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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

05/01, 2011, and ending

04/30, 2012

Name of foundation HEALEY FAMILY FOUNDATION		A Employer identification number 13-3531967
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 <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change	D 1 Foreign organizations check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 16,348,576.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

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)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	2,787.	2,787.		ATCH 1
	4 Dividends and interest from securities	64,722.	64,542.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,141,503.			
	b Gross sales price for all assets on line 6a	9,834,595.			
	7 Capital gain net income (from Part IV, line 2)		5,137,894.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-112,566.	-5,700.		ATCH 3
	12 Total. Add lines 1 through 11	5,096,446.	5,199,523.	0	
	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)	15,730.	7,865.		7,865.
	c Other professional fees (attach schedule)	12,940.			12,940.
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	83,309.	68,853.		4,197.
	24 Total operating and administrative expenses. Add lines 13 through 23	111,979.	76,718.		25,002.
	25 Contributions, gifts, grants paid	1,171,186.			1,171,178.
	26 Total expenses and disbursements. Add lines 24 and 25	1,283,165.	76,718.	0	1,196,180.
	27 Subtract line 26 from line 12	3,813,281.			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		5,122,805.		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions

*ATCH 5 JSA

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ENVELOPE POSTMARK DATE MAR 14 2013

SCANNED MAR 22 2013

Handwritten initials and date: 3/22/13

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		1,750.	5,665,282.	5,665,282.
	2	Savings and temporary cash investments		1,777,569.	4,198,259.	4,198,259.
	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) ▶ *		*	100,000.	ATCH 7
		Less allowance for doubtful accounts ▶		50,000.	100,000.	100,000.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) .				
	b	Investments - corporate stock (attach schedule) ATCH 8		8,592.		
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	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)		9,063,945.	4,751,597.	6,385,035.
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		10,901,856.	14,715,138.	16,348,576.
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		10,901,856.	14,715,138.	
	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)		10,901,856.	14,715,138.	
31	Total liabilities and net assets/fund balances (see instructions)		10,901,856.	14,715,138.		

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	10,901,856.
2	Enter amount from Part I, line 27a	2	3,813,281.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 10	3	1.
4	Add lines 1, 2, and 3	4	14,715,138.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,715,138.

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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	5,141,503.	
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	783,626.	16,920,068.	0.046313
2009	682,243.	15,692,733.	0.043475
2008	755,761.	15,966,393.	0.047334
2007	1,226,953.	18,724,363.	0.065527
2006	983,229.	16,913,734.	0.058132
2 Total of line 1, column (d)			0.260781
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			0.052156
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			16,252,485.
5 Multiply line 4 by line 3			847,665.
6 Enter 1% of net investment income (1% of Part I, line 27b)			51,228.
7 Add lines 5 and 6			898,893.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			1,196,180.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	51,228.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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	51,228.
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	51,228.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	5,580.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	70,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	75,580.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	24,352.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 24,352. Refunded <input type="checkbox"/>	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?		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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NJ, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> BCRS ASSOCIATES, LLC Telephone no <input type="checkbox"/> 212-440-0800			
Located at <input type="checkbox"/> 77 WATER STREET, 9TH FLOOR NEW YORK, NY ZIP + 4 <input type="checkbox"/> 10005				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15				
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years <input type="checkbox"/>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 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

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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 ☒ Nob 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)? ☐ Yes ☒ No

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? ☐ 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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

6b

X

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

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
N/A		0	0	0

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

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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 (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	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	NONE
2 INTERNAL REVENUE CODE SECTION 501(C)(3).	
N/A	
3 N/A	
4 N/A	

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 ▶	

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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	8,763.
b	Average of monthly cash balances	1b	3,833,312.
c	Fair market value of all other assets (see instructions)	1c	12,657,910.
d	Total (add lines 1a, b, and c)	1d	16,499,985.
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	16,499,985.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	247,500.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,252,485.
6	Minimum investment return. Enter 5% of line 5	6	812,624.

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	812,624.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	51,228.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	51,228.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	761,396.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	761,396.
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	761,396.

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	1,196,180.
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	1,196,180.
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	51,228.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,144,952.

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				761,396.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006	93,073.			
b From 2007	335,321.			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	428,394.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,196,180.				
a Applied to 2010, but not more than line 2a . . .				
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				761,396.
e Remaining amount distributed out of corpus . .	434,784.			
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	863,178.			
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				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
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) . . .	93,073.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	770,105.			
10 Analysis of line 9				
a Excess from 2007	335,321.			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	NONE			
e Excess from 2011	434,784.			

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 instructions.)**1 Information Regarding Foundation Managers:**

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

ATTACHMENT 12

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

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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**

Grants and Contributions Paid During the Year or Approved for Future Payment		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
Recipient	Name and address (home or business)				
a Paid during the year SEE LIST ATTACHED					1,171,186.
Total				3a	1,171,186.
b Approved for future payment NONE					
Total				3b	

Form 990-PF (2011)

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	2,787.		
4 Dividends and interest from securities	523000	180.	14	64,542.		
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	3,609.	18	5,137,894.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b ATTACHMENT 13		-1,438.		-111,128.		
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)		2,351.		5,094,095.		
13 Total Add line 12, columns (b), (d), and (e)					13	5,096,446.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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)	
3,113.		SEC 1231 G(L) THRU K-1S					3,113.	
3,404.		SEC 1231 G(L) THRU K-1S - UBTI					3,404.	
80,936.		LTCG THRU K-1S					80,936.	
205.		LTCG THRU K-1S - UBTI					205.	
1,434.		GAIN ON DISP TEMPO FUND, LTD					1,434.	
7,940.		CG THRU TACONIC MKT DISLOCATION O/S FUND					7,940.	
1,143,737.		GAIN ON DISP TIFF ABSOLUTE RETURN POOL 497,102.					646,635.	
7,940,000.		GAIN ON DISP PRISMA SELECT FUND II, LTD 3,997,141.					3,942,859.	
		STCG THRU K-1S 465.					-465.	
53,826.		SEE REALIZED G(L) REPORT ATTACHED PROPERTY TYPE: SECURITIES 8,592.				P	VARIOUS 45,234.	VARIOUS
600,000.		GAIN ON PARTIAL DISP SILVERPOINT CAPITAL 189,792.					410,208.	
TOTAL GAIN(LOSS)					<u>5,141,503.</u>	

FEDERAL FOOTNOTES

HEALEY FAMILY FOUNDATION

EIN:13-3531967

SUPPLEMENTARY STATEMENTS

PART:XV

LINE:2

SUPPLEMENTAL INFORMATION

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

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
SOMERSET HILLS BANK	475.	475.	
INTEREST - BDA	2,276.	2,276.	
INTEREST - CREDIT BALANCE	36.	36.	
TOTAL	<u>2,787.</u>	<u>2,787.</u>	

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
DIVIDENDS - GOLDMAN SACHS & CO BRKG	13.	13.	
DIVIDENDS THRU K-1S	48,281.	48,281.	
DIVIDENDS THRU K-1S - UBTI	15.		
INTEREST THRU K-1S	16,248.	16,248.	
INTEREST THRU K-1S - UBTI	165.		
TOTAL	<u>64,722.</u>	<u>64,542.</u>	

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ORDINARY INCOME (LOSS) THRU K-1S	-88,716.	-88,716.	
ORDINARY INCOME (LOSS) THRU K-1S - UBTI	-1,444.		
ORDINARY INCOME (LOSS) FROM PTPS	-22,774.	-22,774.	
RENTAL REAL ESTATE THRU K-1S	38.	38.	
RENTAL REAL ESTATE THRU K-1S - UBTI	4.		
SECTION 988 INCOME (LOSS) THRU K-1S	-293.	-293.	
SECTION 987 INCOME (LOSS) THRU K-1S	-488.	-488.	
ROYALTIES THRU K-1S	250.	250.	
ROYALTIES THRU K-1S - UBTI	2.		
TACONIC MARKET DISLOCATION O/S ORD INC	855.	855.	
ADD-BACK: C/Y SUSPENDED PAL	67,389.	67,389.	
ADD-BACK: C/Y SUSPENDED PTP LOSS	38,039.	38,039.	
TOTALS	-112,566.	-5,700.	

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
BCRS ASSOCIATES, LLC	15,730.	7,865.		7,865.
TOTALS	<u>15,730.</u>	<u>7,865.</u>		<u>7,865.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
CONSULTING - RANDY YOUNG	3,340.			3,340.
CONSULTING - IKON5 ARCHITECTS	9,600.			9,600.
TOTALS	<u>12,940.</u>			<u>12,940.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
DEDUCTIONS THRU K-1S:				
--PORTFOLIO DEDUCTIONS	64,368.	64,368.		
--PORTFOLIO DEDUCTIONS (UBTI)	1,642.			
--FOREIGN TAXES PAID	299.	299.		
--FOREIGN TAXES (UBTI)	198.			
--INTEREST EXPENSE	2,494.	2,494.		
--INTEREST EXPENSE (UBTI)	139.			
--SECTION 59(E) (2) EXP.	1,668.	1,668.		
--SECTION 59(E) (2) EXP. (UBTI)	5,010.			
--SECTION 179 EXPENSE	24.	24.		
--SECTION 179 EXPENSE (UBTI)	44.			
--NON-DEDUCTIBLE EXPENSES	3,226.			
OFFICE EXPENSE	3,082.			3,082.
BANK FEES	420.			420.
DUES AND SUBSCRIPTIONS	695.			695.
TOTALS	<u>83,309.</u>	<u>68,853.</u>		<u>4,197.</u>

ATTACHMENT 7FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: IRONBOUND NEWARK FILM STUDIOS, LLC
ORIGINAL AMOUNT: 50,000.
INTEREST RATE: 7.000000
DATE OF NOTE: 10/07/2010
MATURITY DATE: 03/31/2016
REPAYMENT TERMS: PRINCIPAL TO BE REPAYED IN FULL ON 3/31/2016.
SECURITY PROVIDED: MEMBERSHIP INTEREST IN COMPANY
PURPOSE OF LOAN: INVESTMENT

BEGINNING BALANCE DUE 50,000.

ENDING BALANCE DUE 100,000.

ENDING FAIR MARKET VALUE 100,000.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 50,000.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 100,000.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 100,000.

ATTACHMENT 8FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PRIOR YEAR LONG POSITION I (LIQUIDATED)	8,592.	NONE	NONE
TOTALS	<u>8,592.</u>		

ATTACHMENT 9FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BRIDGE STREET RE FUND 1997, LP	18,881.	9,392.	14,700.
CARLYLE/RIVERSTONE TE KNIGHT	68,025.	95,998.	91,231.
GS MEZZANINE II, L.P.	-14,701.	-45,808.	18,808.
GS SPEC OPP ASIA OFFSHORE FUND	294,374.	294,374.	4,695.
TIFF ABSOLUTE RETURN POOL	497,102.	NONE	NONE
(FULLY DISP FYE 4/30/2012)			
SILVER POINT CAPITAL OFFSHORE	623,742.	433,950.	1,424,201.
STONE STREET FUND 2000, LP	49,801.	36,356.	14,250.
PRISMA SELECT FUND II	3,997,141.	NONE	NONE
(FULLY DISP FYE 4/30/2012)			
CARLYLE/RIVERSTONE TE PTRS III			
(CAYMAN)			
CARLYLE/RIVERSTONE TE PTRS III	65,662.	65,670.	60,758.
CARLYLE/RIVERSTONE FRONTIER LP	168,321.	147,638.	576,134.
TIFF P.E.P. 2005, LLC	3,349.	3,271.	3,068.
NORTHERN LIGHTS CAPITAL PARTRS	333,965.	314,331.	423,050.
TIFF P.E.P. 2007, LLC	249,604.	214,868.	214,869.
H&H AGILITY LLC	249,307.	267,638.	313,814.
HUFF ENERGY FUND AIV1	623,726.	611,364.	683,485.
HUFF ENERGY FUND	289,021.	324,514.	588,560.
CARLYLE/RIVERSTONE FRONTIER II	144,774.	142,484.	146,480.
TACONIC MARKET DISLOCATION O/S	2,147.	2,111.	1,991.
FUND II, L.P.			
TIFF P.E.P. 2009 LLC	140,335.	92,463.	92,240.
HEALEY ANTHOS HOLDINGS LLC	208,952.	291,369.	302,273.
XANTHOS INVESTMENT PTRS LTD.	500,250.	804,083.	804,083.
TIFF P.E.P. 2010 LLC	500,000.	500,000.	452,136.
	50,167.	145,531.	154,209.
TOTALS	<u>9,063,945.</u>	<u>4,751,597.</u>	<u>6,385,035.</u>

ATTACHMENT 10FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
ROUNDING	1.
TOTAL	<u>1.</u>

HEALEY FAMILY FOUNDATION

13-3531967

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

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

ATTACHMENT 12

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

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

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 13

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
ORDINARY INCOME THRU K-1S	523000	-1,444.	01	-88,716.	
ORDINARY INCOME THRU PTPS			01	-22,774.	
RENTAL REAL ESTATE INCOME THRU K-1S	523000	4.	01	38.	
SECTION 987 INCOME THRU K-1S	532000		01	-488.	
SECTION 988 INCOME THRU K-1S	532000		01	-293.	
ROYALTIES THRU K-1S	523000	2.	01	250.	
TACONIC MARKET DISLOCATION O/S ORD INC	523000		01	855.	
TOTALS		-1,438.		-111,128.	

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

HEALEY FAMILY FOUNDATION

Employer identification number

13-3531967

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-465.
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	-465.

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

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

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	5,141,968.
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	5,141,968.

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

Schedule D (Form 1041) 2011

JSA

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Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions <i>before</i> completing this part				
13	Net short-term gain or (loss)	13		-465.
14	Net long-term gain or (loss):			
a	Total for year	14a		5,141,968.
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		5,141,503.

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

Part IV Capital Loss Limitation

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

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** 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? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23.	25	
26	Subtract line 25 from line 24.	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31. <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23. Use the 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 (Form 1041) 2011

Department of the Treasury
Internal Revenue Service

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2011

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

HEALEY FAMILY FOUNDATION

Employer identification number

13-3531967

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

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b -465.

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

Schedule D-1 (Form 1041) 2011

Employer identification number

[illegible]

5,141,968.

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THE HEALEY FAMILY FOUNDATION
CHARITABLE CONTRIBUTIONS PAID
EIN 13-3531967
FYE 4/30/12

DATE	CONTRIBUTION	CITY/STATE	AMOUNT
5/11/2011	CONEY ISLAND PREP PUBLIC CHARTER SCHOOL	BROOKLYN, NY	\$500 00
5/11/2011	PORTSMOUTH ABBEY SCHOOL	PORTSMOUTH, RI	10 000 00
5/11/2011	CATHOLIC EXTENSION	CHICAGO, IL	12 500 00
5/11/2011	TIBET HOUSE	NEW YORK NY	5,000 00
5/11/2011	HARVARD MAGAZINE	CAMBRIDGE MA	100 00
5/11/2011	CHRIST THE KING PARISH	NEW VERNON, NJ	30,000 00
5/11/2011	SCHOLARSHIP FUND FOR INNER-CITY CHILDREN	NEWARK, NJ	2,500 00
5/11/2011	NATIONAL MUSEUM OF RACING & HALL OF FAME	SARATOGA SPRINGS NY	1,000 00
5/1/2011	PLAY WRIGHTS HORIZONS	NEW YORK NY	1,000 00
5/1/2011	NATIONAL CATHOLIC REPORTER	KANSAS CITY, MO	5 000 00
5/3/2011	ALS ASSOCIATION	NEW YORK NY	250 00
5/3/2011	ST BENEDICT'S PREP	NEWARK, NJ	20,000 00
5/11/2011	SETON HALL UNIVERSITY	SOUTH ORANGE, NJ	2,500 00
5/11/2011	AMERICAN FEDRATION FOR AGING RESEARCH, INC /AFAR	NEW YORK, NY	1,000 00
5/11/2011	ORDER OF MALTA AMERICAN ASSOCIATION	NEW YORK NY	1,000 00
5/6/2011	DELBARTON FUND	MORRISTOWN NJ	10,000 00
5/11/2011	THE PACKER COLLEGIATE INSTITUTE	BROOKLYN, NY	10,000 00
5/20/2011	CHRIST THE KING PARISH	NEW VERNON, NJ	1,833 00
5/25/2011	DIOCESE OF PATERSON	PATERSON, NJ	3,900 00
5/11/2011	QUEEN OF PEACE HIGH SCHOOL	NORTH ARLINGTON, NJ	100 00
5/6/2011	BOYS AND GIRLS CLUB OF NEWARK	NEWARK NJ	5,000 00
5/11/2011	PLYMOUTH CHURCH SCHOOL	BROOKLYN NY	10,000 00
5/11/2011	CHRIST THE KING PARISH	NEW VERNON, NJ	500 00
5/25/2011	ST ALOYSIUS PAROCHIAL ELEMENTARY SCHOOL	NEW YORK NY	1,000 00
6/1/2011	INTERNATIONAL EXCHANGE ALLIANCE	WASHINGTON, DC	25,000 00
5/20/2011	BIRTH HAVEN	NEWTON, NJ	2,750 00
5/11/2011	DELBARTON FUND	MORRISTOWN, NJ	25,000 00
5/20/2011	KENT PLACE SCHOOL	SUMMIT, NJ	10,000 00
5/11/2011	CATHOLIC CHARITIES OF THE ARCHDIOCESE OF NEW YORK	NEW YORK, NY	1,000 00
5/11/2011	PHILANTHROPY ROUNDTABLE	WASHINGTON, DC	1,000 00
5/11/2011	GEORGETOWN UNIVERSITY	WASHINGTON, DC	2,500 00
5/25/2011	SAINT JOSEPHINE BAKHITA PARISH	CAMDEN NJ	500 00
6/1/2011	MEDSHARE INTERNATIONAL	DECATUR, GA	16,000 00
5/11/2011	PROPAGATION OF FAITH	LOS ANGELES CA	250 00
6/1/2011	COMMUNITY OF SAINT PAUL	RACINE WI	30,000 00
7/20/2011	PORTSMOUTH ABBEY SCHOOL	PORTSMOUTH RI	17 500 00
7/20/2011	NATIONAL LEADERSHIP ROUNDTABLE ON CHURCH MANAGEMENT	WASHINGTON DC	50,000 00
5/10/2011	MARYKNOLL FATHERS AND BROTHERS	MARYKNOLL NY	10 000 00
8/5/2011	TOUCH FOUNDATION, INC	NEW YORK NY	2,500 00
8/5/2011	STUDENT SPONSORSHIP PROGRAMME	NEW YORK NY	5,000 00
8/8/2011	CATHOLIC MEDICAL MISSION BOARD	NEW YORK, NY	1,000 00
8/8/2011	LITTLE SISTERS OF THE POOR	TOTOWA, NJ	2,000 00
8/8/2011	POLLY HILL ARBORETUM	WEST TISBURY, MA	500 00
8/8/2011	CARMELITE SISTERS OF BALTIMORE	BALTIMORE, MD	500 00
8/8/2011	THE CENTER FOR EDUCATION REFORM	BETHESDA, MD	2,500 00
8/1/2011	EDGARTOWN FIREMAN'S ASSOCIATION	EDGARTOWN, MA	250 00
8/22/2011	TRI-COUNTY SCHOLARSHIP FUND	PARSIPPANY, NJ	48,600 00
8/8/2011	TEACH FOR AMERICA	NEW YORK, NY	1,000 00
8/5/2011	GLOBAL LITERACY PROJECT, INC	NEW BRUNSWICK, NJ	2,000 00
8/8/2011	MARTHA'S VINEYARD CEREBRAL PALSY CAMP	VINEYARD HAVEN, MA	500 00
8/8/2011	SAINT RAYMOND HIGH SCHOOL	BRONX, NY	500 00
8/8/2011	AMERICA MAGAZINE	NEW YORK, NY	1,000 00
8/8/2011	HARDING TOWNSHIP LIBRARY	NEW VERNON NJ	1,000 00
8/15/2011	ARCHDIOCESE OF NEWARK	NEWARK, NJ	5,000 00
8/15/2011	DIOCESE OF PATERSON	PATERSON, NJ	20,000 00
8/5/2011	PARTNERSHIP IN PHILANTHROPY	CHATHAM, NJ	1 000 00
8/8/2011	HARVARD CATHOLIC CHAPLAINCY	CAMBRIDGE MA	500 00
8/8/2011	MIGRAINE RESEARCH FOUNDATION	NEW YORK, NY	1,000 00
8/5/2011	MARTHA'S VINEYARD MUSEUM	EDGARTOWN MA	250 00

THE HEALEY FAMILY FOUNDATION
CHARITABLE CONTRIBUTIONS PAID

EIN 13-3531967

FYE 4/30/12

DATE	CONTRIBUTION	CITY/STATE	AMOUNT
8/5/2011	CASA CORNELIA LAW CENTER	SAN DIEGO, CA	5,000 00
8/5/2011	GREAT SWAMP WATERSHED ASSOCIATION	NEW VERNON NJ	100 00
9/9/2011	ARCHDIOCESE OF NEWARK	NEWARK, NJ	15,000 00
10/12/2011	NATIONAL LEADERSHIP ROUNDTABLE ON CHURCH MANAGEMENT	WASHINGTON, DC	50,000 00
9/9/2011	THE MISSION CONTINUES	ST LOUIS MO	2,500 00
10/5/2011	CATHOLIC CHARITIES OF THE ARCHDIOCESE OF NEW YORK	NEW YORK NY	2,000 00
10/5/2011	NJ PAC	NEWARK, NJ	5 000 00
10/5/2011	RUBIN MUSEUM OF ART	NEW YORK, NY	5,000 00
10/14/2011	SAGE ELDERCARE	SUMMIT, NJ	1,000 00
10/5/2011	SETON HALL UNIVERSITY	SOUTH ORANGE, NJ	20,000 00
10/5/2011	ORDER OF MALTA NEW JERSEY	WAYNE, NJ	500 00
10/14/2011	FRIENDS OF FLORHAM PARK GAZEBO	FLORHAM PARK, NJ	1 000 00
10/21/2011	COVENANT HOUSE	NEW YORK, NY	2,500 00
10/21/2011	FOUNDATIONS AND DONORS INTERESTED IN CATHOLIC ACTIVITIES, INC	WASHINGTON, DC	7,500 00
10/25/2011	FAMILY SERVICE OF MORRIS COUNTY	MORRISTOWN, NJ	250 00
8/8/2011	STANFORD UNIVERSITY - HOOVER INSTITUTION	STANFORD, CA	1,000 00
10/13/2011	BIRTH HAVEN	NEWTON, NJ	3,800 00
10/21/2011	CATHOLICS COME HOME, INC	ROSWELL GA	5,000 00
10/21/2011	HORTICULTURAL SOCIETY OF NEW YORK	NEW YORK, NY	2,000 00
10/21/2011	BIRTH HAVEN	NEWTON, NJ	1,900 00
10/21/2011	MALARIA NO MORE	NEW YORK NY	2 500 00
10/21/2011	EVA'S VILLAGE, INC	PATERSON, NJ	1,000 00
10/25/2011	OVERLOOK HOSPITAL FOUNDATION	SUMMIT, NJ	2,500 00
10/25/2011	BREAD FOR THE WORLD INSTITUTE	WASHINGTON, DC	1 000 00
10/25/2011	HOMELESS SOLUTIONS INC	MORRISTOWN, NJ	1 000 00
10/25/2011	CONEY ISLAND PREP PUBLIC CHARTER SCHOOL	BROOKLYN, NY	500 00
10/27/2011	FOUNDATIONS AND DONORS INTERESTED IN CATHOLIC ACTIVITIES, INC	WASHINGTON, DC	335 00
10/27/2011	TRI-COUNTY SCHOLARSHIP FUND	PARSIPPANY, NJ	7,500 00
10/27/2011	TRI-COUNTY SCHOLARSHIP FUND	PARSIPPANY, NJ	4,000 00
10/27/2011	TRI-COUNTY SCHOLARSHIP FUND	PARSIPPANY, NJ	2,000 00
10/27/2011	AMERICAN ENTERPRISE INSTITUTE FOR PUBLIC POLICY RESEARCH	WASHINGTON, DC	1,000 00
11/3/2011	MARYKNOLL FATHERS AND BROTHERS - CATHOLIC FOREIGN MISSION SOCIETY	MARYKNOLL, NY	10,000 00
11/16/2011	NATIONAL LEADERSHIP ROUNDTABLE ON CHURCH MANAGEMENT	WASHINGTON, DC	50 000 00
11/2/2011	FOUNDATION FOR MORRISTOWN MEDICAL CENTER	MORRISTOWN, NJ	1,000 00
11/2/2011	DIOCESE OF PATERSON	PATERSON, NJ	5,000 00
10/25/2011	PLAID HOUSE INC	MORRISTOWN NJ	500 00
11/2/2011	EXCELLENT EDUCATION FOR EVERYONE	EAST BRUNSWICK, NJ	1,000 00
11/3/2011	CHILD MIND INSTITUTE	NEW YORK, NY	2 500 00
11/21/2011	DIOCESE OF PATERSON	PATERSON, NJ	3,600 00
11/3/2011	SETON EDUCATION PARTNERS	WILSON WY	5 000 00
11/21/2011	MARTHA'S VINEYARD HOSPITAL	OAK BLUFFS MA	20,000 00
12/7/2011	TRI-COUNTY SCHOLARSHIP FUND	PARSIPPANY, NJ	1,000 00
12/15/2011	P G CHAMBERS SCHOOL	CEDAR KNOLLS, NJ	3,000 00
12/7/2011	FOUNDATION FOR MORRISTOWN MEDICAL CENTER	MORRISTOWN, NJ	10,000 00
12/7/2011	FOUNDATION FOR MORRISTOWN MEDICAL CENTER	MORRISTOWN, NJ	1,000 00
12/15/2011	GEORGIAN COURT UNIVERSITY	LAKEWOOD, NJ	20,000 00
12/16/2011	COMMUNITY FOUNDATION OF NEW JERSEY	MORRISTOWN, NJ	5 000 00
12/21/2011	DIOCESE OF PATERSON	PATERSON, NJ	50,000 00
12/7/2011	ORDER OF MALTA AMERICAN ASSOCIATION	NEW YORK NY	1 500 00
12/16/2011	CATO INSTITUTE	WASHINGTON, DC	500 00
11/10/2011	STANFORD UNIVERSITY	STANFORD, CA	1,000 00
12/16/2011	HARDING LAND TRUST	NEW VERNON, NJ	500 00
12/16/2011	COUNCIL OF NEW JERSEY GRANTMAKERS	TRENTON, NJ	2,000 00
12/21/2011	ONE GIFT	MORRISTOWN, NJ	1,000 00
12/21/2011	CARMELITE SISTERS OF BALTIMORE	BALTIMORE, MD	1,000 00
12/21/2011	SOAR! - SUPPORT OUR AGING RELIGIOUS	WASHINGTON DC	500 00
1/13/2012	CRISTO REY NY HIGH SCHOOL	NEW YORK, NY	5,000 00
1/13/2012	FRIENDS OF KEMMERER LIBRARY HARDING TWP	HARDING TWP, NJ	1,000 00
11/21/2011	EDGARTOWN FIREMAN'S ASSOCIATION	EDGARTOWN, MA	1,000 00
1/31/2012	SETON HALL PREPARATORY SCHOOL	WEST ORANGE, NJ	1,000 00

THE HEALEY FAMILY FOUNDATION
CHARITABLE CONTRIBUTIONS PAID
EIN 13-3531967
FYE 4/30/12

DATE	CONTRIBUTION	CITY/STATE	AMOUNT
1/4/2012	BOTTOM LINE	NEW YORK, NY	1 000 00
2/13/2012	WOMEN'S ASSOCIATION OF MORRISTOWN MEDICAL CENTER	MORRISTOWN, NJ	10,000 00
1/31/2012	THE BECKET FUND	WASHINGTON DC	10 000 00
1/13/2012	HARVARD UNIVERSITY	CAMBRIDGE, MA	25 000 00
1/13/2012	GEORGETOWN UNIVERSITY/WALL STREET ALLIANCE	WASHINGTON, DC	12 750 00
2/13/2012	ASSUMPTION COLLEGE FOR SISTERS	MENDHAM NJ	5 000 00
2/22/2012	CATHOLIC EXTENSION	CHICAGO, IL	2 000 00
2/22/2012	FOUNDATIONS AND DONORS INTERESTED IN CATHOLIC ACTIVITIES, INC	WASHINGTON, DC	1 000 00
2/27/2012	CURE ALZHEIMER'S FUND	PITTSBURGH PA	1 000 00
2/27/2012	EXCELLENT EDUCATION FOR EVERYONE	EAST BRUNSWICK NJ	25,000 00
2/27/2012	RENEW INTERNATIONAL	PLAINFIELD, NJ	5,000 00
2/29/2012	FOUNDATIONS AND DONORS INTERESTED IN CATHOLIC ACTIVITIES INC	WASHINGTON, DC	7,500 00
2/29/2012	SAINT PETER'S HEALTHCARE SYSTEM	EAST BRUNSWICK, NJ	2,000 00
3/28/2012	NATIONAL LEADERSHIP ROUNDTABLE ON CHURCH MANAGEMENT	WASHINGTON, DC	50,000 00
3/1/2012	DIOCESE OF PATERSON	PATERSON, NJ	3 600 00
3/21/2012	CHRIST THE KING PARISH	NEW VERNON, NJ	30,000 00
3/21/2012	PECK SCHOOL	MORRISTOWN, NJ	20,000 00
3/21/2012	WILLIAMS COLLEGE	WILLIAMSTOWN MA	5,000 00
2/10/2012	WOODSTOCK THEOLOGICAL CENTER (GEORGETOWN UNIVERSITY)	WASHINGTON DC	10,000 00
3/21/2012	DELBARTON FUND	MORRISTOWN, NJ	11,000 00
3/21/2012	CRISTO REY NY HIGH SCHOOL	NEW YORK, NY	50,000 00
3/31/2012	PORTSMOUTH ABBEY SCHOOL	PORTSMOUTH, RI	25,000 00
4/11/2012	MORRISTOWN NEIGHBORHOOD HOUSE ASSOCIATION	MORRISTOWN NJ	250 00
3/21/2012	ROSEMONT COLLEGE OF THE HOLY CHILD JESUS	ROSEMONT, PA	25,000 00
3/21/2012	HOBART AND WILLIAM SMITH COLLEGES	GENEVA, NY	500 00
3/21/2012	FORDHAM UNIVERSITY	BRONX, NY	1,000 00
4/4/2012	CHRIST THE KING PARISH	NEW VERNON NJ	2,000 00
3/21/2012	GEORGETOWN UNIVERSITY	WASHINGTON, DC	2,500 00
3/21/2012	DELBARTON FUND	MORRISTOWN, NJ	25,000 00
3/28/2012	FAMILY SCHOLAR HOUSE	LOUISVILLE, KY	100 00
3/28/2012	ORDER OF MALTA FEDERAL ASSOCIATION(SOVEREIGN MILITARY	WASHINGTON DC	1 200 00
3/21/2012	THE PACKER COLLEGIATE INSTITUTE	BROOKLYN NY	10,000 00
3/21/2012	TRUSTEES OF RESERVATIONS	BEVERLY, MA	5 000 00
3/28/2012	BOYS AND GIRLS CLUB OF NEWARK	NEWARK NJ	5,000 00
	THRU NORTHERN LIGHTS CAPITAL PARTNERS LLC	EIN 20-5650492	1 00
	THRU TIFF PRIVATE EQUITY PARTNERS 2005, LLC	EIN 20-2619423	1 00
	THRU TIFF PRIVATE EQUITY PARTNERS 2007, LLC	EIN 20-5133649	6 00
	THRU TIFF PRIVATE EQUITY PARTNERS 2009, LLC	EIN 26-3319245	7 00
	THRU TIFF PRIVATE EQUITY PARTNERS 2010 LLC	EIN 27-1203432	3 00
	TOTAL QUALIFYING CONTRIBUTIONS (COL A) *		\$1,171,186 00
LESS ATTRIBUTABLE TO UBTI			
	THRU TIFF PRIVATE EQUITY PARTNERS 2009, LLC	EIN 26-3319245	(6 00)
	THRU TIFF PRIVATE EQUITY PARTNERS 2010 LLC	EIN 27-1203432	(2 00)
	TOTAL QUALIFYING CONTRIBUTIONS (COL D) *		\$1,171,178 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

HEALEY FAMILY FOUNDATION
From 01-May-2011 To 30-Apr-2012

Base Currency :USD

Realized Gains/Losses Description	Trade Date	Date Sold	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
LEXINGTON REALTY TRUST TRUST	17-Jun-98	26-Jul-11	100	893.98	1,474.94	(580.96)	Long-Term
LEXINGTON REALTY TRUST TRUST	24-Apr-09	26-Jul-11	4	35.76	17.20	18.56	Long-Term
LEXINGTON REALTY TRUST TRUST	30-Jul-09	26-Jul-11	3	26.82	12.72	14.10	Long-Term
LEXINGTON REALTY TRUST TRUST	16-Oct-09	26-Jul-11	3	26.82	14.10	12.72	Long-Term
ENSTAR GROUP LTD CMN	17-Dec-98	26-Jul-11	500	52,842.98	7,073.47	45,769.51	Long-Term
TOTAL				53,826.36	8,592.43	45,233.93	

THE HEALEY FAMILY FOUNDATION
EIN: 13-3531967
FYE 04/30/2012

FORM 990-PF

SCHEDULE OF PASSIVE LOSS CARRYFORWARD:

	CURRENT YEAR PASSIVE GAINS/ (LOSSES)	PRIOR YEARS' PASSIVE (LOSSES) UTILIZED	NET PASSIVE (LOSSES)	TOTAL SUSPENDED PASSIVE (LOSSES)
4/30/2009	(40,474)	0	(40,474)	(40,474)
4/30/2010	(32,657)	0	(32,657)	(73,131)
4/30/2011	(39,172)	0	(39,172)	(112,303)
4/30/2012	(67,389)	0	(67,389)	(179,692)

SCHEDULE OF PTP LOSS CARRYFORWARD:

	CURRENT YEAR PTP GAINS/ (LOSSES)	PRIOR YEARS' PTP (LOSSES) UTILIZED	NET PTP (LOSSES)	TOTAL SUSPENDED PTP (LOSSES)
4/30/2012	(38,039)	0	(38,039)	(38,039)

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

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

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

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	HEALEY FAMILY FOUNDATION	<input checked="" type="checkbox"/> 13-3531967
	Number, street, and room or suite no. If a P O box, see instructions.	Social security number (SSN)
	c/o BCRS ASSOCIATES, LLC; 77 WATER STREET - 9TH FLOOR	<input type="checkbox"/>
	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	\$	75,580.00
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	\$	5,580.00
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	\$	70,000.00

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

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

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 File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions HEALEY FAMILY FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 13-3531967
	Number, street, and room or suite no. If a P.O. box, see instructions c/o BCRS ASSOCIATES, LLC; 77 WATER STREET - 9TH FLOOR	Social security number (SSN) <input type="checkbox"/>
	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 **2011**, 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	\$	75,580.00
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	\$	75,580.00
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 1-2012)