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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

2011Department of the Treasury
Internal Revenue Service

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 OCT 1, 2011, and ending SEP 30, 2012

Name of foundation
**HEYDAY FOUNDATION
C/O TURTLE BAY GROUP, INC.**

Number and street (or P O box number if mail is not delivered to street address)
305 MADISON AVE.

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

Room/suite
755

A Employer identification number
13-6956580

B Telephone number
646-578-8120

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16)
\$ 1,589,218. (Part I, column (d) must be on cash basis)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

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 ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	15.	15.		STATEMENT 1
	4 Dividends and interest from securities	15,886.	15,886.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	146,287.			
	b Gross sales price for all assets on line 6a	743,446.			
	7 Capital gain net income (from Part IV, line 2)		146,287.		
	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	-6,933.	-6,933.		STATEMENT 3	
12 Total Add lines 1 through 11	155,255.	155,255.			
SCANNED BY AUG 19 2013 Private Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	5,680.	2,840.		2,840.
	c Other professional fees STMT 5	13,932.	13,932.		0.
	17 Interest	9,253.	9,253.		0.
	18 Taxes STMT 6	386.	386.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	29,251.	26,411.		2,840.
	25 Contributions, gifts, grants paid	61,100.			61,100.
26 Total expenses and disbursements Add lines 24 and 25	90,351.	26,411.		63,940.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	64,904.				
b Net investment income (if negative, enter -0-)		128,844.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II. Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	14,744.	22,963.	22,963.
	2 Savings and temporary cash investments	9,657.	512,754.	512,754.
	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 7	476,004.	0.	0.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment, basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	749,590.	779,182.	1,053,501.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,249,995.	1,314,899.	1,589,218.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	1,249,995.	1,249,995.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	64,904.		
30 Total net assets or fund balances	1,249,995.	1,314,899.		
31 Total liabilities and net assets/fund balances	1,249,995.	1,314,899.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,249,995.
2 Enter amount from Part I, line 27a	2	64,904.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,314,899.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,314,899.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CAPITAL GAINS FROM BARCLAYS	P	VARIOUS	VARIOUS
b CAPITAL GAINS FROM BARCLAYS	P	VARIOUS	VARIOUS
c CAPITAL GAINS FROM K1	P	VARIOUS	12/31/11
d CAPITAL GAINS FROM K1	P	VARIOUS	12/31/11
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 152,126.		140,047.	12,079.
b 524,641.		434,868.	89,773.
c		22,244.	-22,244.
d 66,679.			66,679.
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			12,079.
b			89,773.
c			-22,244.
d			66,679.
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	146,287.
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	85,525.	1,583,392.	.054014
2009	56,560.	1,444,536.	.039154
2008	66,059.	1,332,173.	.049587
2007	134,049.	1,985,142.	.067526
2006	168,301.	2,138,559.	.078698

2 Total of line 1, column (d)	2	.288979
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	.057796
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,544,982.
5 Multiply line 4 by line 3	5	89,294.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,288.
7 Add lines 5 and 6	7	90,582.
8 Enter qualifying distributions from Part XII, line 4	8	63,940.

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)		1	2,577.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	2,577.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	2,577.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 300.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 3,500.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	3,800.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	49.
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	1,174.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax	1,174. Refunded	11	0.

Part VII-A Statements Regarding Activities

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

N/A

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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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>HEYDAY FOUNDATION</u> Telephone no. ► <u>646-578-8120</u> Located at ► <u>305 MADISON AVE, #755, NEW YORK, NY</u> ZIP+4 ► <u>10165</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u> <u>N/A</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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
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)?

☐ 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

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?

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 ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

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

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

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

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

0

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Part VIII

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

3

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

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

Part IX-A

Summary of Direct Charitable Activities

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

Expenses

1	N/A	
		0.
2		
3		
4		

Part IX-B

Summary of Program-Related Investments

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

Amount

1	N/A	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,480,411.
b	Average of monthly cash balances	1b	88,099.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,568,510.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,568,510.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	23,528.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,544,982.
6	Minimum investment return. Enter 5% of line 5	6	77,249.

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	77,249.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,577.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,577.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	74,672.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	74,672.
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	74,672.

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	63,940.
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	63,940.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	63,940.

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.

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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				74,672.
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	14,134.			
c From 2008				
d From 2009				
e From 2010	6,355.			
f Total of lines 3a through e	20,489.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	63,940.			
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				63,940.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	10,732.			10,732.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,757.			
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	9,757.			
10 Analysis of line 9:				
a Excess from 2007	3,402.			
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	6,355.			
e Excess from 2011				

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N/A

- ▶

☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

2011 05000 HEYDAY FOUNDATION C/O THIRTI 13-69561

HEYDAY FOUNDATION

Form 990-PF (2011)

C/O TURTLE BAY GROUP, INC.

13-6956580

Page 11

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				
CLASSIC STAGE COMPANY 136 EAST 13TH STREET NEW YORK, NY 10003	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
LAMBDA LITERARY FOUNDATION 5482 WILSHIRE BLVD, #1595 LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
BASS MUSEUM 2100 COLLINS AVENUE MIAMI, FL 33139	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250.
826DC 3233 14TH STREET NW WASHINGTON, DC 20010	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
BROADWAY CARES/EQUITY FIGHTS AIDS 165 WEST 46TH STREET, SUITE 1300 NEW YORK, NY 10036	NONE	PUBLIC CHARITY	GENERAL SUPPORT	800.
Total	SEE CONTINUATION SHEET(S)			61,100.
b Approved for future payment				
NONE				
Total				0.

Form 990-PF (2011)

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.		

[illegible]

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.

▶ X

Signature of officer or trustee

Date _____

► TRUSTEE

Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

CLEMENT P.
BALLAS, CPA

Preparer's signature

Clement P. Bulley, CPA

Date

8/5/13

Check ☐ if self-employed

PTIN

P01216378

Firm's name ► **TURTLE BAY GROUP, INC.**

Firm's EIN ► 27-2761141

Firm's address ► 305 MADISON AVENUE, SUITE 755
NEW YORK, NY 10165

Phone no. 646-578-8120

Form **990-PF** (2011)

HEYDAY FOUNDATION
C/O TURTLE BAY GROUP, INC.

13-6956580

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SUNDARI FOUNDATION PO BOX 12189 MIAMI, FL 33101	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
BOMB MAGAZINE 80 HANSON PLACE BROOKLYN, NY 11217	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,500.
METROPOLIS ENSEMBLE 139 JACKSON STREET BROOKLYN, NY 11211	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
COMBINED FEDERAL CAMPAIGN U.S. OFFICE OF PERSONNEL MANAGEMENT 1900 E STREET, NW WASHINGTON, DC 20415	NONE	PUBLIC CHARITY	GENERAL SUPPORT	3,500.
CHEZ BUSHWICK 304 BOERUM STREET BROOKLYN, NY 11206	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
CREATIVE TIME 59 EAST 4TH ST., SUITE 6E NEW YORK, NY 10003	NONE	PUBLIC CHARITY	GENERAL SUPPORT	8,000.
RUSSEL FERBER FOUNDATION 520 8TH AVENUE NEW YORK, NY 10018	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250.
UNIVERSITY OF WYNWOOD 500 NE 56TH ST. MIAMI, FL 33137	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,200.
US CAPITOL HISTORIC SOCIETY 200 MARYLAND AVENUE, NE WASHINGTON, DC 20002	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
GAY AND LESBIAN LEADERSHIP INSTITUTE 1133 FIFTEENTH STREET, NW WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	GENERAL SUPPORT	15,000.
Total from continuation sheets				58,050.

HEYDAY FOUNDATION
C/O TURTLE BAY GROUP, INC.

13-6956580

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FINE ARTS WORK CENTER 24 PEARL STREET PROVINCETOWN, RI 02657	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250.
HUMAN RIGHTS CAMPAIGN 1640 RHODE ISLAND AVE. N.W. WASHINGTON, DC 20036-3278	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
KAGENO WORLDWIDE 261 BROADWAY, SUITE 10D NEW YORK, NY 10007	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
LGBT CENTER 1130 WASHINGTON AVE MIAMI BEACH, FL 33139	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
CITIZENS UNION FOUNDATION 299 BROADWAY, SUITE 700 NEW YORK, NY 10007-1976	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
FRIENDS OF THE HIGH LINE 529 WEST 20TH ST. SUITE 8 NEW YORK, NY 10011	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
AVODAH 45 WEST 36TH STREET, 8TH FL NEW YORK, NY 10018	NONE	PUBLIC CHARITY	GENERAL SUPPORT	200.
RED CROSS/JAWALAKHEL HANDCRAFT CENTER 801 SECOND AVENUE #18 NEW YORK, NY 10017	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,200.
ASPCA 424 E 92ND ST NEW YORK, NY 10128	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
POETS HOUSE 10 RIVER TERRACE NEW YORK, NY 10282	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,500.
Total from continuation sheets				

HEYDAY FOUNDATION
C/O TURTLE BAY GROUP, INC.

13-6956580

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NEW YORK UNIVERSITY 726 BROADWAY, 2ND FLOOR NEW YORK, NY 10003	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
SANCTUARY FOR FAMILIES PO BOX 1406, WALL STREET STATION NEW YORK, NY 10268	NONE	PUBLIC CHARITY	GENERAL SUPPORT	200.
SKIDMORE COLLEGE 815 NORTH BROADWAY SARATOGA SPRINGS, NY 12866	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,500.
THE CENTER 208 WEST 13TH STREET NEW YORK, NY 10011	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
FROM THE FISHHOUSE 87 STAGE ROAD PITTSION, ME 04345	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
TRIPLE CANOPY 155 FREEMAN STREET BROOKLYN, NY 11222	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
WHITMAN-WLKER CLINIC 1407 S ST. NW WASHINGTON, DC 20009	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
WOLFSONIAN 1001 WASHINGTON AVENUE MIAMI BEACH, FL 33139	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250.
Total from continuation sheets				

HOLDINGS

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

Equities

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

Note Trade price may include any applicable local taxes and fees

Common stocks(Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est ann yield (%)	Est annual income (\$)	Comment / Research rating
***GREENLIGHT CAPITAL RE LTD (GLRE) CLASS A	569	\$ 26.53	\$ 15,096.84	\$ 20.740	\$ 11,801.06	-\$ 3,295.78			In cash account
AUTONATION INC DEL (AN)	914	30.00	27,419.92	32.780	29,960.92	2,541.00			In cash account
BOK FINANCIAL CORP NEW (BOKF)	53	52.60	2,787.80	46.890	2,485.17	- 302.63	2.292	58.30	In cash account
BERKSHIRE HATHAWAY INC DEL (BRKB) CL B NEW	234	73.50	17,199.00	71.040	16,623.36	- 575.64			In cash account Barclays 1-O/NEU
***BROOKFIELD ASSET MANAGEMENT (BAM) INC CLASS A LTD VTG SHS	1,047	32.60	34,132.57	27.758	29,063.28	- 5,069.30	1.870	544.44	In cash account Shares denominated in Canadian Dollar - CAD
CB RICHARD ELLIS GROUP INC (CBG)	225	13.26	2,982.90	13.460	3,028.50	45.60			In cash account Barclays 1-O/NEU
CME GROUP INC (CME)	47	186.40	8,760.62	246.400	11,580.80	2,820.18	2.177	263.20	In cash account Barclays 2-E/NEU
***CNOOC LTD (CEO) SPONSORED ADR REP 100 SHS CL H	58	111.65	6,475.64	160.300	9,297.40	2,821.76	3.420	335.07	In cash account
***CARNIVAL CORP (CCL) COMMON PAIRED STOCK	79	38.05	3,006.00	30.300	2,393.70	- 612.30	3.118	79.00	In cash account Barclays 1-O/NEU
DREAMWORKS ANIMATION SKG INC (DWA) CL A	1,121	23.30	26,119.91	18.180	20,379.78	- 5,740.13			In cash account Barclays 3-U/NEU
FOREST CITY ENTERPRISES INC (FCEA) CL A	1,229	14.01	17,222.48	10.660	13,101.14	- 4,121.34			In cash account
***FRANCO-NEVADA CORPORATION (FNV)	669	33.10	22,143.85	36.312	24,292.90	2,149.04	1.337	321.12	In cash account Shares denominated in Canadian Dollar - CAD
GOOGLE INC (GOOG) CL A	4	537.96	2,151.84	514.380	2,057.52	- 94.32			In cash account Barclays: 1-O/POS
***GRUPO TELEvisa SA DE CV (TV) SPONSORED ADR REP STG 2 ORD PARTN CERTS	706	19.97	14,096.64	18.390	12,983.34	- 1,113.30	0.750	99.55	In cash account Barclays 2-E/NEG

BEGINNING OF YEAR ASSETS

THE HEYDAY FOUNDATION

September 1 - September 30, 2011

837-60866

page 8 of 17

Equities

Common stocks(Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est ann yield (%)	Est annual income (\$)	Comment / Research rating
***HENDERSON LAND DEVELOPMENT (HLCY)	3,910	6.92	27,071.00	4.554	17,806.14	-9,264.86	2.106	402.73	In cash account
LTD-SPONSORED ADR									
HOWARD HUGHES CORP (HHC)	176	53.90	9,485.77	42.100	7,409.60	-2,076.17			In cash account
***ICI BANK LTD (IBN)	73	36.76	2,683.14	34.720	2,534.56	-148.58	1.685	45.33	In cash account
SPONSORED ADR									
***IMPERIAL OIL LTD NEW (IMO)	334	42.72	14,268.75	36.053	12,041.92	-2,226.84	1.273	154.64	In cash account Barclays 1-O/POS Shares denominated in Canadian Dollar - CAD
JARDEN CORPORATION (JAH)	838	29.72	24,907.13	28.260	23,681.88	-1,225.25	1.187	289.11	In cash account Barclays 1-O/POS
***JARDINE STRATEGIC HOLDINGS (JSHLY)	475	55.49	26,357.69	52.620	24,994.50	-1,363.19	0.733	184.30	In cash account
LTD BERMUDA UNSPONSORED ADR									
LEUCADIA NATIONAL CORP (LUK)	941	28.10	26,441.10	22.680	21,341.88	-5,099.22	1.047	235.25	In cash account
LIBERTY MEDIA CORP (LCPAD)	337	48.19	16,238.90	66.120	22,282.44	6,043.54			In cash account
NEW LIBERTY CAP COM SER A									
LIBERTY MEDIA CORP NEW (LSTAD)	244	71.80	17,518.97	63.560	15,508.64	-2,010.33			In cash account Barclays 1-O/NEU
LIBERTY STARZ COM SER A									
LIMITED BRANDS INC (LTD)	359	37.14	13,333.39	38.510	13,825.09	491.70	2.004	287.20	In cash account Barclays 2-E/NEU
LOEWS CORPORATION (L)	67	39.47	2,644.69	34.550	2,314.85	-329.84	0.710	16.75	In cash account
MASTERCARD INC (MA)	58	215.84	12,518.97	317.160	18,395.28	5,876.31	0.183	34.80	In cash account Barclays 1-O/NEU
***MELCO CROWN ENTERTAINMENT (MPEL)	385	6.02	2,315.87	8.310	3,199.35	883.48			In cash account
LTD ADR									
NYSE EURONEXT (NYX)	270	74.76	20,184.49	23.240	6,274.80	-13,909.69	4.908	324.00	In cash account Barclays 1-O/NEU
SEARS HOLDINGS CORP (SHLD)	378	67.99	25,699.53	57.520	21,742.56	-3,956.97			In cash account Barclays 2-E/NEU
***SWIRE PACIFIC LTD-SPONSORED (SWRAY)	1,489	16.12	24,003.87	10.341	15,397.75	-8,611.12	4.070	641.76	In cash account
ADR REPSTG ORD CL A H\$0.60 PAR									
VORNADO REALTY TRUST (VNO)	83	35.46	2,943.15	74.620	6,193.46	3,250.31	3.553	229.08	In cash account Barclays 1-O/NEU
WYNN RESORTS LTD (WYNN)	206	37.80	7,786.80	115.080	23,706.48	15,919.68	0.996	257.50	In cash account Barclays 1-O/NEU
Total USD Common stocks					\$ 447,700.05	-\$ 28,304.20		\$ 4,803.13	
Total Equities					\$ 447,700.05	-\$ 28,304.20		\$ 4,803.13	

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

SOURCE	AMOUNT
INTEREST INCOME	15.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	15.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	15,886.	0.	15,886.
TOTAL TO FM 990-PF, PART I, LN 4	15,886.	0.	15,886.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME FROM K-1	-6,933.	-6,933.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-6,933.	-6,933.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,680.	2,840.		2,840.
TO FORM 990-PF, PG 1, LN 16B	5,680.	2,840.		2,840.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	13,932.	13,932.		0.
TO FORM 990-PF, PG 1, LN 16C	13,932.	13,932.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	386.	386.		0.
TO FORM 990-PF, PG 1, LN 18	386.	386.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	0.	0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT PARTNERSHIP	COST	779,182.	1,053,501.
TOTAL TO FORM 990-PF, PART II, LINE 13		779,182.	1,053,501.

From 10-01-11 Through 09-30-12

Barclays Wealth is the wealth management division of Barclays Bank PLC, including Barclays Capital Inc., in the United States. Barclays Capital Inc., an affiliate of Barclays Bank PLC, is a U.S. registered broker-dealer and regulated by the Securities & Exchange Commission. The registered office of Barclays Capital Inc. is 200 Park Avenue, New York, NY 10166. Barclays Bank PLC is registered in England and Wales (registered office at 1 Churchill Place, London E1 1SB, United Kingdom). Barclays Bank PLC is authorized and regulated by the Financial Services Authority.

Barclays Wealth and Investment Management
REALIZED GAINS AND LOSSES

Account 837-60866-1-0-998

THE HEYDAY FOUNDATION

From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
03-19-2010	12-06-2011	50	***Greenlight Capital Re Ltd Class A	1,267.50	1,231.97		-35.53
12-07-2010	12-06-2011	57	Autonation Inc Del	1,508.40	2,065.64	557.24	
12-17-2010	12-06-2011	75	Autonation Inc Del	2,050.08	2,717.94	667.86	
03-19-2010	12-06-2011	10	Bok Financial Corp New	526.00	547.18		21.18
08-13-2007	12-06-2011	34	Berkshire Hathaway Inc Del Cl B New	2,499.00	2,659.08		160.08
08-13-2007	12-06-2011	155	***Brookfield Asset Management Inc Class A	5,053.06	4,268.61		-784.45
02-19-2010	12-06-2011	225	Cbre Group Inc Cl A	2,982.90	3,743.67		760.77
03-04-2009	12-06-2011	7	Cme Group Inc	1,304.77	1,741.77		437.00
08-13-2007	12-06-2011	9	***Chooc Ltd Sponsored Adr Rep 100 Shs Cl	1,004.84	1,771.70		766.86
10-18-2011	12-06-2011	43	Dish Network Corp Cl A	1,123.15	1,151.08	27.93	
06-25-2010	12-06-2011	56	Dreamworks Animation Skg Inc Cl A	1,598.26	1,011.34		-586.92
06-30-2010	12-06-2011	91	Dreamworks Animation Skg Inc Cl A	2,650.21	1,643.43		-1,006.78
01-10-2011	12-06-2011	16	Dreamworks Animation Skg Inc Cl A	466.74	288.95	-177.79	
04-27-2010	12-06-2011	126	Forest City Enterprises Inc Cl A	1,995.99	1,545.99		-450.00
05-13-2010	12-06-2011	36	Forest City Enterprises Inc Cl A	565.40	441.71		-123.69
07-28-2010	12-06-2011	34	***Franco-Nevada Corporation	1,016.12	1,393.29		377.17
09-21-2010	12-06-2011	38	***Franco-Nevada Corporation	1,202.48	1,557.21		354.73

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

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Barclays Wealth and Investment Management
REALIZED GAINS AND LOSSES

Account 837-60866-1-0-998
THE HEYDAY FOUNDATION
 From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
11-05-2009	12-06-2011	85	***Grupo Televisa Sa De Cv Sponsored Adr R	1,725.59	1,756.06		30.47
01-24-2011	12-06-2011	1,055	***Henderson Land Development Ltd-Sponsor	7,497.78	5,053.35	-2,444.43	
08-13-2007	12-06-2011	39	***Imperial Oil Ltd New	1,666.11	1,682.42		16.31
03-03-2010	12-06-2011	38	Jarden Corporation	1,267.68	1,176.84		-90.84
06-25-2010	12-06-2011	87	Jarden Corporation	2,475.44	2,694.33		218.89
11-08-2010	12-06-2011	99	***Jardine Strategic Holdings Ltd Bermuda	5,574.66	5,816.13		241.47
08-13-2007	12-06-2011	90	Leucadia National Corp	3,767.81	2,133.85		-1,633.96
06-07-2010	12-06-2011	31	Liberty Media Corporation	1,259.63	2,348.12		1,088.49
06-23-2010	12-06-2011	52	Liberty Cap Clas Liberty Media Corporation	2,300.91	3,938.77		1,637.86
07-14-2010	12-06-2011	12	Liberty Media Corporation	541.14	908.95		367.81
07-20-2011	12-06-2011	63	Liberty Cap Clas Limited Brands Inc	2,530.52	2,695.08	164.56	
07-22-2008	12-06-2011	9	Mastercard Inc	2,456.24	3,339.11		882.87
05-29-2009	12-06-2011	57	***Melco Crown Entertainment Ltd Adr	342.87	563.14		220.27
08-13-2007	12-06-2011	40	Nyse Euronext	2,990.29	1,135.57		-1,854.72
05-27-2010	12-06-2011	13	Sears Holdings Corp	1,145.87	768.28		-377.59
06-15-2010	12-06-2011	33	Sears Holdings Corp	2,651.96	1,950.26		-701.70
01-07-2011	12-06-2011	92	***Swire Pacific Ltd-Sponsored Adr Repstg	1,560.68	1,090.18	-470.50	
01-19-2011	12-06-2011	292	***Swire Pacific Ltd-Sponsored Adr Repstg	4,810.26	3,460.13	-1,350.13	
03-24-2009	12-06-2011	14	Vornado Realty Trust	491.81	1,038.64		546.83
05-27-2009	12-06-2011	45	Wynn Resorts Ltd	1,701.00	5,100.65		3,399.65

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Barclays Wealth and Investment Management
REALIZED GAINS AND LOSSES

Account 837-60866-1-0-998
THE HEYDAY FOUNDATION
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
09-21-2010	12-16-2011	35	***Franco-Nevada Corporation	1,107.54	1,314.77		207.23
10-08-2010	12-16-2011	15	***Franco-Nevada Corporation	496.66	563.47		66.81
08-13-2007	12-19-2011	52	***Imperial Oil Ltd New	2,221.48	2,147.60		-73.88
08-13-2007	12-21-2011	12	***Cnooc Ltd Sponsored Adr Rep 100 Shs Cl	1,339.79	2,067.95		728.16
01-19-2011	01-09-2012	68	***Swire Pacific Ltd-Sponsored Adr Repstg	1,120.20	666.62	-453.58	
10-08-2010	01-17-2012	66	***Franco-Nevada Corporation	2,185.31	2,671.50		486.19
10-29-2010	01-17-2012	2	***Franco-Nevada Corporation	69.27	80.95		11.68
01-02-1950	01-18-2012	0	Orchard Supply Hardware Stores Corporation	0.00	27.81		27.81
11-05-2009	01-26-2012	22	***Grupo Televisa Sa De Cv Sponsored Adr R	446.62	450.89		4.27
02-22-2010	01-26-2012	61	***Grupo Televisa Sa De Cv Sponsored Adr R	1,207.61	1,250.20		42.59
01-19-2011	01-27-2012	262	***Swire Pacific Ltd-Sponsored Adr Repstg	4,316.06	2,745.18	-1,570.88	
08-13-2007	02-08-2012	11	***Cnooc Ltd Sponsored Adr Rep 100 Shs Cl	1,228.14	2,433.34		1,205.20
05-13-2010	02-08-2012	113	Forest City Enterprises Inc Cl A	1,774.72	1,690.61	-84.11	
07-16-2010	02-08-2012	109	Forest City Enterprises Inc Cl A	1,294.79	1,630.76		335.97
10-29-2010	02-10-2012	45	***Franco-Nevada Corporation	1,558.68	1,978.46		419.78

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Barclays Wealth and Investment Management
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Account 837-60866-1-0-998
THE HEYDAY FOUNDATION
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Open Date	Close Date	Quantity	Security	Cost		Gain Or Loss	
				Basis	Proceeds	Short Term	Long Term
08-13-2007	02-22-2012	26	***Cnooc Ltd Sponsored Adr Rep 100 Shs Cl	2,902.87	5,853.61		2,950.74
05-29-2009	02-22-2012	328	***Melco Crown Entertainment Ltd Adr	1,973.00	4,066.26		2,093.26
01-19-2011	02-22-2012	220	***Swire Pacific Ltd-Sponsored Adr Repstg	3,624.17	2,440.39		-1,183.78
03-21-2011	02-22-2012	201	***Swire Pacific Ltd-Sponsored Adr Repstg	2,830.20	2,229.63	-600.57	
05-09-2011	02-22-2012	125	***Swire Pacific Ltd-Sponsored Adr Repstg	1,931.65	1,386.59	-545.06	
07-14-2010	03-01-2012	37	Liberty Media Corporation Liberty Cap Clas	1,668.50	3,311.58		1,643.08
08-13-2007	03-02-2012	48	***Imperial Oil Ltd New	2,050.60	2,297.78		247.18
02-22-2010	03-07-2012	123	***Grupo Televisa Sa De Cv Sponsored Adr R	2,435.03	2,507.63		72.60
10-29-2010	03-08-2012	13	***Fianco-Nevada Corporation	450.29	561.93		111.64
11-11-2010	03-08-2012	41	***Fianco-Nevada Corporation	1,314.87	1,772.25		457.38
07-22-2008	04-03-2012	6	Mastercard Inc	1,637.49	2,629.82		992.33
02-22-2010	04-10-2012	116	***Grupo Televisa Sa De Cv Sponsored Adr R	2,296.45	2,401.29		104.84
02-22-2010	04-25-2012	168	***Grupo Televisa Sa De Cv Sponsored Adr R	3,325.89	3,389.99		64.10
07-22-2008	05-01-2012	5	Mastercard Inc	1,364.58	2,329.87		965.29
08-13-2007	06-05-2012	50	Nyise Euronext	3,737.87	1,194.11		-2,543.76
07-22-2008	06-06-2012	4	Mastercard Inc	1,091.66	1,674.01		582.35
02-25-2009	06-06-2012	2	Mastercard Inc	324.39	837.00		512.61

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Barclays Wealth and Investment Management
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						Short Term	Long Term
11-11-2010	06-08-2012	48	***Franco-Nevada Corporation	1,539.36	2,134.24		594.88
02-25-2009	06-20-2012	3	Mastercard Inc	486.58	1,275.49		788.91
06-07-2012	08-22-2012	0	Liberty Interactive Corporation Series A L	19.44	21.22	1.78	
07-16-2010	08-24-2012	80	Forest City Enterprises Inc Cl A	950.31	1,186.53		236.22
08-24-2010	08-24-2012	60	Forest City Enterprises Inc Cl A	669.85	889.89		220.04
08-13-2007	08-27-2012	180	Nyse Euronext	13,456.33	4,535.44		-8,920.89
03-19-2010	08-31-2012	51	***Greenlight Capital Re Ltd Class A	1,292.85	1,234.50		-58.35
06-11-2010	08-31-2012	11	***Greenlight Capital Re Ltd Class A	268.38	266.26		-2.12
06-14-2010	08-31-2012	43	***Greenlight Capital Re Ltd Class A	1,065.19	1,040.85		-24.34
06-15-2010	08-31-2012	13	***Greenlight Capital Re Ltd Class A	325.03	314.68		-10.35
02-25-2009	09-11-2012	7	Mastercard Inc	1,135.35	3,112.80		1,977.45
06-15-2010	09-19-2012	30	***Greenlight Capital Re Ltd Class A	750.06	757.93		7.87
10-28-2010	09-19-2012	11	***Greenlight Capital Re Ltd Class A	312.69	277.91		-34.78
10-29-2010	09-19-2012	13	***Greenlight Capital Re Ltd Class A	369.67	328.44		-41.23
11-01-2010	09-19-2012	58	***Greenlight Capital Re Ltd Class A	1,660.63	1,465.34		-195.29
04-19-2011	09-19-2012	95	***Greenlight Capital Re Ltd Class A	2,632.68	2,400.12		-232.56

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Barclays Wealth and Investment Management

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THE HEYDAY FOUNDATION

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				Basis			Short Term	Long Term
05-06-2011	09-19-2012	40	***Greenlight Capital Re Ltd Class A	1,075.37		1,010.58		-64.79
05-09-2011	09-19-2012	66	***Greenlight Capital Re Ltd Class A	1,761.08		1,667.45		-93.63
06-30-2011	09-19-2012	88	***Greenlight Capital Re Ltd Class A	2,315.71		2,223.26		-92.45
11-09-2011	09-19-2012	65	Air Lease Corporation Cl A	1,477.96		1,379.92	-98.04	
11-28-2011	09-19-2012	146	Air Lease Corporation Cl A	3,265.83		3,099.51	-166.32	
12-19-2011	09-19-2012	58	Air Lease Corporation Cl A	1,319.31		1,231.31	-88.00	
12-17-2010	09-19-2012	12	Autonation Inc Del	328.01		504.38		176.37
12-30-2010	09-19-2012	95	Autonation Inc Del	2,692.09		3,993.02		1,300.93
01-12-2011	09-19-2012	93	Autonation Inc Del	2,653.80		3,908.95		1,255.15
01-27-2011	09-19-2012	82	Autonation Inc Del	2,442.93		3,446.61		1,003.68
02-03-2011	09-19-2012	128	Autonation Inc Del	3,837.16		5,380.07		1,542.91
02-25-2011	09-19-2012	115	Autonation Inc Del	3,793.90		4,833.65		1,039.75
03-07-2011	09-19-2012	120	Autonation Inc Del	3,904.18		5,043.81		1,139.63
04-20-2011	09-19-2012	89	Autonation Inc Del	2,939.13		3,740.83		801.70
03-19-2010	09-19-2012	43	Bok Financial Corp New	2,261.80		2,532.64		270.84
08-13-2007	09-19-2012	200	Berkshire Hathaway Inc Del Cl B New	14,700.00		17,809.60		3,109.60
08-13-2007	09-19-2012	892	***Brookfield Asset Management Inc Class A	29,079.52		31,502.72		2,423.20
05-07-2012	09-19-2012	55	***Brookfield Residential Properties Inc	644.33		800.72	156.39	
05-08-2012	09-19-2012	145	***Brookfield Residential Properties Inc	1,679.61		2,111.00	431.39	
09-17-2012	09-19-2012	180	***Brookfield Residential Properties Inc	2,674.60		2,620.55	-54.05	
08-30-2012	09-19-2012	85	Cboc Holdings Inc	2,421.86		2,570.34	148.48	

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Barclays Wealth and Investment Management

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				Basis	Proceeds	Short Term	Long Term	
03-04-2009	09-19-2012	200	Cme Group Inc	7,455.84	11,615.73			4,159.89
01-05-2012	09-19-2012	73	Colfax Corporation	2,095.98	2,608.96	512.98		
01-26-2012	09-19-2012	69	Colfax Corporation	2,146.45	2,466.00	319.55		
12-16-2011	09-19-2012	32	Continental Resources Inc	2,001.02	2,538.82	537.80		
12-20-2011	09-19-2012	31	Continental Resources Inc	2,051.82	2,459.48	407.66		
10-18-2011	09-19-2012	50	Dish Network Corp Cl A	1,305.98	1,562.96	256.98		
11-04-2011	09-19-2012	104	Dish Network Corp Cl A	2,446.70	3,250.97	804.27		
11-30-2011	09-19-2012	94	Dish Network Corp Cl A	2,309.17	2,938.37	629.20		
04-24-2012	09-19-2012	72	Dish Network Corp Cl A	2,234.38	2,250.67	16.29		
01-10-2011	09-19-2012	69	Dreamworks Animation Skg Inc Cl A	2,012.81	1,215.42			-797.39
02-18-2011	09-19-2012	121	Dreamworks Animation Skg Inc Cl A	3,458.22	2,131.39			-1,326.83
04-27-2011	09-19-2012	124	Dreamworks Animation Skg Inc Cl A	3,167.25	2,184.24			-983.01
06-17-2011	09-19-2012	105	Dreamworks Animation Skg Inc Cl A	2,249.56	1,849.56			-400.00
07-13-2011	09-19-2012	123	Dreamworks Animation Skg Inc Cl A	2,609.19	2,166.62			-442.57
08-08-2011	09-19-2012	160	Dreamworks Animation Skg Inc Cl A	3,057.14	2,818.37			-238.77
08-23-2011	09-19-2012	120	Dreamworks Animation Skg Inc Cl A	2,250.72	2,113.78			-136.94
09-21-2011	09-19-2012	136	Dreamworks Animation Skg Inc Cl A	2,599.81	2,395.61	-204.20		
02-15-2012	09-19-2012	33	Equity Lifestyle Properties Inc	2,240.20	2,317.87	77.67		
02-27-2012	09-19-2012	36	Equity Lifestyle Properties Inc	2,433.16	2,528.58	95.42		

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						Short Term	Long Term
05-02-2012	09-19-2012	34	Equity Lifestyle Properties Inc	2,394.42	2,388.10	-6.32	
08-24-2010	09-19-2012	195	Forest City Enterprises Inc Cl A	2,177.02	3,270.07		1,093.05
10-25-2010	09-19-2012	117	Forest City Enterprises Inc Cl A	1,710.92	1,962.05		251.13
11-24-2010	09-19-2012	178	Forest City Enterprises Inc Cl A	2,736.55	2,984.99		248.44
11-11-2010	09-19-2012	30	***Franco-Nevada Corporation	962.10	1,764.86		802.76
12-22-2010	09-19-2012	32	***Franco-Nevada Corporation	1,054.89	1,882.52		827.63
03-29-2011	09-19-2012	159	***Franco-Nevada Corporation	5,832.80	9,353.75		3,520.95
02-03-2012	09-19-2012	139	General Growth Properties Inc New	2,259.90	2,763.25	503.35	
02-08-2012	09-19-2012	161	***Glencore International Plc Un-sponsored	2,262.86	1,940.00	-322.86	
09-28-2011	09-19-2012	4	Google Inc Cl A	2,151.84	2,895.85	744.01	
10-25-2011	09-19-2012	5	Google Inc Cl A	2,929.39	3,619.82	690.43	
01-24-2011	09-19-2012	445	***Henderson Land Development Ltd-Sponsor	3,162.57	3,092.68	-69.89	
03-28-2011	09-19-2012	1,486	***Henderson Land Development Ltd-Sponsor	10,082.96	10,327.47	244.51	
03-31-2011	09-19-2012	422	***Henderson Land Development Ltd-Sponsor	2,946.57	2,932.83	-13.74	
05-11-2011	09-19-2012	502	***Henderson Land Development Ltd-Sponsor	3,381.12	3,488.82	107.70	
01-03-2011	09-19-2012	49	Howard Hughes Corp	2,644.76	3,586.03	941.27	

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				Basis			Short Term	Long Term
04-28-2011	09-19-2012	47	Howard Hughes Corp	3,034.14		3,439.66		405.52
08-08-2011	09-19-2012	52	Howard Hughes Corp	2,359.62		3,805.58		1,445.96
08-18-2011	09-19-2012	28	Howard Hughes Corp	1,447.25		2,049.16		601.91
11-09-2011	09-19-2012	83	Howard Hughes Corp	3,845.99		6,074.30	2,228.31	
01-04-2012	09-19-2012	47	Howard Hughes Corp	2,115.94		3,439.66	1,323.72	
02-16-2012	09-19-2012	81	Howard Hughes Corp	4,452.79		5,927.93	1,475.14	
03-01-2012	09-19-2012	23	Howard Hughes Corp	1,343.26		1,683.24	339.98	
03-12-2012	09-19-2012	28	Howard Hughes Corp	1,787.09		2,049.16	262.07	
08-13-2007	09-19-2012	98	***Imperial Oil Ltd New	4,186.64		4,646.07		459.43
06-25-2010	09-19-2012	2	Jarden Corporation	56.91		107.09		50.18
07-13-2010	09-19-2012	40	Jarden Corporation	1,173.60		2,141.71		968.11
08-06-2010	09-19-2012	116	Jarden Corporation	3,284.02		6,210.96		2,926.94
08-31-2010	09-19-2012	81	Jarden Corporation	2,180.64		4,336.96		2,156.32
09-07-2010	09-19-2012	131	Jarden Corporation	3,685.64		7,014.10		3,328.46
09-23-2010	09-19-2012	83	Jarden Corporation	2,461.43		4,444.05		1,982.62
10-25-2010	09-19-2012	57	Jarden Corporation	1,923.03		3,051.93		1,128.90
11-12-2010	09-19-2012	111	Jarden Corporation	3,560.62		5,943.24		2,382.62
12-16-2010	09-19-2012	92	Jarden Corporation	2,838.12		4,925.93		2,087.81
11-08-2010	09-19-2012	56	***Jardine Strategic Holdings Ltd Bermuda	3,153.34		3,750.80		597.46
01-19-2011	09-19-2012	191	***Jardine Strategic Holdings Ltd Bermuda	10,699.51		12,792.89		2,093.38
03-28-2011	09-19-2012	129	***Jardine Strategic Holdings Ltd Bermuda	6,930.18		8,640.22		1,710.04
02-29-2012	09-19-2012	100	Lennar Corp Cl A	2,358.40		3,624.91	1,266.51	
04-03-2012	09-19-2012	99	Lennar Corp Cl A	2,631.42		3,588.67	957.25	
08-13-2007	09-19-2012	210	Leucadia National Corp	8,791.55		5,006.53		-3,785.02
05-05-2010	09-19-2012	136	Leucadia National Corp	3,361.27		3,242.33		-118.94
08-24-2010	09-19-2012	399	Leucadia National Corp	7,917.36		9,512.41		1,595.05

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Barclays Wealth and Investment Management
REALIZED GAINS AND LOSSES

Account 837-60866-1-0-998
THE HEYDAY FOUNDATION
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
10-12-2010	09-19-2012	106	Leucadia National Corp	2,603.11	2,527.11		-76.00
07-14-2010	09-19-2012	4	Liberty Media Corporation Liberty Cap Clas	180.38	410.49		230.11
08-05-2010	09-19-2012	51	Liberty Media Corporation Liberty Cap Clas	2,437.42	5,233.80		2,796.38
08-11-2010	09-19-2012	59	Liberty Media Corporation Liberty Cap Clas	2,715.74	6,054.79		3,339.05
09-08-2010	09-19-2012	35	Liberty Media Corporation Liberty Cap Clas	1,693.91	3,591.82		1,897.91
12-10-2010	09-19-2012	56	Liberty Media Corporation Liberty Cap Clas	3,441.27	5,746.92		2,305.65
07-20-2011	09-19-2012	67	Liberty Media Corporation Liberty Cap Clas	5,750.85	6,875.78		1,124.93
08-01-2011	09-19-2012	30	Liberty Media Corporation Liberty Cap Clas	2,616.44	3,078.71		462.27
08-19-2011	09-19-2012	30	Liberty Media Corporation Liberty Cap Clas	2,251.00	3,078.71		827.71
08-24-2011	09-19-2012	30	Liberty Media Corporation Liberty Cap Clas	2,317.30	3,078.71		761.41
09-13-2011	09-19-2012	30	Liberty Media Corporation Liberty Cap Clas	2,382.40	3,078.71		696.31
09-15-2011	09-19-2012	27	Liberty Media Corporation Liberty Cap Clas	2,200.98	2,770.83		569.85
10-04-2011	09-19-2012	37	Liberty Media Corporation Liberty Cap Clas	2,565.48	3,797.07	1,231.59	
10-12-2011	09-19-2012	39	Liberty Media Corporation Liberty Cap Clas	2,797.37	4,002.32	1,204.95	
06-07-2012	09-19-2012	132	Liberty Media Holding Corporation Interact	1,943.16	2,470.98	527.82	

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Barclays Wealth and Investment Management
REALIZED GAINS AND LOSSES
Account 837-60866-1-0-998
THE HEYDAY FOUNDATION
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
06-19-2012	09-19-2012	138	Liberty Media Holding Corporation Interact	2,012.04	2,583.30	571.26	
06-07-2012	09-19-2012	2	Rts Liberty Interactive Corp Sub Rights L1	24.53	29.57	5.04	
06-19-2012	09-19-2012	1	Rts Liberty Interactive Corp Sub Rights L1	15.24	17.74	2.50	
06-07-2012	09-19-2012	6	Liberty Interactive Corporation Series A L	237.18	291.88	54.70	
06-19-2012	09-19-2012	7	Liberty Interactive Corporation Series A L	265.71	330.15	64.44	
07-20-2011	09-19-2012	8	Limited Brands Inc	321.34	398.63		77.29
07-26-2011	09-19-2012	80	Limited Brands Inc	3,014.21	3,986.31		972.10
08-03-2011	09-19-2012	77	Limited Brands Inc	2,735.43	3,836.82		1,101.39
08-11-2011	09-19-2012	71	Limited Brands Inc	2,384.27	3,537.85		1,153.58
09-22-2011	09-19-2012	60	Limited Brands Inc	2,347.62	2,989.73	642.11	
10-03-2011	09-19-2012	56	Limited Brands Inc	2,165.01	2,790.42	625.41	
04-10-2012	09-19-2012	30	Msc Industrial Direct Co Inc Cl A	2,315.05	2,189.65	-125.40	
06-06-2012	09-19-2012	35	Msc Industrial Direct Co Inc Cl A	2,364.80	2,554.59	189.79	
02-25-2009	09-19-2012	16	Mastercard Inc	2,595.09	7,263.19		4,668.10
12-09-2009	09-19-2012	6	Mastercard Inc	1,427.60	2,723.70		1,296.10
01-02-1950	09-19-2012	14	Orchard Supply Hardware Stores Corporation	0.00	186.75		186.75
01-02-1950	09-19-2012	14	Orchard Supply Hardware Stores Corp Pfd Se	0.00	26.73		26.73
09-10-2012	09-19-2012	174	Rouse Properties Inc	2,486.15	2,496.84	10.69	
06-25-2010	09-19-2012	34	Sears Holdings Corp	2,464.57	2,091.22		-373.35
07-01-2010	09-19-2012	45	Sears Holdings Corp	2,893.56	2,767.79		-125.77

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Barclays Wealth and Investment Management

REALIZED GAINS AND LOSSES

Account 837-60866-1-0-998

THE HEYDAY FOUNDATION

From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
07-08-2010	09-19-2012	36	Sears Holdings Corp	2,243.89	2,214.23		-29.66
07-16-2010	09-19-2012	35	Sears Holdings Corp	2,282.12	2,152.73		-129.39
07-21-2010	09-19-2012	45	Sears Holdings Corp	2,902.12	2,767.79		-134.33
07-28-2010	09-19-2012	36	Sears Holdings Corp	2,501.79	2,214.24		-287.55
08-06-2010	09-19-2012	36	Sears Holdings Corp	2,552.53	2,214.24		-338.29
11-18-2010	09-19-2012	65	Sears Holdings Corp	4,061.12	3,997.92		-63.20
03-06-2012	09-19-2012	48	Viacom Inc New Class B	2,274.88	2,492.10	217.22	
03-24-2009	09-19-2012	68	Vornado Realty Trust	2,388.77	5,720.70		3,331.93
06-17-2009	09-19-2012	1	Vornado Realty Trust	62.57	84.13		21.56
02-09-2012	09-19-2012	127	Wpx Energy Inc	2,281.90	2,147.52	-134.38	
02-15-2012	09-19-2012	135	Wpx Energy Inc	2,406.31	2,282.80	-123.51	
02-17-2012	09-19-2012	153	Wpx Energy Inc	2,892.71	2,587.17	-305.54	
02-29-2012	09-19-2012	143	Wpx Energy Inc	2,592.62	2,418.07	-174.55	
05-27-2009	09-19-2012	161	Wynn Resorts Ltd	6,085.80	18,706.17		12,620.37
10-03-2011	09-19-2012	26	Wynn Resorts Ltd	2,988.23	3,020.87	32.64	
01-02-1950	09-21-2012	332	Rts Sears Hometown And Outlet Stores Inc	0.00	783.50		783.50
06-19-2012	09-26-2012	1	Rts Liberty Interactive Corp	10.16	12.84	2.68	
			Sub Rights Lt				
TOTAL GAINS						21,635.43	124,238.12
TOTAL LOSSES						-9,556.08	-34,465.17
TOTAL REALIZED GAIN/LOSS						12,079.35	89,772.94

101.85230

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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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. HEYDAY FOUNDATION C/O TURTLE BAY GROUP, INC.	Employer identification number (EIN) or ☒ 13-6956580
	Number, street, and room or suite no. If a P O box, see instructions. 305 MADISON AVE., NO. # 755	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10165	

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	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

HEYDAY FOUNDATION

- The books are in the care of ► **305 MADISON AVE, #755 - NEW YORK, NY 10165**

Telephone No ► **646-578-8120**

FAX No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **MAY 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☐ calendar year _____ or
- ☒ tax year beginning **OCT 1, 2011**, and ending **SEP 30, 2012**

- 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	\$	3,800.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	300.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	3,500.

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.

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

Form 8868 (Rev. 1 2012)