Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning OCT 1, 2010 **, and ending** SEP 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
HEYDAY FOUNDATION
C/O TURTLE BAY GROUP, INC.

A Employer identification number 13-6956580

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

B Telephone number 646-578-8120

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

C If exemption application is pending, check here ▶☐
D 1 Foreign organizations, check here ▶☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 1,479,576.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	13.	13.		STATEMENT 1
	4 Dividends and interest from securities	16,773.	16,773.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-112,537.			
	b Gross sales price for all assets on line 6a 353,942.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	-3,594.	-3,594.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	-99,345.	13,192.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	6,190.	3,095.		3,095.
	c Other professional fees STMT 5	16,240.	16,240.		0.
	17 Interest	5,379.	5,379.		0.
	18 Taxes STMT 6	594.	594.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	250.	0.		250.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	28,653.	25,308.		3,345.
	25 Contributions, gifts, grants paid	82,180.			82,180.
	26 **Total expenses and disbursements** Add lines 24 and 25	110,833.	25,308.		85,525.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-210,178.			
	b **Net investment income** (if negative, enter -0-)		0.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	8,363.	14,744.	14,744.
	2 Savings and temporary cash investments	17,614.	9,657.	9,657.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	572,560.	476,004.	447,700.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	861,636.	749,590.	1,007,475.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1,460,173.	1,249,995.	1,479,576.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	1,460,173.	1,460,173.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	-210,178.	
	30 **Total net assets or fund balances**	1,460,173.	1,249,995.	
	31 **Total liabilities and net assets/fund balances**	1,460,173.	1,249,995.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,460,173.
2 Enter amount from Part I, line 27a	2	-210,178.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,249,995.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,249,995.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CAPITAL GAINS FROM BARCLAYS	P	VARIOUS	VARIOUS
b	CAPITAL GAINS FROM BARCLAYS	P	VARIOUS	VARIOUS
c	CAPITAL GAINS FROM K1	P	VARIOUS	VARIOUS
d	CAPITAL GAINS FROM K1	P	VARIOUS	VARIOUS
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	34,788.		35,153.	-365.
b	230,769.		289,285.	-58,516.
c			142,041.	-142,041.
d	88,385.			88,385.
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				-365.
b				-58,516.
c				-142,041.
d				88,385.
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	-112,537.
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	56,560.	1,444,536.	.039154
2008	66,059.	1,332,173.	.049587
2007	134,049.	1,985,142.	.067526
2006	168,301.	2,138,559.	.078698
2005	107,393.	1,892,779.	.056738

2 Total of line 1, column (d)	2	.291703
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	.058341
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,583,392.
5 Multiply line 4 by line 3	5	92,377.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	92,377.
8 Enter qualifying distributions from Part XII, line 4	8	85,525.

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	0.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	0.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	300.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	300.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	300.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 300. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ HEYDAY FOUNDATION Telephone no. ▶ 646-578-8120
Located at ▶ 305 MADISON AVE, #755, NEW YORK, NY ZIP+4 ▶ 10165

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see 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		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d).
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X
If "Yes" to 6b, file Form 8870.
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,576,382.
b	Average of monthly cash balances	1b	31,123.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,607,505.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,607,505.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	24,113.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,583,392.
6	**Minimum investment return** Enter 5% of line 5	6	79,170.

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	79,170.
2a	Tax on investment income for 2010 from Part VI, line 5 2a		
b	Income tax for 2010. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	79,170.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	79,170.
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	79,170.

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	85,525.
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	85,525.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	85,525.

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					79,170.
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	14,134.				
d From 2008					
e From 2009					
f **Total** of lines 3a through e		14,134.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 85,525.					
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					79,170.
e Remaining amount distributed out of corpus		6,355.			
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		20,489.			
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		20,489.			
10 Analysis of line 9:					
a Excess from 2006					
b Excess from 2007	14,134.				
c Excess from 2008					
d Excess from 2009					
e Excess from 2010	6,355.				

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 10				
Total			▶ 3a	82,180.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	13.	
4 Dividends and interest from securities			14	16,773.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			01	-3,594.	
8 Gain or (loss) from sales of assets other than inventory			18	-112,537.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		-99,345.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 -99,345.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

CLIENT COPY

Signature of officer or trustee | Date | TRUSTEE Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
Firm's name ▶ TURTLE BAY GROUP, INC.			Firm's EIN ▶	
Firm's address ▶ 305 MADISON AVENUE, SUITE 755 NEW YORK, NY 10165			Phone no. 646-578-8120	

Form 990-PF (2010)

023622
04-26-11

17070720 142721 00-6956580 2010.05042 HEYDAY FOUNDATION C/O TURTL 00-69561

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

SOURCE	AMOUNT
INTEREST INCOME	13.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	13.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	16,773.	0.	16,773.
TOTAL TO FM 990-PF, PART I, LN 4	16,773.	0.	16,773.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME FROM K-1	-3,594.	-3,594.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-3,594.	-3,594.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,190.	3,095.		3,095.
TO FORM 990-PF, PG 1, LN 16B	6,190.	3,095.		3,095.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	16,240.	16,240.		0.
TO FORM 990-PF, PG 1, LN 16C	16,240.	16,240.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	594.	594.		0.
TO FORM 990-PF, PG 1, LN 18	594.	594.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	250.	0.		250.
TO FORM 990-PF, PG 1, LN 23	250.	0.		250.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	476,004.	447,700.
TOTAL TO FORM 990-PF, PART II, LINE 10B	476,004.	447,700.

Barclays Wealth

REALIZED GAINS AND LOSSES

Account 837-60866-1-0-102

THE HEYDAY FOUNDATION MANAGED BY: HORIZON ASSET MGMT

From 10-01-10 Through 09-30-11

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
08-13-07	10-01-10	499	El Paso Corporation	8,414 68		6,196 00		-2.218 68
08-13-07	10-05-10	213	Allegheny Energy Inc	11,321 76		5.282 70		-6,039 06
03-05-08	10-06-10	386	Fannie Mae (Federal Natl Mtg Assn)	9,566 43		110 58		-9,455 85
10-22-08	10-11-10	154	***Anglo American Plc Adr New	1,576 01		3,372 54		1,796 53
08-13-07	10-15-10	185	Allegheny Energy Inc	9,833 45		4,540 74		-5,292 71
10-22-08	10-22-10	33	***Anglo American Plc Adr New	337 72		751 45		413 73
04-06-09	10-22-10	82	***Anglo American Plc Adr New	807 19		1,867 24		1,060 05
08-13-07	10-27-10	112	Allegheny Energy Inc	5,953 23		2,579 95		-3,373 28
08-13-07	10-28-10	158	***Gazprom O A O Sponsored Adr	6,691 30		3,455 53		-3,235 77
08-13-07	11-09-10	663	Rri Energy Inc	17,128 55		2,524 09		-14,604 46
04-06-09	11-15-10	128	***Anglo American Plc Adr New	1,260 00		3,112 90		1.852 90
03-19-09	11-16-10	469	***China Unicom Hong Kong Limited Sponsore	4,827 62		6,394 51		1,566 89
03-19-09	12-09-10	200	***China Unicom Hong Kong Limited Sponsore	2,058 69		2,770 39		711 70
08-13-07	12-10-10	64	***Brookfield Asset Management Inc Class A	2,086 42		1.991 64		-94 78
08-13-07	12-10-10	13	***Cnooc Ltd Sponsored Adr Rep 100 Shs Cl	1,451 44		3.032 84		1,581 40
08-13-07	12-10-10	132	***Cenovus Energy Inc	3,754 33		4,093 25		338 92
08-13-07	12-10-10	1,187	Genon Energy Inc	30,666 04		4,261 25		-26,404 79
08-13-07	12-10-10	50	***Icici Bank Ltd Sponsored Adr	2,176 74		2,442 45		265 71
08-13-07	12-10-10	83	***Imperial Oil Ltd New	3,545 83		3,115 76		-430 07
11-17-09	12-10-10	14	Intercontinentalexchange Inc	1,538 79		1,646 79		108 00
03-03-10	12-10-10	56	Jarden Corporation	1.868 16		1,769 57	-98 59	
08-13-07	12-10-10	50	Leucadia National Corp	2,093 23		1,415 47		-677 76
07-15-10	12-10-10	34	Loews Corporation	1,227 29		1,310 67	83 38	
07-22-08	12-10-10	5	Mastercard Inc	1,364 58		1,266 87		-97 71
08-13-07	12-10-10	59	Nasdaq Omx Group Inc (The)	1,918 06		1,337 50		-580 56
04-28-10	12-10-10	22	Sears Holdings Corp	2,626 70		1,504 55	-1,122 15	
05-27-10	12-10-10	18	Sears Holdings Corp	1,586 58		1,231 00	-355 58	
03-24-09	12-10-10	36	Vornado Realty Trust	1.264 64		2,951 59		1.686 95
08-13-07	12-14-10	77	***Imperial Oil Ltd New	3,289 50		2,970 05		-319 45
08-13-07	12-16-10	127	***Gazprom O A O Sponsored Adr	5,378 45		3,191 64		-2,186 81
01-06-10	12-16-10	40	Lender Processing Svcs Inc	1 602 90		1,203 70	-399 20	
01-07-10	12-16-10	24	Lender Processing Svcs Inc	954 18		722 22	-231 96	
08-13-07	12-29-10	136	***Gazprom O A O Sponsored Adr	5,759 60		3,430 47		-2.329 13
03-19-09	01-04-11	207	***China Unicom Hong Kong Limited Sponsore	2,130 74		2,979 21		848 47
01-07-10	01-05-11	98	Lender Processing Svcs Inc	3,896 24		2,981 90	-914 34	
01-07-10	01-11-11	96	Lender Processing Svcs Inc	3,816 73		2,875 75		-940 98
03-20-09	01-14-11	43	***China Life Insurance Co Ltd Sponsored A	2,061 88		2,676 84		614 96

Barclays Wealth

REALIZED GAINS AND LOSSES

Account 837-60866-1-0-102

THE HEYDAY FOUNDATION MANAGED BY: HORIZON ASSET MGMT

From 10-01-10 Through 09-30-11

							Gain Or Loss	
Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Short Term	Long Term
08-13-07	01-14-11	99	***Icici Bank Ltd Sponsored Adr	4,309 94		4,427 70		117 76
11-17-09	01-18-11	542	Guggenheim China Real Estate Etf	10,388 58		11,290 28		901 70
12-09-09	01-18-11	87	Guggenheim China Real Estate Etf	1,730 23		1,812 28		82 05
03-20-09	01-20-11	85	***China Life Insurance Co Ltd Sponsored A	4,075 82		5,163 18		1,087 36
12-09-09	01-20-11	283	Guggenheim China Real Estate Etf	5,628 22		5,773 34		145 12
09-07-10	01-20-11	96	Guggenheim China Real Estate Etf	1,781 56		1.958 45	176 89	
10-13-10	01-20-11	121	Guggenheim China Real Estate Etf	2,542 21		2.468 46	-73 75	
01-07-10	02-01-11	118	Lender Processing Svcs Inc	4,691 40		3.767 92		-923 48
08-13-07	02-08-11	21	Berkshire Hathaway Inc Del Cl B New	1,543 50		1.776 56		233 06
02-18-10	02-08-11	29	Cbre Group Inc Cl A	381 35		692 50	311 15	
09-04-08	02-08-11	16	***Carnival Corp Common Paired Stock	608 81		750 70		141 89
03-20-09	02-08-11	50	***China Life Insurance Co Ltd Sponsored A	2,397 54		2,905 94		508 40
04-07-10	02-08-11	39	Forest City Enterprises Inc Cl A	600 53		689 89	89 36	
07-22-10	02-08-11	30	***Franco-Nevada Corporation	917 43		894 37	-23 06	
11-05-09	02-08-11	34	***Grupo Televisa Sa De Cv Sponsored Adr R	690 24		814 96		124 72
11-17-09	02-08-11	16	Intercontinentalexchange Inc	1.758 62		1,904 32		145 70
06-07-10	02-08-11	27	Liberty Media Corp Class A	1,097 10		1,907 78	810 68	
05-29-09	02-08-11	106	***Melco Crown Entertainment Ltd Adr	637.62		778 02		140 40
08-13-07	02-08-11	18	Nyse Euronext	1,345 63		595 69		-749 94
02-18-10	02-17-11	2	Cbre Group Inc Cl A	26 30		50 42	24 12	
02-19-10	02-17-11	124	Cbre Group Inc Cl A	1.643 91		3,126 08	1,482 17	
08-13-07	03-04-11	12	***Cnooc Ltd Sponsored Adr Rep 100 Shs Cl	1,339 79		2,725 51		1,385 72
04-06-09	03-08-11	229	***Anglo American Plc Adr New	2,254 22		5,990 52		3,736 30
08-13-07	03-08-11	24	***Brookfield Asset Management Inc Class A	782 41		767 50		-14 91
08-13-07	03-08-11	3	***Cnooc Ltd Sponsored Adr Rep 100 Shs Cl	334 95		703 48		368 53
03-20-09	03-08-11	37	***China Life Insurance Co Ltd Sponsored A	1,774 18		2,173 15		398 97
11-19-09	03-08-11	15	***China Life Insurance Co Ltd Sponsored A	1,101 21		881 01		-220 20
08-13-07	03-08-11	49	Leucadia National Corp	2,051 36		1,633 13		-418 23
11-19-09	03-24-11	78	***China Life Insurance Co Ltd Sponsored A	5,726 28		4.251 58		-1,474 70
09-04-08	03-25-11	148	***Carnival Corp Common Paired Stock	5,631 49		5.759 87		128 38
11-17-09	03-29-11	41	Intercontinentalexchange Inc	4,506 45		5,148 05		641 60

Barclays Wealth

REALIZED GAINS AND LOSSES

Account 837-60866-1-0-102

THE HEYDAY FOUNDATION MANAGED BY: HORIZON ASSET MGMT

From 10-01-10 Through 09-30-11

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
11-19-09	03-29-11	35	Intercontinentalexchange Inc	3,747 56		4 394 68		647 12
09-04-08	03-30-11	76	***Carnival Corp Common Paired Stock	2,891 85		2.942 53		50 68
08-13-07	04-19-11	107	Nasdaq Omx Group Inc (The)	3,478 51		2,961 96		-516 55
03-04-09	04-21-11	2	Cme Group Inc	372 79		623 18		250 39
06-25-10	04-21-11	29	Dreamworks Animation Skg Inc Cl A	827 67		766 16	-61 51	
11-05-09	04-21-11	26	***Grupo Televisa Sa De Cv Sponsored Adr R	527 83		599 28		71 45
03-03-10	04-21-11	23	Jarden Corporation	767 28		826 14		58 86
09-04-08	04-26-11	90	***Carnival Corp Common Paired Stock	3,424 56		3,360 87		-63 69
08-13-07	04-26-11	89	***Cenovus Energy Inc	2,531 33		3,372 07		840 74
11-19-09	05-03-11	45	Intercontinentalexchange Inc	4 818 30		5,255 51		437 21
07-15-10	05-10-11	14	Loews Corporation	505 35		591 62	86 27	
08-13-07	06-14-11	43	Berkshire Hathaway Inc Del Cl B New	3,160 50		3,239 46		78 96
08-13-07	06-14-11	73	***Icici Bank Ltd Sponsored Adr	3,178 03		3,467 16		289 13
08-13-07	06-15-11	121	Nasdaq Omx Group Inc (The)	3,933 64		2,866 26		-1,067 38
08-13-07	07-11-11	157	Nasdaq Omx Group Inc (The)	5,103.98		3.792 42		-1,311 56
05-29-09	07-20-11	300	***Melco Crown Entertainment Ltd Adr	1,804 57		4,412 90		2,608 33
07-15-10	07-26-11	20	Loews Corporation	721.94		809 44		87 50
08-03-10	07-26-11	54	Loews Corporation	2,039 26		2,185 48	146 22	
08-13-07	07-27-11	69	***Cenovus Energy Inc	1,962 49		2,688 38		725 89
08-13-07	08-02-11	14	***Icici Bank Ltd Sponsored Adr	609 49		637 58		28 09
06-23-09	08-02-11	45	***Icici Bank Ltd Sponsored Adr	1,250 00		2,049 35		799 35
06-23-09	08-04-11	57	***Icici Bank Ltd Sponsored Adr	1,583 33		2,482 64		899 31
08-03-10	08-05-11	14	Loews Corporation	528 70		527 72		-0 98
08-10-10	08-05-11	54	Loews Corporation	2,054 09		2,035 49	-18 60	
08-13-07	08-10-11	183	***Cenovus Energy Inc	5,204 86		6,179 89		975 03
08-10-10	08-16-11	12	Loews Corporation	456.46		441 05		-15 41
08-20-10	08-16-11	54	Loews Corporation	1,964 04		1,984 74	20 70	
08-13-07	08-23-11	96	***Imperial Oil Ltd New	4,101 20		3,816 44		-284 76
08-20-10	09-07-11	9	Loews Corporation	327.34		330 43		3 09
08-26-10	09-07-11	61	Loews Corporation	2,135 09		2,239 57		104 48
08-26-10	09-15-11	14	Loews Corporation	490 02		518 57		28 55
09-02-10	09-15-11	59	Loews Corporation	2,131.59		2.185 41		53 82
08-13-07	09-20-11	111	Nyse Euronext	8,298 07		2,959 98		-5,338 09
09-02-10	09-21-11	10	Loews Corporation	361 29		356 35		-4 94
10-04-10	09-21-11	62	Loews Corporation	2.322 96		2,209 36	-113 60	
10-04-10	09-27-11	6	Loews Corporation	224 80		217 67	-7 13	
10-12-10	09-27-11	58	Loews Corporation	2,265 51		2,104 11	-161 40	
10-29-10	09-27-11	5	Loews Corporation	197 36		181 39	-15 97	
TOTAL GAINS							3,230 94	32,171 87
TOTAL LOSSES							-3,596 85	-90,686 65
				324,438.17	**0.00**	**265,557.48**	**-365.91**	**-58.514.78**

TOTAL REALIZED GAIN/LOSS -58,880 69

This report has been produced as a courtesy to Barclays Wealth clients and does not take the place of your customer account statement(s) which officially report your positions as shown on the books and records of the firm This report contains additional portfolio information (including but not limited to accrued interest amortization accretion and FASB 115 considerations) that is provided as a supplement to your monthly statement This report contains information (including but not limited to prices quotes and statistics) obtained from various outside sources we do not represent that this information is accurate or complete and it should not be relied upon as such To the extent there is a conflict between your customer account statement or your trade confirmation and this report the customer account statement or trade confirmation will control This report is not intended for tax purposes please consult your tax advisor Please consult with your accounting advisor for the accounting treatment and financial statement presentation of Auction Rate Securities under Generally Accepted Accounting Principals

BEGINNING OF YEAR ASSETS

BARCLAYS WEALTH

Brokerage account
837-60866

THE HEYDAY FOUNDATION
September 1 - September 30, 2010

HOLDINGS

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

Equities

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

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

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

BEGINNING OF YEAR ASSETS

BARCLAYS WEALTH

Brokerage account
837-60866

THE HEYDAY FOUNDATION
September 1 - September 30, 2010

Equities

Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est. ann. yield (%)	Est. annual income ($)	Comment / Research rating
***CHINA UNICOM HONG KONG (CHU) LIMITED SPONSORED ADR (1 ADS RPSTG 10 ORD)	876	10.29	9,017.05	14.56	12,754.56	3,737.51	1.442	183.96	In cash account
DREAMWORKS ANIMATION SKG INC (DWA) CL A	176	28.84	5,076.14	31.91	5,616.16	540.02			In cash account
EL PASO CORPORATION (EP)	499	16.86	8,414.68	12.38	6,177.62	- 2,237.06	0.323	19.96	In cash account Barclays: 1-O/NEU
FANNIE MAE (FNMA) (FEDERAL NATL MTG ASSN)	386	24.78	9,566.43	0.273	105.61	- 9,460.82			In cash account
FOREST CITY ENTERPRISES INC (FCEA) CL A	973	13.75	13,375.54	12.83	12,483.59	- 891.95			In cash account
***FRANCO-NEVADA CORPORATION (FNNVF)	248	30.63	7,597.05	31.45	7,799.77	202.72	0.954	74.40	In cash account Shares denominated in: Canadian Dollar - CAD
***GAZPROM O A O (OGZPY) SPONSORED ADR	421	42.35	17,829.35	20.72	8,723.12	- 9,106.23	1.153	100.62	In cash account
***GRUPO TELEVISA SA DE CV (TV) SPONSORED ADR REPSTG 2 ORD PARTN CERTS	766	19.99	15,314.71	18.92	14,492.72	- 821.99	6.163	893.16	In cash account Shares denominated in: Mexican New Peso - MXN Barclays: 2-E/NEG
***ICICI BANK LTD (IBN) SPONSORED ADR	411	38.42	15,790.66	49.85	20,488.35	4,697.69	1.033	211.67	In cash account Shares denominated in: Indian Rupee - IND
***IMPERIAL OIL LTD NEW (IMO)	590	42.72	25,205.28	37.82	22,313.80	- 2,891.48	1.124	250.75	In cash account Shares denominated in: Canadian Dollar - CAD
INTERCONTINENTALEXCHANGE INC (ICE)	151	108.41	16,369.72	104.72	15,812.72	- 557.00			In cash account Barclays: 1-O/NEU
JARDEN CORPORATION (JAH)	657	29.26	19,220.80	31.13	20,452.41	1,231.61	1.060	216 81	In cash account Barclays: 1-O/POS
LENDER PROCESSING SVCS INC (LPS)	376	39,79	14,961.45	33.23	12,494.48	- 2,466.97	1.204	150.40	In cash account Barclays: 1-O/NEU
LEUCADIA NATIONAL CORP (LUK)	934	29.96	27,982.57	23.62	22,061.08	- 5,921.49			In cash account
LIBERTY MEDIA HOLDING (LCAPA) CORPORATION CAPITAL SER A	308	45.11	13,894.73	52.06	16,034.48	2,139.75			In cash account Barclays: 2-E/NEU
LOEWS CORPORATION (L)	409	36.53	14,942.46	37.90	15,501.10	558.64	0.660	102.25	In cash account
MASTERCARD INC (MA)	63	220.37	13,883.55	224.00	14,112.00	228.45	0.268	37.80	In cash account Barclays: 1-O/NEU
***MELCO CROWN ENTERTAINMENT (MPEL) LTD ADR	791	6.02	4,758.06	5.07	4,010.37	- 747.69			In cash account

BEGINNING OF YEAR ASSETS

BARCLAYS WEALTH
Equities

Brokerage account
837-60866

THE HEYDAY FOUNDATION
September 1 - September 30, 2010

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

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

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END OF YEAR ASSETS

HOLDINGS

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Unrealized gain/loss total reflects all positions for which a cost basis is available Please review the Tax Lot section for details regarding cost basis

Equities

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

Note Trade price may include any applicable local taxes and fees

Common stocks(Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est ann yield (%)	Est annual income ($)	Comment / Research rating
***GREENLIGHT CAPITAL RE LTD (GLRE) CLASS A	569	$ 26 53	$ 15,096 84	$ 20 740	$ 11,801 06	-$ 3,295 78			In cash account
AUTONATION INC DEL (AN)	914	30 00	27,419 92	32 780	29,960 92	2,541 00			In cash account
BOK FINANCIAL CORP NEW (BOKF)	53	52 60	2,787 80	46 890	2,485 17	- 302 63	2 292	58 30	In cash account
BERKSHIRE HATHAWAY INC DEL (BRKB) CL B NEW	234	73 50	17,199 00	71 040	16,623 36	- 575 64			In cash account Barclays 1-O/NEU
***BROOKFIELD ASSET MANAGEMENT (BAM) INC CLASS A LTD VTG SHS	1,047	32 60	34,132 57	27 758	29,063 28	- 5,069 30	1 870	544 44	In cash account Shares denominated in Canadian Dollar - CAD
CB RICHARD ELLIS GROUP INC (CBG)	225	13 26	2,982 90	13 460	3,028 50	45 60			In cash account Barclays 1-O/NEU
CME GROUP INC (CME)	47	186 40	8,760 62	246 400	11,580 80	2,820 18	2 177	263 20	In cash account Barclays 2-E/NEU
***CNOOC LTD (CEO) SPONSORED ADR REP 100 SHS CL H	58	111 65	6,475 64	160 300	9,297 40	2,821 76	3 420	335 07	In cash account
***CARNIVAL CORP (CCL) COMMON PAIRED STOCK	79	38 05	3,006 00	30 300	2,393 70	- 612 30	3 118	79 00	In cash account Barclays 1-O/NEU
DREAMWORKS ANIMATION SKG INC (DWA) CL A	1,121	23 30	26,119 91	18 180	20,379 78	- 5,740 13			In cash account Barclays 3-U/NEU
FOREST CITY ENTERPRISES INC (FCEA) CL A	1,229	14 01	17,222 48	10 660	13,101 14	- 4,121 34			In cash account
***FRANCO-NEVADA CORPORATION (FNV)	669	33 10	22,143 85	36.312	24,292 90	2,149 04	1 337	321 12	In cash account Shares denominated in Canadian Dollar - CAD
GOOGLE INC (GOOG) CL A	4	537 96	2,151 84	514 380	2,057 52	- 94 32			In cash account Barclays 1-O/POS
***GRUPO TELEVISA SA DE CV (TV) SPONSORED ADR REPSTG 2 ORD PARTN CERTS	706	19 97	14,096 64	18 390	12,983 34	- 1,113 30	0 750	99 55	In cash account Barclays 2-E/NEG

END OF YEAR ASSETS

BARCLAYS WEALTH

837-60866

THE HEYDAY FOUNDATION
September 1 - September 30, 2011

Equities

Common stocks(Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est ann yield (%)	Est annual income ($)	Comment / Research rating
***HENDERSON LAND DEVELOPMENT (HLDCY) LTD-SPONSORED ADR	3,910	6 92	27,071 00	4 554	17,806 14	- 9,264 86	2 106	402 73	In cash account
HOWARD HUGHES CORP (HHC)	176	53 90	9,485 77	42 100	7,409 60	- 2,076 17			In cash account
***ICICI BANK LTD (IBN) SPONSORED ADR	73	36 76	2,683 14	34 720	2,534 56	- 148 58	1 685	45 33	In cash account
***IMPERIAL OIL LTD NEW (IMO)	334	42 72	14,268 75	36 053	12,041 92	- 2,226 84	1 273	154 64	In cash account Barclays 1-O/POS Shares denominated in Canadian Dollar - CAD
JARDEN CORPORATION (JAH)	838	29 72	24,907 13	28 260	23,681 88	- 1,225 25	1 187	289 11	In cash account Barclays 1-O/POS
***JARDINE STRATEGIC HOLDINGS (JSHLY) LTD BERMUDA UNSPONSORED ADR	475	55 49	26,357 69	52 620	24,994 50	- 1,363 19	0 733	184 30	In cash account
LEUCADIA NATIONAL CORP (LUK)	941	28 10	26,441 10	22 680	21,341 88	- 5,099 22	1 047	235 25	In cash account
LIBERTY MEDIA CORP (LCPAD) NEW LIBERTY CAP COM SER A	337	48 19	16,238 90	66 120	22,282 44	6,043 54			In cash account
LIBERTY MEDIA CORP NEW (LSTAD) LIBERTY STARZ COM SER A	244	71 80	17,518 97	63 560	15,508 64	- 2,010 33			In cash account Barclays 1-O/NEU
LIMITED BRANDS INC (LTD)	359	37 14	13,333 39	38 510	13,825 09	491 70	2 004	287 20	In cash account Barclays 2-E/NEU
LOEWS CORPORATION (L)	67	39 47	2,644 69	34 550	2,314 85	- 329 84	0 710	16 75	In cash account
MASTERCARD INC (MA)	58	215 84	12,518 97	317 160	18,395 28	5,876 31	0 183	34 80	In cash account Barclays 1-O/NEU
***MELCO CROWN ENTERTAINMENT (MPEL) LTD ADR	385	6 02	2,315 87	8 310	3,199 35	883 48			In cash account
NYSE EURONEXT (NYX)	270	74 76	20,184 49	23 240	6,274 80	- 13,909 69	4 908	324 00	In cash account Barclays 1-O/NEU
SEARS HOLDINGS CORP (SHLD)	378	67 99	25,699 53	57 520	21,742 56	- 3,956 97			In cash account Barclays 2-E/NEU
***SWIRE PACIFIC LTD-SPONSORED (SWRAY) ADR REPSTG ORD CL A H$0 60 PAR	1,489	16 12	24,008 87	10 341	15,397 75	- 8,611 12	4 070	641 76	In cash account
VORNADO REALTY TRUST (VNO)	83	35 46	2,943 15	74 620	6,193 46	3,250 31	3 553	229 08	In cash account Barclays 1-O/NEU
WYNN RESORTS LTD (WYNN)	206	37 80	7,786 80	115 080	23,706 48	15,919 68	0 996	257 50	In cash account Barclays 1-O/NEU
Total USD Common stocks					$ 447,700.05	-$ 28,304.20		$ 4,803.13	
Total Equities					**$ 447,700.05**	**-$ 28,304.20**		**$ 4,803.13**	

FORM 990-PF — OTHER INVESTMENTS — STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT PARTNERSHIP	COST	749,590.	1,007,475.
TOTAL TO FORM 990-PF, PART II, LINE 13		749,590.	1,007,475.

FORM 990-PF — GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR — STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
GAY AND LESBIAN LEADERSHIP INSTITUTE 1133 FIFTEENTH STREET, NW WASHINGTON, DC 20005	NONE GENERAL SUPPORT	PUBLIC CHARITY	10,000.
INNOCENCE PROJECT 40 WORTH ST., SUITE 701 NEW YORK, NY 10013	NONE GENERAL SUPPORT	PUBLIC CHARITY	250.
HUMAN RIGHTS CAMPAIGN 1640 RHODE ISLAND AVE. N.W. WASHINGTON, DC 20036-3278	NONE GENERAL SUPPORT	PUBLIC CHARITY	25,000.
POETS HOUSE 10 RIVER TERRACE NEW YORK, NY 10282	NONE GENERAL SUPPORT	PUBLIC CHARITY	275.
THE ASIAN AMERICAN WRITERS WORKSHOP 110-112 W. 27 STREET, STE. 600, NEW YORK, NY 10001	NONE GENERAL SUPPORT	PUBLIC CHARITY	250.
KENNEDY CENTER 2700 F STREET, NW WASHINGTON, DC 20566	NONE GENERAL SUPPORT	PUBLIC CHARITY	5,000.

FOUR WAY BOOKS P.O. BOX 535, VILLAGE STATION NEW YORK, NY 10014	NONE GENERAL SUPPORT	PUBLIC CHARITY	2,500.
ARENA STAGE 1101 SIXTH STREET, SW WASHINGTON, DC 20024	NONE GENERAL SUPPORT	PUBLIC CHARITY	1,500.
CREATIVE TIME 59 EAST 4TH ST., SUITE 6E NEW YORK, NY 10003	NONE GENERAL SUPPORT	PUBLIC CHARITY	15,030.
KATONAH POETRY SERIES 26 BEDFORD ROAD KATONAH, NY 10536	NONE GENERAL SUPPORT	PUBLIC CHARITY	500.
NEW YORK CITY CENTER 130 WEST 56TH STREET NEW YORK, NY 10019	NONE GENERAL SUPPORT	PUBLIC CHARITY	1,500.
BLOOM 5482 WILSHIRE BLVD, #1616 LOS ANGELES, CA 90036	NONE GENERAL SUPPORT	PUBLIC CHARITY	500.
FOUNDATION FOR INDEPENDENCE ARTISTS 246 W 38TH ST RM 4 NEW YORK, NY 10018-9090	NONE GENERAL SUPPORT	PUBLIC CHARITY	500.
POETRY DAILY, THE ACADEMY OF AMERICAN POETS 75 MAIDEN LANE, SUITE 901 NEW YORK, NY 10038	NONE GENERAL SUPPORT	PUBLIC CHARITY	500.
LANGUAGE, ETC. 2200 CALIFORNIA ST., NW WASHINGTON, DC 20008	NONE GENERAL SUPPORT	PUBLIC CHARITY	100.
BASS MUSEUM 2100 COLLINS AVENUE MIAMI, FL 33139	NONE GENERAL SUPPORT	PUBLIC CHARITY	150.

THE PUBLIC THEATER 425 LAFAYETTE STREET NEW YORK, NY 10003	NONE GENERAL SUPPORT	PUBLIC CHARITY	1,800.
BROOKLYN MUSEUM OF ART 200 EASTERN PARKWAY BROOKLYN, NY 11238-6052	NONE GENERAL SUPPORT	PUBLIC CHARITY	5,000.
TRIPLE CANOPY 155 FREEMAN STREET BROOKLYN, NY 11222	NONE GENERAL SUPPORT	PUBLIC CHARITY	500.
WASHINGTON SQUARE ASSOCIATION 7-13 WASHINGTON SQUARE NORTH NEW YORK, NY 10003	NONE GENERAL SUPPORT	PUBLIC CHARITY	125.
COMBINED FEDERAL CAMPAIGN U.S. OFFICE OF PERSONNEL MANAGEMENT 1900 E STREET, NW WASHINGTON, DC 20415	NONE GENERAL SUPPORT	PUBLIC CHARITY	3,500.
COMMUNITY RESOURCE EXCHANGE 42 BROADWAY, 20TH FLOOR NEW YORK, NY 10004	NONE GENERAL SUPPORT	PUBLIC CHARITY	500.
THE CENTER 208 WEST 13TH STREET NEW YORK, NY 10011	NONE GENERAL SUPPORT	PUBLIC CHARITY	500.
FJC/RUSSEL FERBER FOUNDATION 520 8TH AVENUE NEW YORK, NY 10018	NONE GENERAL SUPPORT	PUBLIC CHARITY	200.
SANCTUARY FOR FAMILIES PO BOX 1406, WALL STREET STATION NEW YORK, NY 10268	NONE GENERAL SUPPORT	PUBLIC CHARITY	250.
SAGE 305 7TH AVENUE, 15TH FL. NEW YORK, NY 10001	NONE GENERAL SUPPORT	PUBLIC CHARITY	500.

WOLFSONIAN 1001 WASHINGTON AVENUE MIAMI BEACH, FL 33139	NONE GENERAL SUPPORT	PUBLIC CHARITY	250.
CAROLYN ROSEN MILLER FUND 4200 BISCAYNE BOULEVARD MIAMI, FL 33137-3246	NONE GENERAL SUPPORT	PUBLIC CHARITY	500.
ANDERSON CENTER FOR AUTISM 4885 ROUTE 9, P.O. BOX 367 STAATSBURG , NY 12580	NONE GENERAL SUPPORT	PUBLIC CHARITY	1,000.
CARE RESOURCE 3510 BISCAYNE BOULEVARD MIAMI , FL 33137	NONE GENERAL SUPPORT	PUBLIC CHARITY	1,500.
BROADWAY CARES/EQUITY FIGHTS AIDS 165 WEST 46TH STREET, SUITE 1300 NEW YORK, NY 10036	NONE GENERAL SUPPORT	PUBLIC CHARITY	600.
LANCE ARMSTRONG FOUNDATION EVENTS 2201 E. SIXTH STREET AUSTIN, TX 78702	NONE GENERAL SUPPORT	PUBLIC CHARITY	500.
GILL FOUNDATION 2215 MARKET STREET DENVER, CO 80205	NONE GENERAL SUPPORT	PUBLIC CHARITY	1,400.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			82,180.

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

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

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

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

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	Employer identification number
File by the due date for filing your return See instructions	HEYDAY FOUNDATION C/O TURTLE BAY GROUP, INC.	13-6956580
	Number, street, and room or suite no. If a P.O. box, see instructions. 305 MADISON AVE., NO. # 755	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10165	

Enter the Return code for the return that this application is for (file a separate application for each return) [0 4]

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 ▶ HEYDAY FOUNDATION
305 MADISON AVE, #755 - NEW YORK, NY 10165
Telephone No ▶ 646-578-8120 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until MAY 15, 2012 , to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ [ ] calendar year ______ or
▶ [X] tax year beginning OCT 1, 2010 , and ending SEP 30, 2011 .

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	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 300.
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.

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

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

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

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

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

Type or print

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

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

Employer identification number
13-6956580

Number, street, and room or suite no If a P.O box, see instructions.
305 MADISON AVE., NO. # 755

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

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

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

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

Telephone No ▶ 646-578-8120 FAX No. ▶

● If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

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

4 I request an additional 3-month extension of time until AUGUST 15, 2012

5 For calendar year ______ , or other tax year beginning OCT 1, 2010 , and ending SEP 30, 2011 .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
THE CHARITY RESPECTFULY REQUESTS THE ADDITIONAL TIME TO GATHER THE NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 300.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$ 0.

Signature and Verification

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

Signature ▶ Clement P. Ballay CPA Title ▶ CPA Date ▶ 5/15/12

023842
01-24-11

Form **CHAR500**	**Annual Filing for Charitable Organizations** New York State Department of Law (Office of the Attorney General) Charities Bureau - Registration Section 120 Broadway New York, NY 10271 http //www charitiesnys com	**2010**
This form used for Article 7-A, EPTL and dual filers (replaces forms CHAR 497, CHAR 010 and CHAR 006)		**Open to Public Inspection**

1. General Information

a For the fiscal year beginning (mm/dd/yyyy) 10/01/2010 and ending (mm/dd/yyyy) 09/30/2011

b Check if applicable for NYS:	c Name of organization		d Fed employer ID no. (EIN)
☐ Address change ☐ Name change ☐ Initial filing	HEYDAY FOUNDATION C/O TURTLE BAY GROUP, INC.		13-6956580 e NY State registration no 04-72-65
☐ Final filing ☐ Amended filing	Number and street (or P.O. box if mail not delivered to street address) 305 MADISON AVE.	Room/suite # 755	f Telephone number 646 578-8120
☐ NY registration pending	City or town, state or country and ZIP + 4 NEW YORK, NY 10165		g Email

2. Certification - Two Signatures Required

We certify under penalties of perjury that we reviewed this report, including all attachments, and to the best of our knowledge and belief, they are true, correct and complete in accordance with the laws of the State of New York applicable to this report

	Signature	Printed Name	Title	Date
a President or Authorized Officer	CLIENT COPY		TRUSTEE	
b. Chief Financial Officer or Treas.				

3. Annual Report Exemption Information

a **Article 7-A** annual report exemption (Article 7-A registrants and dual registrants)

Check ➡ [X] if total contributions from NY State (including residents, foundations, corporations, government agencies, etc) did not exceed $25,000 **and** the organization did not engage a professional fund raiser (PFR) or fund raising counsel (FRC) to solicit contributions during this fiscal year.

NOTE: An organization may claim this exemption if no PFR or FRC was used **and** either: 1) it received an allocation from a federated fund, United Way or incorporated community appeal **and** contributions from other sources did not exceed $25,000 **or** 2) it received all or substantially all of its contributions from one government agency to which it submitted an annual report similar to that required by Article 7-A

b **EPTL** annual report exemption (EPTL registrants and dual registrants)

Check ➡ ☐ if gross receipts did not exceed $25,000 **and** assets (market value) did not exceed $25,000 at any time during this fiscal year

For EPTL or Article 7-A registrants claiming the annual report exemption under the one law under which they are registered and for dual registrants claiming the annual report exemptions under both laws, simply complete part 1 (General Information), part 2 (Certification) and part 3 (Annual Report Exemption Information) above. **Do not** *submit a fee,* **do not** *complete the following schedules and* **do not** *submit any attachments to this form*

4. Article 7-A Schedules

If you did **not** check the Article 7-A annual report exemption above, complete the following for this fiscal year

a Did the organization use a professional fund raiser, fund raising counsel or commercial co-venturer for fund raising activity in NY State? ☐ Yes* ☐ No
*** If "Yes", complete Schedule 4a.**

b Did the organization receive government contributions (grants)? ☐ Yes* ☐ No
*** If "Yes", complete Schedule 4b**

5. Fee Submitted: See last page for **summary of fee requirements**

Indicate the filing fee(s) you are submitting along with this form		Submit only one check or money order for the total fee, payable to "NYS Department of Law"
a Article 7-A filing fee	$	
b EPTL filing fee	$ 250.	
c **Total fee**	$ 250.	

6. Attachments - For organizations that are not claiming annual report exemptions under both laws, see last page for required attachments ➡ ➡ ➡

5. Fee Instructions

The filing fee depends on the organization's Registration Type For details on Registration Type and filing fees, see the Instructions for Form CHAR500

Organization's Registration Type	Fee Instructions
• **Article 7-A**	Calculate the Article 7-A filing fee using the table in **part a** below The EPTL filing fee is $0
• **EPTL**	Calculate the EPTL filing fee using the table in **part b** below The Article 7-A filing fee is $0
• **Dual**	Calculate both the Article 7-A and EPTL filing fees using the tables in **parts a and b** below Add the Article 7-A and EPTL filing fees together to calculate the total fee. Submit a single check or money order for the total fee

a) Article 7-A filing fee

Total Support & Revenue	Article 7-A Fee
more than $250,000	$25
up to $250,000 *	$10

* *Any organization that contracted with or used the services of a professional fund raiser (PFR) or fund raising counsel (FRC) during the reporting period must pay an Article 7-A filing fee of $25, regardless of total support and revenue.*

b) EPTL filing fee

Net Worth at End of Year	EPTL Fee
Less than $50,000	$25
$50,000 or more, but less than $250,000	$50
$250,000 or more, but less than $1,000,000	$100
$1,000,000 or more, but less than $10,000,000	$250
$10,000,000 or more, but less than $50,000,000	$750
$50,000,000 or more	$1500

6. Attachments - Document Attachment Check-List

Check the boxes for the documents you are attaching.

For All Filers

Filing Fee

[X] Single check or money order payable to "NYS Department of Law"

Copies of Internal Revenue Service Forms

[ ] **IRS Form 990**
[ ] All required schedules (including Schedule B)
[ ] IRS Form 990-T

[ ] **IRS Form 990-EZ**
[ ] All required schedules (including Schedule B)
[ ] IRS Form 990-T

[X] **IRS Form 990-PF**
[ ] All required schedules (including Schedule B)
[ ] IRS Form 990-T

Additional Article 7-A Document Attachment Requirement

Independent Accountant's Report

[ ] Audit Report *(total support & revenue more than $250,000)*
[ ] Review Report *(total support & revenue $100,001 to $250,000)*
[ ] No Accountant's Report Required *(total support & revenue not more than $100,000)*