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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE HEALTHCARE FOUNDATION OF NEW JERSEY, INC.		A Employer identification number 22-3451664
Number and street (or P.O. box number if mail is not delivered to street address) 60 EAST WILLOW STREET, 2ND FLOOR		B Telephone number (973) 921-1210
City or town, state, and ZIP code MILLBURN, NJ 07041		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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 ☒ 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) \$ 151,235,753.	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____	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)
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		269.	269.		STATEMENT 1
4 Dividends and interest from securities		2,462,463.	2,823,275.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		5,232,799.			
b Gross sales price for all assets on line 6a		23,373,220.			
7 Capital gain net income (from Part IV, line 2)			5,232,799.		
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		187,784.	21,533.		STATEMENT 3
12 Total. Add lines 1 through 11		7,883,315.	8,077,876.		
13 Compensation of officers, directors, trustees, etc.		266,240.	15,974.		250,266.
14 Other employee salaries and wages		301,329.	0.		298,284.
15 Pension plans, employee benefits		142,116.	8,527.		128,780.
16a Legal fees					
b Accounting fees STMT 4		32,350.	1,941.		22,459.
c Other professional fees STMT 5		509,943.	509,943.		0.
17 Interest			13,387.		
18 Taxes STMT 6		281,158.	50,962.		0.
19 Depreciation and depletion					
20 Occupancy		50,186.	3,011.		47,175.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		125,998.	379,513.		120,244.
24 Total operating and administrative expenses. Add lines 13 through 23		1,709,320.	983,258.		867,208.
25 Contributions, gifts, grants paid		6,698,744.			6,392,473.
26 Total expenses and disbursements. Add lines 24 and 25		8,408,064.	983,258.		7,259,681.
27 Subtract line 26 from line 12		-524,749.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			7,094,618.		
c Adjusted net income (if negative, enter -0-)				N/A	

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12-05-12

LHA For Paperwork Reduction Act Notice, see Instructions.

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	35,103.	87,931.	87,931.
	2 Savings and temporary cash investments	4,502,872.	1,282,667.	1,282,667.
	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	10,250.	12,829.	12,829.
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 8	71,786,554.	77,057,510.	77,057,510.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	65,181,069.	72,706,568.	72,706,568.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 10)	152,133.	88,248.	88,248.	
16 Total assets (to be completed by all filers)	141,667,981.	151,235,753.	151,235,753.	
Liabilities	17 Accounts payable and accrued expenses	210,139.	184,787.	
	18 Grants payable	2,649,714.	2,976,371.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 11)	283,167.	497,143.	
	23 Total liabilities (add lines 17 through 22)	3,143,020.	3,658,301.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ X and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	138,524,961.	147,577,452.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	138,524,961.	147,577,452.		
31 Total liabilities and net assets/fund balances	141,667,981.	151,235,753.		

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	138,524,961.
2 Enter amount from Part I, line 27a	2	-524,749.
3 Other increases not included in line 2 (itemize) ▶ <u>UNREALIZED GAIN ON INVESTMENTS</u>	3	9,797,240.
4 Add lines 1, 2, and 3	4	147,797,452.
5 Decreases not included in line 2 (itemize) ▶ <u>DEFERRED FEDERAL EXCISE TAX EXPENSE</u>	5	220,000.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	147,577,452.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHMENT B			P	VARIOUS	VARIOUS
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a			5,232,799.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			5,232,799.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	5,232,799.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	6,919,477.	146,719,690.	.047161
2010	5,830,928.	135,305,692.	.043094
2009	5,642,778.	115,863,661.	.048702
2008	6,000,759.	148,507,944.	.040407
2007	9,548,777.	174,743,483.	.054645

2 Total of line 1, column (d)	2	.234009
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	.046802
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	146,232,179.
5 Multiply line 4 by line 3	5	6,843,958.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	70,946.
7 Add lines 5 and 6	7	6,914,904.
8 Enter qualifying distributions from Part XII, line 4	8	7,259,681.

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.

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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	70,946.
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	70,946.
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	70,946.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 229,299.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 55,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	284,299.
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	940.
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	212,413.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 70,946. Refunded		11	141,467.

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?	☐	☒
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>	☐	☒
c Did the foundation file Form 1120-POL for this year?	☐	☒
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? <i>If "Yes," attach a detailed description of the activities</i>	☐	☒
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? <i>If "Yes," attach a conformed copy of the changes</i>	☐	☒
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	☐	☒
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? <i>If "Yes," attach the statement required by General Instruction T.</i>	☐	☒
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?	☒	☐
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	☒	☐
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? <i>If "No," attach explanation</i>	☒	☐
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	☐	☒
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	☐	☒

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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 ► WWW.HFNJ.ORG	13	X	
14	The books are in care of ► STEVE MUSOLINO Telephone no ► 973-921-1210 Located at ► 60 EAST WILLOW STREET, 2ND FLOOR, MILLBURN, NJ ZIP+4 ► 07041			
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
16	At any time during calendar year 2012, 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 ►	1b	X
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? 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 2012 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 2012.)	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 2012?	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

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 12		266,240.	35,392.	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
LISA BLOCK - 60 EAST WILLOW STREET, 2ND FLOOR, MILLBURN, NJ 07041	SR. PROGRAM OFFICER	92,845.	28,530.	0.
MARCY FELSENFELD - 60 EAST WILLOW STREET, 2ND FLOOR, MILLBURN, NJ	PROGRAM OFFICER	83,450.	18,566.	0.
WALTER K. MAIER - 60 EAST WILLOW STREET, 2ND FLOOR, MILLBURN, NJ	GRANTS ADMINISTRATOR	70,000.	7,370.	0.
BRENDA EARLY - 60 EAST WILLOW STREET, 2ND FLOOR, MILLBURN, NJ	EXECUTIVE ASSISTANT	52,450.	8,785.	0.

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
NEUBERGER BERMAN 605 3RD AVENUE, NEW YORK, NY 10158	INVESTMENT MANAGEMENT & ADVISOR	106,927.
BRANDES INVESTMENT PARTNERS - 11988 EL CAMINO REAL, SUITE 500, SAN DIEGO, CA 92191-9048	INVESTMENT MANAGEMENT & ADVISOR	93,234.
STATE STREET BANK 801 PENNSYLVANIA, KANSAS CITY, MO 64105	CUSTODIAN	77,132.
PAVILION FINANCIAL CORPORATION - 500 W. MADISON STREET, SUITE 2740, CHICAGO, IL 60661	INVESTMENT ADVISORY FEES	70,000.
CORTINA ASSET MANAGEMENT - 825 NORTH JEFFERSON, SUITE 400, MILWAUKEE, WI 53202	INVESTMENT MANAGEMENT & ADVISOR	66,041.
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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	144,691,140.
b	Average of monthly cash balances	1b	3,767,925.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	148,459,065.
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	148,459,065.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,226,886.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	146,232,179.
6	Minimum investment return. Enter 5% of line 5	6	7,311,609.

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	7,311,609.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	70,946.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	70,946.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,240,663.
4	Recoveries of amounts treated as qualifying distributions	4	53,963.
5	Add lines 3 and 4	5	7,294,626.
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	7,294,626.

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	7,259,681.
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	7,259,681.
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	70,946.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,188,735.

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.

Form 990-PF (2012)

THE HEALTHCARE FOUNDATION OF NEW
JERSEY, INC.

Form 990-PF (2012)

22-3451664 Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				7,294,626.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			6,487,837.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ \$ 7,259,681.				
a Applied to 2011, but not more than line 2a			6,487,837.	
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 2012 distributable amount				771,844.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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	0.			
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 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				6,522,782.
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, 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)

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

Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009
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))

NONE

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

NONE

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

Check here ☐ 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 or e-mail of the person to whom applications should be addressed

SEE STATEMENT 13

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	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
Name and address (home or business)				
a Paid during the year				
SEE ATTACHMENT C	N/A	PUBLIC CHARITIES	SEE ATTACHMENT C	6,392,473.
Total			3a	6,392,473.
b Approved for future payment				
SEE ATTACHMENT D	N/A	PUBLIC CHARITIES	SEE ATTACHMENT D	2,976,370.
Total			3b	2,976,370.

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.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No	
	Signature of officer or trustee 		Date <u>11.14.13</u>			Title <u>CEO</u>
Paid Preparer Use Only	Print/Type preparer's name CHRISTOPHER PETERMANN		Preparer's signature 	Date <u>1/12/13</u>	Check ☐ if self-employed	PTIN P00097440
	Firm's name ▶ O'CONNOR DAVIES, LLP					Firm's EIN ▶ 27-1728945
	Firm's address ▶ 665 FIFTH AVENUE NEW YORK, NY 10022					Phone no (212) 286-2600

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

SOURCE	AMOUNT
MONEY MARKET	269.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	269.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST AND DIVIDENDS	2,462,463.	0.	2,462,463.
TOTAL TO FM 990-PF, PART I, LN 4	2,462,463.	0.	2,462,463.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME FROM PARTNERSHIPS	90,410.	-21,878.	
OTHER INVESTMENT INCOME	43,411.	43,411.	
GRANT REFUNDS	53,963.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	187,784.	21,533.	

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	32,350.	1,941.		22,459.
TO FORM 990-PF, PG 1, LN 16B	32,350.	1,941.		22,459.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	509,943.	509,943.			0.
TO FORM 990-PF, PG 1, LN 16C	509,943.	509,943.			0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	239,666.	0.			0.
FOREIGN TAXES PAID	40,732.	50,202.			0.
STATE AND OTHER TAXES	760.	760.			0.
TO FORM 990-PF, PG 1, LN 18	281,158.	50,962.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
COMMERCIAL INSURANCE EXPENSE	37,727.	2,264.			37,544.
ANNUAL REPORT	5,038.	0.			5,038.
BANK FEES	751.	751.			0.
OFFICE EXPENSES	44,650.	2,679.			40,130.
DIRECT GRANT EXPENSES	24,647.	0.			24,647.
OUTSIDE SERVICE FEES	9,451.	567.			9,375.
MISCELLANEOUS	3,734.	224.			3,510.
OTHER PARTNERSHIP EXPENSES	0.	373,028.			0.
TO FORM 990-PF, PG 1, LN 23	125,998.	379,513.			120,244.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE STOCKS - SEE ATTACHMENT A	77,057,510.	77,057,510.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	77,057,510.	77,057,510.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME: INTERMEDIATE - TERM BONDS - SEE ATTACHMENT A	FMV	24,724,558.	24,724,558.
FIXED INCOME: FOREIGN BONDS - SEE ATTACHMENT A	FMV	249,118.	249,118.
PRIVATE EQUITIES - SEE ATTACHMENT A	FMV	12,935,933.	12,935,933.
HEDGE FUNDS - SEE ATTACHMENT A	FMV	19,503,658.	19,503,658.
REAL ESTATE FUNDS - SEE ATTACHMENT A	FMV	8,141,933.	8,141,933.
COMMODITIES - SEE ATTACHMENT A	FMV	0.	0.
PUBLICLY TRADED PARTNERSHIPS - SEE ATTACHMENT A	FMV	7,151,368.	7,151,368.
TOTAL TO FORM 990-PF, PART II, LINE 13		72,706,568.	72,706,568.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	106,253.	55,993.	55,993.
TAX RECLAIM RECEIVABLE	44,714.	31,422.	31,422.
INTEREST INCOME RECEIVABLE	1,166.	833.	833.
TO FORM 990-PF, PART II, LINE 15	152,133.	88,248.	88,248.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	11
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED FEDERAL EXCISE TAX	220,000.	440,000.	
FEDERAL EXCISE TAX PAYABLE	33,000.	22,000.	
DUE TO BROKER	30,167.	35,143.	
TOTAL TO FORM 990-PF, PART II, LINE 22	283,167.	497,143.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	12
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LESTER Z. LIEBERMAN, P.E. 60 EAST WILLOW STREET, 2ND FLOOR MILLBURN, NJ 07041	CHAIRMAN/ TRUSTEE 2.00	0.	0.	0.
BETH LEVITHAN, PH.D. 60 EAST WILLOW STREET, 2ND FLOOR MILLBURN, NJ 07041	FIRST VICE CHAIR/ TRUSTEE 7.00	0.	0.	0.
LESTER M. BORNSTEIN, MBA 60 EAST WILLOW STREET, 2ND FLOOR MILLBURN, NJ 07041	VICE CHAIRMAN/ TRUSTEE 2.00	0.	0.	0.
MICHAEL D. FRANCIS, ESQ. 60 EAST WILLOW STREET, 2ND FLOOR MILLBURN, NJ 07041	VICE CHAIRMAN/ TRUSTEE 2.00	0.	0.	0.
JAY BLUMENFELD 60 EAST WILLOW STREET, 2ND FLOOR MILLBURN, NJ 07041	VICE CHAIRMAN/ TRUSTEE 2.00	0.	0.	0.
ELLEN R. WAGENBERG, M.B.A. 60 EAST WILLOW STREET, 2ND FLOOR MILLBURN, NJ 07041	TREASURER/ TRUSTEE 2.00	0.	0.	0.
RICHARD L. AMSTER, ESQ. 60 EAST WILLOW STREET, 2ND FLOOR MILLBURN, NJ 07041	ASSISTANT TREASURER/ TRUST 2.00	0.	0.	0.

THE HEALTHCARE FOUNDATION OF NEW JERSEY,

22-3451664

JOHN H. REICHMAN, ESQ. 60 EAST WILLOW STREET, 2ND FLOOR MILLBURN, NJ 07041	SECRETARY/ TRUSTEE 2.00	0.	0.	0.
NANCY KRIDEL, C.P.A. 60 EAST WILLOW STREET, 2ND FLOOR MILLBURN, NJ 07041	ASSISTANT SECRETARY/ TRUST 2.00	0.	0.	0.
AMY REISEN FREUNDLICH, ESQ. 60 EAST WILLOW STREET, 2ND FLOOR MILLBURN, NJ 07041	TRUSTEE 2.00	0.	0.	0.
STEVEN GROSS, ESQ. 60 EAST WILLOW STREET, 2ND FLOOR MILLBURN, NJ 07041	TRUSTEE 2.00	0.	0.	0.
MIMI HEYMAN 60 EAST WILLOW STREET, 2ND FLOOR MILLBURN, NJ 07041	TRUSTEE 2.00	0.	0.	0.
LIONEL M. LEVEY 60 EAST WILLOW STREET, 2ND FLOOR MILLBURN, NJ 07041	TRUSTEE 2.00	0.	0.	0.
JEROME S. LIEB 60 EAST WILLOW STREET, 2ND FLOOR MILLBURN, NJ 07041	TRUSTEE 2.00	0.	0.	0.
CAROL P. MARCUS, ESQ. 60 EAST WILLOW STREET, 2ND FLOOR MILLBURN, NJ 07041	TRUSTEE 2.00	0.	0.	0.
AMY B. SCHECHNER, ESQ. 60 EAST WILLOW STREET, 2ND FLOOR MILLBURN, NJ 07041	TRUSTEE 2.00	0.	0.	0.
SELMA ROSEN 60 EAST WILLOW STREET, 2ND FLOOR MILLBURN, NJ 07041	TRUSTEE 2.00	0.	0.	0.
BRUCE SHOULSON, ESQ. 60 EAST WILLOW STREET, 2ND FLOOR MILLBURN, NJ 07041	TRUSTEE 2.00	0.	0.	0.
MARVIN WERTHEIMER, 60 EAST WILLOW STREET, 2ND FLOOR MILLBURN, NJ 07041	TRUSTEE 2.00	0.	0.	0.
NATALIE PECK 60 EAST WILLOW STREET, 2ND FLOOR MILLBURN, NJ 07041	TRUSTEE 2.00	0.	0.	0.

THE HEALTHCARE FOUNDATION OF NEW JERSEY,

22-3451664

DONALD B. ROSENTHAL 60 EAST WILLOW STREET, 2ND FLOOR MILLBURN, NJ 07041	TRUSTEE 2.00	0.	0.	0.
PHILIP M. BERMAN 60 EAST WILLOW STREET, 2ND FLOOR MILLBURN, NJ 07041	TRUSTEE 2.00	0.	0.	0.
STEPHANIE SHERMAN, CFP 60 EAST WILLOW STREET, 2ND FLOOR MILLBURN, NJ 07041	TRUSTEE 2.00	0.	0.	0.
GARY O. AIDEKMAN 60 EAST WILLOW STREET, 2ND FLOOR MILLBURN, NJ 07041	TRUSTEE 2.00	0.	0.	0.
STEVEN R. KAMEN, ESQ. 60 EAST WILLOW STREET, 2ND FLOOR MILLBURN, NJ 07041	TRUSTEE 2.00	0.	0.	0.
LORI KLINGHOFFER 60 EAST WILLOW STREET, 2ND FLOOR MILLBURN, NJ 07041	EX OFFICIO 2.00	0.	0.	0.
GARY M. BEINHAKER, CLU, CHFC 60 EAST WILLOW STREET, 2ND FLOOR MILLBURN, NJ 07041	TRUSTEE 2.00	0.	0.	0.
MARSHA I. ATKIND 60 EAST WILLOW STREET, 2ND FLOOR MILLBURN, NJ 07041	EXECUTIVE DIRECTOR 40.00	156,000.	27,071.	0.
STEFANO MUSOLINO, JR., CPA 60 EAST WILLOW STREET, 2ND FLOOR MILLBURN, NJ 07041	CFO 40.00	110,240.	8,321.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		266,240.	35,392.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MARSHA ATKIND
60 EAST WILLOW STREET, 2ND FLOOR
MILLBURN, NJ 07041

TELEPHONE NUMBER

973-921-1210

FORM AND CONTENT OF APPLICATIONS

APPLICATION SHOULD BE MADE ONLINE.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

AWARDS ARE PRIMARILY DIRECTED TO HEALTHCARE RELATED NEEDS OF NEWARK NJ AND SURROUNDING LOW-INCOME COMMUNITIES AND THE JEWISH COMMUNITIES OF METROWEST NJ (ESSEX, MORRIS AND UNION COUNTIES).

The Healthcare Foundation of New Jersey, Inc.
 EIN #22-3451664
 Schedule of Investments
 December 31, 2012

Corporate Stocks

Domestic Equities

SSgA Russell 1000® Index Non-Lending QP Common Trust Fund	\$	11,575,039	
SSgA Russell 1000® Index Securities Lending QP Common Trust Fund		13,612,246	
Keeley Asset Management Corp - Attachment A-1		7,018,393	
Cortina Asset Management - Attachment A-2		6,656,107	
Nuveen Winslow		5,421,023	
Subtotal Domestic Equities			\$ 44,282,808

International Equities

Brandes International Equity - Attachment A-3	\$	10,972,084	
American Europacific Growth Fund		10,942,581	
Vontobel Global Emerging Markets Fund		10,860,037	
Subtotal International Equities			\$ 32,774,702

Total Equities **\$ 77,057,510**

Publicly Traded Partnerships

Neuberger Berman MLP - Attachment A-4	\$	7,151,368	
			\$ 7,151,368

Fixed Income - Intermediate Term Bonds

PIMCO Total Return Fund	\$	11,175,504	
PIMCO Real Return Fund		3,352,344	
Western Asset Management		10,196,710	
			\$ 24,724,558

Fixed Income - Foreign Bonds

ISRAEL BONDS - 2 24% DUE ON 9/1/2016	\$	249,118	
			\$ 249,118

Hedge Funds

BLACKSTONE PARTNERS OFFSHORE FUND LTD	\$	19,503,658	
			\$ 19,503,658

Private Equity

COMMONFUND CAPITAL INTERNATIONAL PARTNERS IV, L P	\$	661,298	
COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS V, L P		1,114,319	
COMMONFUND CAPITAL VENTURE PARTNERS VI, L P		664,157	
FLAG PRIVATE EQUITY III, L P		1,684,255	
FLAG PRIVATE EQUITY (OFFSHORE) IV, L P		434,237	
FLAG INTERNATIONAL PARTNERS, L P		923,287	
FLAG INTERNATIONAL PARTNERS II (OFFSHORE), L P		776,431	
FLAG VENTURE PARTNERS VI, L P		1,810,874	
COLLER INTERNATIONAL PARTNERS V-B, L P		4,363,637	
SPUR VENTURES III, L P		503,438	
			\$ 12,935,933

Real Estate Funds

COHEN & STEERS INSTITUTIONAL GLOBAL REALTY SHARES	\$	5,970,670	
OAKTREE REAL ESTATE OPPORTUNITIES FUND V, LP		2,171,263	
			\$ 8,141,933

ASSET ID	ASSET DESCRIPTION		RATE	MATURITY DATE	MKT PRICE			
UNITS ORIGINAL FACE	LOCAL BASE	UNIT COST UNIT COST	TOTAL COST TOTAL COST	UNIT PRICE UNIT PRICE	MARKET VALUE MARKET VALUE	% CURR % FUND	UNREAL GN/LS UNREAL GN/LS	
EQUITIES +++++++								
US DOLLAR *****					EXCHANGE RATE *****		1 000000000	
00508Y102	ACUITY BRANDS INC		COMMON STOCK USD 01					
1,600 000		35 208594	56,333 75	67 730000	108,368 00	1 51 1 51	52,034 25	
018522300	ALLETE INC		COMMON STOCK NPV					
2,400 000		36 714788	88,115 49	40 980000	98,352 00	1 37 1 37	10,236 51	
053774105	AVIS BUDGET GROUP INC		COMMON STOCK USD 01					
7,100 000		14 640269	103,945 91	19 820000	140,722 00	1 97 1 97	36,776 09	
05615F102	BABCOCK + WILCOX CO/THE		COMMON STOCK USD 01					
3,200 000		21 748984	69,596 75	26 200000	83,840 00	1 17 1 17	14,243 25	
08173R104	BENEFICIAL MUTUAL BANCORP IN		COMMON STOCK USD 01					
6,500 000		9 248600	60,115 90	9 500000	61,750 00	0 86 0 86	1,634 10	
11133T103	BROADRIDGE FINANCIAL SOLUTIO		COMMON STOCK USD 01					
5,900 000		21 239119	125,310 80	22 880000	134,992 00	1 89 1 89	9,681 20	
12503M108	CBOE HOLDINGS INC		COMMON STOCK					
3,700 000		27 825989	102,956 16	29 460000	109,002 00	1 52 1 52	6,045 84	
14057J101	CAPITOL FEDERAL FINANCIAL IN		COMMON STOCK USD 01					
10,900 000		12 131759	132,236 17	11 690000	127,421 00	1 78 1 78	-4,815 17	

ASSET ID	ASSET DESCRIPTION		RATE	MATURITY DATE	MKT PRICE			
UNITS ORIGINAL FACE	LOCAL BASE	UNIT COST UNIT COST	TOTAL COST TOTAL COST	UNIT PRICE UNIT PRICE	MARKET VALUE MARKET VALUE	% CURR % FUND	UNREAL GN/LS UNREAL GN/LS	
144577103	CARRIZO OIL + GAS INC		COMMON STOCK USD 01					
2,500 000		34 308344	85,770 86	20 920000	52,300 00	0 73 0 73	-33,470 86	
163893209	CHEMTURA CORP		COMMON STOCK USD 01					
8,000 000		17 126435	137,011 48	21 260000	170,080 00	2 38 2 38	33,068 52	
167250109	CHICAGO BRIDGE + IRON NY SHR		NY REG SHRS EUR 01					
3,500 000		25 109114	87,881 90	46 350000	162,225 00	2 27 2 27	74,343 10	
17273K109	CIRCOR INTERNATIONAL INC		COMMON STOCK USD 01					
2,200 000		29 904300	65,789 46	39 590000	87,098 00	1 22 1 22	21,308 54	
20451N101	COMPASS MINERALS INTERNATION		COMMON STOCK USD 01					
1,100 000		76 035500	83,639 05	74 710000	82,181 00	1 15 1 15	-1,458 05	
20585P105	COMVERSE INC		COMMON STOCK USD 01					
1,000 000		29 671600	29,671 60	28 530000	28,530 00	0 40 0 40	-1,141 60	
205862402	COMVERSE TECHNOLOGY INC		COMMON STOCK USD 1					
19,300 000		3 652098	70,485 50	3 840000	74,112 00	1 04 1 04	3,626 50	
235825205	DANA HOLDING CORP		COMMON STOCK USD 01					
5,400 000		17 278963	93,306 40	15 610000	84,294 00	1 18 1 18	-9,012 40	
247850100	DELTIC TIMBER CORP		COMMON STOCK USD 01					
1,700 000		52 440000	89,148 00	70 620000	120,054 00	1 68 1 68	30,906 00	
24869P104	DENNY S CORP		COMMON STOCK USD 01					
16,520 000		3 944140	65,157 19	4 880000	80,617 60	1 13 1 13	15,460 41	

ASSET ID	ASSET DESCRIPTION		RATE	MATURITY DATE	MKT PRICE			
UNITS ORIGINAL FACE	LOCAL BASE	UNIT COST UNIT COST	TOTAL COST TOTAL COST	UNIT PRICE UNIT PRICE	MARKET VALUE MARKET VALUE	% CURR % FUND	UNREAL GN/LS UNREAL GN/LS	
254423106	DINEEQUITY INC		COMMON STOCK USD 01					
2,000 000		45 477850	90,955 70	67 000000	134,000 00	1 87 1 87	43,044 30	
261608103	DRESSER RAND GROUP INC		COMMON STOCK USD 01					
1,600 000		34 542700	55,268 32	56 140000	89,824 00	1 25 1 25	34,555 68	
29355X107	ENPRO INDUSTRIES INC		COMMON STOCK USD 01					
3,100 000		35 056958	108,676 57	40 900000	126,790 00	1 77 1 77	18,113 43	
31847R102	FIRST AMERICAN FINANCIAL		COMMON STOCK USD 00001					
6,100 000		14 106530	86,049 83	24 090000	146,949 00	2 05 2 05	60,899 17	
33582V108	FIRST NIAGARA FINANCIAL GRP		COMMON STOCK USD 01					
10,100 000		12 832882	129,612 11	7 930000	80,093 00	1 12 1 12	-49,519 11	
337915102	FIRSTMERIT CORP		COMMON STOCK NPV					
5,000 000		19 595834	97,979 17	14 190000	70,950 00	0 99 0 99	-27,029 17	
343498101	FLOWERS FOODS INC		COMMON STOCK USD 01					
6,750 000		12 594444	85,012 50	23 270000	157,072 50	2 19 2 19	72,060 00	
34354P105	FLOWSERVE CORP		COMMON STOCK USD1 25					
1,000 000		115 840000	115,840 00	146 800000	146,800 00	2 05 2 05	30,960 00	
346233109	FORESTAR GROUP INC		COMMON STOCK USD1					
3,700 000		14 556400	53,858 68	17 330000	64,121 00	0 90 0 90	10,262 32	
34964C106	FORTUNE BRANDS HOME + SECURI		COMMON STOCK USD 01					
1,800 000		16 470000	29,646 00	29 220000	52,596 00	0 73 0 73	22,950 00	

ASSET ID	ASSET DESCRIPTION			RATE	MATURITY DATE	MKT PRICE			
	UNITS ORIGINAL FACE	LOCAL BASE	UNIT COST UNIT COST	TOTAL COST TOTAL COST	UNIT PRICE UNIT PRICE	MARKET VALUE MARKET VALUE	% CURR % FUND	UNREAL GN/LS UNREAL GN/LS	
350060109	FOSTER (LB) CO A			COMMON STOCK USD 01					
	1,600 000		37 326900	59,723 04	43 440000	69,504 00	0 97 0 97	9,780 96	
371559105	GENESEE + WYOMING INC CL A			COMMON STOCK USD 01					
	1,200 000		53 162100	63,794 52	76 080000	91,296 00	1 28 1 28	27,501 48	
402635304	GULFPORT ENERGY CORP			COMMON STOCK USD 01					
	3,700 000		30 449103	112,661 68	38 220000	141,414 00	1 97 1 97	28,752 32	
410345102	HANESBRANDS INC			COMMON STOCK USD 01					
	5,000 000		24 645724	123,228 62	35 820000	179,100 00	2 50 2 50	55,871 38	
410867105	HANOVER INSURANCE GROUP INC/			COMMON STOCK USD 01					
	3,200 000		43 083619	137,867 58	38 740000	123,968 00	1 73 1 73	-13,899 58	
431475102	HILL ROM HOLDINGS INC			COMMON STOCK NPV					
	4,200 000		24 400600	102,482 52	28 500000	119,700 00	1 67 1 67	17,217 48	
450828108	IBERIABANK CORP			COMMON STOCK USD1					
	2,200 000		53 227155	117,099 74	49 120000	108,064 00	1 51 1 51	-9,035 74	
450911201	ITT CORP			COMMON STOCK USD1					
	5,900 000		21 070768	124,317 53	23 460000	138,414 00	1 93 1 93	14,096 47	
477839104	JOHN BEAN TECHNOLOGIES CORP			COMMON STOCK USD 01					
	3,600 000		14 424600	51,928 56	17 770000	63,972 00	0 89 0 89	12,043 44	
483007704	KAISER ALUMINUM CORP			COMMON STOCK USD 01					
	2,200 000		34 275600	75,406 32	61 690000	135,718 00	1 90 1 90	60,311 68	

ASSET ID	ASSET DESCRIPTION		RATE	MATURITY DATE	MKT PRICE			
UNITS ORIGINAL FACE	LOCAL BASE	UNIT COST UNIT COST	TOTAL COST TOTAL COST	UNIT PRICE UNIT PRICE	MARKET VALUE MARKET VALUE	% CURR % FUND	UNREAL GN/LS UNREAL GN/LS	
485170302 900 000	KANSAS CITY SOUTHERN 15 762089	COMMON STOCK USD 01 14,185 88	83 480000	75,132 00	1 05 1 05	60,946 12		
50060P106 2,200 000	KOPPERS HOLDINGS INC 35 243973	COMMON STOCK USD 01 77,536 74	38 150000	83,930 00	1 17 1 17	6,393 26		
56382Q102 3,300 000	MANNING + NAPIER INC 12 389900	COMMON STOCK USD 01 40,886 67	12 600000	41,580 00	0 58 0 58	693 33		
580037109 8,700 000	MCDERMOTT INTL INC 11 786379	COMMON STOCK USD1 102,541 50	11 020000	95,874.00	1 34 1 34	-6,667 50		
62886E108 4,930 000	NCR CORPORATION 15 705901	COMMON STOCK USD 01 77,430 09	25 480000	125,616 40	1 75 1 75	48,186 31		
667340103 10,000 000	NORTHWEST BANCSHARES INC 11 817678	COMMON STOCK USD 01 118,176 78	12 140000	121,400 00	1 70 1 70	3,223 22		
668074305 2,800 000	NORTHWESTERN CORP 35 012436	COMMON STOCK USD 01 98,034 82	34 730000	97,244 00	1 36 1 36	-790 82		
674215108 3,100 000	OASIS PETROLEUM INC 29 129113	COMMON STOCK USD 01 90,300 25	31 800000	98,580 00	1 38 1 38	8,279 75		
693320202 6,400 000	PHH CORP 18 709073	COMMON STOCK USD 01 119,738 07	22 750000	145,600 00	2 03 2 03	25,861 93		
69349H107 3,400 000	PNM RESOURCES INC 21 179594	COMMON STOCK NPV 72,010 62	20 510000	69,734 00	0 97 0 97	-2,276 62		

ASSET ID	ASSET DESCRIPTION		RATE	MATURITY DATE	MKT PRICE			
UNITS ORIGINAL FACE	LOCAL BASE	UNIT COST UNIT COST	TOTAL COST TOTAL COST	UNIT PRICE UNIT PRICE	MARKET VALUE MARKET VALUE	% CURR % FUND	UNREAL GN/LS UNREAL GN/LS	
703395103	PATTERSON COS INC		COMMON STOCK USD 01					
2,800 000		26 195100	73,346 28	34 230000	95,844 00	1 34 1 34	22,497 72	
70959W103	PENSKE AUTOMOTIVE GROUP INC		COMMON STOCK USD 0001					
4,600 000		19 783559	91,004 37	30 090000	138,414 00	1 93 1 93	47,409 63	
758750103	REGAL BELOIT CORP		COMMON STOCK USD 01					
1,500 000		62 500600	93,750 90	70 470000	105,705 00	1 48 1 48	11,954 10	
758932107	REGIS CORP		COMMON STOCK USD 05					
5,200 000		17 930400	93,238 08	16 920000	87,984 00	1 23 1 23	-5,254 08	
783764103	RYLAND GROUP INC/THE		COMMON STOCK USD1					
2,100 000		31 974357	67,146 15	36 500000	76,650 00	1 07 1 07	9,503 85	
78573L106	SABRA HEALTH CARE REIT INC		REIT USD 01					
4,900 000		22 226369	108,909 21	21 720000	106,428 00	1 49 1 49	-2,481 21	
79546E104	SALLY BEAUTY HOLDINGS INC		COMMON STOCK USD 01					
4,600 000		10 830585	49,820 69	23 570000	108,422 00	1 51 1 51	58,601 31	
831865209	SMITH (A O) CORP		COMMON STOCK USD1					
2,300 000		37 600226	86,480 52	63 070000	145,061 00	2 03 2 03	58,580 48	
86722A103	SUNCOKE ENERGY INC		COMMON STOCK					
7,000 000		14 939783	104,578 48	15 590000	109,130 00	1 52 1 52	4,551 52	
896522109	TRINITY INDUSTRIES INC		COMMON STOCK USD1					
3,600 000		21 048792	75,775 65	35 820000	128,952 00	1 80 1 80	53,176 35	

ASSET ID	ASSET DESCRIPTION		RATE	MATURITY DATE	MKT PRICE			
UNITS ORIGINAL FACE	LOCAL BASE	UNIT COST UNIT COST	TOTAL COST TOTAL COST	UNIT PRICE UNIT PRICE	MARKET VALUE MARKET VALUE	% CURR % FUND	UNREAL GN/LS UNREAL GN/LS	
91879Q109	VAIL RESORTS INC		COMMON STOCK USD 01					
2,300 000		31 732300	72,984 29	54 090000	124,407 00	1 74 1 74	51,422 71	
92240G101	VECTREN CORPORATION		COMMON STOCK NPV					
3,300 000		26 390000	87,087 00	29 400000	97,020 00	1 35 1 35	9,933 00	
92672A101	VIEWPOINT FINANCIAL GROUP IN		COMMON STOCK USD 01					
6,200 000		14 257013	88,393 48	20 940000	129,828 00	1 81 1 81	41,434 52	
929740108	WABTEC CORP		COMMON STOCK USD 01					
1,600 000		40 593588	64,949 74	87 540000	140,064 00	1 96 1 96	75,114 26	
930059100	WADDELL + REED FINANCIAL A		COMMON STOCK USD 01					
1,810 000		29 343602	53,111 92	34 820000	63,024 20	0 88 0 88	9,912 28	
96208T104	WEX INC		COMMON STOCK USD 01					
2,100 000		24 273000	50,973 30	75 370000	158,277 00	2 21 2 21	107,303 70	
97650W108	WINTRUST FINANCIAL CORP		COMMON STOCK NPV					
2,900 000		34 039324	98,714 04	36 700000	106,430 00	1 49 1 49	7,715 96	
98310W108	WYNDHAM WORLDWIDE CORP		COMMON STOCK USD 01					
1,800 000		29 320278	52,776 50	53 210000	95,778 00	1 34 1 34	43,001 50	
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282,810 000			5,591,763 38		7,018,392 70	98 02 98 02	1,426,629 32	

ASSET ID	ASSET DESCRIPTION		RATE	MATURITY DATE	MKT PRICE			
ORIGINAL FACE	UNITS	LOCAL	UNIT COST	TOTAL COST	UNIT PRICE	MARKET VALUE	% CURR	UNREAL GN/LS
		BASE	UNIT COST	TOTAL COST	UNIT PRICE	MARKET VALUE	% FUND	UNREAL GN/LS
EQUITIES								

US DOLLAR						EXCHANGE RATE	1 000000000	
*****						=====		
G0464B107	ARGO GROUP INTERNATIONAL		COMMON STOCK USD1					
1,650 000		33 379006	55,075 36	33 590000	55,423 50	0 81		348 14
						0 81		
00207R101	ATMI INC		COMMON STOCK USD 01					
5,692 000		19 761384	112,481 80	20 880000	118,848 96	1 74		6,367 16
						1 74		
007974108	ADVENT SOFTWARE INC		COMMON STOCK USD 01					
4,633 000		23 721919	109,903 65	21 380000	99,053 54	1 45		-10,850 11
						1 45		
008073108	AEROVIRONMENT INC		COMMON STOCK USD 0001					
2,570 000		25 589179	65,764 19	21 740000	55,871 80	0 82		-9,892 39
						0 82		
03071H100	AMERISAFE INC		COMMON STOCK USD 01					
4,720 000		18 296511	86,359 53	27 250000	128,620 00	1 88		42,260 47
						1 88		
03820C105	APPLIED INDUSTRIAL TECH INC		COMMON STOCK NPV					
1,263 000		38 634236	48,795 04	42 010000	53,058 63	0 77		4,263 59
						0 77		
043176106	ARUBA NETWORKS INC		COMMON STOCK USD 0001					
7,076 000		19 013650	134,540 59	20 750000	146,827 00	2 14		12,286 41
						2 14		
09180C106	BJ S RESTAURANTS INC		COMMON STOCK NPV					
1,527 000		46 737570	71,368 27	32 900000	50,238 30	0 73		-21,129 97
						0 73		

ASSET ID	ASSET DESCRIPTION		RATE	MATURITY DATE	MKT PRICE			
	UNITS ORIGINAL FACE	LOCAL BASE	UNIT COST UNIT COST	TOTAL COST TOTAL COST	UNIT PRICE UNIT PRICE	MARKET VALUE MARKET VALUE	% CURR % FUND	UNREAL GN/LS UNREAL GN/LS
097793103	BONANZA CREEK ENERGY INC		COMMON STOCK					
1,624 000	25 730967		41,787 09	27 790000	45,130 96	0 66 0 66		3,343 87
127387108	CADENCE DESIGN SYS INC		COMMON STOCK USD 01					
7,229 000	11 384594		82,299 23	13 510000	97,663 79	1 43 1 43		15,364 56
14161H108	CARDTRONICS INC		COMMON STOCK USD 0001					
3,245 000	13 384629		43,433 12	23 740000	77,036 30	1.13 1 13		33,603 18
197236102	COLUMBIA BANKING SYSTEM INC		COMMON STOCK NPV					
4,906 000	19 881873		97,540 47	17 940000	88,013 64	1 29 1 29		-9,526 83
199908104	COMFORT SYSTEMS USA INC		COMMON STOCK USD 01					
2,689 000	12 633644		33,971 87	12 160000	32,698 24	0 48 0 48		-1,273 63
204166102	COMMVAULT SYSTEMS INC		COMMON STOCK USD 01					
3,052 000	18 708804		57,099 27	69 710000	212,754 92	3 11 3 11		155,655 65
227046109	CROCS INC		COMMON STOCK USD 001					
10,458 000	10 142597		106,071 28	14 390000	150,490 62	2 20 2 20		44,419 34
25278X109	DIAMONDBACK ENERGY INC		COMMON STOCK					
775 000	17 500000		13,562 50	19 120000	14,818 00	0 22 0 22		1,255 50
26433B107	DUFF + PHELPS CORP CLASS A		COMMON STOCK USD 01					
7,208 000	16 121773		116,205 74	15 620000	112,588 96	1 64 1 64		-3,616 78
265504100	DUNKIN BRANDS GROUP INC		COMMON STOCK					
2,557 000	27 714177		70,865 15	33 180000	84,841 26	1 24 1 24		13,976 11

ASSET ID	ASSET DESCRIPTION		RATE	MATURITY DATE	MKT PRICE			
UNITS ORIGINAL FACE	LOCAL BASE	UNIT COST UNIT COST	TOTAL COST TOTAL COST	UNIT PRICE UNIT PRICE	MARKET VALUE MARKET VALUE	% CURR % FUND	UNREAL GN/LS UNREAL GN/LS	
29084Q100	EMCOR GROUP INC		COMMON STOCK USD 01					
1,885 000		29 081836	54,819 26	34 610000	65,239 85	0 95 0 95	10,420 59	
292218104	EMPLOYERS HOLDINGS INC		COMMON STOCK USD 01					
4,476 000		17 154198	76,782 19	20 580000	92,116 08	1 35 1 35	15,333 89	
30064K105	EXACTTARGET INC		COMMON STOCK USD 0005					
4,513 000		23 132001	104,394 72	20 000000	90,260 00	1 32 1 32	-14,134 72	
30241L109	FEI COMPANY		COMMON STOCK NPV					
1,765 000		45 941870	81,087 40	55 460000	97,886.90	1 43 1 43	16,799 50	
34984V100	FORUM ENERGY TECHNOLOGIES IN		COMMON STOCK					
2,511 000		21 073883	52,916 52	24 750000	62,147 25	0 91 0 91	9,230 73	
368736104	GENERAC HOLDINGS INC		COMMON STOCK USD 01					
3,465 000		28 790196	99,758 03	34 310000	118,884 15	1 74 1 74	19,126 12	
37364X109	GEOSPACE TECHNOLOGIES CORP		COMMON STOCK USD 01					
794 000		70 050970	55,620 47	88 870000	70,562 78	1 03 1 03	14,942 31	
384313102	GRAFTECH INTERNATIONAL LTD		COMMON STOCK USD 01					
9,098 000		13 788432	125,447 15	9 390000	85,430 22	1 25 1 25	-40,016 93	
390607109	GREAT LAKES DREDGE + DOCK CO		COMMON STOCK USD 0001					
6,359 000		7 009071	44,570 68	8 930000	56,785 87	0 83 0 83	12,215 19	
40171V100	GUIDEWIRE SOFTWARE INC		COMMON STOCK USD 0001					
3,339 000		24 222615	80,879 31	29 720000	99,235 08	1 45 1 45	18,355 77	

ASSET ID	ASSET DESCRIPTION		RATE	MATURITY DATE	MKT PRICE			
UNITS ORIGINAL FACE	LOCAL BASE	UNIT COST UNIT COST	TOTAL COST TOTAL COST	UNIT PRICE UNIT PRICE	MARKET VALUE MARKET VALUE	% CURR % FUND	UNREAL GN/LS UNREAL GN/LS	
405024100	HAEMONETICS CORP/MASS		COMMON STOCK USD 01					
2,552 000		29 936446	76,397 81	40 840000	104,223 68	1 52 1 52	27,825 87	
421906108	HEALTHCARE SERVICES GROUP		COMMON STOCK USD 01					
5,629 000		16 739009	94,223 88	23 230000	130,761 67	1 91 1 91	36,537 79	
428567101	HIBBETT SPORTS INC		COMMON STOCK USD 01					
1,332 000		38 032447	50,659 22	52 700000	70,196 40	1 03 1 03	19,537 18	
436893200	HOME BANCSHARES INC		COMMON STOCK USD 01					
2,938 000		23 764636	69,820 50	33 020000	97,012 76	1 42 1 42	27,192 26	
43739Q100	HOMEAWAY INC		COMMON STOCK USD 0001					
1,995 000		24 725424	49,327 22	22 000000	43,890 00	0 64 0 64	-5,437 22	
44930G107	ICU MEDICAL INC		COMMON STOCK USD 1					
1,697 000		44 412493	75,368 00	60 930000	103,398 21	1 51 1 51	28,030 21	
450828108	IBERIABANK CORP		COMMON STOCK USD1					
1,949 000		49 735018	96,933 55	49 120000	95,734 88	1 40 1 40	-1,198 67	
45103T107	ICON PLC SPONSORED ADR		ADR					
3,575 000		23 791334	85,054 02	27 760000	99,242 00	1 45 1 45	14,187 98	
45672H104	INFOBLOX INC		COMMON STOCK					
2,604 000		20 149923	52,470 40	17 970000	46,793 88	0 68 0 68	-5,676 52	
45773Y105	INNERWORKINGS INC		COMMON STOCK USD 0001					
6,465 000		13 183115	85,228 84	13 780000	89,087 70	1 30 1 30	3,858 86	

ASSET ID	ASSET DESCRIPTION		RATE	MATURITY DATE	MKT PRICE			
UNITS ORIGINAL FACE	LOCAL BASE	UNIT COST UNIT COST	TOTAL COST TOTAL COST	UNIT PRICE UNIT PRICE	MARKET VALUE MARKET VALUE	% CURR % FUND	UNREAL GN/LS UNREAL GN/LS	
466367109	JACK IN THE BOX INC		COMMON STOCK	USD 01				
1,515 000		28 683934	43,456 16	28 600000	43,329 00	0 63 0 63	-127 16	
48123V102	J2 GLOBAL INC		COMMON STOCK	USD 01				
5,334 000		29 024756	154,818 05	30 580000	163,113 72	2 38 2 38	8,295 67	
483007704	KAISER ALUMINUM CORP		COMMON STOCK	USD 01				
1,101 000		51 159101	56,326 17	61 690000	67,920 69	0 99 0 99	11,594 52	
50060P106	KOPPERS HOLDINGS INC		COMMON STOCK	USD 01				
769 000		37 815085	29,079 80	38 150000	29,337 35	0 43 0 43	257 55	
500643200	KORN/FERRY INTERNATIONAL		COMMON STOCK	USD 01				
2,506 000		18 200974	45,611 64	15 860000	39,745 16	0 58 0 58	-5,866 48	
502403207	LTX CREDENCE CORP		COMMON STOCK	USD 05				
12,395 000		6 811630	84,430 16	6 560000	81,311 20	1 19 1 19	-3,118 96	
516806106	LAREDO PETROLEUM HOLDINGS IN		COMMON STOCK	USD 01				
3,854 000		17 730555	68,333 56	18 160000	69,988 64	1 02 1 02	1,655 08	
55306N104	MKS INSTRUMENTS INC		COMMON STOCK	NPV				
3,505 000		27 431658	96,147 96	25 780000	90,358 90	1 32 1 32	-5,789 06	
55608B105	MACQUARIE INFRASTRUCTURE CO		COMMON STOCK	NPV				
1,131 000		43 970000	49,730 07	45 560000	51,528 36	0 75 0 75	1,798 29	
556269108	STEVEN MADDEN LTD		COMMON STOCK	USD 0001				
2,205 000		37 871741	83,507 19	42 270000	93,205 35	1 36 1 36	9,698 16	

ASSET ID	ASSET DESCRIPTION		RATE	MATURITY DATE	MKT PRICE			
UNITS ORIGINAL FACE	LOCAL BASE	UNIT COST UNIT COST	TOTAL COST TOTAL COST	UNIT PRICE UNIT PRICE	MARKET VALUE MARKET VALUE	% CURR % FUND	UNREAL GN/LS UNREAL GN/LS	
55973G119	MAGNUM HUNTER	RESOURCES WTS	EXP 14OCT2013					
1,241 000		0 000000	0 00	0 510000	632 91	0 01 0 01	632 91	
57722W106	MATTRESS FIRM	HOLDING CORP	COMMON STOCK					
2,972 000		30 539297	90,762 79	24 530000	72,903 16	1 06 1 06	-17,859 63	
58502B106	MEDNAX INC		COMMON STOCK USD 01					
1,661 000		60 151921	99,912 34	79 520000	132,082 72	1 93 1 93	32,170 38	
61022P100	MONOTYPE IMAGING HOLDINGS IN		COMMON STOCK USD 001					
6,693 000		11 269777	75,428 62	15 980000	106,954 14	1 56 1 56	31,525 52	
610236101	MONRO MUFFLER BRAKE INC		COMMON STOCK USD 01					
2,916 000		33 305281	97,118 20	34 970000	101,972 52	1 49 1 49	4,854 32	
64111Q104	NETGEAR INC		COMMON STOCK USD 001					
2,385 000		37 371677	89,131 45	39 420000	94,016 70	1 37 1 37	4,885 25	
67072V103	NXSTAGE MEDICAL INC		COMMON STOCK USD 001					
9,059 000		13 426724	121,632 69	11 250000	101,913 75	1 49 1 49	-19,718 94	
674215108	OASIS PETROLEUM INC		COMMON STOCK USD 01					
2,599 000		22 855306	59,400 94	31 800000	82,648 20	1 21 1 21	23,247 26	
675232102	OCEANEERING INTL INC		COMMON STOCK USD 25					
830 000		22 942253	19,042 07	53 790000	44,645 70	0 65 0 65	25,603 63	
678026105	OIL STATES INTERNATIONAL INC		COMMON STOCK USD 01					
612 000		63 162092	38,655 20	71 540000	43,782 48	0 64 0 64	5,127 28	

ASSET ID	ASSET DESCRIPTION		RATE	MATURITY DATE	MKT PRICE			
UNITS ORIGINAL FACE	LOCAL BASE	UNIT COST UNIT COST	TOTAL COST TOTAL COST	UNIT PRICE UNIT PRICE	MARKET VALUE MARKET VALUE	% CURR % FUND	UNREAL GN/LS UNREAL GN/LS	
679580100	OLD DOMINION FREIGHT LINE		COMMON STOCK USD 1					
1,126 000		14 968899	16,854 98	34 280000	38,599 28	0 56 0 56	21,744 30	
68162K106	OLYMPIC STEEL INC		COMMON STOCK NPV					
2,458 000		33 822445	83,135 57	22 140000	54,420 12	0 79 0 79	-28,715 45	
699462107	PAREXEL INTERNATIONAL CORP		COMMON STOCK USD 01					
3,561 000		21 151618	75,320 91	29 590000	105,369 99	1 54 1 54	30,049 08	
74733T105	QLIK TECHNOLOGIES INC		COMMON STOCK					
5,983 000		22 089684	132,162 58	21 720000	129,950 76	1 90 1 90	-2,211 82	
75606N109	REALPAGE INC		COMMON STOCK USD 001					
213 000		19 594507	4,173 63	21 570000	4,594 41	0 07 0 07	420 78	
78401V102	SCBT FINANCIAL CORP		COMMON STOCK USD2 5					
1,433 000		30 705017	44,000 29	40 180000	57,577 94	0 84 0 84	13,577 65	
82568P304	SHUTTERFLY INC		COMMON STOCK USD 0001					
2,888 000		27 077573	78,200 03	29 870000	86,264 56	1 26 1 26	8,064 53	
826919102	SILICON LABORATORIES INC		COMMON STOCK USD 0001					
3,079 000		45 645128	140,541 35	41 810000	128,732 99	1 88 1 88	-11,808 36	
830566105	SKECHERS USA INC CL A		COMMON STOCK USD 001					
4,294 000		18 825927	80,838 53	18 500000	79,439 00	1 16 1 16	-1,399 53	
831756101	SMITH + WESSON HOLDING CORP		COMMON STOCK USD 001					
2,739 000		9 591249	26,270 43	8 440000	23,117 16	0 34 0 34	-3,153 27	

ASSET ID	ASSET DESCRIPTION		RATE	MATURITY DATE	MKT PRICE			
	UNITS ORIGINAL FACE	LOCAL BASE	UNIT COST UNIT COST	TOTAL COST TOTAL COST	UNIT PRICE UNIT PRICE	MARKET VALUE MARKET VALUE	% CURR % FUND	UNREAL GN/LS UNREAL GN/LS
868157108	SUPERIOR ENERGY SERVICES INC		COMMON STOCK USD 001					
	1,164 000		35 216237	40,991 70	20 720000	24,118 08	0 35 0 35	-16,873 62
87157B103	SYNCHRONOSS TECHNOLOGIES INC		COMMON STOCK USD 0001					
	2,606 000		22 674973	59,090 98	21 090000	54,960 54	0 80 0 80	-4,130 44
87582Y108	TANGOE INC/CT		COMMON STOCK USD 0001					
	4,619 000		14 763728	68,193 66	11 870000	54,827 53	0 80 0 80	-13,366 13
88362T103	THERMON GROUP HOLDINGS INC		COMMON STOCK USD 001					
	2,779 000		23 320306	64,807 13	22 530000	62,610 87	0 91 0 91	-2,196 26
885175307	THORATEC CORP		COMMON STOCK NPV					
	2,704 000		32 301335	87,342 81	37 520000	101,454 08	1 48 1 48	14,111 27
89830M102	TITAN INTERNATIONAL INC		COMMON STOCK NPV					
	5,054 000		23 450576	118,519 21	21 720000	109,772 88	1 60 1 60	-8,746 33
904214103	UMPQUA HOLDINGS CORP		COMMON STOCK NPV					
	5,902 000		11 493129	67,832 45	11 790000	69,584 58	1 02 1 02	1,752 13
904311107	UNDER ARMOUR INC CLASS A		COMMON STOCK USD 000333					
	1,720 000		35 779500	61,540 74	48 530000	83,471 60	1 22 1 22	21,930 86
913837100	UNIVERSAL STAINLESS + ALLOY		COMMON STOCK USD 001					
	1,232 000		35 438515	43,660 25	36 770000	45,300 64	0 66 0 66	1,640 39
92849E101	VITAMIN SHOPPE INC		COMMON STOCK USD 01					
	1,162 000		42 380706	49,246 38	57 360000	66,652 32	0 97 0 97	17,405 94

ASSET ID	ASSET DESCRIPTION		RATE	MATURITY DATE	MKT PRICE			
UNITS ORIGINAL FACE	LOCAL BASE	UNIT COST UNIT COST	TOTAL COST TOTAL COST	UNIT PRICE UNIT PRICE	MARKET VALUE MARKET VALUE	% CURR % FUND	UNREAL GN/LS UNREAL GN/LS	
92858J108	VOCUS INC		COMMON STOCK USD 01					
8,616 000		16 925333	145,828 67	17 380000	149,746 08	2 19 2 19	3,917 41	
928645100	VOLCANO CORP		COMMON STOCK USD 001					
3,047 000		26 011533	79,257 14	23 610000	71,939 67	1 05 1 05	-7,317 47	
942749102	WATTS WATER TECHNOLOGIES A		COMMON STOCK USD 1					
91 000		41 649560	3,790 11	42 990000	3,912 09	0 06 0 06	121 98	
94733A104	WEB COM GROUP INC		COMMON STOCK USD 001					
6,782 000		16 636284	112,827 28	14 800000	100,373 60	1 47 1 47	-12,453 68	
94946T106	WELLCARE HEALTH PLANS INC		COMMON STOCK USD 01					
1,644 000		57 078686	93,837 36	48 690000	80,046 36	1 17 1 17	-13,791 00	
966244105	WHITEWAVE FOODS CO A		COMMON STOCK USD 01					
966 000		18 022878	17,410 10	15 540000	15,011 64	0 22 0 22	-2,398 46	
-----			-----		-----	-----	-----	
284,960 000			6,057,082 65		6,656,107 20	97 22 97 22	599,024 55	

The Healthcare Foundation of New Jersey Inc.

PORTFOLIO APPRAISAL

Brandes International Equity Portfolio as of 12/31/12 (Reporting Currency - USD)

QUANTITY	SECURITY	LOCAL UNIT COST	LOCAL TOTAL COST	BASE UNIT COST	BASE TOTAL COST	LOCAL MARKET PRICE	LOCAL MARKET VALUE	BASE MARKET PRICE	BASE MARKET VALUE	% OF ASSETS
EQUITY										
COMMON STOCKS:										
Euro										
France										
12,401	Carrefour SA ORD 5641567	29 83	369,925 57	40 67	504,299 75	19 35	239,897 35	25 50	316,232 68	2 83
16,086	France Telecom SA ORD 5176177	18 09	290,918 45	22 46	361,285 44	8 34	134,141 15	10 99	176,824 87	1 58
15,057	GDF Suez ORD B0C2CQ3	16 70	251,518 77	21 36	321,569 02	15 58	234,512 78	20 53	309,134 74	2 77
18,056	Nabxus ORD B1HDJL2	4 95	89,330 74	6 97	125,768 24	2 55	46,042 80	3 36	60,693 62	0 54
2,268	Renault ORD 4712798	59 21	134,287 81	93 14	211,240 21	40 69	92,273 58	53 63	121,635 03	1 09
2,594	Sanoofi ORD 5671735	54 92	142,450 88	75 41	195,616 55	71 39	185,185 66	94 11	244,111 74	2 19
9,770	Suez Environnement Co ORD B3B8D04	8 01	78,260 87	10 38	101,441 74	9 11	88,994 93	12 01	117,313 12	1 05
7,150	Total SA ORD B15C557	39 61	283,215 42	53 11	379,716 08	39 01	278,921 50	51 42	367,674 32	3 30
Total France			1,639,908.51		2,200,937.03		1,299,969.75		1,713,620.12	15.36
Germany										
2,800	Daimler AG ORD 5529027	39 92	111,776 43	49 68	139,113 89	41 32	115,696 00	54 47	152,510 47	1 37
17,200	Deutsche Telekom AG ORD 5842359	13 01	223,742 71	16 28	280,046 99	8 60	147,834 00	11 33	194,874 78	1 75
Total Germany			335,519.14		419,160.88		263,530.00		347,385.25	3.11
Italy										
13,498	ENI S p A. ORD 7145056	15 80	213,219 67	22 20	299,629 17	18 34	247,553 32	24 18	326,324 79	2 92

The Healthcare Foundation of New Jersey Inc.

PORTFOLIO APPRAISAL

Brandes International Equity Portfolio as of 12/31/12 (Reporting Currency - USD)

QUANTITY	SECURITY	LOCAL UNIT COST	LOCAL TOTAL COST	BASE UNIT COST	BASE TOTAL COST	LOCAL MARKET PRICE	LOCAL MARKET VALUE	BASE MARKET PRICE	BASE MARKET VALUE	% OF ASSETS
44,877	Intesa Sanpaolo Spa ORD 4076836	3.56	159,796.53	5.14	230,854.37	1.30	58,340.10	1.71	76,903.92	0.69
22,794	Telecom Italia Spa ORD 7634394	2.12	48,325.32	2.28	51,978.72	0.68	15,568.30	0.90	20,522.14	0.18
324,370	Telecom Italia Svings Shs ORD 7634402	1.55	502,035.30	1.99	645,772.99	0.60	193,811.08	0.79	255,481.76	2.29
Total Italy			923,376.82		1,228,235.25		515,272.80		679,232.61	6.09
Netherlands										
29,975	Aegon NV ORD 5927375	10.05	301,177.36	13.95	418,198.11	4.80	143,969.93	6.33	189,781.16	1.70
3,452	Alzo Nobel ORD 5458314	29.23	100,907.15	37.24	128,546.83	49.75	171,719.74	65.57	226,360.96	2.03
16,405	Koninklijke Abhold NV ORD 5252602	7.12	116,879.65	9.59	157,279.53	10.14	166,264.68	13.36	219,170.09	1.96
16,330	STMmicroelectronics NV ORD 5962332	6.69	109,209.53	9.60	156,775.47	5.37	87,659.44	7.08	115,552.67	1.04
5,230	Unilever N V Cdfs ORD B12T3J1	19.94	104,281.07	27.01	141,258.95	28.84	150,807.05	38.01	198,793.85	1.78
9,140	Wolters Kluwer NV ORD 5671519	14.68	134,178.78	17.55	160,385.20	15.48	141,441.50	20.40	186,448.19	1.67
Total Netherlands			866,633.54		1,162,444.09		861,862.34		1,136,106.92	10.18
Portugal										
16,692	Portugal Telecom, SGPS, SA ORD 5817186	9.15	152,709.28	10.15	169,491.98	3.75	62,578.31	4.94	82,490.73	0.74
Spain										
5,184	Telefonica S A ORD 5732524	12.98	67,282.47	16.56	85,858.48	10.19	52,824.96	13.43	69,633.86	0.62
Total Euro			3,985,429.76		5,266,127.71		3,056,038.16		4,028,469.49	36.11

The Healthcare Foundation of New Jersey Inc.

PORTFOLIO APPRAISAL

Brandes International Equity Portfolio as of 12/31/12 (Reporting Currency - USD)

QUANTITY	SECURITY	LOCAL UNIT COST	LOCAL TOTAL COST	BASE UNIT COST	BASE TOTAL COST	LOCAL MARKET PRICE	LOCAL MARKET VALUE	BASE MARKET PRICE	BASE MARKET VALUE	% OF ASSETS
Great British Pound										
Ireland										
14,282	CRH PLC ORD 0182704	11.92	170,301.99	18.95	270,603.42	12.48	178,239.36	20.28	289,692.43	2.60
United Kingdom										
4,460	AstraZeneca Plc ORD 0989529	23.55	105,034.57	47.11	210,114.92	29.10	129,763.70	47.29	210,904.94	1.89
40,277	BP Plc ORD 0798059	4.50	181,203.37	7.32	294,934.85	4.25	171,096.70	6.90	278,083.46	2.49
38,615	Barclays Plc ORD 3134865	2.90	111,904.79	5.35	206,650.68	2.62	101,325.76	4.26	164,684.76	1.48
8,317	GlaxoSmithKline Plc ORD 0925288	12.07	100,394.79	22.84	189,988.30	11.35	111,031.95	21.70	180,460.23	1.62
10,900	HSBC Holdings PLC (GBP) ORD 0540528	6.05	65,942.87	9.87	107,597.40	6.47	70,512.10	10.51	114,603.32	1.03
83,567	ITV Plc ORD 3398649	0.69	58,056.18	1.38	115,250.19	1.05	87,912.48	1.71	142,884.16	1.28
19,549	J Sainsbury PLC ORD B019KW7	3.13	61,256.89	6.21	121,466.26	3.45	67,463.60	5.61	109,648.59	0.98
21,900	Kingfisher Plc ORD 3319521	1.74	38,131.00	3.59	78,640.19	2.84	62,217.90	4.62	101,122.75	0.91
29,076	Marks & Spencer Group PLC ORD 3127489	4.23	122,916.82	8.29	241,088.90	3.82	111,157.55	6.21	180,664.36	1.62
54,336	Vodafone Group PLC ORD B16GWD5	1.50	81,554.60	2.36	128,166.47	1.54	83,921.95	2.51	136,398.35	1.22
33,607	Wm Morrison Supermarkets Plc ORD 0604316	1.82	61,288.87	3.23	108,650.67	2.63	88,386.41	4.27	143,654.43	1.29
Total United Kingdom			987,684.75		1,802,548.83		1,084,790.10		1,763,109.35	15.80
Total Great British Pound			1,157,986.74		2,073,152.25		1,263,029.46		2,052,801.78	18.40

The Healthcare Foundation of New Jersey Inc.

PORTFOLIO APPRAISAL

Brandes International Equity Portfolio as of 12/31/12 (Reporting Currency - USD)

QUANTITY	SECURITY	LOCAL UNIT COST	LOCAL TOTAL COST	BASE UNIT COST	BASE TOTAL COST	LOCAL MARKET PRICE	LOCAL MARKET VALUE	BASE MARKET PRICE	BASE MARKET VALUE	% OF ASSETS
Japanese Yen										
2,800	Asacilas Pharma Inc ORD 6985383	3,431.99	9,609,584.00	30.00	84,007.20	3,875.00	10,850,000.00	44.82	125,506.07	1.12
4,700	Canon, Inc ORD 6172323	2,957.56	13,900,510.00	33.55	157,699.43	3,340.00	15,698,000.00	38.64	181,584.73	1.63
9,000	Dai Nippon Printing ORD 6250906	1,796.83	16,171,439.00	15.32	137,900.02	673.00	6,057,000.00	7.78	70,063.62	0.63
8,800	Daichi Sankyo Company, Ltd ORD B0J7D91	2,139.36	18,826,361.00	18.94	166,673.85	1,322.00	11,633,600.00	15.29	134,570.27	1.21
7,000	FUJIFILM Holdings Corp ORD 6356525	3,455.04	24,185,287.00	31.95	223,659.99	1,723.00	12,061,000.00	19.93	139,514.17	1.25
4,300	Honda Motor Company ORD 6435145	2,283.66	9,819,720.00	29.39	126,385.15	3,145.00	13,523,500.00	36.38	156,431.46	1.40
3,200	Japan Tobacco ORD 6474535	1,451.09	4,643,480.00	17.33	55,457.78	2,440.00	7,808,000.00	28.22	90,318.10	0.81
5,800	MS&AD Insurance Grp Hldg ORD B2Q4CS1	4,634.92	26,882,564.00	39.02	226,333.87	1,705.00	9,889,000.00	19.72	114,389.82	1.03
24,700	Mitsubishi UFJ Financial Grp ORD 6335171	1,259.75	31,115,888.00	10.68	263,847.36	461.00	11,386,700.00	5.33	131,714.29	1.18
7,000	NKJSJ Holdings Inc ORD B62G7K6	2,678.84	18,751,892.00	28.36	198,516.88	1,835.00	12,845,000.00	21.23	148,583.00	1.33
6,300	Nippon Tel & Tel Corp (NTT) ORD 6641373	4,275.43	26,935,201.00	42.34	266,717.58	3,630.00	22,869,000.00	41.99	264,534.41	2.37
2,100	Ono Pharmaceutical Co ORD 6660107	5,349.91	11,234,805.00	46.30	97,232.65	4,410.00	9,261,000.00	51.01	107,125.51	0.96
1,800	Rohm Company Ltd ORD 6747204	10,839.05	19,510,293.00	90.81	163,450.22	2,799.00	5,038,200.00	32.38	58,278.77	0.52
3,300	Seven & I Holdings Co Ltd ORD B0F5SD6	2,034.06	6,712,387.00	23.22	76,642.12	2,437.00	8,042,100.00	28.19	93,026.03	0.83
6,300	Sony Corporation ORD 6821506	2,530.13	15,939,843.00	27.14	170,972.88	958.00	6,035,400.00	11.08	69,813.77	0.63
3,000	Sumitomo Mitsui Fin Grp ORD 6563024	8,083.17	24,249,519.00	71.45	214,349.28	3,115.00	9,345,000.00	36.03	108,097.17	0.97

ATTACHMENT A-3

BRANDES INVESTMENT PARTNERS

The Healthcare Foundation of New Jersey Inc.

PORTFOLIO APPRAISAL

Brandes International Equity Portfolio as of 12/31/12 (Reporting Currency - USD)

QUANTITY	SECURITY	LOCAL UNIT COST	LOCAL TOTAL COST	BASE UNIT COST	BASE TOTAL COST	LOCAL MARKET PRICE	LOCAL MARKET VALUE	BASE MARKET PRICE	BASE MARKET VALUE	% OF ASSETS
17,000	Sumitomo Mitsui Trust Hldgs ORD 6431897	924.28	15,712,836.00	7.89	134,072.45	301.00	5,117,000.00	3.48	59,190.28	0.53
1,400	TDK Corporation ORD 6869302	7,913.83	11,079,364.00	71.37	99,922.12	3,110.00	4,354,000.00	35.97	50,364.37	0.45
900	Taisho Pharmaceutical Hldgs ORD B3QX5G4	5,662.72	5,096,444.00	48.64	43,776.36	5,920.00	5,328,000.00	68.48	61,631.00	0.55
4,700	Takeda Pharma Co Ltd ORD 6870445	5,773.42	27,135,054.00	52.47	246,608.62	3,855.00	18,118,500.00	44.59	209,583.57	1.88
6,800	Tokio Marine Hldg Inc ORD 6513126	2,866.95	19,495,243.00	27.14	184,572.42	2,383.00	16,204,400.00	27.57	187,442.45	1.68
3,700	Toyota Motor Corporation ORD 6900643	3,112.90	11,517,733.00	34.58	127,958.31	4,005.00	14,818,500.00	46.33	171,411.22	1.54
Total Japan			368,525,447.00		3,466,756.54		236,282,900.00		2,733,174.08	24.50
Total Japanese Yen			368,525,447.00		3,466,756.54		236,282,900.00		2,733,174.08	24.50
Swiss Franc										
Switzerland										
3,200	Swiss Re AG ORD B545MG5	66.74	213,557.91	63.89	204,437.85	65.90	210,880.00	72.01	230,444.76	2.07
12,717	UBS AG ORD B18YFJ4	14.52	184,628.13	13.87	176,325.60	14.27	181,471.59	15.59	198,307.93	1.78
Total Switzerland			398,186.04		380,763.45		392,351.59		428,752.69	3.84
Total Swiss Franc			398,186.04		380,763.45		392,351.59		428,752.69	3.84
United States Dollar										
Brazil										
11,514	Banco Santander Brasil SA ADR B4Q2DV9	7.76	89,359.59	7.76	89,359.59	7.28	83,821.92	7.28	83,821.92	0.75
10,900	Centrais Eletricas Bras ADR 2186812	8.51	92,786.25	8.51	92,786.25	3.12	34,008.00	3.12	34,008.00	0.30
8,566	Petroleo Bras A Pref Shrs ADR 2683410	29.09	249,223.12	29.09	249,223.12	19.31	165,409.46	19.31	165,409.46	1.48

ATTACHMENT A-3

BRANDES INVESTMENT PARTNERS

The Healthcare Foundation of New Jersey Inc.

PORTFOLIO APPRAISAL

Brandes International Equity Portfolio as of 12/31/12 (Reporting Currency - USD)

QUANTITY	SECURITY	LOCAL UNIT COST	LOCAL TOTAL COST	BASE UNIT COST	BASE TOTAL COST	LOCAL MARKET PRICE	LOCAL MARKET VALUE	BASE MARKET PRICE	BASE MARKET VALUE	% OF ASSETS
3,062	Telefonica Brasil SA Pfd ADR B7395C9	11 50	35,224 79	11 50	35,224 79	24 06	73,671 72	24 06	73,671 72	0 66
7,359	Tim Participacoes SA ADR B6QB0B9	18 00	132,470 26	18 00	132,470 26	19 82	145,855 38	19 82	145,855 38	1 31
Total Brazil			599,064.01		599,064.01		502,766.48		502,766.48	4.51
Ireland										
3,800	Seagate Technology Inc B58JVZ5	28 52	108,383 72	28 52	108,383 72	30 42	115,596 00	30 42	115,596 00	1 04
Mexico										
6,216	America Movil SAB Ser L ADR 2722670	23 29	144,787 99	23 29	144,787 99	23 14	143,838 24	23 14	143,838 24	1 29
14,434	Cemex SA Part. Cert. ADR 2488671	7 56	109,068 06	7 56	109,068 06	9 87	142,463 58	9 87	142,463 58	1 28
Total Mexico			253,856.05		253,856.05		286,301.82		286,301.82	2.57
Russia										
3,155	Lukoil Sponsored ADR 2537432	60 74	191,620 10	60 74	191,620 10	65 79	207,567 96	65 79	207,567 96	1 86
Singapore										
15,800	Flextronics Intl Ltd ORD 2353058	5 97	94,341 06	5 97	94,341 06	6 21	98,118 00	6 21	98,118 00	0 88
South Korea										
1,820	Posco ADR 2692795	83 84	152,585 50	83 84	152,585 50	82 15	149,513 00	82 15	149,513 00	1 34
5,538	SK Telecom Co Ltd ADR 2495648	22 68	125,574 98	22 68	125,574 98	15 83	87,666 54	15 83	87,666 54	0 79
Total South Korea			278,160.48		278,160.48		237,179.54		237,179.54	2.13

The Healthcare Foundation of New Jersey Inc.

PORTFOLIO APPRAISAL

Brandes International Equity Portfolio as of 12/31/12 (Reporting Currency - USD)

QUANTITY	SECURITY	LOCAL UNIT COST	LOCAL TOTAL COST	BASE UNIT COST	BASE TOTAL COST	LOCAL MARKET PRICE	LOCAL MARKET VALUE	BASE MARKET PRICE	BASE MARKET VALUE	% OF ASSETS
Switzerland										
7,433	TE Connectivity Ltd B62B7C3	30.41	226,065.71	30.41	226,065.71	37.12	275,912.96	37.12	275,912.96	2.47
Total United States Dollar			1,751,491.13		1,751,491.13		1,723,442.76		1,723,442.76	15.45
Total Common Stocks			12,938,291.08		12,938,291.08				10,966,640.80	98.29
Total Equity			12,938,291.08		12,938,291.08				10,966,640.80	98.29
CASH										
	Euro		9,784.85		12,898.39		9,784.85		12,898.39	0.12
	Great British Pound		386.15		627.61		386.15		627.61	0.01
	Japanese Yen		468,720.00		5,421.86		468,720.00		5,421.86	0.05
	United States Dollar		171,426.61		171,426.61		171,426.61		171,426.61	1.54
Total Cash					190,374.47				190,374.47	1.71
Total Portfolio					13,128,665.55				11,157,015.27	100
Accrued Income									46,137.39	
Total Portfolio including Accruals									11,203,152.66	

FX Rates Used (Local to Base):

Euro	1.3182
Great British Pound	1.6253
Japanese Yen	0.0116
Swiss Franc	1.0928
United States Dollar	1.0000

Total per TB = \$11,200,923
Difference = (2,229.66)

ATTACHMENT A-3

BRANDES INVESTMENT PARTNERS

ASSET ID	ASSET DESCRIPTION		RATE	MATURITY DATE	MKT PRICE			
	UNITS	LOCAL	UNIT COST	TOTAL COST	UNIT PRICE	MARKET VALUE	% CURR	UNREAL GN/LS
	ORIGINAL FACE	BASE	UNIT COST	TOTAL COST	UNIT PRICE	MARKET VALUE	% FUND	UNREAL GN/LS
EQUITIES								

US DOLLAR						EXCHANGE RATE	1 000000000	
*****						=====		
Y8565J101	TEEKAY OFFSHORE PARTNERS LP		LTD PART					
9,000 000		22 959000	206,631 00		26 010000	234,090 00	3 27 3 27	27,459 00
01861G100	ALLIANCE HOLDINGS GP LP		LTD PART					
11,000 000		31 333054	344,663 59		47 580000	523,380 00	7 30 7 30	178,716 41
09625U208	BLUEKNIGHT ENERGY PARTNE		PREFERRED STOCK VAR					
4,870 000		6 500000	31,655 00		8 500000	41,395 00	0 58 0 58	9,740 00
096627104	BOAPDWALK PIPELINE PARTNERS		LTD PART NPV					
10,000 000		27 397210	273,972 10		24 900000	249,000 00	3 47 3 47	-24,972 10
150185106	CEDAR FAIR LP		LTD PART NPV					
19,000 000		15 316109	291,006 08		33 450000	635,550 00	8 87 8 87	344,543 92
29273V100	ENERGY TRANSFER EQUITY LP		LTD PART NPV					
16,000 000		30 924003	494,784 04		45 480000	727,680 00	10 15 10 15	232,895 96
293792107	ENTERPRISE PRODUCTS PARTNERS		LTD PART NPV					
13,000 000		13 439430	174,712 59		50 080000	651,040 00	9 08 9 08	476,327 41
456615103	INERGY LP		LTD PART NPV					
33,000 000		16 012390	528,408 88		18 190000	600,270 00	8 38 8 38	71,861 12

ASSET ID	ASSET DESCRIPTION	RATE	MATURITY DATE	MKT PRICE				
UNITS ORIGINAL FACE	LOCAL BASE	UNIT COST UNIT COST	TOTAL COST TOTAL COST	UNIT PRICE UNIT PRICE	MARKET VALUE MARKET VALUE	% CURR % FUND	UNREAL GN/LS UNREAL GN/LS	
45671U106	INERGY MIDSTREAM LP	LTD PART						
12,000 000	19 586300	235,035 60	22 250000	267,000 00	3 73	31,964 40		
					3 73			
67059L102	NUSTAR GP HOLDINGS LLC	UNIT NPV						
11,000 000	30 445132	334,896 45	27 690000	304,590 00	4 25	-30,306 45		
					4 25			
682680103	ONEOK INC	COMMON STOCK USD 01						
3,800 000	11 969876	45,485 53	42 750000	162,450 00	2 27	116,964 47		
					2 27			
693665101	PVR PARTNERS LP	LTD PART NPV						
25,000 000	19 084714	477,117 86	25 980000	649,500 00	9 06	172,382 14		
					9 06			
75885Y107	REGENCY ENERGY PARTNERS LP	LTD PART USD 01						
26,000 000	23 992508	623,805 22	21 680000	563,680 00	7 86	-60,125 22		
					7 86			
84756N109	SPECTRA ENERGY PARTNERS LP	LTD PART NPV						
14,500 000	23 981731	347,735 10	31 230000	452,835 00	6 32	105,099 90		
					6 32			
864482104	SUBURBAN PROPANE PARTNERS LP	LTD PART NPV						
4,888 000	35 951991	175,733 33	38 860000	189,947 68	2 65	14,214 35		
					2 65			
958254104	WESTERN GAS PARTNERS LP	LTD PART						
12,000 000	15 152810	181,833 72	47 630000	571,560 00	7 97	389,726 28		
					7 97			
969457100	WILLIAMS COS INC	COMMON STOCK USD1						
10,000 000	27 757907	277,579 07	32 740000	327,400 00	4 57	49,820 93		
					4 57			
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235,058 000		5,045,055 16		7,151,367 68	99 78	2,106,312 52		
					99 78			

The Healthcare Foundation of New Jersey, Inc.
CAPITAL GAIN/(LOSS), NET (FORM 990-PF LINE 6A)
December 31, 2012
EIN # 22-3451664

DESCRIPTION	GAIN/(LOSS)	SHORT-TERM	LONG-TERM
PUBLICALLY TRADED SECURITIES			
MARKETABLE SECURITIES	\$ 1,192,779	\$ -	\$ 1,192,779
ALLIANCEBERNSTEIN HOLDING L P	1,782	473	1,309
EL PASO PIPELINE PARTNERS, LP	(494)	-	(494)
ENTERPRISE PRODUCTS PARTNERS LP	13,661	-	13,661
NATURAL RESOURCE PARTNERS, L P	2,234	-	2,234
NUSTAR GP HOLDINGS, LP	(16,508)	-	(16,508)
NUSTAR GP HOLDINGS, LLC	(9,108)	-	(9,108)
PENN VIRGINIA RESOURCE PARTNERS LP	6,130	-	6,130
REGENCY ENERGY PARTNERS, LP	(286)	-	(286)
SPECTRA ENERGY PARTNERS, LP	9	-	9
SPECTRA ENERGY PARTNERS, LP	(4)	-	(4)
STONEMOR PARTNERS L P	3	-	3
SUNOCO LOGISTICS PARTNERS L P	193	-	193
WESTERN GAS PARTNERS, LP	38	-	38
WILLIAMS PARTNERS L P	(164)	-	(164)
Total Sales of Publicly Traded Securities	\$ 1,190,265	\$ 473	\$ 1,189,792
SALES OF NON-PUBLIC SECURITIES			
VONTOBEL GLOBAL EMERGING MARKETS FUND	\$ (51,125)	\$ (185,568)	\$ 134,443
FLAG VENTURE PARTNERS VI, L P	96,179	5,971	90,208
FLAG INTERNATIONAL PARTNERS, L P	81,640	(3,043)	84,683
FLAG PRIVATE EQUITY III, L P	185,774	(746)	186,520
OAKTREE REAL ESTATE OPPORTUNITIES FUND V	45,775	43,964	1,811
COMMONFUND CAPITAL INTERNATIONAL PARTNERS IV	138,683	(1,148)	139,831
COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS V	199,861	693	199,168
COMMONFUND CAPITAL VENTURE PARTNERS VI	52,676	942	51,734
STATE STREET BANK SSGA RUSSELL 1000 INDEX CTF	1,145,628	31,516	1,114,112
SPUR VENTURES III, LP	9,827	5,833	3,994
STATE STREET BANK SSGA RUSSELL 1000 INDEX SECURITIES	2,137,841	40,616	2,097,225
SUBURBAN PROPANE PARTNERS	(225)	-	(225)
Total Sales of Non-Public Securities	4,042,534	(60,970)	4,103,504
Totals	\$ 5,232,799	\$ (60,497)	\$ 5,293,296

The Healthcare Foundation of New Jersey, Inc.
Form 990-PF, Part XV, Line 3a - Grants Paid During the Year
December 31, 2012

<u>Grantee Organization Name & Address</u>	<u>Relationship</u>	<u>Foundation Status of Recipient</u>	<u>Purpose</u>	<u>Amount</u>
Adler, Aphasia Center 60 W Hunter Avenue Maywood, NJ 07607	N/A	Public Charity	General	\$ 35,381
Adler Aphasia Center 60 W Hunter Avenue Maywood, NJ 07607	N/A	Public Charity	General	\$ 50,000
American Cancer Society 986 South Springfield Avenue Springfield, NJ 07081	N/A	Public Charity	General	\$ 34,806
American Cancer Society 986 South Springfield Avenue Springfield, NJ 07081	N/A	Public Charity	General	\$ 34,806
Arts Unbound 544 Freeman Street Orange, NJ 07050	N/A	Public Charity	General	\$ 12,000
Benedictine Preschool 851 No Broad Street Elizabeth, NJ 07208	N/A	Public Charity	General	\$ 9,000
Broadway House for Continuing Care 298 Broadway Newark, NJ 07104-4003	N/A	Public Charity	General	\$ 500
Broadway House for Continuing Care 298 Broadway Newark, NJ 07104-4003	N/A	Public Charity	General	\$ 207,483
Caucus Educational Corporation 75 Midland Avenue Montclair, NJ 07042	N/A	Public Charity	General	\$ 50,000
Caucus Educational Corporation 75 Midland Avenue Montclair, NJ 07042	N/A	Public Charity	General	\$ 50,000
Chabad of SE Morris County 42 Park Avenue Madison, NJ 07940	N/A	Public Charity	General	\$ 25,000
Chabad of SE Morris County 42 Park Avenue Madison, NJ 07940	N/A	Public Charity	General	\$ 20,000
Children's Hospital of New Jersey at Newark Beth Israel Medical Center 201 Lyons Avenue Newark, New Jersey 07112	N/A	Public Charity	General	\$ 1,000
Children's Specialized Hospital Foundation, Inc 150 New Providence Road Mountainside, New Jersey 07092	N/A	Public Charity	General	\$ 500
Clara Maass Medical Center Foundation One Clara Maass Drive Belleville, NJ 07109	N/A	Public Charity	General	\$ 144,808
Clara Maass Medical Center Foundation One Clara Maass Drive Belleville, NJ 07109	N/A	Public Charity	General	\$ 1,000
Clara Maass Medical Center Foundation One Clara Maass Drive Belleville, NJ 07109	N/A	Public Charity	General	\$ 48,926
Community Foundation of New Jersey P O Box 338 Morristown, NJ 07963-0338	N/A	Public Charity	General	\$ 31,250
Community Hope 199 Pomeroy Road Parsippany, NJ 07054	N/A	Public Charity	General	\$ 41,559

The Healthcare Foundation of New Jersey, Inc
Form 990-PF, Part XV, Line 3a - Grants Paid During the Year
December 31, 2012

Grantee Organization Name & Address	Relationship	Foundation Status of Recipient	Purpose	Amount
Adler Aphasia Center 60 W Hunter Avenue Maywood, NJ 07607	N/A	Public Charity	Launching an Aphasia Support Center	\$ 35,381
Adler Aphasia Center 60 W Hunter Avenue Maywood, NJ 07607	N/A	Public Charity	Adler Aphasia Center Helping People with Aphasia to Live Independently (Year 2)	\$ 50,000
American Cancer Society 986 South Springfield Avenue Springfield, NJ 07081	N/A	Public Charity	Establishing Quality, Sustainable Volunteer Navigation Services for Underserved Cancer Patients (Year 3)	\$ 69,611
Arts Unbound 544 Freeman Street Orange, NJ 07050	N/A	Public Charity	Professional Art Instruction	\$ 12,000
Benedictine Preschool 851 No Broad Street Elizabeth, NJ 07208	N/A	Public Charity	Playground Upgrade	\$ 9,000
Broadway House for Continuing Care 298 Broadway Newark, NJ 07104-4003	N/A	Public Charity	Humanism 2012	\$ 500
Broadway House for Continuing Care 298 Broadway Newark, NJ 07104-4003	N/A	Public Charity	Resident Emergency Help and Tracking System	\$ 207,483
Caucus Educational Corporation 75 Midland Avenue Montclair, NJ 07042	N/A	Public Charity	Community Healthcare in New Jersey Where do We Go From Here (Year 2)	\$ 100,000
Chabad of SE Morris County 42 Park Avenue Madison, NJ 07940	N/A	Public Charity	Caring for the Elderly	\$ 25,000
Chabad of SE Morris County 42 Park Avenue Madison, NJ 07940	N/A	Public Charity	Caring for the Elderly (Year 2)	\$ 20,000
Children's Hospital of New Jersey at Newark Beth Israel Medical Center 201 Lyons Avenue Newark, New Jersey 07112	N/A	Public Charity	Humanism 2012	\$ 1,000
Children's Specialized Hospital Foundation, Inc 150 New Providence Road Mountainside, New Jersey 07092	N/A	Public Charity	Humanism 2012	\$ 500
Clara Maass Medical Center Foundation One Clara Maass Drive Belleville, NJ 07109	N/A	Public Charity	Learning Center	\$ 144,808
Clara Maass Medical Center Foundation One Clara Maass Drive Belleville, NJ 07109	N/A	Public Charity	Humanism 2012	\$ 1,000
Clara Maass Medical Center Foundation One Clara Maass Drive Belleville, NJ 07109	N/A	Public Charity	Hospital-Acquired Delirium Prevention and Treatment Initiative RFP (Round 2)	\$ 48,926
Community Foundation of New Jersey P.O. Box 338 Morristown, NJ 07963-0338	N/A	Public Charity	NJ Spotlight	\$ 31,250
Community Hope 199 Pomeroy Road Parsippany, NJ 07054	N/A	Public Charity	Hope for Veterans Enhanced Case Management (Year 2)	\$ 83,117
Congregation B'Nai Israel 160 Millburn Avenue Millburn, New Jersey 07041	N/A	Public Charity	Tribute Journal Ad (Carol Marcus - March 17, 2012)	\$ 540

The Healthcare Foundation of New Jersey, Inc
Form 990-PF, Part XV, Line 3a - Grants Paid During the Year
December 31, 2012

Grantee Organization Name & Address	Relationship	Foundation Status of Recipient	Purpose	Amount
Cornerstone Family Programs 62 Elm Street Morristown, NJ 07960	N/A	Public Charity	FSMC Senior Collaboration and Intensive Geriatric Case Management (Year 2)	\$ 30,000
650 So Broad Street, 3rd Fl Trenton, NJ 08611	N/A	Public Charity	Newark 50 (Year 2)	\$ 43,250
Covenant House New Jersey 330 Washington Street Newark, NJ 07102	N/A	Public Charity	Covenant House Independent Living	\$ 27,500
Covenant House New Jersey 330 Washington Street Newark, NJ 07102	N/A	Public Charity	Covenant House Wellness Project (Year 3)	\$ 34,000
Daughters of Israel 1155 Pleasant Valley Way West Orange, NJ 07052	N/A	Public Charity	Computerized Physician Order Entry System	\$ 262,183
Daughters of Israel 1155 Pleasant Valley Way West Orange, NJ 07052	N/A	Public Charity	Humanism 2012	\$ 500
Diabetes Foundation, Inc 13 Sunflower Avenue Paramus, NJ 07652	N/A	Public Charity	Medical Assistance, Patient Advocacy and Diabetes Public Education	\$ 10,000
DOROT 171 West 85th Street New York, NY 10024	N/A	Public Charity	To Your Health (Year 2)	\$ 14,350
DOROT 171 West 85th Street New York, NY 10024	N/A	Public Charity	To Your Health (Year 3)	\$ 17,895
Essex County Court Appointed Special Advocate 212 Washington Street Room 1276 Newark, NJ 07102	N/A	Public Charity	Foster Child Healthcare Advocacy Initiative and Adolescent Mental Health Initiative (Year 2)	\$ 15,000
Essex County Court Appointed Special Advocate 212 Washington Street Room 1276 Newark, NJ 07102	N/A	Public Charity	Foster Child Healthcare Advocacy with Mental and Reproductive Health Child Welfare Training (Year 3)	\$ 15,000
Essex County Family Justice Center, Inc 89 Market Street, 2nd Floor Newark, NJ 07102	N/A	Public Charity	Family Justice Centers (Year 3)	\$ 81,368
FAMILY Connections 7 Glenwood Avenue, Suite 101 East Orange, NJ 07017	N/A	Public Charity	PrePare - Early Childhood Mental Health at Central Community School	\$ 22,962
Foundation for Healthcare Advancement 120 Albany Street Tower II, Suite 850 New Brunswick, NJ 08901	N/A	Public Charity	University Hospital's Health Literacy Initiative Patient Educator	\$ 79,700
Foundation for Healthcare Advancement 120 Albany Street Tower II, Suite 850 New Brunswick, NJ 08901	N/A	Public Charity	Community Health Worker Demonstration Project	\$ 67,500
Foundation for Healthcare Advancement 120 Albany Street Tower II, Suite 850 New Brunswick, NJ 08901	N/A	Public Charity	MOM2MOM Year 2	\$ 67,500

The Healthcare Foundation of New Jersey, Inc
Form 990-PF, Part XV, Line 3a - Grants Paid During the Year
December 31, 2012

Grantee Organization Name & Address	Relationship	Foundation Status of Recipient	Purpose	Amount
Foundation for Healthcare Advancement 120 Albany Street Tower II, Suite 850 New Brunswick, NJ 08901	N/A	Public Charity	Hospital-Acquired Delirium RFP	\$ 48,581
Foundation for Healthcare Advancement 120 Albany Street Tower II, Suite 850 New Brunswick, NJ 08901	N/A	Public Charity	The Ambulatory Care Center for Healthcare Outreach, Prevention and Education (HOPE Center)	\$ 75,000
Foundation for Healthcare Advancement 120 Albany Street Tower II, Suite 850 New Brunswick, NJ 08901	N/A	Public Charity	Mom2Mom (Year 3)	\$ 66,500
Foundation for Healthcare Advancement 120 Albany Street Tower II, Suite 850 New Brunswick, NJ 08901	N/A	Public Charity	8th Annual DAYAM Teen Forum	\$ 2,500
Foundation for Healthcare Advancement 120 Albany Street Tower II, Suite 850 New Brunswick, NJ 08901	N/A	Public Charity	I Care 4Health Transition (Year 2)	\$ 25,000
Foundation for Healthcare Advancement 120 Albany Street Tower II, Suite 850 New Brunswick, NJ 08901	N/A	Public Charity	Community Health Worker Implementation (Year 2)	\$ 93,097
Foundation for Morristown Medical Center 475 South Street Morristown, NJ 07960	N/A	Public Charity	Psychiatric Patient in the Emergency Department (Year 2)	\$ 58,176
Foundation for Morristown Medical Center 475 South Street Morristown, NJ 07960	N/A	Public Charity	Hospital-Acquired Delirium RFP	\$ 49,491
Foundation for Morristown Medical Center 475 South Street Morristown, NJ 07960	N/A	Public Charity	Humanism 2012	\$ 1,000
Gilda's Club Northern New Jersey 575 Main Street Hackensack, NJ 07601	N/A	Public Charity	Gilda's Club Newark	\$ 37,500
Golda Och Academy 1418 Pleasant Valley Way West Orange, NJ 07052	N/A	Public Charity	Accessibility Project at the Wilf Lower School Campus	\$ 128,400
Greater Newark Conservancy 32 Prince Street Newark, NJ 07103	N/A	Public Charity	Nutrition Education Program	\$ 46,500
Helen Keller International, Inc 352 Park Avenue South Suite 1200 New York, NY 10010	N/A	Public Charity	Child Sight Program	\$ 25,000
Helen Keller International, Inc 352 Park Avenue South Suite 1200 New York, NY 10010	N/A	Public Charity	ChildSight New Jersey Year 2	\$ 25,000
Hetrick-Martin Institute, Inc 2 Astor Place New York, NY 10003	N/A	Public Charity	Safety, Wellness and Educational After-School Programs for LGBT Newark Youth (Year 2)	\$ 50,000

The Healthcare Foundation of New Jersey, Inc.
Form 990-PF, Part XV, Line 3a - Grants Paid During the Year
December 31, 2012

Grantee Organization Name & Address	Relationship	Foundation Status of Recipient	Purpose	Amount
Hetrick-Martin Institute, Inc 2 Astor Place New York, NY 10003	N/A	Public Charity	Safety, Wellness and Educational After-School Programs for LGBT Newark Youth (Year 3)	\$ 62,500
Hetrick-Martin Institute, Inc 2 Astor Place New York, NY 10003	N/A	Public Charity	Emergency Hurricane Sandy Funding	\$ 7,615
Hudson Community Enterprises 550 Broad Street Newark, NJ 07101	N/A	Public Charity	Employee Assistance Program	\$ 50,000
Hyacinth AIDS Foundation 317 George Street-Suite 203 New Brunswick, NJ 08901	N/A	Public Charity	Navigator Outreach in Newark	\$ 31,200
Interfaith Hospitality Network of Essex County New Jersey, Inc 46 Park Street Montclair, NJ 07042	N/A	Public Charity	After School Program Health Matters	\$ 12,000
Iris House A Center for Women Living with HIV, Inc 2348 Adam Clayton Powell, Jr., Boulevard New York, NY 10030	N/A	Public Charity	I Matter	\$ 37,500
Iris House A Center for Women Living with HIV, Inc 2348 Adam Clayton Powell, Jr., Boulevard New York, NY 10030	N/A	Public Charity	I Matter (Year 2)	\$ 37,500
Ironbound Community Corp 179 Van Buren Street Newark, NJ 07105	N/A	Public Charity	Ironbound Early Childhood Mental Health Services 0 to 3 (Year 2)	\$ 30,000
JCC of MetroWest 760 Northfield Avenue Salzman Building West Orange, NJ 07052	N/A	Public Charity	Maurice Levin Theater Renovation Project	\$ 191,111
JCC of MetroWest 760 Northfield Avenue Salzman Building West Orange, NJ 07052	N/A	Public Charity	Volunteers and Seniors Together (VAST)	\$ 22,613
Jefferson Park Ministries, Inc 213 Jefferson Avenue Elizabeth, NJ 07207	N/A	Public Charity	Sante Pour Tous II Health For All (Year 3)	\$ 25,142
Jewish Family Service of MetroWest 256 Columbia Turnpike Suite 105 Florham Park, NJ 07932-1212	N/A	Public Charity	Healthcare Emergency Fund (Year 5)	\$ 48,000
Jewish Family Service of MetroWest 256 Columbia Turnpike Suite 105 Florham Park, NJ 07932-1212	N/A	Public Charity	MetroWest Community Housecalls (Year 5)	\$ 57,190
Jewish Family Service of MetroWest 256 Columbia Turnpike Suite 105 Florham Park, NJ 07932-1212	N/A	Public Charity	Coordinated Community Response to Children's Exposure to Domestic Violence	\$ 72,750
Jewish Family Service of MetroWest 256 Columbia Turnpike Suite 105 Florham Park, NJ 07932-1212	N/A	Public Charity	MetroWest Synagogue Caring Coalition (Year 5)	\$ 42,591

The Healthcare Foundation of New Jersey, Inc.
Form 990-PF, Part XV, Line 3a - Grants Paid During the Year
December 31, 2012

Grantee Organization Name & Address	Relationship	Foundation Status of Recipient	Purpose	Amount
Jewish Family Service of MetroWest 256 Columbia Turnpike Suite 105 Florham Park, NJ 07932-1212	N/A	Public Charity	10th Annual JFS Gala at the Gold Sponsorship Level	\$ 5,000
Jewish Family Service of MetroWest 256 Columbia Turnpike Suite 105 Florham Park, NJ 07932-1212	N/A	Public Charity	Care Consultant Services	\$ 30,000
Jewish Family Service of MetroWest 256 Columbia Turnpike Suite 105 Florham Park, NJ 07932-1212	N/A	Public Charity	Coordinated Community Response to Children's Exposure to Domestic Violence (Year 2)	\$ 62,790
Jewish Federation of Greater Metrowest NJ 901 Route 10 Whippany, NJ 07981	N/A	Public Charity	15th Annual UJA Benefit Concert - April 22, 2012	\$ 10,000
Jewish Renaissance Medical Center PO Box 1220 Perth Amboy, NJ 08862	N/A	Public Charity	Humanism 2012	\$ 500
Jewish Service for Developmentally Disabled of MetroWest 270 Pleasant Valley Way West Orange, NJ 07052	N/A	Public Charity	Agency Expansion and Growth (Year 2)	\$ 53,611
Jewish Service for Developmentally Disabled of MetroWest 270 Pleasant Valley Way West Orange, NJ 07052	N/A	Public Charity	Electronic Records and Billing	\$ 120,355
Jewish Vocational Service of MetroWest 111 Prospect Street East Orange, NJ 07107	N/A	Public Charity	Healthcare Case Management for Adults with Severe Disabilities (Year 3)	\$ 28,500
Jewish Vocational Service of MetroWest 111 Prospect Street East Orange, NJ 07107	N/A	Public Charity	Career Center for Individuals with Autism Spectrum Disorders	\$ 64,423
Jewish Vocational Service of MetroWest 111 Prospect Street East Orange, NJ 07107	N/A	Public Charity	Wellness Works The JVS Adult Student Health Initiative (Year 2)	\$ 30,133
Jewish Vocational Service of MetroWest 111 Prospect Street East Orange, NJ 07107	N/A	Public Charity	Wellness Works The JVS Adult Student Health Initiative (Year 3)	\$ 15,317
Jewish Vocational Service of MetroWest 111 Prospect Street East Orange, NJ 07107	N/A	Public Charity	Career Center for Individuals with Autism Spectrum Disorders (Year 2)	\$ 32,216
Kessler Foundation, Inc 300 Executive Drive, Suite 70 West Orange, NJ 07052	N/A	Public Charity	Prism Therapy for Stroke-Related Functional Vision Problems	\$ 72,500
KinderSmile Foundation, Inc 248 Lorraine Avenue, Suite 12 P.O. Box 43119 Upper Montclair, NJ 07043	N/A	Public Charity	Oral Health Initiative	\$ 25,000
Kula for Karma P.O. Box 820 Franklin Lakes, NJ 07417	N/A	Public Charity	Advanced Teacher Training for Veterans Suffering from PTSD	\$ 19,337
La Casa de Don Pedro 75 Park Avenue Newark, New Jersey 07104	N/A	Public Charity	Healthy Living Initiative	\$ 25,000

The Healthcare Foundation of New Jersey, Inc
Form 990-PF, Part XV, Line 3a - Grants Paid During the Year
December 31, 2012

Grantee Organization Name & Address	Relationship	Foundation Status of Recipient	Purpose	Amount
Main Street Counseling Center 8 Marcella Avenue West Orange, NJ 07052	N/A	Public Charity	Initial Investment to Achieve Continued Service	\$ 35,000
Memories Live Foundation 765 Mountain Avenue Springfield, NJ 07081	N/A	Public Charity	Project NJ	\$ 7,750
National Council of Jewish Women 70 South Orange Avenue, Suite 120 Livingston, New Jersey 07039	N/A	Public Charity	Back 2 School Store	\$ 2,500
National Council of Jewish Women 70 South Orange Avenue, Suite 120 Livingston, New Jersey 07039	N/A	Public Charity	Centennial Gala 2012	\$ 750
National Kidney Foundation of Greater New York 30 East 33rd Street, third floor New York, NY 10016	N/A	Public Charity	Kidney Early Evaluation Program (KEEP) - 2012	\$ 4,000
New Community Corporation 233 West Market Street Newark, New Jersey 07103	N/A	Public Charity	Humanism 2012	\$ 500
New Eyes for the Needy, Inc 549 Milburn Avenue PO Box 332 Short Hills, NJ 07078	N/A	Public Charity	Prescription Eyeglasses (Year 7)	\$ 6,000
New Jersey Chamber of Commerce Foundation New Jersey Nursing Initiative 216 W State Street Trenton, NJ 08608	N/A	Public Charity	Nursing Academic Resource Center of New Jersey (Year 2)	\$ 20,000
New Jersey Citizen Action Education Fund, Inc 744 Broad Street, Suite 2080 Newark, NJ 07102	N/A	Public Charity	New Jersey for Health Care Consumer Helpline Project (Year 3)	\$ 35,000
New Jersey Symphony Orchestra 60 Park Place, 9th Fl Newark, NJ 07102	N/A	Public Charity	Autism Community Initiative	\$ 20,000
Newark Beth Israel Medical Center Foundation 201 Lyons Avenue Newark, NJ 07112	N/A	Public Charity	Pediatric Cardiothoracic Surgery Program at Children's Hospital of New Jersey	\$ 211,217
Newark Beth Israel Medical Center Foundation 201 Lyons Avenue Newark, NJ 07112	N/A	Public Charity	Hospital - Acquired Delirium RFP	\$ 49,600
Newark Beth Israel Medical Center Foundation 201 Lyons Avenue Newark, NJ 07112	N/A	Public Charity	Cardiac Catheterization Lab Upgrade	\$ 500,000
Newark Beth Israel Medical Center Foundation 201 Lyons Avenue Newark, NJ 07112	N/A	Public Charity	Partners in Progress 2012	\$ 1,000
Newark Beth Israel Medical Center Foundation 201 Lyons Avenue Newark, NJ 07112	N/A	Public Charity	Humanism 2012	\$ 1,000
Newark Beth Israel Medical Center Foundation 201 Lyons Avenue Newark, NJ 07112	N/A	Public Charity	Hospital Acquired Delirium Prevention (Year 2)	\$ 37,360
Newark Community Health Centers, Inc 741 Broadway Newark, NJ 07104	N/A	Public Charity	Humanism 2012	\$ 500

The Healthcare Foundation of New Jersey, Inc
Form 990-PF, Part XV, Line 3a - Grants Paid During the Year
December 31, 2012

<u>Grantee Organization Name & Address</u>	<u>Relationship</u>	<u>Foundation Status of Recipient</u>	<u>Purpose</u>	<u>Amount</u>
Newark Emergency Services for Families, Inc 982 Broad Street Newark, NJ 07102	N/A	Public Charity	Operation S H A R E (Year 2)	\$ 30,000
Newark Now, Inc 112 Jabez Street Suite 113 Newark, NJ 07105	N/A	Public Charity	Family Success Center at Newark Beth Israel	\$ 64,000
NJCRI 393 Central Avenue Newark, NJ 07103	N/A	Public Charity	Living Well Project with Electronic Medical Record	\$ 59,021
NJCRI 393 Central Avenue Newark, NJ 07103	N/A	Public Charity	Project Access (Year 3)	\$ 37,500
NJCRI 393 Central Avenue Newark, NJ 07103	N/A	Public Charity	Humanism 2012	\$ 500
Overlook Hospital Foundation 36 Upper Overlook Road Summit, NJ 07901	N/A	Public Charity	Hospital-Acquired Delirium RFP	\$ 50,000
Overlook Hospital Foundation 36 Upper Overlook Road Summit, NJ 07901	N/A	Public Charity	Humanism 2012	\$ 1,000
Overlook Hospital Foundation 36 Upper Overlook Road Summit, NJ 07901	N/A	Public Charity	Delirium Prevention and Education (Year 2)	\$ 50,000
Partnership for Maternal and Child Health of Northern NJ 50 Park Place Suite 700 Newark, New Jersey 07102	N/A	Public Charity	NICU Family Support Program @ Newark Beth Israel Medical Center	\$ 35,500
Playworks Education Energized/Newark 60 Park Place Suite 1001 Newark, NJ 07102	N/A	Public Charity	Playworks Newark (Year 2)	\$ 30,000
Playworks Education Energized/Newark 60 Park Place Suite 1001 Newark, NJ 07102	N/A	Public Charity	Playworks Newark (Year 3)	\$ 32,000
Rutgers College of Nursing 180 University Avenue Newark, New Jersey 07102	N/A	Public Charity	Humanism 2012	\$ 1,000
Rutgers University Foundation 7 College Avenue Winants Hall New Brunswick, NJ 08901-1261	N/A	Public Charity	FOCUS - Rutgers Wellness Center	\$ 100,000
Rutgers University Foundation 7 College Avenue Winants Hall New Brunswick, NJ 08901-1261	N/A	Public Charity	Rutgers-UMDNJ Medical-Legal Partnership, a k a Project HEAL (Health, Education, Advocacy and Law)	\$ 41,480
Rutgers-Newark University Rutgers Institute on Ethnicity, Culture, and the Modern Experience 49 Bleeker Street Newark, New Jersey 07102	N/A	Public Charity	Marion Thompson Wright Lecture Series 2012 (Taking Good Care A History of Health and Wellness in the Black Community)	\$ 5,250

The Healthcare Foundation of New Jersey, Inc
Form 990-PF, Part XV, Line 3a - Grants Paid During the Year
December 31, 2012

Grantee Organization Name & Address	Relationship	Foundation Status of Recipient	Purpose	Amount
Saint Barnabas Medical Center Foundation 95 Old Short Hills Road West Orange, New Jersey 07052	N/A	Public Charity	Stroke Clinical Coordinator	\$ 40,000
Saint Barnabas Medical Center Foundation 95 Old Short Hills Road West Orange, New Jersey 07052	N/A	Public Charity	Humanism 2012	\$ 1,000
Saint Barnabas Medical Center Foundation 95 Old Short Hills Road West Orange, New Jersey 07052	N/A	Public Charity	Hospital-Acquired Delirium Prevention and Treatment	\$ 47,813
Saint Barnabas Medical Center Foundation 95 Old Short Hills Road West Orange, New Jersey 07052	N/A	Public Charity	Expanding and Renovating Child Life Playroom	\$ 164,178
Saint Michael's Medical Center 111 Central Avenue Newark, NJ 07102	N/A	Public Charity	Humanism 2012	\$ 1,000
Seton Hall University 400 South Orange Avenue South Orange, NJ 07079	N/A	Public Charity	Humanism 2012	\$ 1,000
Smith Center for Infectious Diseases and Urban Health 310 Central Avenue, Suite 307 East Orange, NJ 07018	N/A	Public Charity	Get Out The Tests	\$ 77,412
St. James Social Service Corporation 588 Martin Luther King, Jr Boulevard Newark, NJ 07102	N/A	Public Charity	HIV/AIDS Program	\$ 13,110
St. James Social Service Corporation 588 Martin Luther King, Jr Boulevard Newark, NJ 07102	N/A	Public Charity	HIV/AIDS Program (Year 2)	\$ 18,640
Statewide Parent Advocacy Network, Inc 35 Halsey Street 4th Floor Newark, NJ 07102	N/A	Public Charity	Essex County Primary Care - Child Psychiatrist Consultation Pilot	\$ 176,385
Table to Table, Inc P O. Box 1051 Englewood Cliffs, NJ 07632	N/A	Public Charity	Newark Fresh Food Rescue	\$ 15,000
Table to Table, Inc. P O Box 1051 Englewood Cliffs, NJ 07632	N/A	Public Charity	Newark Fresh Food Rescue (Year 2)	\$ 17,500
The ARC of Essex County 123 Naylor Avenue Livingston, New Jersey 07039	N/A	Public Charity	Health Monitoring for Seniors with Developmental Disabilities (Year 2)	\$ 23,337
The ARC of Essex County 123 Naylor Avenue Livingston, New Jersey 07039	N/A	Public Charity	Family Services Coordinator	\$ 40,000
The ARC of Essex County 123 Naylor Avenue Livingston, New Jersey 07039	N/A	Public Charity	Health Monitoring for Seniors with Developmental Disabilities (Year 3)	\$ 12,662
The Arnold P. Gold Foundation 619 Palisade Avenue Englewood, NJ 07632	N/A	Public Charity	Humanism and Medicine Lecture (2012)	\$ 20,000
The Community Food Bank 31 Evans Terminal Road Hillside, NJ 07205	N/A	Public Charity	Kids Cafe and Backpack Program (Year 3)	\$ 75,000

The Healthcare Foundation of New Jersey, Inc
Form 990-PF, Part XV, Line 3a - Grants Paid During the Year
December 31, 2012

Grantee Organization Name & Address	Relationship	Foundation Status of Recipient	Purpose	Amount
The Community Food Bank 31 Evans Terminal Road Hillside, NJ 07205	N/A	Public Charity	Thanksgiving 2012	\$ 10,000
Trinitas Health Foundation P O Box 259 Elizabeth, NJ 07207-0259	N/A	Public Charity	Humanism 2012	\$ 2,000
Trinitas Health Foundation P O Box 259 Elizabeth, NJ 07207-0259	N/A	Public Charity	Trinitas Emergency Department Monitor Upgrade	\$ 150,000
Trinitas Health Foundation P O Box 259 Elizabeth, NJ 07207-0259	N/A	Public Charity	Hospital-Acquired Delirium Prevention and Treatment Initiative	\$ 49,995
Trust for Public Land 20 Community Place, Suite 7 Morristown, New Jersey 07960	N/A	Public Charity	Jesse Allen Park Fitness Zone	\$ 50,000
UMDNJ School of Nursing 65 Bergen Street, Suite 1127 University Heights Newark, NJ 07107	N/A	Public Charity	Humanism 2012	\$ 1,000
UMDNJ/The University Hospital 150 Bergen Street Newark, New Jersey 07107	N/A	Public Charity	Humanism 2012	\$ 1,000
Unified Vailsburg Services Organization PO Box 6039 40 Richelieu Terrace Newark, NJ 07106	N/A	Public Charity	UVSO Senior Center Wellness Program	\$ 25,840
Urban Healthcare Initiative Program 613 Park Avenue East Orange, NJ 07017	N/A	Public Charity	Community Wellness Program	\$ 70,000
Wynona M Lipman Child Advocacy Center 185 Washington Street Newark, NJ 07102	N/A	Public Charity	Intake Coordination of Child Abuse Investigation and Treatment Services	\$ 34,714
Youth Development Clinic 500 Broad Street 3rd Floor, Suite 1 Newark, NJ 07102	N/A	Public Charity	Closing the Gap	\$ 100,000
Zufall Health Center 17 South Street Dover, NJ 07801	N/A	Public Charity	Humanism 2012	\$ 500
Total Grants Paid During 2012 - Page 1, Part I, Line 25				\$ 6,392,473

Grantee Organization	Relationship	Foundation Status of Recipient	Purpose	Payment Amount
Adler Aphasia Center	N/A	Public Charity	Adler Aphasia Center Helping People with Aphasia to Live Independently (Year 2)	\$ 50,000
Center for Autism	N/A	Public Charity	Center for Autism	28,826
Cerebral Palsy of North Jersey	N/A	Public Charity	Therapeutic Preschool Program at Horizon School	119,440
Chabad of SE Morris County	N/A	Public Charity	Caring for the Elderly (Year 2)	20,000
Children's Specialized Hospital Foundation, Inc	N/A	Public Charity	Newark Outpatient Center	300,000
Children's Specialized Hospital Foundation, Inc	N/A	Public Charity	Newark Outpatient Center	200,000
Clara Maass Medical Center Foundation	N/A	Public Charity	Hospital -Acquired Delirium Prevention and Treatment Initiative RFP (Round 2)	48,926
Congregation Ahavas Shalom	N/A	Public Charity	Sussex Avenue School Health and Fitness Play Area	75,000
Covenant House New Jersey	N/A	Public Charity	Covenant House Wellness Project (Year 3)	34,000
Daughters of Israel	N/A	Public Charity	Multi-Sensory Environment	21,100
Daughters of Israel	N/A	Public Charity	Computerized Physician Order Entry System	13,379
Essex County Court Appointed Special Advocate	N/A	Public Charity	Foster Child Healthcare Advocacy with Mental and Reproductive Health Child Welfare Training (Year 3)	15,000
FAMILY Connections	N/A	Public Charity	Early Childhood Mental Health Services at Central Campus Community School	39,250
Family Service of Morris County	N/A	Public Charity	FSMC Senior Collaboration and Intensive Geriatric Case Management (Year 2)	30,000
Foundation for Healthcare Advancement	N/A	Public Charity	Bariatric Ambulance for The University Hospital	250,000
Foundation for Healthcare Advancement	N/A	Public Charity	Community Health Worker Implementation (Year 2)	93,097
Foundation for Healthcare Advancement	N/A	Public Charity	Mom2Mom (Year 3)	66,500
Foundation for Healthcare Advancement	N/A	Public Charity	The Ambulatory Care Center for Healthcare Outreach, Prevention and Education (HOPE Center)	37,500
Foundation for Healthcare Advancement	N/A	Public Charity	The Ambulatory Care Center for Healthcare Outreach, Prevention and Education (HOPE Center)	37,500
Gilda's Club Northern New Jersey	N/A	Public Charity	Gilda's Club Newark	37,500
Helen Keller International, Inc	N/A	Public Charity	ChildSight New Jersey Year 2	25,000
Hietrick-Martin Institute, Inc	N/A	Public Charity	Safety, Wellness and Educational After-School Programs for LGBT Newark Youth (Year 3)	62,500
Hudson Community Enterprises	N/A	Public Charity	Employee Assistance Program	50,000
Hyacinth AIDS Foundation	N/A	Public Charity	Navigator Outreach in Newark	31,200
Ins House A Center for Women Living with HIV, Inc	N/A	Public Charity	I Matter (Year 2)	37,500
Ironbound Community Corp	N/A	Public Charity	Ironbound Early Childhood Mental Health Services 0 to 3 (Year 2)	30,000
JCC of MetroWest	N/A	Public Charity	Maurice Levin Theater Renovation Project	20,974
Jewish Family Service of MetroWest	N/A	Public Charity	Coordinated Community Response to Children's Exposure to Domestic Violence (Year 2)	62,790
Jewish Family Service of MetroWest	N/A	Public Charity	Care Consultant Services	30,000
Jewish Renaissance Medical Center	N/A	Public Charity	Newark School Based Health Center Expansion into Central High School and Speedway Elementary School	137,500
Jewish Service for Developmentally Disabled of MetroWest	N/A	Public Charity	Electronic Records and Billing	120,355
Jewish Vocational Service of MetroWest	N/A	Public Charity	Career Center for Individuals with Autism Spectrum Disorders (Year 2)	32,216
Jewish Vocational Service of MetroWest	N/A	Public Charity	Wellness Works The JVS Adult Student Health Initiative (Year 3)	15,317
Kessler Foundation, Inc	N/A	Public Charity	Prism Therapy for Stroke-Related Functional Vision Problems	72,500
Kula for Karma	N/A	Public Charity	Advanced Teacher Training	1,163
Newark Beth Israel Medical Center Foundation	N/A	Public Charity	Hospital Acquired Delirium Prevention (Year 2)	37,360
Newark Now, Inc	N/A	Public Charity	Family Success Center at Newark Beth Israel	64,000
NJCRI	N/A	Public Charity	Living Well Project with Electronic Medical Record	59,021
NJCRI	N/A	Public Charity	Project Access (Year 3)	37,500
Overlook Hospital Foundation	N/A	Public Charity	Delirium Prevention and Education (Year 2)	50,000
Playworks Education Energized/Newark	N/A	Public Charity	Playworks Newark (Year 3)	32,000
Rutgers University Foundation	N/A	Public Charity	FOCUS - Rutgers Wellness Center	100,000
Rutgers University Foundation	N/A	Public Charity	Rutgers-UMDNJ Medical-Legal Partnership, a k a Project HEAL (Health, Education, Advocacy and Law)	41,480
Rutgers University Foundation	N/A	Public Charity	Rutgers-UMDNJ Medical-Legal Partnership, a k a Project HEAL (Health, Education, Advocacy and Law)	41,480
Saint Barnabas Medical Center Foundation	N/A	Public Charity	Hospital-Acquired Delirium Prevention and Treatment	47,812
Saint Barnabas Medical Center Foundation	N/A	Public Charity	Stroke Clinical Coordinator	40,000
St. James Social Service Corporation	N/A	Public Charity	HIV/AIDS Program (Year 2)	18,640
Table to Table, Inc	N/A	Public Charity	Newark Fresh Food Rescue (Year 2)	17,500
The ARC of Essex County	N/A	Public Charity	Health Monitoring for Seniors with Developmental Disabilities (Year 3)	12,662
The Center for Autism	N/A	Public Charity	The Center for Autism	46,174

[illegible]

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE HEALTHCARE FOUNDATION OF NEW JERSEY, INC.	22-3451664
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	60 EAST WILLOW STREET, 2ND FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	MILLBURN, NJ 07041	

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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► STEVE MUSOLINO

Telephone No. ► (973) 921-1210 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 8/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
- ☒ calendar year 20 12 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

- 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 \$	284,299
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 \$	229,299
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 \$	55,000

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

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

Form **8868** (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

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

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE HEALTHCARE FOUNDATION OF NEW JERSEY, INC.	22-3451664
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	60 EAST WILLOW STREET, 2ND FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	MILLBURN, NJ 07041	

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

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

- The books are in the care of STEVE MUSOLINO
Telephone No. (973) 921-1210 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.

- I request an additional 3-month extension of time until NOVEMBER 15, 20 13
- For calendar year 2012, or other tax year beginning _____, 20 _____, and ending _____, 20 _____
- If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension TAXPAYER NEEDS ADDITIONAL TIME TO ACCUMULATE THE NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	284,299
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	284,299
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	

Signature and Verification must be completed for Part II only.

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

Signature Steven Musolino, CPA Title AS AUTHORIZED AGENT Date 7/24/13

Form 8868 (Rev. 1-2013)