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

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 JUL 1, 2010, and ending JUN 30, 2011

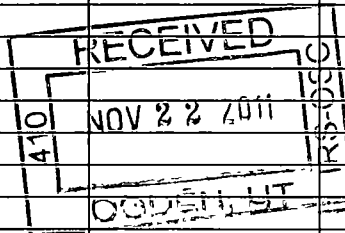
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation Harbourton Foundation		A Employer identification number 22-2436112
Number and street (or P.O. box number if mail is not delivered to street address) 47 Hulfish Street	Room/suite 305	B Telephone number (609) 924-4001
City or town, state, and ZIP code Princeton, NJ 08542		C If exemption application is pending, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 21888769.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ If the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		471.	471.		Statement 1
4 Dividends and interest from securities		20000.	20000.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		112513.			
b Gross sales price for all assets on line 6a		4112513.			
7 Capital gain net income (from Part IV, line 2)			112513.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		729369.	729369.		Statement 3
12 Total. Add lines 1 through 11		862353.	862353.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		4956.	0.		4956.
22 Printing and publications					
23 Other expenses Stmt 4		77348.	19168.		58180.
24 Total operating and administrative expenses. Add lines 13 through 23		82304.	19168.		63136.
25 Contributions, gifts, grants paid		1083104.			1083104.
26 Total expenses and disbursements. Add lines 24 and 25		1165408.	19168.		1146240.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-303055.			
b Net investment income (if negative, enter -0-)			843185.		
c Adjusted net income (if negative, enter -0-)				N/A	

CANNED NOV 28 2011

Operating and Administrative Expenses



20

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	533.	17768.	17768.
	2 Savings and temporary cash investments	199049.	4254019.	4254019.
	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	304.		
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 5	18340851.	17553304.	17553304.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ Statement 6)	2274279.	63678.	63678.
	16 Total assets (to be completed by all filers)	20815016.	21888769.	21888769.
	17 Accounts payable and accrued expenses	88.		
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	88.	0.	
	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	1042500.	1042500.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	19772428.	20846269.	
	30 Total net assets or fund balances	20814928.	21888769.	
	31 Total liabilities and net assets/fund balances	20815016.	21888769.	

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	20814928.
2 Enter amount from Part I, line 27a	2	-303055.
3 Other increases not included in line 2 (itemize) ▶ Unrealized Gain on Investments	3	1376896.
4 Add lines 1, 2, and 3	4	21888769.
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	21888769.

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 Investment in HBK Offshore Fund	P	02/01/08	10/21/10
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 4112513.		4000000.	112513.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			112513.
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	112513.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	1360364.	18103481.	.075144
2008	658886.	20109539.	.032765
2007	480641.	26337100.	.018250
2006	499068.	19551454.	.025526
2005	392500.	13845159.	.028349

2 Total of line 1, column (d)	2	.180034
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	.036007
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	21160979.
5 Multiply line 4 by line 3	5	761943.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8432.
7 Add lines 5 and 6	7	770375.
8 Enter qualifying distributions from Part XII, line 4	8	1146240.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	8432.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	8432.
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	8432.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	12745.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	12745.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4313.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☒ 4313. Refunded ☒	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c 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. ☒ \$ 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.		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		X
4a 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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ NJ		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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)? 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

N/A

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 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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>James S. Regan</u> Telephone no. ► <u>(609) 924-4001</u> Located at ► <u>47 Hulfish Street, Suite 305, Princeton, NJ</u> ZIP+4 ► <u>08542</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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? 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 ►	16	Yes	No
				X

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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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
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? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 7		0.	0.	0.

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

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

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

0

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. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

Form 990-PF (2010)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	3867527.
c	Fair market value of all other assets	1c	17615700.
d	Total (add lines 1a, b, and c)	1d	21483227.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	21483227.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	322248.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21160979.
6	Minimum investment return. Enter 5% of line 5	6	1058049.

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

1	Minimum investment return from Part X, line 6	1	1058049.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	8432.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8432.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1049617.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1049617.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1049617.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1146240.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1146240.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	8432.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1137808.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1049617.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009	294856.			
f Total of lines 3a through e	294856.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 1146240.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				1049617.
e Remaining amount distributed out of corpus	96623.			
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	391479.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			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)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	391479.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009	294856.			
e Excess from 2010	96623.			

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

Source	Amount
JP Morgan money market dividends	471.
Total to Form 990-PF, Part I, line 3, Column A	471.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
JP Morgan STEP	20000.	0.	20000.
Total to Fm 990-PF, Part I, ln 4	20000.	0.	20000.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Income from Investments	729369.	729369.	
Total to Form 990-PF, Part I, line 11	729369.	729369.	

Form 990-PF Other Expenses Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Filing Fees	125.	0.		125.
Subscriptions	50.	0.		50.
Prof. Employer Service Fee	76673.	19168.		57505.
Memeberships & dues	500.	0.		500.
To Form 990-PF, Pg 1, ln 23	77348.	19168.		58180.

Form 990-PF	Other Investments	Statement	5
Description	Valuation Method	Book Value	Fair Market Value
Parsec Trading Corp.	FMV	1202605.	1202605.
HBK Offshore Fund	FMV	0.	0.
Naples Investments, LLC	FMV	336121.	336121.
Chalkstream Investment Fund	FMV	3837476.	3837476.
TPG-Axon Partners	FMV	5374911.	5374911.
NIAS Futures Fund, LTD	FMV	2852227.	2852227.
Millenium Int'l LTD	FMV	1994258.	1994258.
JP Morgan STEP	FMV	955200.	955200.
Drawbridge Special Opportunities Fund	FMV	1000506.	1000506.
Total to Form 990-PF, Part II, line 13		17553304.	17553304.

Form 990-PF	Other Assets	Statement	6
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Security Deposit	395.	395.	395.
Distribution receivable	2236384.	0.	0.
Note receivable - Team Newark	37500.	44000.	44000.
Receivable - YSI	0.	18000.	18000.
Accrued interest on bond	0.	778.	778.
Accrued interest on N/R	0.	505.	505.
To Form 990-PF, Part II, line 15	2274279.	63678.	63678.

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement	7
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Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan	Expense Contrib Account
James S. Regan 47 Hulfish Street, Suite 305 Princeton, NJ 08542	Pres. & Treasurer 3.00	0.	0.	0.
Amy H. Regan 47 Hulfish Street, Suite 305 Princeton, NJ 08542	V.P. & Secretary 3.00	0.	0.	0.
Steven B. Smotrich 47 Hulfish Street, Suite 305 Princeton, NJ 08542	V.P. & Asst. Sec. 1.00	0.	0.	0.
James S. Regan III 47 Hulfish Street, Suite 305 Princeton, NJ 08542	Director 1.00	0.	0.	0.
Catherine H. Regan Lawliss 47 Hulfish Street, Suite 305 Princeton, NJ 08542	Director 1.00	0.	0.	0.
Patrick H. Regan 47 Hulfish Street, Suite 305 Princeton, NJ 08542	Director 1.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

HARBOURTON FOUNDATION
E.I.N. 22-2436112
Form 990 PF, F/Y/E 6/30/11

Part XV – Contributions Paid

Statement 8

The Crisis Ministry of Princeton
123 E. Hanover Street
Trenton, NJ 08608
I.D. # 22-3198464
501(c)(3)
\$5,000.00

Provides emergency help to low income people in the area.

Princeton Area Community Foundation
15 Princess Road
Lawrenceville, NJ 08648
I.D. #52-1746234
501(c)(3)
\$15,000.00

Established to build and maintain a permanent endowment for the benefit of the community.

Association of Small Foundations
733 15th Street NW, Suite 700
Washington, DC 20005
I.D.#65-0617866
501(c)(3)
\$695.00

A resource organization for small foundations.

Council of NJ Grantmakers
101 West State Street
Trenton, NJ 08608
(609) 341-2021
I.D.#22-3470235
501(c)(3)
\$1,000.00

Provides programs that address critical issues and provide skill-building opportunities for grantmakers and their trustees.

HARBOURTON FOUNDATION
E.I.N. 22-2436112
Form 990 PF, F/Y/E 6/30/11

Part XV – Contributions Paid

Statement 8

Homefront

2265 Brunswick Pike

Lawrenceville, NJ 08648

I.D. #2203165145

501(c)(3)

\$55,000.00

A legion of volunteers who reach out to meet the needs of homeless families in Mercer County.

The Nichols School

1250 Amherst St.

Buffalo, NY 14216

I.D. #16-0755808

(501(c)(3)

\$278,660.00

Financial aid

Springboard Innovation

10101 SW Barbur Blvd., Ste. 208

Portland, OR 97219

I.D. # 34-1996112

501(c)(3)

\$20,000.00

Enables average citizens to become extraordinary change agents. Provides educational programs, opportunities for community connections, and online tools that help launch social ventures.

Isles, Inc.

10 Wood Street

Trenton, NJ 08618

I.D. # 22-2350832

501(c)(3)

\$33,215.00

Supports work that advances social, environmental, and economic fairness.

HARBOURTON FOUNDATION
E.I.N. 22-2436112
Form 990 PF, F/Y/E 6/30/11

Part XV – Contributions Paid

Statement 8

American Ballet Theatre
890 Broadway
New York, NY 10003
I.D. #13-1882106
501(c)(3)
\$92,500.00
Bringing art of the very highest quality to its audiences.

Make-A-Wish Foundation
1034 Salem Road
Union, NJ 0708307058
I.D. #86-0481941
501(c)(3)
\$500.00
Enriching the lives of children with life-threatening medical conditions through its wish-granting work.

George Mason University
4400 University Drive
Fairfax, VA 22030
I.D. #54-0836354
\$12,000.00
Tuition Assistance

Institute for Justice
901 N. Glebe Road, Suite 900
Arlington, VA 22203
I.D. #52-1744337
(501(c)(3))
\$25,000.00
Litigates to secure economic liberty, school choice, private property rights, freedom of speech and other vital individual liberties.

HARBOURTON FOUNDATION
E.I.N. 22-2436112
Form 990 PF, F/Y/E 6/30/11

Part XV – Contributions Paid

Statement 8

Big Brothers Big Sisters
535 East Franklin Street
Trenton, NJ 08610-5313
I.D. #06-1653897

501(c)(3)

\$5,000.00

To help children reach their full potential through professionally supported one-to-one mentoring relationships.

Inspiring Kids
P O Box 841
Norwich, VT 05055
I.D. #20-8956371

(501(c)(3)

\$15,000.00

Providing meaningful educational experiences.

Rock Brook School Foundation
109 Orchard Road
Skillman, NJ 08558
I.D. #22-2120902

\$20,000.00

501(c)(3)

The Rock Brook School is a non-profit day school for children ages 3 to 12 who have special needs, including physical and developmental disabilities.

Interfaith Caregivers Trenton
207 Hillcrest Avenue
Trenton, NJ 08618
I.D. #22-3312846

501(c)(3)

\$5,000.00

Volunteers assisting seniors in the community in the tasks of everyday life.

HARBOURTON FOUNDATION
E.I.N. 22-2436112
Form 990 PF, F/Y/E 6/30/11

Part XV – Contributions Paid

Statement 8

Centurion Ministries
221 Witherspoon Street
Princeton, NJ 08542
I.D. #22-2563979
501(c)(3)
\$125,000.00
Seeking freedom for the imprisoned innocent

Woods Hole Research Center
13 Church Street
P.O. Box 296
Woods Hole, MA 02543
I.D.#04-3005094
501(c)(3)
\$50,000.00
Non-profit research institution working with scientists and policy workers to determine effects of deforestation on environment and global warming.

Recording for the Blind and Dyslexic – NJ Unit
36A Hibben Road
Princeton, NJ 08540
I.D.#21-0716112
501(c)(3)
\$20,000.00
This organization records books on to tapes and make this resource available to blind and dyslexic people.

CASA of Mercer
3131 Princeton Pike, Bldg, 4, Suite 113
Lawrenceville, NJ 08648
I.D. #22-3770968
501(c)(3)
\$5,000.00
CASA will provide volunteers to advocate for services for children who have been removed from their homes due to abuse or neglect.

HARBOURTON FOUNDATION
E.I.N. 22-2436112
Form 990 PF, F/Y/E 6/30/11

Part XV – Contributions Paid

Statement 8

Womanspace
1212 Stuyvesant Avenue
Trenton, NJ 08618
I.D. #22-2172522
501(c)(3)
\$1,500.00
Provides safe short-term housing for families.

Princeton Future
P O Box 11742
Princeton, NJ 08542
I.D. #22-3756013
501(c)(3)
\$5,000.00
Princeton community development plan

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

Boys & Girls Club of Trenton
212 Centre Street
Trenton, NJ 08611
I.D. #21-0634556
501(c)(3)
\$5,000.00
Inspire and enable all young people, but especially youth from disadvantaged circumstances, to realize their full potential.

HARBOURTON FOUNDATION
E.I.N. 22-2436112
Form 990 PF, F/Y/E 6/30/11

Part XV – Contributions Paid

Statement 8

Latin American Legal Defense and Education Fund, Inc.

P O Box 80

Princeton, NJ 08842

I.D. # 20-2484231

501(c)(3)

\$5,000.00

To promote and protect the civil rights, and increase the access to education of Latin American in the Princeton regional area (primarily Mercer County).

D&R Greenway Land Trust

One Preservation Place

Princeton, NJ 08540

I.D. # 22-3035836

501(c)(3)

\$2,500.00

Land preservation.

International Justice Mission

P O Box 58147

Washington, DC 20037

I.D. # 54-1722887

501(c)(3)

\$156,666.00

Human rights agency that secures justice for victims of slavery, sexual exploitation, and other forms of violent oppression. IJM lawyers, investigators and aftercare professionals work with local officials to ensure immediate victim rescue and aftercare, to prosecute perpetrators and to promote functioning public justice systems.

Foundation Fighting Blindness

P O Box 449

Princeton, NJ 08542

I.D. # 23-7135845

501(c)(3)

\$5,368.00

To drive the research that will provide preventions, treatments and cures for people affected by retinitis pigmentosa, macular degeneration, Usher syndrome, and the entire spectrum of retinal degenerative diseases.

HARBOURTON FOUNDATION
E.I.N. 22-2436112
Form 990 PF, F/Y/E 6/30/11

Part XV – Contributions Paid

Statement 8

Cedarwood Waldorf School
3030 SW 2nd Avenue
Portland, OR 97201
I.D. #91-1828325
501(c)(3)
\$2,000.00
Tuition funding

Chartwell School
2511 Numa Watson Road
Seaside, CA 93955
I.D. #77-0119013
501(c)(3)
\$2,000.00

Provide diagnostic education to students with specific learning variations in a way that provides them with the academic skills, confidence, creativity and perseverance necessary to meet the challenges of mainstream education and lifelong learning.

Colby-Sawyer College
541 Main Street
New London, NH 03257-7835
I.D. #02-0222120
501(c)(3)
\$2,500.00

Operational support for the college's highest priorities, above all, students and faculty.

Princeton Symphony Orchestra
P O Box 250
Princeton, NJ 08542
I.D. #22-2327766
501(c)(3)
\$1,000.00

To stimulate appreciation and knowledge of music, making it more accessible to a larger and more diverse community and to young audiences through outreach and education.

HARBOURTON FOUNDATION
E.I.N. 22-2436112
Form 990 PF, F/Y/E 6/30/11

Part XV – Contributions Paid

Statement 8

New York Times Neediest Cases Fund
4 Chase Metrotech Center, 7th floor East
Lockbox 5193

Brooklyn, NY 11245

I.D. #13-6066063

501(c)(3)

\$1,500.00

Help established welfare agencies solicit funds for the poor.

Passage Theater Company

P.O. Box 967

Trenton, NJ 08605-0967

I.D.#22-2679031

501(c)(3)

\$10,000.00

A professional Equity theater serving the urban population of Trenton

New Jersey Farmers Against Hunger

993 Lenox Drive

Lawrenceville, NJ 08648

I.D. #26-2367584

501(c)(3)

\$5,000.00

Non-profit entity that operates year round and was designed to link farmers, grocery stores and produce suppliers with over 60 emergency feeding organizations, soup kitchens and service organizations, as well as providing produce to the state's food bank.

Earthwatch Institute

114 Western Avenue

Boston, MA 02134

I.D. #23-7168440

501(c)(3)

\$2,500.00

To engage people worldwide in scientific field research and education in order to promote the understanding and action necessary for a sustainable environment.

HARBOURTON FOUNDATION
E.I.N. 22-2436112
Form 990 PF, F/Y/E 6/30/11

Part XV – Contributions Paid

Statement 8

Bravo! Vail Valley Music Festival
2271 N. Frontage Road W
Unit C
Vail, CO 81657
I.D. #84-1074065
501(c)(3)
\$30,000.00
Supporting the area's performing arts.

Young Scholars' Institute
349 West State Street
Trenton, NJ 08638
I.D.#22-3051022
501(c)(3)
\$60,000.00
Provides educational, recreational and cultural activities for inner city youth.