ENVELOPE POSTMARK DATE JAN 06 2014

SCANNED JAN 17 2014

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 05/01 , 2012, and ending 04/30, 2013

Name of foundation
HARBOR LIGHTS FOUNDATION

A Employer identification number
13-3052490

Number and street (or P O box number if mail is not delivered to street address)
C/O BCRS ASSOCIATES, LLC
77 WATER STREET, 9TH FLOOR

Room/suite

B Telephone number (see instructions)
(212) 440-0800

City or town, state, and ZIP code
NEW YORK, NY 10005

C If exemption application is pending, check here ▶ ☐

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

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

H Check type of organization: ☒ 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)* ▶ $ 16,279,460.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) ____________
(Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

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			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	496,431.			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	171.	171.		ATCH 1
	4	Dividends and interest from securities	307,548.	307,504.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,448,283.			
	b	Gross sales price for all assets on line 6a 4,557,605.				
	7	Capital gain net income (from Part IV, line 2)		1,448,483.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) ATCH 3	4,264.	2,385.		
	12	**Total.** Add lines 1 through 11	2,256,697.	1,758,543.	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 4	22,000.	11,000.		11,000.
	c	Other professional fees (attach schedule) *	81,104.	81,104.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) ATCH 6	8,000.			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 7	41,180.	31,592.		9,528.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	152,284.	123,696.		20,528.
	25	Contributions, gifts, grants paid	659,400.			659,400.
	26	**Total expenses and disbursements.** Add lines 24 and 25	811,684.	123,696.	0	679,928.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,445,013.			
	b	**Net investment income** (if negative, enter -0-)		1,634,847.		
	c	**Adjusted net income** (if negative, enter -0-)			0	

(c) Adjusted net income: N/A

JSA **For Paperwork Reduction Act Notice, see instructions.**
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*ATCH 5

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	250.	600.	600.
	2	Savings and temporary cash investments	89,384.	76,028.	76,028.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 8	5,426,122.	6,175,637.	6,808,170.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 9)	7,422,638.	7,841,411.	9,394,662.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	12,938,394.	14,093,676.	16,279,460.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	12,938,394.	14,093,676.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	12,938,394.	14,093,676.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	12,938,394.	14,093,676.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	12,938,394.
2	Enter amount from Part I, line 27a	2	1,445,013.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	14,383,407.
5	Decreases not included in line 2 (itemize) ▶ ATCH 10	5	289,731.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,093,676.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 1,448,483.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . **3** 0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	596,835.	14,377,610.	0.041511
2010	705,669.	13,820,312.	0.051060
2009	599,755.	12,563,578.	0.047738
2008	644,184.	11,848,744.	0.054367
2007	697,192.	14,956,733.	0.046614

2	**Total** of line 1, column (d)	2	0.241290
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.048258
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	15,110,735.
5	Multiply line 4 by line 3	5	729,214.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	16,348.
7	Add lines 5 and 6	7	745,562.
8	Enter qualifying distributions from Part XII, line 4	8	679,928.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	32,697.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			2	
3	Add lines 1 and 2			3	32,697.
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	32,697.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,091.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	30,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	37,091.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	4,394.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 4,394. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0 (2) On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

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

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

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

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

			Yes	No
16	At any time during calendar year 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		N/A
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		N/A
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
If "Yes," list the years ▶ ________ , ________ , ________ , ________			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		N/A
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ________ , ________ , ________ , ________			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 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)*	3b		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? (see instructions) . . . . ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? . . . . **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here . . . . ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . **6b** X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . **7b** N/A

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

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

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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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	6,588,853.
b	Average of monthly cash balances	1b	187,932.
c	Fair market value of all other assets (see instructions)	1c	8,564,063.
d	**Total** (add lines 1a, b, and c)	1d	15,340,848.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	15,340,848.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	230,113.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,110,735.
6	**Minimum investment return.** Enter 5% of line 5	6	755,537.

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	755,537.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	32,697.		
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	32,697.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	722,840.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	722,840.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	722,840.

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	679,928.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	679,928.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	679,928.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					722,840.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				631,240.	
b Total for prior years 20_____,20_____,20_____					
3 Excess distributions carryover, if any, to 2012					
a From 2007	NONE				
b From 2008	NONE				
c From 2009	NONE				
d From 2010	NONE				
e From 2011	NONE				
f **Total** of lines 3a through e					
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 679,928.					
a Applied to 2011, but not more than line 2a				631,240.	
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2012 distributable amount					48,688.
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5					
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount - see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					674,152.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		0			
10 Analysis of line 9					
a Excess from 2008	NONE				
b Excess from 2009	NONE				
c Excess from 2010	NONE				
d Excess from 2011	NONE				
e Excess from 2012	NONE				

Form **990-PF** (2012)

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

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

1 Information Regarding Foundation Managers:

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

ATTACHMENT 12

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

NONE

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

Check here ▶ ☒ 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE LIST ATTACHED				659,400.
Total . . . . ▶ 3a				659,400.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	171.	
4 Dividends and interest from securities	523000	44.	14	307,504.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	523000	-200.	18	1,448,483.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 13		1,988.		2,276.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		1,832.		1,758,434.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 1,760,266.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ J. Fred Weintz Jr | 1/3/14 | ▶ TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOHN D. COOK		12/23/13		P01450182

Firm's name ▶ BCRS ASSOCIATES, LLC | Firm's EIN ▶ 13-4078147

Firm's address ▶ 77 WATER STREET, 9TH FLOOR

NEW YORK, NY 10005 | Phone no 212-440-0800

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization
HARBOR LIGHTS FOUNDATION

Employer identification number
13-3052490

Organization type (check one):

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

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

General Rule

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

Special Rules

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

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

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. **Schedule B (Form 990, 990-EZ, or 990-PF) (2012)**

Name of organization HARBOR LIGHTS FOUNDATION

Employer identification number 13-3052490

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	J. FRED WEINTZ, JR. C/O BCRS ASSOC, LLC; 77 WATER ST-9TH FL NEW YORK, NY 10005	$ 496,431.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

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

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	3,900 SHS GOLDMAN SACHS GROUP INC	$ 496,431.	12/21/2012

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

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

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

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

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

Name of organization HARBOR LIGHTS FOUNDATION

Employer identification number 13-3052490

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

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

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

HARBOR LIGHTS FOUNDATION 13-3052490

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					155,556.	
		SEE REALIZED GAIN LOSS ATTACHMENT I PROPERTY TYPE: SECURITIES				P	VAR	VAR
101,266.		100,460.					806.	
		SEE REALIZED GAIN LOSS ATTACHMENT I PROPERTY TYPE: SECURITIES				P	VAR	VAR
2,834,220.		1,809,093.					1,025,127.	
		SEE REALIZED GAIN LOSS ATTACHMENT II PROPERTY TYPE: SECURITIES				P	VAR	VAR
628,050.		629,241.					-1,191.	
		SEE REALIZED GAIN LOSS ATTACHMENT II PROPERTY TYPE: SECURITIES				P	VAR	VAR
485,713.		459,721.					25,992.	
		SEE REALIZED GAIN LOSS ATTACHMENT III PROPERTY TYPE: SECURITIES				P	VAR	VAR
10,442.		7,387.					3,055.	
		SEE REALIZED GAIN LOSS ATTACHMENT III PROPERTY TYPE: SECURITIES				P	VAR	VAR
118,006.		103,219.					14,787.	
		STCG(L) THRU K-1'S						
16,550.							16,550.	
		LTCG(L) THRU K-1'S						
207,802.							207,802.	
		SEC 1231 15% G(L) THRU K-1'S						
		1.					-1.	
TOTAL GAIN(LOSS)							1,448,483.	

HARBOR LIGHTS FOUNDATION **13-3052490**

SUPPLEMENTARY STATEMENT

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

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

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST ON BDA	170.	170.	
INTEREST ON CREDIT BALANCE	1.	1.	
TOTAL	171.	171.	

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST THRU K-1'S	372.	372.	
DIVIDENDS THRU K-1'S	120,945.	120,945.	
DIVIDENDS THRU K-1'S - UBTI	44.		
DIVIDENDS THRU GOLDMAN SACHS & CO BKGE	47,736.	47,736.	
DIVIDENDS THRU STATE STREET BANK	12,553.	12,553.	
DIVIDENDS THRU CHARLES SCHWAB	84,779.	84,779.	
INTEREST ON BONDS	41,119.	41,119.	
TOTAL	307,548.	307,504.	

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ORDINARY INCOME THRU K-1 - UBTI	-1.		
SEC. 751 INCOME THRU K-1	4.	4.	
SEC. 988 INCOME THRU K-1	-672.	-672.	
SEC. 988 INCOME THRU K-1 - UBTI	-26.		
SEC. 987 INCOME THRU K-1	66.	66.	
SEC. 1296 INCOME THRU K-1	2,958.	2,958.	
RRE THRU K-1	-108.	-108.	
RRE THRU K-1 - UBTI	-60.		
CANCELLATION OF DEBT THRU K-1 - UBTI	2,075.		
CASH IN LIEU	16.	16.	
LITIGATION SETTLEMENT INCOME	12.	12.	
ADD-BACK: C/Y SUSPENDED PAL		109.	
TOTALS	4,264.	2,385.	

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BCRS ASSOCIATES, LLC	22,000.	11,000.		11,000.
TOTALS	22,000.	11,000.		11,000.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ADVISORY/MANAGEMENT FEES	43,795.	43,795.		
CAMBRIDGE ASSOCIATES, LLC	37,309.	37,309.		
TOTALS	81,104.	81,104.		

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FEDERAL TAX PAID: -BAL DUE W/ EXT 990-PF 4/30/12	8,000.			
TOTALS	8,000.			

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PORTFOLIO DED THRU K-1	22,581.	22,581.		
FOREIGN TAXES THRU K-1	9,010.	9,010.		
FOREIGN TAXES THRU K-1 - UBTI	1.			
INTEREST EXPENSE THRU K-1	1.	1.		
INTEREST EXPENSE THRU K-1-UBTI	57.			
NON-DEDUCTIBLE EXP THRU K-1	2.			
RENT	8,833.			8,833.
ASSOCIATION OF SMALL FDN	695.			695.
TOTALS	41,180.	31,592.		9,528.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE LONG POSITION I ATTACHED	1,785,642.	2,086,844.	2,340,658.
SEE LONG POSITION II ATTACHED	2,740,110.	2,864,850.	3,040,568.
SEE LONG POSITION III ATTACHED	591,023.	616,745.	933,798.
SEE LONG POSITION IV ATTACHED	309,347.	607,198.	493,146.
TOTALS	5,426,122.	6,175,637.	6,808,170.

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FRONTIER SMALL CAP LP	597,865.	629,810.	820,465.
POWERSHARES DB COMMODITY FUND	275,219.	279,333.	265,327.
GENESIS EMERGING MARKETS, LP	1,301,033.	1,451,319.	1,663,479.
BRIDGE STREET R.E. FD 1998,L.P	1,531.	1,602.	764.
BRIDGE STREET R.E. FD 1999,L.P	257.	309.	1,150.
BS ASIA FUND 1999, L.P.	2,295.	1,177.	122.
SILCHESTER INT'L INV	1,741,216.	1,855,409.	2,288,550.
SSF 2000, L.P.	1,818.	783.	470.
SSREF 2000, L.P.	16,825.	16,684.	3,815.
SS PEP TECHNOLOGY FD 2000, L.P	16,986.	17,336.	15,442.
COMMONFUND CAPITAL PTRS III	396,325.	330,028.	485,242.
COMMONFUND CAPITAL PTRS IV	292,869.	304,047.	400,985.
COMMONFUND CAPITAL PTRS V	23,324.	48,324.	30,660.
WESTPORT SELECT SMALL CAP FD	618,002.	768,643.	815,814.
NYES LEDGE CAPITAL OFFSHORE FD	1,586,099.	1,586,099.	1,920,355.
PURCHASED ACCRUED INTEREST	974.	508.	508.
NYES LEDGE CAPITAL OFFSHORE FD	300,000.	300,000.	331,258.
THE OVERLOOK PARTNERS FUND, LP	250,000.	250,000.	350,256.
TOTALS	7,422,638.	7,841,411.	9,394,662.

ATTACHMENT 10

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

DESCRIPTION	AMOUNT
EXCESS OF FMV OVER DONOR'S COST BASIS OF SECURITIES GIFTED TO THE FOUNDATION	289,731.
TOTAL	289,731.

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

ATTACHMENT 11

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

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

ATTACHMENT 11 (CONT'D)

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

ATTACHMENT 12

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

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

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

ATTACHMENT 13

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
THRU K-1'S:					
-ORD INC	523000	-1.			
-RRE	523000	-60.	01	-108.	
-SECTION 751			01	4.	
-SECTION 988	523000	-26.	01	-672.	
-SECTION 987				66.	
-SECTION 1296			01	2,958.	
-CANCELLATION OF DEBT	523000	2,075.			
-LITIGATION SETTLEMENT INCOME			01	12.	
-CASH IN LIEU			01	16.	
TOTALS		1,988.		2,276.	

HARBOR LIGHTS FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 4/30/2013
EIN: 13-3042490

DATE	CONTRIBUTION	CITY, STATE	AMOUNT
2-Jul-12	UNIVERSITY OF DENVER	DENVER, CO	$3,000.00
5-Apr-13	HALO TRUST (USA) INC.	WASHINGTON, DC	1,000.00
5-Apr-13	STANFORD BUCK/CARDINAL CLUB	STANFORD, CA	2,000.00
5-Apr-13	SEQUOIA HOSPITAL FOUNDATION	REDWOOD CITY, CA	1,000.00
8-Apr-13	PRESERVATION SOCIETY OF NEWPORT COUNTY	NEWPORT, RI	1,000.00
8-Apr-13	STANFORD UNIVERSITY	STANFORD, CA	3,000.00
8-Apr-13	STANFORD MEDICAL FUND	STANFORD, CA	1,000.00
8-Apr-13	INTERNATIONAL YACHT RESTORATION SCHOOL	NEWPORT, RI	1,000.00
8-Apr-13	AMERICARES FOUNDATION	STAMFORD, CT	4,000.00
8-Apr-13	MENLO PARK ATHERTON EDUCATION FOUNDATION	ATHERTON, CA	3,000.00
9-Apr-13	GREENWICH ACADEMY	GREENWICH, CT	2,000.00
9-Apr-13	POTTER LEAGUE FOR ANIMALS	MIDDLETOWN, RI	2,000.00
10-Apr-13	CAPE ELEUTHERA FOUNDATION	PRINCETON, NJ	4,000.00
10-Apr-13	STANFORD UNIVERSITY	STANFORD, CA	5,000.00
11-Apr-13	BRUNSWICK SCHOOL	GREENWICH, CT	2,000.00
11-Apr-13	STANFORD UNIVERSITY	STANFORD, CA	4,000.00
11-Apr-13	JUNIOR LEAGUE OF SAN FRANCISCO	SAN FRANCISCO, CA	1,000.00
11-Apr-13	JACKSON LABORATORY	BAR HARBOR, ME	1,500.00
11-Apr-13	BRUNSWICK SCHOOL	GREENWICH, CT	1,000 00
12-Apr-13	INSTITUTE OF CONTEMPORARY ART	BOSTON, MA	2,000.00
12-Apr-13	HARVARD BUSINESS SCHOOL	BOSTON, MA	3,000.00
15-Apr-13	ORLEANS CONSERVATION TRUST	EAST ORLEANS, MA	1,000 00
16-Apr-13	BREAKTHROUGH URBAN MINISTRIES	CHICAGO, IL	5,000.00
16-Apr-13	FEDERATION OF PROTESTANT WELFARE AGENCIES	NEW YORK, NY	15,000.00
16-Apr-13	AMERICARES FOUNDATION	STAMFORD, CT	100,000.00
16-Apr-13	HARVARD SCHOOL OF PUBLIC HEALTH	BOSTON, MA	200,000.00
16-Apr-13	NORWICH UNIVERSITY	NORTHFIELD, VT	66,000.00
16-Apr-13	HARVARD BUSINESS SCHOOL	BOSTON, MA	50,000.00
16-Apr-13	BRUNSWICK SCHOOL	GREENWICH, CT	25,000.00
16-Apr-13	UNIVERSITY OF DENVER	DENVER, CO	20,000.00
16-Apr-13	CHRIST CHURCH	GREENWICH, CT	20,000.00
16-Apr-13	SIERRA CLUB FOUNDATION	SAN FRANCISCO, CA	10,000.00
16-Apr-13	HOSPITAL FOR SPECIAL SURGERY	NEW YORK, NY	5,000.00
16-Apr-13	CANADIAN CONGENITAL HEART ASSOCIATION VIA TIDES FOUNDATION	SAN FRANCISCO, CA	5,000.00
16-Apr-13	GREENWICH HOSPITAL ASSOCIATION	GREENWICH, CT	10,000.00
16-Apr-13	HALO TRUST (USA) INC.	WASHINGTON, DC	5,000 00
16-Apr-13	PACE UNIVERSITY	NEW YORK, NY	5,000.00
18-Apr-13	BEACON HILL CIVIC ASSOCIATION	BOSTON, MA	1,000.00
18-Apr-13	MUSEUM OF FINE ARTS BOSTON	BOSTON, MA	3,000.00
18-Apr-13	ISLESBORO ISLAND TRUST	ISLESBORO, ME	2,500.00
18-Apr-13	PENINSULA COLLEGE FUND	MENLO PARK, CA	500.00
18-Apr-13	ISLESBORO ISLAND TRUST	ISLESBORO, ME	500.00
18-Apr-13	THE TAFT SCHOOL	WATERTOWN, CT	1,000.00

HARBOR LIGHTS FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 4/30/2013
EIN: 13-3042490

DATE	CONTRIBUTION	CITY, STATE	AMOUNT
19-Apr-13	ISLESBORO AMBULANCE SOCIETY	ISLESBORO, ME	2,500.00
19-Apr-13	ISLESBORO AMBULANCE SOCIETY	ISLESBORO, ME	500.00
22-Apr-13	CHARLES ARMSTRONG SCHOOL	BELMONT, CA	2,500.00
24-Apr-13	JUNIOR LEAGUE OF CHICAGO	CHICAGO, IL	1,000.00
25-Apr-13	TRICKLE UP PROGRAM	NEW YORK, NY	500.00
26-Apr-13	GREENWICH POINT CONSERVANCY	OLD GREENWICH, CT	750.00
26-Apr-13	CAPE ELEUTHERA FOUNDATION	PRINCETON, NJ	2,000.00
29-Apr-13	KEYSTONE CONSERVATION	BOZEMAN, MT	500.00
29-Apr-13	EDUCATIONAL BROADCASTING CORP	NEW YORK, NY	1,500.00
29-Apr-13	GREENWICH EMERGENCY MEDICAL SERVICE INC.	GREENWICH, CT	500.00
30-Apr-13	WORLD RESOURCES INSTITUTE	WASHINGTON, DC	2,000.00
30-Apr-13	ISLESBORO ISLANDS TRUST	ISLESBORO, ME	500.00
30-Apr-13	BRUCE MUSEUM	GREENWICH, CT	250.00
30-Apr-13	SNOWMASS-WILDCAT FIRE PROTECTION DISTRICT	SNOWMASS VILLAGE, CO	250.00
30-Apr-13	PERROT MEMORIAL LIBRARY	OLD GREENWICH, CT	500.00
30-Apr-13	THE TAFT SCHOOL	WATERTOWN, CT	2,500.00
30-Apr-13	SAN LUIS OBISPO INTERNATIONAL FILM FESTIVAL	SAN LUIS OBISPO, CA	1,000.00
30-Apr-13	ASPEN INSTITUTE	WASHINGTON, DC	2,500.00
30-Apr-13	GREENWICH LIBRARY	GREENWICH, CT	1,000.00
30-Apr-13	GREENWICH POINT CONSERVANCY	OLD GREENWICH, CT	1,500.00
30-Apr-13	GREENWICH ROUNDTABLE	GREENWICH, CT	500.00
30-Apr-13	FALMOUTH EDUCATION FOUNDATION	FALMOUTH, ME	1,500.00
30-Apr-13	THE WILDERNESS SOCIETY	WASHINGTON, DC	500.00
30-Apr-13	UNIVERSITY OF DENVER	DENVER, CO	5,000.00
30-Apr-13	GREENWICH EMERGENCY MEDICAL SERVICE	GREENWICH, CT	1,000.00
30-Apr-13	GREENWICH ARTS COUNCIL	GREENWICH, CT	750.00
30-Apr-13	WOODSIDE-PORTOLA VALLEY FIRE PROTECTION DISTRICT	WOODSIDE, CA	250.00
30-Apr-13	MENLO PARK ATHERTON EDUCATION FOUNDATION	ATHERTON, CA	1,000.00
30-Apr-13	WLIW 21	NEW YORK, NY	1,000.00
30-Apr-13	NEW YORK TIMES NEEDIEST CASES	NEW YORK, NY	1,000.00
30-Apr-13	EDUCATIONAL BROADCASTING CORP	NEW YORK, NY	1,000.00
30-Apr-13	CONNECTICUT PUBLIC BROADCASTING INC.	HARTFORD, CT	500.00
30-Apr-13	THE BRUCE MUSEUM	GREENWICH, CT	1,000.00
30-Apr-13	AMERICAN CANCER SOCIETY	NEW YORK, NY	3,000.00
30-Apr-13	GREENWICH POLICE DEPARTMENT SCHOLARSHIP FUND	GREENWICH, CT	1,000.00
30-Apr-13	ISLESBORO AMBULANCE SOCIETY	ISLESBORO, ME	1,000.00
30-Apr-13	B-26 MARAUDER HISTORICAL SOCIETY	TUCSON, AZ	250 00
30-Apr-13	ISLESBORO AMBULANCE ASSOCIATION	ISLESBORO, ME	250.00
30-Apr-13	HARVARD UNIVERSITY ART MUSEUMS	CAMBRIDGE, MA	3,000.00
30-Apr-13	CHARLES ARMSTRONG SCHOOL	BELMONT, CA	1,000.00
30-Apr-13	WQXR	NEW YORK, NY	1,000.00
30-Apr-13	SOUND WATERS	STAMFORD, CT	1,400.00
30-Apr-13	HEARING HEALTH FOUNDATION	NEW YORK, NY	500.00

HARBOR LIGHTS FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 4/30/2013
EIN: 13-3042490

DATE	CONTRIBUTION	CITY, STATE	AMOUNT
30-Apr-13	ISLESBORO ISLAND TRUST	ISLESBORO, ME	1,000.00
30-Apr-13	GREENWICH PUBLIC SCHOOLS	GREENWICH, CT	1,500.00
30-Apr-13	TRINITY CHURCH	GREENWICH, CT	2,000.00
30-Apr-13	HARVARD HUMANITARIAN INITIATIVE	BOSTON, MA	4,000.00
30-Apr-13	FLYING SCOT SAILING ASSOCIATES INTERNATIONAL INC.	COLUMBIA, SC	250.00
30-Apr-13	NATIONAL PREPAREDNESS LEADERSHIP INITIATIVE	CAMBRIDGE, MA	1,000 00
	TOTAL CONTRIBUTIONS PAID *		**$659,400.00**

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

HARBOR LIGHTS FOUNDATION
From 01-May-2012 To 30-Apr-2013

Base Currency USD

Realized Gains/Losses

Description	Trade Date	Date Sold	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
VANGUARD WORLD FDS VANGUARD ENERGY ETF ETF	14-Dec-09	5-Dec-12	1,813	$183,595 58	$151,339 42	$32,256 16	Long-Term
SPDR S&P 500 ETF TRUST	5-Jun-03	19-Jun-12	51	$6,805 90	$5,067 36	$1,738 54	Long-Term
SPDR S&P 500 ETF TRUST	5-Jun-03	13-Jul-12	370	$49,091 28	$36,763 20	$12,328 08	Long-Term
SPDR S&P 500 ETF TRUST	5-Jun-03	12-Sep-12	14,183	$2,006,152.91	$1,409,222.88	$596,930 03	Long-Term
GOLDMAN SACHS GROUP, INC (THE) CMN	1-Jan-65	6-Mar-13	2,653	$400,381.60	$140,609 00	$259,772 60	Long-Term
GOLDMAN SACHS GROUP, INC (THE) CMN	1-Jan-65	6-Mar-13	1,247	$188,192 94	$66,091 00	$122,101 94	Long-Term
TOTAL LONG-TERM				$2,834,220.21	$1,809,092.86	$1,025,127 35	
VANGUARD WORLD FDS VANGUARD ENERGY ETF ETF	21-Dec-11	5-Dec-12	1,000	$101,266.18	$100,459 80	$806.38	Short-Term
TOTAL SHORT-TERM				$101,266 18	$100,459 80	$806 38	
GRAND TOTAL				**$2,935,486.39**	**$1,909,552.66**	**$1,025,933.73**	

HARBOR LIGHTS FOUNDATION
REALIZED GAINS AND LOSSES
FYE 4/30/2013

CHARLES SCHWAB #4102-2300

SECURITY	DATE ACQUIRED	DATE SOLD	QTY	SALES PROCEEDS	COST BASIS	REALIZED GAIN/LOSS	G/L TYPE
US TREAS NT 2 125% 8/15/21	9/13/2011	9/17/2012	(32,000)	33,366 58	32,400 00	966 58	LT
US TREAS NT 2.125% 8/15/21	9/13/2011	9/17/2012	(50,000)	52,135 28	50,625 00	1,510 28	LT
UST INFL IDX 3.00% 7/15/12	VARIOUS	7/16/2012	(77,000)	98,482.23	98,544 95	(62 72)	LT
FNMA PL 745275 5 00% 2/1/36	9/17/2009	11/26/2012	(114,000)	29,423 47	20,644 81	8,778 66	LT
FNMA PL 745275 5 00% 2/1/36	VARIOUS	11/26/2012	(115,000)	29,681 57	28,187 13	1,494 44	LT
FNMA PL 745275 5 00% 2/1/36	VARIOUS	11/26/2012	(25,000)	6,452 52	17,467 93	(11,015 41)	LT
FNMA PL 889579 6 00% 5/1/38	VARIOUS	5/25/2012	0	2,499 63	0 00	2,499 63	LT
FNMA PL 889579 6 00% 5/1/38	VARIOUS	6/25/2012	0	2,916 66	0 00	2,916 66	LT
FNMA PL 889579 6 00% 5/1/38	VARIOUS	7/25/2012	0	2,770 21	0 00	2,770 21	LT
FNMA PL 889579 6 00% 5/1/38	VARIOUS	8/25/2012	0	2,847 44	0 00	2,847 44	LT
FNMA PL 889579 6 00% 5/1/38	VARIOUS	9/25/2012	0	2,658 72	0 00	2,658 72	LT
FNMA PL 889579 6 00% 5/1/38	VARIOUS	10/25/2012	0	2,232 91	0 00	2,232 91	LT
FNMA PL 889579 6.00% 5/1/38	VARIOUS	11/25/2012	0	2,664 95	0 00	2,664 95	LT
FNMA PL 889579 6 00% 5/1/38	VARIOUS	12/25/2012	0	2,459 90	0.00	2,459 90	LT
FNMA PL 889579 6.00% 5/1/38	VARIOUS	1/25/2013	0	2,583 33	0 00	2,583 33	LT
FNMA PL 889579 6 00% 5/1/38	VARIOUS	2/25/2013	0	2,307 29	0.00	2,307 29	LT
FNMA PL 889579 6 00% 5/1/38	VARIOUS	3/25/2013	0	1,958 70	0 00	1,958 70	LT
FNMA PL 889579 6 00% 5/1/38	VARIOUS	4/25/2013	0	1,917 28	0 00	1,917 28	LT
FNMA PL 995018 5 50% 6/1/38	VARIOUS	11/28/2012	(247,000)	57,108 94	61,775 18	(4,666 24)	LT
FNMA PL 934231 5% 1/1/39	VARIOUS	11/15/2012	(71,000)	13,335 14	13,530 37	(195 23)	LT
FNMA PL AE0115 5 5% 12/1/35	4/25/2011	11/28/2012	(66,000)	33,442 86	34,449 37	(1,006 51)	LT
FNMA PL AE0115 5 5% 12/1/35	4/25/2011	11/28/2012	(67,000)	33,949 57	34,971 34	(1,021 77)	LT
FED NATL MTG 0 75% 12/18/13	VARIOUS	8/3/2012	(68,000)	68,518 16	67,124 79	1,393 37	LT
TOTAL LONG-TERM				485,713 34	459,720 87	25,992.47	
US TREAS NT 2% 2/15/22	VARIOUS	9/14/2012	(54,000)	55,185 29	54,242 58	942 71	ST
US TREAS NT 2% 2/15/22	VARIOUS	9/14/2012	(12,000)	12,263 40	11,719 06	544 34	ST
US TREAS NT 2% 11/15/21	VARIOUS	12/7/2012	(51,000)	53,430 51	51,202.03	2,228 48	ST

HARBOR LIGHTS FOUNDATION
REALIZED GAINS AND LOSSES
FYE 4/30/2013

CHARLES SCHWAB #4102-2300

SECURITY	DATE ACQUIRED	DATE SOLD	QTY	SALES PROCEEDS	COST BASIS	REALIZED GAIN/LOSS	G/L TYPE
US TREAS NT 2% 11/15/21	VARIOUS	12/7/2012	(52,000)	54,478 16	52,684.07	1,794 09	ST
US TREAS NT 2% 11/15/21	VARIOUS	12/7/2012	(52,000)	54,478 16	52,555 00	1,923 16	ST
US TREAS NT 2% 11/15/21	8/21/2012	12/7/2012	(1,000)	1,047 66	1,024 38	23.28	ST
US TREAS NT 0 75% 10/31/17	VARIOUS	3/1/2013	(51,000)	51,159 38	51,169 33	(9 95)	ST
US TREAS NT 0 75% 10/31/17	VARIOUS	3/1/2013	(31,000)	31,096 88	31,102 93	(6 05)	ST
US TREAS NT 0 75% 10/31/17	VARIOUS	3/5/2013	(51,000)	51,097 62	51,169 33	(71 71)	ST
US TREAS NT 0 75% 10/31/17	VARIOUS	3/5/2013	(33,000)	33,063 16	33,174 96	(111 80)	ST
FNMA PL AB4297 3 5% 1/1/42	1/10/2012	1/9/2013	(14,000)	12,043 94	12,122 94	(79 00)	ST
FNMA PL AE0609 5 5% 4/1/37	3/7/2012	11/28/2012	(4,000)	2,296.44	1,870.02	426 42	ST
FNMA PL AP2077 3 5% 8/1/42	10/5/2012	1/9/2013	(40,000)	41,104 66	41,567 26	(462 60)	ST
FNMA PL AP3667 3 5% 10/1/42	10/5/2012	1/9/2013	(10,000)	10,407 73	10,473 86	(66 13)	ST
FNMA PL AP4795 3 5% 9/1/42	10/5/2012	1/9/2013	(49,000)	51,447 96	51,772 22	(324 26)	ST
FNMA PL AP7488 3 5% 9/1/42	10/5/2012	1/9/2013	(39,000)	40,095 47	40,498 68	(403 21)	ST
FHLMC G0-5326 5% 2/1/38	7/10/2012	11/26/2012	(87,000)	28,059 12	33,929 60	(5,870 48)	ST
FHLMC G0-5326 5% 2/1/38	7/10/2012	11/26/2012	(28,000)	9,030 52	10,919 87	(1,889 35)	ST
FED HOME LN MTG 625% 12/29/14	VARIOUS	8/3/2012	(36,000)	36,264 69	36,043 18	221 51	ST
TOTAL SHORT-TERM				628,050.75	629,241 30	(1,190 55)	
GRAND TOTAL				1,113,764 09	1,088,962 17	24,801 92	

HARBOR LIGHTS FOUNDATION
REALIZED GAINS AND LOSSES
FYE 4/30/2013

STATE STREET BANK

DATE ACQ	DATE SOLD	QTY	SECURITY	SALES PROCEEDS	COST OR OTHER BASIS	GAIN/LOSS	ST/LT
VARIOUS	6/1/2012	100	VODAPHONE GROUP PLC ADR	2,680 91	2,272.90	408.01	Long-Term
VARIOUS	6/1/2012	400	WASTE MANAGEMENT INC	12,852 35	12,903.06	(50 71)	Long-Term
VARIOUS	6/4/2012	200	MICROSOFT CORP	5,706.31	5,478.88	227.43	Long-Term
VARIOUS	6/8/2012	300	VODAPHONE GROUP PLC ADR	7,931.34	6,818 68	1,112 66	Long-Term
VARIOUS	6/18/2012	200	WASTE MANAGEMENT INC	6,493 61	6,451.53	42 08	Long-Term
VARIOUS	8/15/2012	700	PROGRESSIVE CORP	14,000.81	15,467 00	(1,466 19)	Long-Term
VARIOUS	8/24/2012	300	NEWFIELD EXPLORATION COMPANY	9,484 38	8,560 24	924 14	Long-Term
VARIOUS	9/10/2012	200	ALTERA CORP	7,549 99	4,400.81	3,149.18	Long-Term
VARIOUS	10/15/2012	50	3M CO.	4,639 22	4,065.90	573 32	Long-Term
VARIOUS	11/26/2012	350	COMCAST CORP - A SPL	12,469.38	6,279.56	6,189.82	Long-Term
VARIOUS	12/5/2012	100	GOLDMAN SACHS GROUP	11,747 14	14,641 80	(2,894 66)	Long-Term
VARIOUS	1/15/2013	300	WR BERKLEY CORP	11,896 23	7,747.29	4,148 94	Long-Term
VARIOUS	4/17/2013	100	3M CO.	10,554.51	8,131.80	2,422 71	Long-Term
			TOTAL LONG-TERM CAPITAL GAINS	118,006.18	103,219.45	14,786.73	
10/3/2012	11/7/2012	233	KRAFT FOOD GROUPS INC	10,441.80	7,387.16	3,054 64	Short-Term
			TOTAL SHORT-TERM CAPITAL GAINS	10,441.80	7,387.16	3,054.64	
			GRAND TOTAL	128,447.98	110,606.61	17,841.37	

Statement Detail

HARBOR LIGHTS FOUNDATION

Holdings

Period Ended April 30, 2013

CASH, DEPOSITS & MONEY MARKET FUNDS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
DEPOSITS & MONEY MARKET FUNDS								
DEPOSITS								
GOLDMAN SACHS BANK DEPOSIT (BDA)[14]	21,276 90	1 0000	21,276 90	1 0000	21,276 90	0 00	0 0948	20 17

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
RUSSELL 1000 INDEX FUND (ISHARES)								
ISHARES TRUST-RUSSELL 1000 INDEX FUND ETF (IWB)	26,338 00	88 8700	2,340,658 06	79 2332	2,086,844 42	253,813 64	1 9084	44,669 25

ALTERNATIVE INVESTMENTS

ALTERNATIVE INVESTMENTS (Continued)

	Market Value	Adjusted Cost / ⁵ Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	2,361,934.96	2,108,121 32	253,813.64	**44,689.41**

HARBOR LIGHTS FOUNDATION
LONG POSITION - CHARLES SCHWAB ACCOUNT
FYE 4/30/2013

SECURITY	DATE PURCHASED	QTY	COST BASIS	FMV	UNREALIZED GAIN/LOSS
SCHWAB GOVT MONEY FUND: SWGXX	VARIOUS	64,165.25	64,165.25		
		64,165.25	64,165.25	64,165.25	0.00
US TREAS NT 1.375% 2/28/19	3/1/2012	87,000	86,592.19		
		87,000	86,592.19	89,664.38	3,072.19
US TREAS NT 0.75% 10/31/17	11/28/2012	13,000	13,074.65		
	12/13/2012	21,000	21,085.31		
	12/13/2012	52,000	52,211.25		
	12/13/2012	52,000	52,211.25		
	12/13/2012	51,000	51,207.19		
	12/13/2012	4,000	4,016.25		
		193,000	193,805.90	194,417 39	611.49
US TREAS NT 1.125% 12/31/19	1/9/2013	41,000	40,631.64		
	1/9/2013	44,000	43,604.69		
	1/15/2013	1,000	993.52		
	1/22/2013	35,000	34,762.11		
		121,000	119,991.96	121,737.37	1,745.41
US TREAS NT 2% 2/15/23	3/1/2013	45,000	45,583.59		
	3/5/2013	23,000	23,217.42		
	3/19/2013	20,000	20,190.62		
	4/2/2013	52,000	52,633.75		

HARBOR LIGHTS FOUNDATION
LONG POSITION - CHARLES SCHWAB ACCOUNT
FYE 4/30/2013

SECURITY	DATE PURCHASED	QTY	COST BASIS	FMV	UNREALIZED GAIN/LOSS
	4/2/2013	8,000	8,097.50		
		148,000	149,722.88	152,347.50	2,624.62
UST INFL IDX 2.50% 1/15/29	7/13/2012	17,000	26,028.69		
	12/26/2012	11,000	17,052.31		
	1/15/2013	34,000	51,987.56		
		62,000	95,068.56	95,197.53	128.97
UST INFL IDX 0.125% 7/15/22	7/24/2012	33,000	35,772.85		
	7/24/2012	49,000	53,124.92		
	11/28/2012	40,000	43,961.33		
	11/28/2012	20,000	21,986.95		
	12/7/2012	53,000	58,847.19		
	12/7/2012	28,000	31,089.08		
		223,000	244,782.32	245,544.19	761.87
UST INFL IDX 1.75% 1/15/28	1/22/2013	13,000	18,481.20		
		13,000	18,481.20	18,613.41	132.21
FNMA PL 745275 5.00% 2/1/36	2/20/2013	17,000	3,464.45		
		17,000	3,464.45	3,467.20	2.75
FNMA PL 835158 5% 8/1/35	1/9/2013	2,000	486.77		

HARBOR LIGHTS FOUNDATION
LONG POSITION - CHARLES SCHWAB ACCOUNT
FYE 4/30/2013

SECURITY	DATE PURCHASED	QTY	COST BASIS	FMV	UNREALIZED GAIN/LOSS
		2,000	486.77	483.84	(2.93)
FNMA PL 889579 6.00% 5/1/38	9/17/2009	142,000	0.00		
	9/22/2009	105,000	0.00		
	12/31/2009	4,000	0.00		
		251,000	0.00	41,093.38	41,093.38
FNMA PL AB1389 4.5% 8/1/40	2/10/2011	118,000	45,072.43		
		118,000	45,072.43	46,753.16	1,680.73
FNMA PL AB4297 3.5% 1/1/42	1/10/2012	68,000	53,423.10		
		68,000	53,423.10	55,056.78	1,633.68
FNMA PL AB5468 3.5% 6/1/42	6/7/2012	84,000	72,710.57		
		84,000	72,710.57	73,099.99	389.42
FNMA PL AB6493 3% 10/1/42	11/7/2012	51,000	52,320.69		
	11/7/2012	28,000	29,432.80		
		79,000	81,753 49	81,137.74	(615.75)
FNMA PL AB7079 3% 11/1/42	11/7/2012	8,000	8,345.56		

HARBOR LIGHTS FOUNDATION
LONG POSITION - CHARLES SCHWAB ACCOUNT
FYE 4/30/2013

SECURITY	DATE PURCHASED	QTY	COST BASIS	FMV	UNREALIZED GAIN/LOSS
		8,000	8,345.56	8,284.56	(61.00)
FNMA PL AD8033 4% 8/1/40	8/7/2012	150,000	82,838.06		
		150,000	82,838.06	81,069.25	(1,768.81)
FNMA PL AE0949 4% 2/1/41	2/13/2013	7,000	4,697 62		
		7,000	4,697 62	4,706.09	8.47
FNMA PL AH3645 4% 2/1/41	4/9/2012	144,000	88,772 52		
		144,000	88,772.52	87,435 39	(1,337.13)
FNMA PL AH5583 4.5% 2/1/41	2/10/2011	81,000	48,746.79		
		81,000	48,746.79	51,975.94	3,229.15
FNMA PL AJ7689 4% 12/1/41	3/13/2013	26,000	17,894.04		
		26,000	17,894.04	18,042.37	148.33
FNMA PL AK445 4% 3/1/42	3/13/2013	3,000	2,412.96		
		3,000	2,412.96	2,433.19	20.23
FNMA PL AL0069 5% 11/1/40	4/12/2013	98,000	42,678.94		
	4/12/2013	98,000	42,678.94		

HARBOR LIGHTS FOUNDATION
LONG POSITION - CHARLES SCHWAB ACCOUNT
FYE 4/30/2013

SECURITY	DATE PURCHASED	QTY	COST BASIS	FMV	UNREALIZED GAIN/LOSS
	4/12/2013	19,000	8,274.49		
		215,000	93,632.37	93,387.31	(245 06)
FNMA PL AL0789 4% 9/1/41	10/5/2012	4,000	3,410.97		
		4,000	3,410.97	3,401.65	(9.32)
FNMA PL AQ9330 3.5% 1/1/43	3/11/2013	3,000	3,098.46		
		3,000	3,098.46	3,143.17	44.71
FNMA PL AR2583 3.5% 2/1/43	2/13/2013	2,000	2,094.98		
		2,000	2,094.98	2,118.42	23.44
FNMA PL AR5265 3% 2/1/43	2/13/2013	1,000	1,026.14		
		1,000	1,026.14	1,043.27	17.13
FHLMC A9-7047 4.5% 2/1/41	2/15/2011	37,000	21,612.56		
		37,000	21,612.56	22,253.31	640.75
FHLMC G0-5326 5% 2/1/38	7/10/2012	115,000	23,979.94		
		115,000	23,979.94	29,554.65	5,574.71

HARBOR LIGHTS FOUNDATION
LONG POSITION - CHARLES SCHWAB ACCOUNT
FYE 4/30/2013

SECURITY	DATE PURCHASED	QTY	COST BASIS	FMV	UNREALIZED GAIN/LOSS
FIXED INCOME SHARES - SERIES C	9/15/2009	35,106.631	472,535.25		
	1/7/2010	4,200.000	51,954.00		
	12/31/2010	1,790.000	22,571.90		
	2/22/2011	4,806.248	61,616.10		
	8/16/2011	1,450.000	18,893.50		
	10/4/2011	2,147.718	26,116.25		
		49,500.597	653,687.00	679,148.19	25,461.19
FIXED INCOME SHARES SER M	9/15/2009	48,673.919	472,623.75		
	1/7/2010	1,251.285	12,175.00		
	2/22/2011	7,437.744	76,311.25		
	3/20/2012	1,701.610	17,969.00		
		59,064.558	579,079.00	669,792.09	90,713.09
TOTAL LONG POSITION			2,864,850.04	3,040,567 96	175,717.92

HARBOR LIGHTS FOUNDATION
LONG POSITION - STATE STREET
AS OF APRIL 30, 2013

SECURITY	QTR	COST BASIS	FMV	UNREALIZED GAIN/LOSS
BERKSHIRE HATHAWAY INC.	200	15,717.46		
	100	8,115.15		
	200	16,189.70		
	75	6,367.44		
	75	6,383.86		
	650	52,773.61	69,108.00	16,334 39
MONDELEZ INTERNATIONAL	700	13,762.64		
	250	6,562.03		
	950	20,324.67	29,877.50	9,552.83
COCA COLA CO.	500	24,101.61		
	500	0.00		
	1,000	24,101.61	42,330.00	18,228.39
PEPSICO	400	26,065.22		
	400	26,065.22	32,988.00	6,922.78
LOEWS CORP	500	18,157.59		
	500	18,157.59	22,335.00	4,177.41
UNITED HEALTHCARE GROUP	600	21,409.06		

	600	21,409.06	35,958.00	14,548.94
LIBERTY GLOBAL INC - A	363	6,522.51		
	363	6,522.51	26,270.31	19,747.80
LIBERTY GLOBAL INC - C	568	12,851.34		
	568	12,851.34	38,425 20	25,573.86
NEWS CORP A	1,400	18,141.77		
	1,400	18,141.77	43,358.00	25,216.23
ASCENT MEDIA CORP A	28	648.55		
	28	648.55	1,861.72	1,213.17
MCDONALDS CORP	50	2,969.28		
	50	2,969.28	5,107.00	2,137.72
WAL-MART STORES	500	25,018.21		
	500	25,018.21	38,860.00	13,841.79
FIDELITY NATL INFORMATION SVCS	500	11,984.66		
	500	11,984 66	21,025.00	9,040.34
GOOGLE INC A	30	15,751.66		
	10	5,867.56		
	40	21,619.22	32,982.80	11,363.58
MICROSOFT CORP	1,200	32,873.28		

	400	12,079.24		
	1,600	44,952.52	52,960.00	8,007.48
COMCAST	700	12,559.12		
	700	12,559.12	27,503.00	14,943.88
3M CO	150	12,197.71		
	150	12,197.71	15,706.50	3,508.79
THERMO FISHER SCIENTIFIC	300	13,575.24		
	300	13,575.24	24,204.00	10,628.76
ALTERA CORP	400	8,801.62		
	400	8,801.62	12,804.00	4,002.38
APACHE CORP	100	4,896.97		
	100	4,896.97	7,388.00	2,491.03
NOBLE ENERGY INC.	200	17,218.62		
	200	18,763.46		
	400	35,982.08	45,316.00	9,333 92
PRAXAIR INC	300	20,537.26		
	300	20,537 26	34,290.00	13,752.74
GOLDMAN SACHS GROUP INC.	32	3,990.74		
	25	2,932.56		

	75	7,262.30		
	132	14,185.60	19,281.24	5,095.64
ECOLAB INC	500	20,518.75		
	500	20,518.75	42,310.00	21,791.25
AON PLC	700	27,661.54		
		6,671.71		
	700	34,333.25	42,245.00	7,911.75
WR BERKLEY	500	12,912.16		
	500	12,912.16	21,710.00	8,797.84
ORACLE CORP	300	7,684.20		
	200	5,388.98		
	300	8,349.12		
	300	9,360.00		
	600	19,633.62		
	1,700	50,415.92	55,726.00	5,310.08
NESTLE SA SPONSORED	350	16,885.90		
	350	16,885.90	24,930.50	8,044.60
MORGAN STANLEY	600	7,821.00		
	600	7,895.82		
	400	7,569.35		
	1,600	23,286.17	35,440.00	12,153.83
CONSTELLATION BRANDS INC-A	400	17,312.04		

	400	17,312.04	19,740.00	2,427.96
DISH NETWORK CORP-A	300	10,805.52		
	300	10,805.52	11,757.00	951.48
GRAND TOTAL		616,745.13	933,797.77	317,052.64

Investment Detail - Mutual Funds

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
VANGUARD ENERGY FUND $^{(M),\diamond}$ INVESTOR SHRS SYMBOL: VGENX	4,750.4680	62.2900	295,906.65	60%	61.37	291,553.34	4,353 31

LONG POSITION IV PAGE 1 OF 2

Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
VANGUARD PRECIOUS METALS (M),◊ & MINING FD INV SYMBOL VGPMX	16,061.8190	12.2800	197,239.14	40%	19.65	315,644.90	(118,405.76)
Total Equity Funds	20,812.2870		493,145.79	100%		607,198.24	(114,052.45)
Total Mutual Funds	20,812.2870		493,145.79	100%		607,198.24	(114,052.45)

Total Investment Detail	493,146.83
Total Account Value	493,146.83
Total Cost Basis	*607,198.24*

Endnotes For Your Account

Symbol	Endnote Legend
(M)	Denotes a security that is marginable. Some mutual fund or ETF investments may not be immediately marginable.
◊	Dividends paid on this security will be automatically reinvested.

For information on how Schwab pays its representatives, go to http://aboutschwab.com/about/overview/compensation.html.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T.**
▶ **Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.**

OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
HARBOR LIGHTS FOUNDATION	13-3052490

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

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

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

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	19,220.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	19,220.

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

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS					155,556.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	1,273,507.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	1,429,063.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2012**

Part III **Summary of Parts I and II** **Caution:** *Read the instructions* ***before*** *completing this part.*		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			19,220.
14 **Net long-term gain or (loss):**				
a Total for year	14a			1,429,063.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			1,448,283.

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

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:

a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . 17

18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero . . . 18

19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . 19

20 Add lines 18 and 19 . . . 20

21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶ 21

22 Subtract line 21 from line 20. If zero or less, enter -0- . . . 22

23 Subtract line 22 from line 17. If zero or less, enter -0- . . . 23

24 Enter the **smaller** of the amount on line 17 or $2,400 . . . 24

25 Is the amount on line 23 equal to or more than the amount on line 24?

☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box

☐ **No.** Enter the amount from line 23 . . . 25

26 Subtract line 25 from line 24 . . . 26

27 Are the amounts on lines 22 and 26 the same?

☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22 . . . 27

28 Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . 28

29 Subtract line 28 from line 27 . . . 29

30 Multiply line 29 by 15% (15) . . . 30

31 Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 31

32 Add lines 30 and 31 . . . 32

33 Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 33

34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . 34

Schedule D (Form 1041) 2012

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: HARBOR LIGHTS FOUNDATION

Employer identification number: 13-3052490

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SEE REALIZED GAIN LOSS ATTACHMENT I	VAR	VAR	101,266.	100,460.	806.
SEE REALIZED GAIN LOSS ATTACHMENT II	VAR	VAR	628,050.	629,241.	-1,191.
SEE REALIZED GAIN LOSS ATTACHMENT III	VAR	VAR	10,442.	7,387.	3,055.
STCG(L) THRU K-1'S	VAR	VAR	16,550.	NONE	16,550.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . 19,220.

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

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

Employer identification number

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

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	SEE REALIZED GAIN LOSS ATTACHMENT I	VAR	VAR	2,834,220.	1,809,093.	1,025,127.
	SEE REALIZED GAIN LOSS ATTACHMENT II	VAR	VAR	485,713.	459,721.	25,992.
	SEE REALIZED GAIN LOSS ATTACHMENT III	VAR	VAR	118,006.	103,219.	14,787.
	LTCG(L) THRU K-1'S	VAR	VAR	207,802.	NONE	207,802.
	LTCG(L) THRU K-1'S - UBTI	VAR	VAR	NONE	200.	-200.
	SEC 1231 15% G(L) THRU K-1'S	VAR	VAR	NONE	1.	-1.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 1,273,507.

Schedule D-1 (Form 1041) 2012

Form **8868**

(Rev. January 2013)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

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

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

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

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

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

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

Enter filer's identifying number, see instructions

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

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 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 ▶ BCRS ASSOCIATES, LLC

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

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until DECEMBER 16 , 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 ____ or

▶ ☒ tax year beginning MAY 1 , 20 12 , and ending APRIL 30 , 20 13 .

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	$ 37,091.00
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 7,091.00
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 30,000.00

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

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

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

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

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

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

Enter filer's identifying number, see instructions

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

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 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 ▶ BCRS ASSOCIATES, LLC
  Telephone No. ▶ 212-440-0811 FAX No. ▶ N/A
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . ▶ ☐ . If it is for part of the group, check this box . . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until MARCH 17 , 20 14 .

5 For calendar year ____ , or other tax year beginning MAY 1 , 20 12 , and ending APRIL 30 , 20 13 .

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

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

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 37,091.00
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 37,091.00
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.00

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ CPA Date ▶ 12/13/2013