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 JUL 1, 2011 , **and ending** JUN 30, 2012

Name of foundation: Harbourton Foundation

A Employer identification number: 22-2436112

Number and street (or P O box number if mail is not delivered to street address): 47 Hulfish Street — Room/suite: 305

B Telephone number: (609) 924-4001

City or town, state, and ZIP code: Princeton, NJ 08542

C If exemption application is pending, check here ▶ ☐

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)* ▶$ 20773978.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2146.	2146.		Statement 1
	4 Dividends and interest from securities	20000.	20000.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	459575.			
	b Gross sales price for all assets on line 6a 3830103.				
	7 Capital gain net income (from Part IV, line 2)		459575.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	256277.	256277.		Statement 3
	12 **Total.** Add lines 1 through 11	737998.	737998.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy	8121.	406.		7715.
	21 Travel, conferences, and meetings	873.	0.		873.
	22 Printing and publications	374.	0.		374.
	23 Other expenses Stmt 4	128635.	6303.		122333.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	138003.	6709.		131295.
	25 Contributions, gifts, grants paid	1141969.			1141969.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1279972.	6709.		1273264.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-541974.			
	b **Net investment income** (if negative, enter -0-)		731289.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
NOV 1 9 2012
480 IRS-OSC
OGDEN, UT

SCANNED NOV 2 8 2012

123501 12-02-11 LHA **For Paperwork Reduction Act Notice, see instructions.**

914

Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	17768.	8627.	8627.
	2 Savings and temporary cash investments	4254019.	5041392.	5041392.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock Stmt 5	0.	250000.	250000.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 6	17553304.	15296425.	15296425.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ Statement 7)	63678.	177534.	177534.
	16 **Total assets** (to be completed by all filers)	21888769.	20773978.	20773978.
Liabilities	17 Accounts payable and accrued expenses		51039.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ Interco. payable)	0.	2923.	
	23 **Total liabilities** (add lines 17 through 22)	0.	53962.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	1042500.	1042500.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	20846269.	19677516.	
	30 **Total net assets or fund balances**	21888769.	20720016.	
	31 **Total liabilities and net assets/fund balances**	21888769.	20773978.	

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	21888769.
2	Enter amount from Part I, line 27a	2	-541974.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	21346795.
5	Decreases not included in line 2 (itemize) ▶ Unrealized Loss on Investments	5	626779.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20720016.

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	JPM Step-up Bond	P	12/17/10	06/20/12
b	Investment in Nias Futures Fund	P	01/02/07	03/19/12
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	1020995.		1000000.	20995.
b	2809108.		2370528.	438580.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				20995.
b				438580.
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** 459575.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter -0- in Part I, line 8 } **3** N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	1137808.	21160979.	.053769
2009	1360364.	18103481.	.075144
2008	658886.	20109539.	.032765
2007	480641.	26337100.	.018250
2006	499068.	19551454.	.025526

2	Total of line 1, column (d)	2	.205454
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	.041091
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	18868590.
5	Multiply line 4 by line 3	5	775329.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7313.
7	Add lines 5 and 6	7	782642.
8	Enter qualifying distributions from Part XII, line 4	8	1273264.

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	7313.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	7313.
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	7313.
6 Credits/Payments				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4083.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	4083.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	52.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	3282.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶		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 instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If "Yes," attach a detailed description of the activities			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year?	7	X	
If "Yes," complete Part II, col (c), and Part XV.			
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NJ			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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 ▶ James S. Regan Telephone no ▶ (609) 924-4001

Located at ▶ 47 Hulfish Street, Suite 305, Princeton, NJ ZIP+4 ▶ 08542

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

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

			Yes	No
16	At any time during calendar year 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

			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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 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 ▶ ____, ____, ____, ____

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here

▶ ____, ____, ____, ____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

			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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 8		0.	0.	0.

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

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

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

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

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

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

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

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

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	3428118.
c	Fair market value of all other assets	1c	15727811.
d	**Total** (add lines 1a, b, and c)	1d	19155929.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	19155929.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	287339.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18868590.
6	**Minimum investment return.** Enter 5% of line 5	6	943430.

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	943430.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	7313.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	7313.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	936117.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	936117.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	936117.

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	1273264.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1273264.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	7313.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1265951.

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					936117.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				0.	
b Total for prior years ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2011					
a From 2006					
b From 2007					
c From 2008					
d From 2009	294856.				
e From 2010	96623.				
f **Total** of lines 3a through e		391479.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 1273264.					
a Applied to 2010, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2011 distributable amount					936117.
e Remaining amount distributed out of corpus		337147.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		728626.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount - see instructions			0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr				0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		728626.			
10 Analysis of line 9					
a Excess from 2007					
b Excess from 2008					
c Excess from 2009	294856.				
d Excess from 2010	96623.				
e Excess from 2011	337147.				

123581
12-02-11

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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
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))

James S. Regan

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

None

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 9				1141969.
Total			▶ 3a	1141969.
b *Approved for future payment*				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	2146.	
4 Dividends and interest from securities			14	20000.	
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			18	256277.	
8 Gain or (loss) from sales of assets other than inventory			18	459575.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		737998.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 737998.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee — Date 11/13/12 — Title President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

123622
12-02-11

Harbourton Foundation 22-2436112

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

Source	Amount
Interest from notes receivable	1769.
JP Morgan money market dividends	375.
JP Morgan Securities account interest	2.
Total to Form 990-PF, Part I, line 3, Column A	2146.

Form 990-PF Dividends and Interest from Securities Statement 2

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

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income
Income from Investments	256277.	256277.	
Total to Form 990-PF, Part I, line 11	256277.	256277.	

Form 990-PF Other Expenses Statement 4

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Filing Fees	25.	0.		25.
Computer expense	3561.	178.		3383.
Communication expense	1505.	75.		1430.
Prof. Employer Service Fee	111689.	5584.		106105.
Memeberships & dues	2375.	0.		2375.
Postage	28.	0.		28.
Office expenses	9317.	466.		8852.
Miscellaneous	135.	0.		135.
To Form 990-PF, Pg 1, ln 23	128635.	6303.		122333.

Form 990-PF — Corporate Stock — Statement 5

Description	Book Value	Fair Market Value
PanTheryx, Inc.	250000.	250000.
Total to Form 990-PF, Part II, line 10b	250000.	250000.

Form 990-PF — Other Investments — Statement 6

Description	Valuation Method	Book Value	Fair Market Value
Parsec Trading Corp.	FMV	1254065.	1254065.
Naples Investments, LLC	FMV	134008.	134008.
Chalkstream Investment Fund	FMV	3806900.	3806900.
TPG-Axon Partners	FMV	3000931.	3000931.
NIAS Futures Fund, LTD	FMV	0.	0.
Millenium Int'l LTD	FMV	5094923.	5094923.
JP Morgan STEP	FMV	0.	0.
Drawbridge Special Opportunities Fund	FMV	1656580.	1656580.
Origami Secondary Fund II LP	FMV	349018.	349018.
Total to Form 990-PF, Part II, line 13		15296425.	15296425.

Form 990-PF — Other Assets — Statement 7

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Security Deposit	395.	1427.	1427.
Note receivable - Team Newark	44000.	45100.	45100.
Note receivable - YSI	18000.	80000.	80000.
Accrued interest on bond	778.	0.	0.
Accrued interest on N/R	505.	1007.	1007.
Prom Note receivable-Community Justice Ctr	0.	50000.	50000.
To Form 990-PF, Part II, line 15	63678.	177534.	177534.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 8

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

HARBOURTON FOUNDATION
E.I.N. 22-2436112
Form 990 PF, F/Y/E 6/30/12

Part XV – Contributions Paid Statement 9

Association of Small Foundations
733 15th Street NW, Suite 700
Washington, DC 20005
501(c)(3)
$500.00
A resource organization for small foundations.

Council of NJ Grantmakers
101 West State Street
Trenton, NJ 08608
(609) 341-2021
501(c)(3)
$2,000.00
Provides programs that address critical issues and provide skill-building opportunities for grantmakers and their trustees.

Young Scholars' Institute
349 West State Street
Trenton, NJ 08618
(609) 393-3220
501(c)(3)
$92,500.00
Provides innovative programs for approximately 1,200 students annually.

Mount Carmel Guild
73 North Clinton Avenue
Trenton, NJ 08609
(609) 392-3402
501(c)(3)
$5,000.00
Provides direct services to impoverished families not just food but other case management services that help them leverage other resources.

Part XV – Contributions Paid — Statement 9

Better Beginnings Childcare Center
318 N. Main Street
Hightstown, NJ 08520
(609) 448-6226
501(c)(3)
$5,000.00
Provides community based subsidized child care that contributes to the education, physical, social and character development of the individual child in a safe and healthy environment.

The Youth Foundation
P O Box 2761
Edwards, CO 81632
(970) 763-7000
501(c)(3)
$9,600.00
Provides to children of their community accessible educational and self-enhancement programs.

Rider University
2083 Lawrenceville Road
Lawrenceville, NJ 08648
501(c)(3)
$5,000.00
"Minding Our Business" program has trained and mentored more than 1500 Trenton low-income students to launch and run their own businesses.

The Nichols School
1250 Amherst St.
Buffalo, NY 14216
501(c)(3)
$185,000.00
Financial aid

Part XV – Contributions Paid

Statement 9

Isles, Inc.
10 Wood Street
Trenton, NJ 08618
501(c)(3)
$81,085.00
Supports work that advances social, environmental, and economic fairness.

Ballet Theatre Foundation, Inc.
890 Broadway
New York, NY 10003
501(c)(3)
$31,000.00
Bringing art of the very highest quality to its audiences.

George Mason University
4400 University Drive
Fairfax, VA 22030
I.D. #54-0836354
$41,834.00
Tuition Assistance

Princeton Healthcare System Foundation
3626 US Route 1
Princeton, NJ 08540
(609) 497-4190
501(c)(3)
$500,000.00
Princeton Healthcare System brings together compassion, clinical expertise and technology to provide outstanding care and value to the community.

Bravo! Vail Valley Music Festival
2271 N. Frontage Road W
Unit C
Vail, CO 81657
501(c)(3)
$8,850.00
Supporting the area's performing arts.

HARBOURTON FOUNDATION
E.I.N. 22-2436112
Form 990 PF, F/Y/E 6/30/12

Part XV – Contributions Paid

Statement 9

Intelligence Squared
590 Madison Avenue, 30th fl
New York, NY 10022
501(c)(3)
$5,000.00
Provide a new forum for intelligent discussion grounded in facts and informed by reasoned analysis.

Vail Valley Foundation
90 Benchmark Road
Avon, CO 81620
501(c)(3)
$30,000.00
Enhances Vail Valley athletics, education and arts.

Bachmann-Strauss Dystonia and Parkinson Foundation, Inc.
The Fred French Building
551 Fifth Ave., Suite 520
New York, NY 10176
501(c)(3)
$20,000.00
Research for Dystonia and Parkinson's disease

Hillside Soccer Club
P O Box 29072
Portland, OR 97296
501(c)(3)
$10,000.00
Organization dedicated to introducing young players to the joys of soccer, serving the Northwest Portland, OR area.

MASS, Inc.
3737 Atlanta Street
Dallas, TX 75215
(214) 421-0303
(501(c)(3)
$2,000.00
Provides community-based programs to those least likely to obtain help elsewhere.

Part XV – Contributions Paid Statement 9

United Way of Essex and West Hudson
303 Washington St
Newark, NJ 07102
(973) 624-8300
501(c)(3)
$1,000.00
Non-profit organization that seeks to address the root causes of community concerns by aligning resources to best meet the needs of individuals, children and families through service areas.

New York Philharmonic
Avery Fisher Hall
10 Lincoln Center Plaza
New York, NY 10023
(212) 875-5687
$2,000.00
Funding supports the NY Philharmonic's performance and education programs.

The Wilderness Society
1615 M Street NW
Washington, DC 20036
(202) 833-2300
501(c)(3)
$20,000.00
Protecting America's wildlands.

Usher III Initiative
191 North Wacker, Suite 2090
Chicago, IL 60606
(312) 896-2509
501(c)(3)
$2,500.00
Dedicated to developing cures for blindness.

HARBOURTON FOUNDATION
E.I.N. 22-2436112
Form 990 PF, F/Y/E 6/30/12

Part XV – Contributions Paid   Statement 9

Project Spark Foundation
1800 Wilson Blvd #438
Arlington, VA 22201
(703) 338-4470
501(c)(3)
$2,500.00
Focused on providing hope for tomorrow by funding innovative solutions, creative approaches, collaborative ventures and new ideas to improve the lives of those with Parkinson's disease.

Hands Together
P O Box 80985
Springfield, MA 01138
(413) 731-7716
501(c)(3)
$2,000.00
Education and development organization working in Haiti's largest and poorest slums.

Club Dust Inc.
270 Hames Road, Space 10
Corralitos, CA 95076
501(c)(3)
$21,600.00
A housing, Shelter organization

Cityworks Inc.
122 West State Street
Trenton, NJ 08608
501(c)(3)
$5,000.00
To assist community development corporations in responding to the need for more vibrant, economically viable low-income communities in NJ.

Housing & Community Develop Network of NJ
145 West Hanover Street
Trenton, NJ 08618
501(c)(3)
$5,000.00
The advocacy and support network that serves the non-profit community and housing development sector in NJ.

Part XV – Contributions Paid   Statement 9

Institute of Wonderful Working Women for Empowerment, Inc.
120 John Street
Princeton, NJ 08540
501(c)(3)
$5,000.00
Developed a holistic leadership development program which supports self-sufficiency through training, education, outreach and referrals and spiritual and physical health wellness.

Millhill Child & Family Development Corp.
101 Oakland Street
Trenton, NJ 08618
501(c)(3)
$5,000.00
Provides a variety of client centered services to enrich the wellbeing of vulnerable children from infancy to adolescense through culturally sensitive educational, social, behavioral health and medical programs that work within the context of the family and community.

Westminster Community Life Center
1140 Greenwood Avenue
Trenton, NJ 08609
501(c)(3)
$5,000.00
Offers children academic and enrichment after-school program and 4-week summer creative arts camp.

Every Child Valued
175 Johnson Avenue
Lawrenceville, NJ 08648
501(c)(3)
$5,000.00
To encourage and motivate children and youth to reach their full potential as successful students and eventually as educated and fulfilled adults to strengthen families and to combat racial isolation while building a sense of community.

HARBOURTON FOUNDATION
E.I.N. 22-2436112
Form 990 PF, F/Y/E 6/30/12

Part XV – Contributions Paid — Statement 9

The Greater Donnelly Neighborhood Initiative Inc.
P O Box 83
Blawenburg, NJ 08504
501(c)(3)
$5,000.00
Their "Weed and Seed" program uses an innovative approach to reach kids most at risk of joining gangs.

World Media Foundation Inc.
20 Holland Street #408
Somerville, MA 02144
(617) 629-3655
501(c)(3)
$20,000.00
A private News company.

CitySquash Inc.
602 E. 187th Street #204
Bronx, NY 10458
(718) 220-7400
501(c)(3)
$1,000.00
A not-for-profit after-school enrichment program based in the Bronx, NY, helps motivate their talented young people from economically disadvantaged households fulfill their academic, athletic and personal potential.