0.

ENDING BALANCE DUE 50,000.

ENDING FAIR MARKET VALUE 50,000.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 0.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 50,000.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 50,000.

ATTACHMENT 9FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE LONG POSITION I ATTACHED PRIOR YEAR LONG POSITION II (COMPLETE REDEMPTION)	8,592. 499,566.	8,592. 0.	57,173. 0.
TOTALS	<u>508,158.</u>	<u>8,592.</u>	<u>57,173.</u>

ATTACHMENT 10FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BRIDGE STREET RE FUND 1997, LP	20,143.	18,881.	13,325.
CARLYLE/RIVERSTONE TE KNIGHT	62,890.	68,025.	63,258.
GS MEZZANINE II, L.P.	105,701.	-14,701.	28,220.
GS SPEC OPP ASIA OFFSHORE FUND	294,374.	294,374.	5,105.
TIFF ABSOLUTE RETURN POOL	497,102.	497,102.	1,219,486.
SILVER POINT CAPITAL OFFSHORE	623,742.	623,742.	1,893,465.
STONE STREET FUND 2000, LP	86,024.	49,801.	17,450.
TEMPO FUND LTD.	3,442.	0.	0.
(COMPLETE REDEMPTION)			
PRISMA SELECT FUND II	3,997,141.	3,997,141.	8,791,116.
CARLYLE/RIVERSTONE TE PTRS III			
(CAYMAN)	54,477.	65,662.	60,750.
CARLYLE/RIVERSTONE TE PTRS III	310,265.	168,321.	596,817.
CARLYLE/RIVERSTONE FRONTIER LP	28,134.	3,349.	3,146.
TIFF P.E.P. 2005, LLC	298,517.	333,965.	393,993.
NORTHERN LIGHTS CAPITAL PARTRS	137,644.	249,604.	249,605.
TIFF P.E.P. 2007, LLC	203,482.	249,307.	295,563.
GS MNGMT INT'L MUTUAL FUND	71,815.	0.	0.
(COMPLETE REDEMPTION)			
H&H AGILITY LLC	551,847.	623,726.	641,294.
HUFF ENERGY FUND AIV1	108,006.	289,021.	510,688.
HUFF ENERGY FUND	132,853.	144,774.	156,300.
CARLYLE/RIVERSTONE FRONTIER II	17,006.	2,147.	2,027.
TACONIC MARKET DISLOCATION O/S			
FUND II, L.P.	503,460.	140,335.	149,326.
TIFF P.E.P. 2009 LLC	67,768.	208,952.	207,853.
HEALEY ANTHOS HOLDINGS LLC	450,250.	500,250.	500,250.
XANTHOS INVESTMENT PTRS LTD.	500,000.	500,000.	560,378.
TIFF P.E.P. 2010 LLC	0.	50,167.	48,590.
TOTALS	<u>9,126,083.</u>	<u>9,063,945.</u>	<u>16,408,005.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

ROUNDING

1.

TOTAL

1.

HEALEY FAMILY FOUNDATION

13-3531967

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
THOMAS J. HEALEY C/O BCBS ASSOCIATES, LLC 77 WATER STREET, 9TH FLOOR NEW YORK, NY 10005	TRUSTEE/PART-TIME	0.	0.	0.
MARGARET S. HEALEY C/O BCBS ASSOCIATES, LLC 77 WATER STREET, 9TH FLOOR NEW YORK, NY 10005	TRUSTEE/PART-TIME	0.	0.	0.
THOMAS JEREMIAH HEALEY C/O BCBS ASSOCIATES, LLC 77 WATER STREET, 9TH FLOOR NEW YORK, NY 10005	TRUSTEE/PART-TIME	0.	0.	0.
MEGAN H. HAGERTY C/O BCBS ASSOCIATES, LLC 77 WATER STREET, 9TH FLOOR NEW YORK, NY 10005	TRUSTEE/PART-TIME	0.	0.	0.
GRAND TOTALS		<u>0.</u>	<u>0.</u>	<u>0.</u>

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

THOMAS HEALEY; C/O BCRS ASSOCIATES, LLC
77 WATER STREET, 9TH FLOOR, NEW YORK, NY 10005

HEALEY FAMILY FOUNDATION

13-3531967

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 14

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	RELATED OR EXEMPT FUNCTION INCOME	
				AMOUNT	
ORDINARY INCOME THRU K-1'S	523000	-277.	01	-40,293.	
RENTAL REAL ESTATE INCOME THRU K-1'S			01	-36.	
SEC. 987 INCOME THRU K-1'S			01	115.	
SEC. 988 INCOME THRU K-1'S			01	9,198.	
ROYALTIES THRU K-1'S			01	264.	
SUBPART F INCOME THRU K-1'S			01	4,797.	
GS SPECIAL OPPORTUNITIES (ASIA) DIST.			01	14,847.	
PENSION PLAN CREDIT FROM PASS-THRU ENTITY - K-1			01	1.	
TACONIC MARKET DISLOCATION O/S ORD INC			01	64,154.	

TOTALS

-277.53,047.

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	Name of exempt organization HEALEY FAMILY FOUNDATION	Employer identification number 13-3531967
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 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	\$	11,900.00
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	\$	13,166.00
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	\$	0.00

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

- 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	Employer identification number
	HEALEY FAMILY FOUNDATION	13-3531967
	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	\$	11,900.00
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	\$	13,166.00
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

Form **8868** (Rev. 1-2011)