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

2011

For calendar year 2011 or tax year beginning 05/01 , 2011, and ending 04/30, 2012

Name of foundation HARBOR LIGHTS FOUNDATION	A Employer identification number 13-3052490
Number and street (or P O box number if mail is not delivered to street address) C/O BCRS ASSOCIATES, LLC 77 WATER STREET, 9TH FLOOR — Room/suite	B Telephone number (see instructions) (212) 440-0800
City or town, state, and ZIP code NEW YORK, NY 10005	C If exemption application is pending, check here ▶ [ ]

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

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) ▶ $ 14,858,610.

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) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income N/A	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	330,530.			
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	799.	799.		ATCH 1
	4 Dividends and interest from securities	297,012.	296,851.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	571,688.			
	b Gross sales price for all assets on line 6a 2,102,718.				
	7 Capital gain net income (from Part IV, line 2)		569,433.		
	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) (attach schedule)				
	11 Other income (attach schedule)	4,389.	-310.		ATCH 3
	12 **Total** Add lines 1 through 11	1,204,418.	866,773.	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 4	13,500.	6,750.		6,750.
	c Other professional fees (attach schedule) *	75,880.	45,495.		30,385.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) **	26,500.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	13,250.			13,250.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	60,681.	58,119.		695.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	189,811.	110,364.		51,080.
	25 Contributions, gifts, grants paid	545,756.			545,755.
	26 **Total expenses and disbursements** Add lines 24 and 25	735,567.	110,364.	0	596,835.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	468,851.			
	b **Net investment income** (if negative, enter -0-)		756,409.		
	c **Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing	1,250.	250.	250.
2	Savings and temporary cash investments	1,096,064.	89,384.	89,384.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) ATCH 8	4,851,111.	5,426,122.	6,412,298.
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 9)	6,684,369.	7,422,638.	8,356,678.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	12,632,794.	12,938,394.	14,858,610.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27	Capital stock, trust principal, or current funds	12,632,794.	12,938,394.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	12,632,794.	12,938,394.	
31	**Total liabilities and net assets/fund balances** (see instructions)	12,632,794.	12,938,394.	

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	12,632,794.
2	Enter amount from Part I, line 27a	2	468,851.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	13,101,645.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 10	5	163,251.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,938,394.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	571,688.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	705,669.	13,820,312.	0.051060
2009	599,755.	12,563,578.	0.047738
2008	644,184.	11,848,744.	0.054367
2007	697,192.	14,956,733.	0.046614
2006	622,143.	13,721,796.	0.045340

2	**Total** of line 1, column (d)	2	0.245119
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049024
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	14,377,610.
5	Multiply line 4 by line 3	5	704,848.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,564.
7	Add lines 5 and 6	7	712,412.
8	Enter qualifying distributions from Part XII, line 4	8	596,835.

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	15,128.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	15,128.
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	15,128.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 14,219.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 8,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	22,219.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] 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	7,091.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 7,091. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

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

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

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

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

			Yes	No
16	At any time during calendar year 2011, 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 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 instructions)?	1b		N/A
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		N/A
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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)	2b		N/A
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ________, ________, ________, ________			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 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 2011)*	3b		N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

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

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

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER SECTION	NONE
2 501(C)(3) OF THE INTERNAL REVENUE CODE.	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	NONE
2 N/A	
All other program-related investments See instructions 3 N/A	
Total. Add lines 1 through 3 ▶	

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	5,977,315.
b	Average of monthly cash balances	1b	649,616.
c	Fair market value of all other assets (see instructions)	1c	7,969,627.
d	**Total** (add lines 1a, b, and c)	1d	14,596,558.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	14,596,558.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	218,948.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,377,610.
6	**Minimum investment return.** Enter 5% of line 5	6	718,881.

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	718,881.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	15,128.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	15,128.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	703,753.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	703,753.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	703,753.

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	596,835.
b	Program-related investments - total from Part IX-B	1b	
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	596,835.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	596,835.

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 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				703,753.
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			524,322.	
b	Total for prior years 20____,20____,20____				
3	Excess distributions carryover, if any, to 2011				
a	From 2006 — NONE				
b	From 2007				
c	From 2008				
d	From 2009				
e	From 2010				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 596,835.				
a	Applied to 2010, but not more than line 2a			524,322.	
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2011 distributable amount				72,513.
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				631,240.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9				
a	Excess from 2007 — NONE				
b	Excess from 2008				
c	Excess from 2009				
d	Excess from 2010				
e	Excess from 2011				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

ATTACHMENT 12

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

NONE

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

Check here ▶ [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 LIST ATTACHED				545,756.
Total . . . . . . ▶ **3a**				545,756.
b *Approved for future payment*				
NONE				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
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	799.	
4 Dividends and interest from securities	523000	161.	14	296,851.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	523000	2,255.	18	569,433.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATTACHMENT 13		4,699.		-310.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		7,115.		866,773.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 873,888.

(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) (See instructions)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

J. Fred Weintz Jr. | March 14, 2013 | TRUSTEE

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOHN D. COOK		3/14/13		P01450182
Firm's name ▶ BCRS ASSOCIATES, LLC			Firm's EIN ▶ 13-4078147	
Firm's address ▶ 77 WATER STREET, 9TH FLOOR NEW YORK, NY 10005			Phone no 212-440-0800	

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

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization
HARBOR LIGHTS FOUNDATION

Employer identification number
13-3052490

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization HARBOR LIGHTS FOUNDATION

Employer identification number 13-3052490

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	J. FRED WEINTZ, JR. C/O BCRS ASSOC, LLC; 77 WATER ST-9TH FL NEW YORK, NY 10005	$ 330,530.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization HARBOR LIGHTS FOUNDATION

Employer identification number 13-3052490

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	3,540 SHS GOLDMAN SACHS GROUP, INC.	$ 330,530.	12/22/2011

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization HARBOR LIGHTS FOUNDATION	Employer identification number 13-3052490

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year. (Enter this information once See instructions) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

HARBOR LIGHTS FOUNDATION **13-3052490**

SUPPLEMENTARY STATEMENT

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

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

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST ON BDA	799.	799.	
TOTAL	799.	799.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST THRU K-1'S	2,292.	2,292.	
INTEREST THRU K-1'S-UBTI	99.		
DIVIDENDS THRU K-1'S	106,130.	106,130.	
DIVIDENDS THRU K-1'S - UBTI	62.		
DIVIDENDS THRU GOLDMAN SACHS & CO BKGE	45,425.	45,425.	
DIVIDENDS THRU STATE STREET BANK	12,533.	12,533.	
DIVIDENDS THRU CHARLES SCHWAB	73,145.	73,145.	
DIVIDENDS THRU TIFF INT'L EQUITY FUND	11,752.	11,752.	
INTEREST ON BONDS	45,574.	45,574.	
TOTAL	297,012.	296,851.	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ORDINARY INCOME THRU K-1	-186.	-186.	
ORDINARY INCOME THRU K-1 - UBTI	4,757.		
ROYALTY INCOME THRU K-1	135.	135.	
ROYALTY INCOME THRU K-1 - UBTI	34.		
SEC. 988 INCOME THRU K-1	-2,017.	-2,017.	
SEC. 987 INCOME THRU K-1	-28.	-28.	
SEC. 1296 INCOME THRU K-1	1,809.	1,809.	
RRE THRU K-1	-23.	-23.	
RRE THRU K-1 - UBTI	-101.		
CANCELLATION OF DEBT THRU K-1 - UBTI	9.		
TOTALS	4,389.	-310.	

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BCRS ASSOCIATES, LLC	13,500.	6,750.		6,750.
TOTALS	13,500.	6,750.		6,750.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ADVISORY/MANAGEMENT FEES	40,133.	40,133.		
CAMBRIDGE ASSOCIATES, LLC	35,747.	5,362.		30,385.
TOTALS	75,880.	45,495.		30,385.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FEDERAL TAX PAID:				
-BAL DUE W/ EXT 990-PF 4/30/11	16,000.			
-2ND QTR EST 990-PF 4/30/12	4,000.			
-4TH QTR EST 990-PF 4/30/12	6,500.			
TOTALS	26,500.			

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PORTFOLIO DED THRU K-1	50,294.	50,294.		
PORTFOLIO DED THRU K-1 - UBTI	69.			
FOREIGN TAXES THRU K-1	7,434.	7,434.		
FOREIGN TAXES THRU K-1 - UBTI	7.			
INTEREST EXPENSE THRU K-1	324.	324.		
INTEREST EXPENSE THRU K-1-UBTI	211.			
NON-DEDUCTIBLE EXP THRU K-1	71.			
SEC 59(E)(2) EXP THRU K-1	67.	67.		
SEC 59(E)(2) THRU K-1 - UBTI	1,507.			
SEC 179 DEDUCT THRU K-1-UBTI	2.			
CHARITABLE EXPENSE	695.			695.
TOTALS	60,681.	58,119.		695.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE LONG POSITION I ATTACHED	1,685,182.	1,785,642.	2,467,166.
SEE LONG POSITION II ATTACHED	2,606,245.	2,740,110.	2,889,788.
SEE LONG POSITION III ATTACHED	559,684.	591,023.	763,804.
SEE LONG POSITION IV ATTACHED	NONE	309,347.	291,540.
TOTALS	4,851,111.	5,426,122.	6,412,298.

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FRONTIER SMALL CAP LP	526,224.	597,865.	743,562.
POWERSHARES DB COMMODITY FUND	172,578.	275,219.	286,941.
GENESIS EMERGING MARKETS, LP	1,224,127.	1,301,033.	1,551,036.
TIFF INTERNATIONAL EQUITY FUND (FULLY DISPOSED)	310,587.	NONE	NONE
BRIDGE STREET FUND 1999, L.P. (FULLY DISPOSED)	622.	NONE	NONE
BRIDGE STREET R.E. FD 1998,L.P	1,485.	1,531.	810.
BRIDGE STREET R.E. FD 1999,L.P	1,119.	257.	1,190.
BS ASIA FUND 1999, L.P.	3,052.	2,295.	1,115.
SILCHESTER INT'L INV	1,627,440.	1,741,216.	1,804,617.
SSF 2000, L.P.	2,491.	1,818.	712.
SSREF 2000, L.P.	15,323.	16,825.	3,930.
SS PEP TECHNOLOGY FD 2000, L.P	20,636.	16,986.	15,166.
COMMONFUND CAPITAL PTRS III	397,163.	396,325.	501,667.
COMMONFUND CAPITAL PTRS IV	221,927.	292,869.	337,648.
COMMONFUND CAPITAL PTRS V	NONE	23,324.	18,324.
WESTPORT SELECT SMALL CAP FD	573,031.	618,002.	746,635.
NYES LEDGE CAPITAL OFFSHORE FD	1,586,099.	1,586,099.	1,753,487.
PURCHASED ACCRUED INTEREST	465.	974.	974.
NYES LEDGE CAPITAL OFFSHORE FD	NONE	300,000.	302,772.
THE OVERLOOK PARTNERS FUND, LP	NONE	250,000.	286,092.
TOTALS	6,684,369.	7,422,638.	8,356,678.

ATTACHMENT 10

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

DESCRIPTION	AMOUNT
EXCESS OF FMV OVER DONOR'S COST BASIS OF SECURITIES GIFTED TO THE FOUNDATION	163,250.
ROUNDING	1.
TOTAL	163,251.

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

ATTACHMENT 11

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

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

ATTACHMENT 11 (CONT'D)

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

ATTACHMENT 12

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

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

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

ATTACHMENT 13

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
THRU K-1'S:					
-ORD INC	523000	4,757.	01	-186.	
-RRE	523000	-101.	01	-23.	
-SECTION 988			01	-2,017.	
-SECTION 987			01	-28.	
-SECTION 1296			01	1,809.	
-ROYALTY	523000	34.	01	135.	
-CANCELLATION OF DEBT	523000	9.			
TOTALS		4,699.		-310.	

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2011

Name of estate or trust: HARBOR LIGHTS FOUNDATION

Employer identification number: 13-3052490

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

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

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

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	47,822.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	47,822.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					49,523.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	474,343.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	523,866.

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

Part III Summary of Parts I and II
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			47,822.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			523,866.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			571,688.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if*

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20 If zero or less, enter -0-	22	
23	Subtract line 22 from line 17 If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2011

Name of estate or trust: HARBOR LIGHTS FOUNDATION

Employer identification number: 13-3052490

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SEE REALIZED G(L) REPORT II ATTACHED	VAR	VAR	680,080.	657,398.	22,682.
STCG(L) THRU K-1'S			25,139.		25,139.
STCG(L) THRU K-1'S - UBTI			1.		1.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 47,822.

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

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SEE REALIZED G(L) REPORT I ATTACHED	VAR	VAR	94,339.	70,396.	23,943.
SEE REALIZED G(L) REPORT II ATTACHED	VAR	VAR	297,354.	284,852.	12,502.
SEE REALIZED G(L) REPORT III ATTACHED	VAR	VAR	437,881.	167,280.	270,601.
LTCG(L) THRU K-1'S			226,217.		226,217.
LTCG(L) THRU K-1'S - UBTI			38.		38.
SEC 1231 15% G(L) THRU K-1'S				1,104.	-1,104.
SEC 1231 15% G(L) THRU K-1'S - UBTI			1,700.		1,700.
SEC 1231 25% G(L) THRU K-1'S - UBTI			516.		516.
LOSS ON DISP OF TIFF INT'L EQUITY			255,597.	322,339.	-66,742.
GAIN ON REORG - AON CORP	VAR	VAR	34,333.	27,661.	6,672.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 474,343.

HARBOR LIGHTS FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 4/30/2012
EIN: 13-3042490

DATE	CONTRIBUTION	CITY, STATE	AMOUNT
10-Jul-11	GREENWICH POINT CONSERVANCY	OLD GREENWICH, CT	$1,000 00
30-Aug-11	HOLY CROSS ANGLICAN CHURCH	LOGANVILLE, GA	5,000 00
3-Apr-12	GREENWICH LIBRARY DEVELOPMENT	GREENWICH, CT	1,000 00
3-Apr-12	THE NEW YORK TIMES NEEDIEST CASES FUND	NEW YORK, NY	3,000 00
3-Apr-12	CAPE ELEUTHERA FOUNDATION	PRINCETON, NJ	4,000 00
3-Apr-12	ST. MARY'S LEGACY ENDOWMENT FUND	FALMOUTH, ME	5,000 00
3-Apr-12	FALMOUTH EDUCATION FOUNDATION	FALMOUTH, ME	1,500 00
3-Apr-12	STANFORD UNIVERSITY	STANFORD, CA	5,000 00
3-Apr-12	THE TAFT SCHOOL	WATERTOWN, CT	1,000 00
3-Apr-12	JUNIOR LEAGUE OF PORTLAND	PORTLAND, OR	2,000 00
3-Apr-12	JUNIOR LEAGUE OF CHICAGO	CHICAGO, IL	1,000 00
3-Apr-12	ISLESBORO AMBULANCE ASSOCIATION	ISLESBORO, ME	2,000 00
3-Apr-12	ISLESBORO ISLANDS TRUST	ISLESBORO, ME	1,500 00
3-Apr-12	UNIVERSITY OF DENVER	DENVER, CO	7,000 00
3-Apr-12	HARVARD HUMANITARIAN INITIATIVE	BOSTON, MA	4,000.00
3-Apr-12	STANFORD UNIVERSITY	STANFORD, CA	4,000 00
3-Apr-12	BRUCE MUSEUM	GREENWICH, CT	1,000 00
3-Apr-12	EDUCATIONAL BROADCASTING CORP	NEW YORK, NY	1,000 00
3-Apr-12	GREENWICH PUBLIC SCHOOLS	GREENWICH, CT	3,000 00
3-Apr-12	WLIW 21	NEW YORK, NY	1,000 00
3-Apr-12	WQXR	NEW YORK, NY	1,000 00
3-Apr-12	LINCOLN CENTER FOR THE PERFORMING ARTS	NEW YORK, NY	1,000 00
3-Apr-12	ISLESBORO ISLANDS TRUST	ISLESBORO, ME	1,000 00
3-Apr-12	GREENWICH POINT CONSERVANCY	OLD GREENWICH, CT	1,000 00
3-Apr-12	ISLESBORO AMBULANCE SOCIETY	ISLESBORO, ME	1,000 00
3-Apr-12	WATERKEEPER ALLIANCE	NEW YORK, NY	1,000.00
3-Apr-12	AMERICAN CANCER SOCIETY	NEW YORK, NY	2,000 00
5-Apr-12	MENLO PARK ATHERTON EDUCATION FOUNDATION	ATHERTON, CA	2,500 00
5-Apr-12	CHARLES ARMSTRONG SCHOOL	BELMONT, CA	2,000 00
5-Apr-12	NATIONAL PREPAREDNESS LEADERSHIP INITIATIVE	CAMBRIDGE, MA	2,000 00
5-Apr-12	BUCK/ CARDINAL CLUB	STANDFORD, CA	2,000.00
5-Apr-12	STANFORD MEDICAL FUND	STANDFORD, CA	1,000 00
5-Apr-12	HALO USA	SAN FRANCISCO, CA	1,000 00
5-Apr-12	SEQUOIA HOSPITAL FOUNDATON	REDWOOD CITY, CA	1,000.00
5-Apr-12	ISLESBORO AMBULANCE SOCIETY	ISLESBORO, ME	500 00
5-Apr-12	ISLESBORO ISLANDS TRUST	ISLESBORO, ME	500 00
5-Apr-12	PENINSULA COLLEGE FUND	MENLO PARK, CA	500 00
5-Apr-12	BEACON HILL CIVIC ASSOCIATION	BOSTON, MA	1,000.00
5-Apr-12	BRUNSWICK SCHOOL	GREENWICH, CT	1,000 00
5-Apr-12	HARVARD BUSINESS SCHOOL	BOSTON, MA	4,000 00
5-Apr-12	HARVARD UNIVERSITY ART MUSEUMS	CAMBRIDGE, MA	3,000 00
5-Apr-12	INSTITUTE OF CONTEMPORARY ART BOSTON	BOSTON, MA	2,000 00
5-Apr-12	MUSEUM OF FINE ARTS, BOSTON	BOSTON, MA	3,000 00
5-Apr-12	POTTER LEAGUE FOR ANIMALS	MIDDLETOWN, RI	2,500 00

HARBOR LIGHTS FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 4/30/2012
EIN: 13-3042490

DATE	CONTRIBUTION	CITY, STATE	AMOUNT
5-Apr-12	PRESERVATION SOCIETY OF NEWPORT COUNTY	NEWPORT, RI	1,500 00
5-Apr-12	STANFORD UNIVERSITY	STANFORD, CA	5,000 00
5-Apr-12	ORLEANS CONSERVATION TRUST	EAST ORLEANS, MA	1,000 00
5-Apr-12	INTERNATIONAL YACHT RESTORATION SCHOOL	NEWPORT, RI	1,000 00
16-Apr-12	NORWICH UNIVERSITY	NORTHFIELD, VT	25,000 00
16-Apr-12	SIERRA CLUB FOUNDATION	SAN FRANCISCO, CA	5,000 00
16-Apr-12	HOSPITAL FOR SPECIAL SURGERY	NEW YORK, NY	5,000 00
16-Apr-12	PACE UNIVERSITY	NEW YORK, NY	5,000.00
16-Apr-12	FEDERATION OF PROTESTANT WELFARE AGENCIES	NEW YORK, NY	15,000 00
16-Apr-12	UNIVERSITY OF DENVER	DENVER, CO	15,000 00
16-Apr-12	GREENWICH HOSPITAL ASSOCIATION	GREENWICH, CT	10,000.00
16-Apr-12	BRUNSWICK SCHOOL	GREENWICH, CT	10,000.00
16-Apr-12	AMERICARES FOUNDATION	STAMFORD, CT	100,000.00
16-Apr-12	CHRIST CHURCH	GREENWICH, CT	20,000.00
16-Apr-12	HARVARD BUSINESS SCHOOL	BOSTON, MA	50,000.00
16-Apr-12	STANFORD UNIVERSITY	STANFORD, CA	50,000 00
16-Apr-12	HARVARD HUMANITARIAN INITIATIVE	BOSTON, MA	100,000 00
16-Apr-12	CANADIAN CONGENITAL HEART ASSOCIATION VIA TIDES FOUNDATION	SAN FRANCISCO, CA	5,000 00
16-Apr-12	THE HALO TRUST (USA) INC	WASHINGTON, DC	5,000 00
20-Apr-12	THE TAFT SCHOOL	WATERTOWN, CT	2,000 00
20-Apr-12	CAPE ELEUTHERA FOUNDATION	PRINCETON, NJ	2,000 00
20-Apr-12	DEAFNESS RESEARCH FOUNDATION	NEW YORK, NY	500 00
20-Apr-12	ISLESBORO ISLANDS TRUST	ISLESBORO, ME	500 00
20-Apr-12	TRICKLE UP PROGRAM	NEW YORK, NY	500 00
20-Apr-12	THE WILDERNESS SOCIETY	WASHINGTON, DC	500.00
20-Apr-12	B-26 MARAUDER HISTORICAL SOCIETY	TUCSON, AZ	250 00
20-Apr-12	ISLESBORO AMBULANCE ASSOCIATION	ISLESBORO, ME	250 00
20-Apr-12	WOODSIDE-PORTOLA VALLEY FIRE PROTECTION DISTRICT	WOODSIDE, CA	250 00
20-Apr-12	SAN LUIS OBISPO INTERNATIONAL FILM FESTIVAL	SAN LUIS OBISPO, CA	1,000.00
20-Apr-12	CHARLES ARMSTRONG SCHOOL	BELMONT, CA	500 00
20-Apr-12	SNOWMASS-WILDCAT FIRE PROTECTION DISTRICT	SNOWMASS VILLAGE, CO	250 00
23-Apr-12	GREENWICH EMERGENCY MEDICAL SERVICE INC	RIVERSIDE, CT	500 00
23-Apr-12	PERROT MEMORIAL LIBRARY	OLD GREENWICH, CT	500.00
23-Apr-12	BRUCE MUSEUM	GREENWICH, CT	250 00
23-Apr-12	SILICON VALLEY COMMUNITY FOUNDATION	MOUNTAIN VIEW, CA	250 00
24-Apr-12	AMERICARES FOUNDATION	STAMFORD, CT	4,000.00
24-Apr-12	MENLO PARK ATHERTON EDUCATION FOUNDATION	ATHERTON, CA	1,000 00
24-Apr-12	THE GREENWICH ROUNDTABLE	GREENWICH, CT	500 00
25-Apr-12	THE ASPEN INSTITUTE	ASPEN, CO	2,500.00
25-Apr-12	ASPEN COMMUNITY FOUNDATION	ASPEN, CO	250 00
25-Apr-12	GREENWICH POINT CONSERVANCY	OLD GREENWICH, CT	250 00
25-Apr-12	EDUCATIONAL BROADCASTING CORP	NEW YORK, NY	1,500 00
26-Apr-12	WORLD RESOURCES INSTITUTE	WASHINGTON, DC	2,000 00
26-Apr-12	GREENWICH ARTS COUNCIL	GREENWICH, CT	750.00

HARBOR LIGHTS FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 4/30/2012
EIN: 13-3042490

DATE	CONTRIBUTION	CITY, STATE	AMOUNT
26-Apr-12	SMITHSONIAN INSTITUTION	WASHINGTON, DC	500 00
26-Apr-12	ASHOKA INNOVATERS FOR THE PUBLIC	ARLINGTON, VA	500 00
27-Apr-12	JACKSON LABORATORY	BAR HARBOR, ME	2,000 00
THRU LIMITED PARTNERSHIPS			
	THRU COMMONFUND CAPITAL PARTNERS III, LP		2 00
	THRU COMMONFUND CAPITAL PARTNERS IV, LP		4 00
	TOTAL CONTRIBUTIONS* (COL. A)		**$545,756.00**
LESS: UBTI ATTRIBUTABLE TO LIMITED PARTNERSHIPS			
	THRU COMMONFUND CAPITAL PARTNERS III, LP		($1 00)
	TOTAL CONTRIBUTIONS* (COL. D)		**$545,755.00**

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

HARBOR LIGHTS FOUNDATION
REALIZED GAINS AND LOSSES
FYE 4/30/2012

STATE STREET BANK

DATE ACQ	DATE SOLD	QTY	SECURITY	SALES PROCEEDS	COST OR OTHER BASIS	GAIN/LOSS	ST/LT
Various	5/4/2011	44 00	LIBERTY MEDIA-STARZ SER A	3,374 21	603 50	2,770 71	Long-Term
Various	5/12/2011	450 00	NATIONAL INSTRUMENTS CORP	13,153 57	8,111 34	5,042 23	Long-Term
Various	5/17/2011	100 00	PRAXAIR INC	10,405 23	6,845 76	3,559 47	Long-Term
Various	12/6/2011	400 00	COMCAST CORP - A SPL	9,196 26	7,176 64	2,019 62	Long-Term
Various	12/12/2011	400 00	TEVA PHAR, INDS ADR	16,002 73	20,153 09	(4,150 36)	Long-Term
Various	1/19/2012	485 00	DISCOVERY COMMUNICATES - C	19,138 75	9,211 17	9,927 58	Long-Term
Various	4/25/2012	300 00	NEWS CORP A	5,722 31	4,699 02	1,023 29	Long-Term
Various	4/26/2012	200 00	COMCAST CORP - A SPL	5,727 25	3,588 32	2,138 93	Long-Term
Various	4/27/2012	200 00	WAL MART STORES INC	11,618 96	10,007 29	1,611 67	Long-Term
			TOTAL LONG-TERM CAPITAL GAINS	94,339 27	70,396.13	$23,943.14	

HARBOR LIGHTS FOUNDATION
REALIZED GAINS AND LOSSES
FYE 4/30/2012

CHARLES SCHWAB

DATE ACQ	DATE SOLD	QTY	SECURITY	SALES PROCEEDS	COST OR OTHER BASIS	GAIN/LOSS	ST/LT
3/11/2011	6/1/2011	197,000 00	US TREAS BILL 0% 09/8/11	196,973 18	196,866 29	106 89	Short-Term
VARIOUS	7/12/2011	271,000 00	US TREAS BILL 0% 08/18/11	270,995 82	270,974 02	21 80	Short-Term
8/16/2011	2/29/2012	9,000 00	US TREAS NT 0 875% 2/29/12	9,000 00	9,037 97	(37 97)	Short-Term
7/27/2011	3/1/2012	10,000 00	UST INFL IDX 2 5% 1/15/29	14,155 74	(4,861 09)	19,016 83	Short-Term
8/8/2011	3/1/2012	55,000 00	US TREAS NT 1 5% 07/31/16	56,714 46	56,138 67	575 79	Short-Term
11/10/2011	4/5/2012	16,000 00	FHLMC A9-7618 4 5% 3/1/41	13,804 43	13,788 32	16 11	Short-Term
3/7/2012	4/5/2012	15,000 00	FNMA PL AE0609 5 5% 4/1/37	10,725 79	10,987 90	(262 11)	Short-Term
9/9/2011	4/5/2012	9,000 00	FNMA PL 745418 5 5% 4/1/36	2,746 95	2,797 03	(50 08)	Short-Term
11/10/2011	4/18/2012	26,000 00	FHLMC GO-4688 5 5% 9/1/38	8,064 85	8,120 86	(56 01)	Short-Term
11/10/2011	4/18/2012	14,000 00	FHLMC G0-4913 5% 3/1/38	5,561 55	5,567 31	(5 76)	Short-Term
2/8/2012	4/18/2012	23,000 00	FNMA PL AA4584 4 5% 4/1/39	17,952 12	18,055 22	(103 10)	Short-Term
9/9/2011	4/18/2012	2,000 00	FNMA PL AB1248 4 5% 7/1/40	1,459 34	1,473 15	(13 81)	Short-Term
7/11/2011	4/18/2012	12,000 00	FNMA PL AD0227 5 5% 5/1/34	4,878 96	5,020 59	(141 63)	Short-Term
8/10/2011	4/18/2012	9,000 00	FNMA PL AE 0484 5 5% 12/1/38	6,071 12	6,302 20	(231 08)	Short-Term
3/7/2012	4/18/2012	11,000 00	FNMA PL AE0609 5 5% 4/1/37	7,836 46	8,057 79	(221 33)	Short-Term
10/7/2011	4/18/2012	3,000 00	FNMA PL AI1888 4 5% 5/1/41	2,485 42	2,479 77	5 65	Short-Term
5/10/2011	4/18/2012	6,000 00	FNMA PL AI1961 4 5% 5/1/41	5,911 78	5,723 55	188 23	Short-Term
2/8/2012	4/18/2012	10,000 00	FNMA PL 725383 5 5% 1/1/34	1,906 40	1,920 79	(14 39)	Short-Term
10/7/2011	4/18/2012	9,000 00	FNMA PL 745343 5 5% 3/1/36	2,604 13	2,627 80	(23 67)	Short-Term
3/7/2012	4/18/2012	49,000 00	FNMA PL 888283 5% 8/1/34	18,284 97	18,241 91	43 06	Short-Term
5/10/2011	4/18/2012	14,000 00	FNMA PL 903812 5 5% 12/1/36	3,604 72	3,692 06	(87 34)	Short-Term
10/11/2011	4/18/2012	30,000 00	FNMA PL 934231 5% 1/1/39	8,947 96	9,888 49	(940 53)	Short-Term
6/9/2011	4/18/2012	18,000 00	FNMA PL 972295 5 5% 2/1/38	3,559 72	3,684 66	(124 94)	Short-Term
7/11/2011	4/18/2012	5,000 00	FNMA PL 995676 4 5% 5/1/39	3,546 20	3,485 22	60 98	Short-Term
VARIOUS	4/25/2012	251,000 00	FNMA PL 889579 6 0% 5/1/38	2,287 99	(2,672 19)	4,960 18	Short-Term
			TOTAL SHORT-TERM CAPITAL GAINS	680,080 06	657,398 29	22,681 77	
9/29/2010	2/14/2012	10,000 00	UST INFL IDX 3 625% 4/15/28	21,261 50	18,209 28	3,052 22	Long-Term

HARBOR LIGHTS FOUNDATION
REALIZED GAINS AND LOSSES
FYE 4/30/2012

CHARLES SCHWAB

DATE ACQ	DATE SOLD	QTY	SECURITY	SALES PROCEEDS	COST OR OTHER BASIS	GAIN/LOSS	ST/LT
10/27/2010	2/14/2012	10,000 00	UST INFL IDX 3 625% 4/15/28	21,261 51	18,579 27	2,682 24	Long-Term
12/8/2010	2/16/2012	5,000 00	UST INFL IDX 3 625% 4/15/28	10,545 99	8,674 85	1,871 14	Long-Term
2/26/2010	2/29/2012	30,000 00	US TREAS NT 0 875% 2/29/12	30,000 00	30,044 52	(44 52)	Long-Term
3/26/2010	2/29/2012	30,000 00	US TREAS NT 0 875% 2/29/12	30,000 00	29,921 49	78 51	Long-Term
5/27/2010	2/29/10	65,000 00	US TREAS NT 0 875% 2/29/12	65,000.00	65,091 39	(91 39)	Long-Term
3/24/2010	3/1/2012	5,000 00	US TREAS NT 1 375% 3/15/13	5,060 35	4,960 55	99 80	Long-Term
4/29/2010	3/1/2012	20,000 00	US TREAS NT 1 375% 3/15/13	20,241 41	19,923 42	317 99	Long-Term
3/2/2011	4/5/2012	53,000 00	FNMA PL AE0984 4 5% 2/1/41	47,652 45	45,605 89	2,046 56	Long-Term
12/30/2009	4/5/2012	2,000 00	FNMA PL 735580 5% 6/1/35	622 04	617 16	4 88	Long-Term
1/11/2010	4/5/2012	7,000 00	FNMA PL 735580 5% 6/1/35	2,177 15	2,160 07	17 08	Long-Term
2/11/2010	4/5/2012	5,000 00	FNMA PL 735580 5% 6/1/35	1,555 11	1,542 90	12 21	Long-Term
2/11/2011	4/18/2012	42,000 00	FHLMC A9-7047 4 5% 2/1/41	36,290 67	33,713 00	2,577 67	Long-Term
10/20/2009	4/18/2012	5,000 00	FNMA PL 889982 5.5% 11/1/38	1,660 60	1,713 30	(52 70)	Long-Term
1/13/2010	4/18/2012	10,000 00	FNMA PL 986761 5 5% 7/1/38	4,025 15	4,094 49	(69 34)	Long-Term
			TOTAL LONG-TERM CAPITAL GAINS	297,353 93	284,851 58	12,502 35	
			GRAND TOTAL CAPITAL GAINS	977,433.99	942,249.87	35,184.12	

HARBOR LIGHTS FOUNDATION
From 01-May-2011 To 30-Apr-2012

GOLDMAN SACHS ACCOUNT

Realized Gains/Losses

Description	Trade Date	Date Sold	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
GOLDMAN SACHS GROUP, INC.(THE) CMN	1-Jan-65	21-Mar-12	3,540	437,881.31	167,280.00	270,601.31	Long-Term
TOTAL LONG-TERM				**437,881.31**	**167,280.00**	**270,601.31**	

REALIZED G(L) III

Goldman Sachs

Statement Detail

HARBOR LIGHTS FOUNDATION

Holdings

Period Ended April 30, 2012

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
MSCI US INVESTABLE MARKET ENERGY INDEX FUND (VANGUARD)								
VANGUARD WORLD FDS VANGUARD ENERGY ETF ETF (VDE)	2,813 00	104 0600	292,720 78	89 5127	251,799 22	40,921 56	1 5549	4,551 43
RUSSELL 1000 INDEX FUND (ISHARES)								
ISHARES TRUST-RUSSELL 1000 INDEX FUND ETF (IWB)	1,700 00	77 5200	131,784 00	48 6997	82,789 45	48,994 55	1 7712	2,334 21
S&P 500 INDEX FUND (SPDR)								
SPDR S&P 500 ETF TRUST (SPY)	14,604 00	139 8700	2,042,661 48	99 3600	1,451,053 44	591,608 04	1 8850	38,504 76
TOTAL US EQUITY			**2,467,166.26**		**1,785,642.11**	**681,524.15**	**1.8398**	**45,390.40**

HARBOR LIGHTS FOUNDATION
LONG POSITION - CHARLES SCHWAB ACCOUNT
AS OF APRIL 30, 2012

SECURITY	DATE PURCHASED	QTY	COST BASIS	FAIR MARKET VALUE	UNREALIZED GAIN(LOSS)
SCHWAB GOVT MONEY FUND. SWGXX	VARIOUS	247,581 17	247,581 17		
	SUBTOTAL	**247,581 17**	**247,581 17**	**247,581 17**	**0 00**
US TREAS BILL 2 125% 8/15/21	9/14/2011	82,000 00	83,025 00		
	SUBTOTAL	**82,000.00**	**83,025.00**	**84,062 79**	**1,037 79**
UST INFL IDX 3 00% 7/15/12	9/15/2009	40,000 00	50,864 00		
	5/14/2010	5,000 00	6,515 00		
	5/27/2010	20,000 00	25,673 96		
	8/13/2010	5,000 00	6,455 38		
	3/21/2012	7,000 00	9,036 61		
	SUBTOTAL	**77,000 00**	**98,544 95**	**98,989 35**	**444 40**
FNMA PL 745275 5 00% 2/1/36	9/17/2009	215,000 00	59,521 84		
	9/22/2009	23,000 00	16,258 64		
	10/23/2009	6,000 00	4,201 46		
	11/17/2009	5,000 00	3,474 74		
	12/14/2009	5,000 00	3,429 65		
	SUBTOTAL	**254,000.00**	**86,886 33**	**88,241 99**	**1,355 66**
FNMA PL 889579 6 00%	VARIOUS	251,000 00	0 00	74,667 49	
	SUBTOTAL	**251,000 00**	**0 00**	**74,667 49**	**74,667 49**
FNMA PL 995018 5 50% 6/1/38	9/17/2009	235,000 00	74,644 90		
	11/17/2009	7,000 00	5,613 05		
	12/14/2009	5,000 00	3,945 19		

HARBOR LIGHTS FOUNDATION
LONG POSITION - CHARLES SCHWAB ACCOUNT
AS OF APRIL 30, 2012

SECURITY	DATE PURCHASED	QTY	COST BASIS	FAIR MARKET VALUE	UNREALIZED GAIN(LOSS)
	SUBTOTAL	**247,000 00**	**84,203 14**	**82,242 37**	**(1,960 77)**
FNMA PL AB1389 4 5% 8/1/40	2/10/2011	118,000 00	77,732 18		
	SUBTOTAL	**118,000 00**	**77,732 18**	**81,528 98**	**3,796 80**
FNMA PL AH5583 4 5% 2/1/41	2/10/2011	81,000 00	67,947 53		
	SUBTOTAL	**81,000.00**	**67,947 53**	**72,174 42**	**4,226 89**
FNMA PL AE0115 5 5% 12/1/35	4/25/2011	133,000 00	86,091 07		
	SUBTOTAL	**133,000 00**	**86,091 07**	**85,851.90**	**(239 17)**
FHLMC A9-7047 4 5% 2/1/41	2/15/2011	37,000 00	30,884 55		
	SUBTOTAL	**37,000 00**	**30,884 55**	**32,038.67**	**1,154 12**
FED NATL MTG 0 75% 12/18/13	1/12/2011	45,000 00	44,481 15		
	3/30/2011	23,000 00	22,643 64		
	SUBTOTAL	**68,000 00**	**67,124.79**	**68,479 88**	**1,355 09**
FIXED INCOME SHARES - SERIES C	9/15/2009	35,106 63	472,535 25		
	1/7/2010	4,200 00	51,954 00		
	12/31/2010	1,790 00	22,571 90		
	2/22/2011	4,806 25	61,616 10		

HARBOR LIGHTS FOUNDATION
LONG POSITION - CHARLES SCHWAB ACCOUNT
AS OF APRIL 30, 2012

SECURITY	DATE PURCHASED	QTY	COST BASIS	FAIR MARKET VALUE	UNREALIZED GAIN(LOSS)
	8/16/2011	1,450 00	18,893 50		
	10/4/2011	2,147 72	26,116 25		
	SUBTOTAL	**49,500 60**	**653,687 00**	**654,397 89**	**710 89**
FIXED INCOME SHARES - SERIES M	9/15/2009	48,673 92	472,623 75		
	1/7/2010	1,251 29	12,175 00		
	2/22/2011	7,437 74	76,311 25		
	3/20/2012	1,701 61	17,969 00		
	SUBTOTAL	**59,064.56**	**579,079 00**	**638,487 87**	**59,408 87**
FNMA PL 934231 5% 01/01/39	10/13/2011	71,000 00	20,682 69		
	SUBTOTAL	**71,000.00**	**20,682 69**	**21,209.67**	**526 98**
FHLMC PL AB4297 3 5% 01/01/42	1/12/2012	82,000 00	83,736 08		
	SUBTOTAL	**82,000 00**	**83,736 08**	**84,369 27**	**633 19**
US TREAS NT 2% 11/15/21	1/27/2012	50,000 00	50,195 31		
	1/30/2012	19,000 00	19,127 66		
	2/1/2012	51,000 00	51,844 69		
	2/15/2012	1,000 00	1,009 06		
	2/17/2012	28,000 00	28,118 13		
	SUBTOTAL	**149,000 00**	**150,294 85**	**150,559 88**	**265 03**

HARBOR LIGHTS FOUNDATION
LONG POSITION - CHARLES SCHWAB ACCOUNT
AS OF APRIL 30, 2012

SECURITY	DATE PURCHASED	QTY	COST BASIS	FAIR MARKET VALUE	UNREALIZED GAIN(LOSS)
FED HM LN MTG 0 625% 12/29/14	2/17/2012	28,000 00	28,061 60		
	3/21/2012	8,000 00	7,981 58		
	SUBTOTAL	36,000.00	36,043.18	36,147 06	103 88
US TREAS NT 2% 2/15/22	2/29/2012	26,000 00	26,245 78		
	3/1/2012	25,000 00	25,007 81		
	3/2/2012	7,000 00	6,974 30		
	3/21/2012	8,000 00	7,733 75		
	SUBTOTAL	66,000 00	65,961 64	66,453 75	492 11
US TREAS NT 1 375% 2/28/19	3/2/2012	87,000 00	86,592 19		
	SUBTOTAL	87,000 00	86,592 19	87,557 32	965 13
FNMA PL AE0609 5 5% 04/01/37	3/12/2012	4,000 00	2,386 68		
	SUBTOTAL	4,000 00	2,386 68	2,872.14	485 46
FNMA PL AH3645 4% 2/1/41	4/12/2012	144,000 00	131,625 69		
	SUBTOTAL	144,000 00	131,625 69	131,874 02	248 33
	GRAND TOTAL		2,740,109 71	2,889,787.88	149,678 17

HARBOR LIGHTS FOUNDATION
LONG POSITION - STATE STREET
AS OF APRIL 30, 2012

SECURITY	QTY	COST BASIS	FAIR MARKET VALUE	UNREALIZED G/L
BERKSHIRE HATHAWAY INC	200	15,717 46		
	100	8,115 15		
	300	23,832 61	24,135 00	302 39
KRAFT FOODS	700	21,149 80		
	700	21,149 80	27,909 00	6,759 20
COCA COLA CO.	500	24,101 61		
	500	24,101.61	38,160 00	14,058 39
PEPSICO	400	26,065 22		
	400	26,065.22	26,400 00	334 78
LOEWS CORP	500	18,157 59		
	500	18,157 59	20,565 00	2,407 41
UNITED HEALTHCARE GROUP	600	21,409 06		
	600	21,409 06	33,690 00	12,280 94
LIBERTY GLOBAL INC - A	363	6,522 51		
	363	6,522 51	18,081.03	11,558 52
LIBERTY GLOBAL INC - C	568	12,851 34		

HARBOR LIGHTS FOUNDATION
LONG POSITION - STATE STREET
AS OF APRIL 30, 2012

SECURITY	QTY	COST BASIS	FAIR MARKET VALUE	UNREALIZED G/L
	568	12,851 34	27,224.24	14,372 90
NEWS CORP A	1,400	18,141 77		
	1,400	18,141.77	27,447 00	9,305 23
ASCENT MEDIA CORP A	28	648 55		
	28	648 55	1,442.00	793 45
MCDONALDS CORP	50	2,969 28		
	50	2,969 28	4,872 50	1,903 22
WAL-MART STORES	500	25,018 21		
	500	25,018 21	29,455.00	4,436 79
FIDELITY NATL INFORMATION SVCS	500	11,984 66		
	500	11,984 66	16,835.00	4,850 34
GOOGLE INC A	30	15,751 66		
	10	5,867 56		
	40	21,619 22	24,194 00	2,574 78
MICROSOFT CORP	1,400	38,352 16		

HARBOR LIGHTS FOUNDATION
LONG POSITION - STATE STREET
AS OF APRIL 30, 2012

SECURITY	QTY	COST BASIS	FAIR MARKET VALUE	UNREALIZED G/L
	1,400	38,352 16	44,821 00	6,468 84
COMCAST	1,050	18,838 68		
	1,050	18,838 68	31,321 50	12,482.82
3M CO	300	24,395 41		
	300	24,395 41	26,808 00	2,412 59
WASTE MGMT	600	19,354 59		
	600	19,354 59	20,520 00	1,165 41
THERMO FISHER SCIENTIFIC	300	13,575 24		
	300	13,575 24	16,695 00	3,119 76
ALTERA CORP	600	13,202 43		
	600	13,202 43	21,342.00	8,139.57
APACHE CORP	100	4,896 97		
	100	4,896.97	9,594.00	4,697 03
NEWFIELD EXPLORATION COMPANY	300	8,560 24		

HARBOR LIGHTS FOUNDATION
LONG POSITION - STATE STREET
AS OF APRIL 30, 2012

SECURITY	QTY	COST BASIS	FAIR MARKET VALUE	UNREALIZED G/L
	300	8,560 24	10,770.00	2,209.76
NOBLE ENERGY INC	200	17,218 62		
	200	18,763 46		
	400	35,982 08	39,728 00	3,745 92
PRAXAIR INC	300	20,537 26		
	300	20,537 26	34,710 00	14,172 74
GOLDMAN SACHS GROUP INC	50	7,560 23		
	50	7,081 57		
	32	3,990 74		
	25	2,932 56		
	75	7,262 30		
	232	28,827 40	26,714.80	(2,112 60)
ECOLAB INC	500	20,518 75		
	500	20,518 75	31,845.00	11,326 25
AON PLC (ACQUIRED THRU MERGER W/AON CORP)				
	700	27,661 54		
	0	6,671 71		
	700	34,333.25	36,260 00	1,926 75
WR BERKELY	800	20,659 45		
	800	20,659 45	30,128.00	9,468 55

HARBOR LIGHTS FOUNDATION
LONG POSITION - STATE STREET
AS OF APRIL 30, 2012

SECURITY	QTY	COST BASIS	FAIR MARKET VALUE	UNREALIZED G/L
ORACLE CORP	300	7,684 20		
	200	5,388 98		
	500	13,073.18	14,700.00	1,626 82
PROGRESSIVE CORP	700 000	15,467 00		
	700 000	15,467 00	14,910 00	(557 00)
NESTLE SA SPONSORED	350 000	16,885 90		
	350 000	16,885 90	21,399.00	4,513 10
VODAPHONE GROUP PLC	400	9,091 58		
	400	9,091.58	11,128.00	2,036 42
GRAND TOTAL		591,023.00	763,804 07	172,781 07

Investment Detail - Mutual Funds

Accounting Method
Mutual Funds Average

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
VANGUARD PRECIOUS METALS (M),◊ & MINING FD INV SYMBOL VGPMX	15,657 3320	18.6200	291,539 52	100%	19 76	309,347 49	(17,807 97)
Total Equity Funds	15,657.3320		291,539 52	100%		309,347 49	(17,807.97)
Total Mutual Funds	15,657.3320		291,539.52	100%		309,347.49	(17,807.97)

LONG POSITION IV

HARBOR LIGHTS FOUNDATION 13-3052490

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					49,523.	
		SEE REALIZED G(L) REPORT I ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
94,339.		70,396.					23,943.	
		SEE REALIZED G(L) REPORT II ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
680,080.		657,398.					22,682.	
		SEE REALIZED G(L) REPORT II ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
297,354.		284,852.					12,502.	
		SEE REALIZED G(L) REPORT III ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
437,881.		167,280.					270,601.	
		STCG(L) THRU K-1'S						
25,139.							25,139.	
		STCG(L) THRU K-1'S - UBTI						
1.							1.	
		LTCG(L) THRU K-1'S						
226,217.							226,217.	
		LTCG(L) THRU K-1'S - UBTI						
38.							38.	
		SEC 1231 15% G(L) THRU K-1'S						
		1,104.					-1,104.	
		SEC 1231 15% G(L) THRU K-1'S - UBTI						
1,700.							1,700.	
		SEC 1231 25% G(L) THRU K-1'S - UBTI						
516.							516.	
		LOSS ON DISP OF TIFF INT'L EQUITY						
255,597.		322,339.					-66,742.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		GAIN ON REORG - AON CORP PROPERTY TYPE: SECURITIES				P	VAR	VAR
34,333.		27,661.					6,672.	
TOTAL GAIN(LOSS)							571,688.	

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions HARBOR LIGHTS FOUNDATION	Employer identification number (EIN) or ☒ 13-3052490
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P O box, see instructions c/o BCRS ASSOCIATES, LLC; 77 WATER STREET - 9TH FLOOR	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10005	

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

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

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

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

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

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

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

4 I request an additional 3-month extension of time until MARCH 15, 20 13 .

5 For calendar year ____, or other tax year beginning MAY 1, 20 11, and ending APRIL 30, 20 12

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

7 State in detail why you need the extension ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 22,219.00
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 22,219.00
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.00

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ CPA Date ▶ 12/17/2012

Form **8868**

(Rev. January 2012)

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 . . . ▶ ☒
- 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.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. HARBOR LIGHTS FOUNDATION	Employer identification number (EIN) or ☒ 13-3052490
File by the due date for filing your return See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions c/o BCRS ASSOCIATES, LLC; 77 WATER STREET - 9TH FLOOR	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code For a foreign address, see instructions. NEW YORK, NY 10005	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

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

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until DECEMBER 17 , 20 12 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☐ calendar year 20 ____ or

▶ ☒ tax year beginning MAY 1 , 20 11 , and ending APRIL 30 , 20 12 .

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	$ 22,219.00
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 14,219.00
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 8,000.00

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