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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation
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Open to Public Inspection

For calendar year 2013 or tax year beginning

05/01, 2013, and ending

04/30, 2014

Name of foundation HEALEY FAMILY FOUNDATION		A Employer identification number 13-3531967
Number and street (or P.O. box number if mail is not delivered to street address) C/O BCRS ASSOCIATES, LLC 77 WATER STREET, 9TH FLOOR	Room/suite	B Telephone number (see instructions) (212) 440-0800
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10005		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 13,712,322.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	NONE		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	2,118.	2,118.		ATCH 1
4 Dividends and interest from securities	201,329.	199,961.		ATCH 2
5a Gross rents				
b Net rental income or (loss)	-39,683.			
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a 206,098.				
7 Capital gain net income (from Part IV, line 2)		NONE		
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	-783.	14,528.		
12 Total. Add lines 1 through 11	162,981.	216,607.		
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	15,750.	7,875.		7,875.
c Other professional fees (attach schedule) *	11,075.			11,075.
17 Interest				
18 Taxes (attach schedule) (see instructions)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 6	163,118.	150,647.		766.
24 Total operating and administrative expenses. Add lines 13 through 23	189,943.	158,522.		19,716.
25 Contributions, gifts, grants paid	2,461,832.			2,461,815.
26 Total expenses and disbursements. Add lines 24 and 25	2,651,775.	158,522.	0	2,481,531.
27 Subtract line 26 from line 12	-2,488,794.			
a Excess of revenue over expenses and disbursements		58,085.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			0	

gA A

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	8,000.	1,250.	1,250.	
	2	Savings and temporary cash investments	4,461,514.	2,665,164.	2,665,164.	
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ *	100,000.	NONE	NONE	
		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)				
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶ (attach schedule)				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)				
14		Land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶ (attach schedule)				
15		Other assets (describe ▶ ATCH 8)	8,945,994.	8,360,301.	11,045,908.	
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	13,515,508.	11,026,715.	13,712,322.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0	0		
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds	13,515,508.	11,026,715.			
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)	13,515,508.	11,026,715.			
31	Total liabilities and net assets/fund balances (see instructions)	13,515,508.	11,026,715.			

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	13,515,508.
2	Enter amount from Part I, line 27a	2	-2,488,794.
3	Other increases not included in line 2 (itemize) ▶ ATCH 9	3	1.
4	Add lines 1, 2, and 3	4	11,026,715.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,026,715.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-41,387.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3	0	
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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))
2012	796,197.	15,884,418.	0.050124
2011	1,144,952.	16,252,485.	0.070448
2010	783,626.	16,920,068.	0.046313
2009	682,243.	15,692,733.	0.043475
2008	755,761.	15,966,393.	0.047334
2 Total of line 1, column (d)			0.257694
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			0.051539
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			14,090,775.
5 Multiply line 4 by line 3			726,224.
6 Enter 1% of net investment income (1% of Part I, line 27b)			581.
7 Add lines 5 and 6			726,805.
8 Enter qualifying distributions from Part XII, line 4			2,481,531.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	581.
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	581.
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	581.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	12,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	12,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	11,419.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input checked="" type="checkbox"/> 11,419. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NJ,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address 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	15		
and enter the amount of tax-exempt interest received or accrued during the year				
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country N/A				

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		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 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years N/A		
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
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here N/A		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2013 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 2013.)		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2013?		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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

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

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? ☐ Yes ☒ No**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 10		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 ☐

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER	NONE
2 INTERNAL REVENUE CODE SECTION 501(C)(3).	
N/A	
3 N/A	
4 N/A	

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

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

Amount

1 N/A	NONE
2 N/A	
All other program-related investments See instructions	
3 N/A	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a NONE
b	Average of monthly cash balances	1b 2,541,004.
c	Fair market value of all other assets (see instructions)	1c 11,764,351.
d	Total (add lines 1a, b, and c)	1d 14,305,355.
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 14,305,355.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4 214,580.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 14,090,775.
6	Minimum investment return. Enter 5% of line 5	6 704,539.

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	1 704,539.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 581.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 581.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 703,958.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 703,958.
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.	7 703,958.

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 2,481,531.
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 2,481,531.
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)	5 581.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 2,480,950.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				703,958.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	434,784.			
e From 2012	1,472.			
f Total of lines 3a through e	436,256.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 2,481,531.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				703,958.
e Remaining amount distributed out of corpus	1,777,573.			
5 Excess distributions carryover applied to 2013 (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	2,213,829.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				NONE
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 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,213,829.			
10 Analysis of line 9				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	434,784.			
d Excess from 2012	1,472.			
e Excess from 2013	1,777,573.			

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					
(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 11

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 address 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 <i>Paid during the year</i> SEE LIST ATTACHED				2,461,832.
Total			▶ 3a	2,461,832.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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)
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[illegible]

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		WRITE-OFF OF IRONBOUND FILM AND TELEVISI 100,000.					VAR -100,000.	VAR
139,963.		LTCG(L) THRU K-1'S					VAR 139,963.	VAR
		STCG(L) THRU K-1'S 4,053.					VAR -4,053.	VAR
1,247.		SEC. 1231 GAIN THRU K-1'S					VAR 1,247.	VAR
		LOSS ON FINAL DISPOSITION OF C/R TE KNIG 141,727.					VAR -141,727.	VAR
63,184.		GAIN ON FINAL DISPOSITION OF GS MEZZ PTR					VAR 63,184.	VAR
		LOSS ON FINAL DISPOSITION OF FRONTIER PT 1.					VAR -1.	VAR
TOTAL GAIN(LOSS)							<u>-41,387.</u>	

SUPPLEMENTARY STATEMENTS

PART: XV

LINE: 2

SUPPLEMENTAL INFORMATION

THE ORGANIZATION'S PRIMARY ACTIVITY IS TO SUPPORT, BY CONTRIBUTIONS,
OTHER ORGANIZATIONS QUALIFYING FOR EXEMPTION UNDER SECTION 501(c)(3)
OF THE INTERNAL REVENUE CODE THE TRUSTEES CHOOSE THESE ORGANI-
ZATIONS 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 APPLICA-
TIONS OR CONDUCT PROGRAMS FOR DONATIONS IN ITS ACTIVITIES.

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
LAKELAND BANK	158.	158.	
INTEREST - BDA	1,957.	1,957.	
INTEREST - CREDIT BALANCE	3.	3.	
TOTAL	<u>2,118.</u>	<u>2,118.</u>	

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
DIVIDENDS THRU K-1S	47,131.	47,131.	
DIVIDENDS THRU K-1S - UBTI	842.		
INTEREST THRU K-1S	152,830.	152,830.	
INTEREST THRU K-1S - UBTI	526.		
TOTAL	<u>201,329.</u>	<u>199,961.</u>	

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ORDINARY INCOME(LOSS) THRU K-1S	-9,606.	-9,606.	
ORDINARY INCOME(LOSS) THRU K-1S - UBTI	-40.		
ORDINARY INCOME(LOSS) FROM PTPS	-13.	-13.	
RENTAL REAL ESTATE THRU K-1S	1.	1.	
RENTAL REAL ESTATE THRU K-1S - UBTI	117.		
SECTION 988 INCOME(LOSS) THRU K-1S	74.	74.	
SECTION 987 INCOME(LOSS) THRU K-1S	709.	709.	
ROYALTIES THRU K-1S	87.	87.	
ROYALTIES THRU K-1S - UBTI	453.		
PFIC INCOME	4,847.	4,847.	
GUARANTEED PAYMENTS THRU K-1S	1,771.	1,771.	
CANCELLATION OF DEBT THRU K-1S - UBTI	817.		
ADD-BACK: C/Y SUSPENDED PTP LOSS		13.	
ADD-BACK: C/Y SUSPENDED PAL		16,645.	
TOTALS	-783.	14,528.	

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
BCRS ASSOCIATES, LLC	15,750.	7,875.		7,875.
TOTALS	<u>15,750.</u>	<u>7,875.</u>		<u>7,875.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
CONSULTING - RANDY YOUNG	1,075.			1,075.
CONSULTING - ALTUS ADVISORY PARTNERS	10,000.			10,000.
TOTALS	<u>11,075.</u>			<u>11,075.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
DEDUCTIONS THRU K-1S:				
--PORTFOLIO DEDUCTIONS	147,820.	147,820.		
--PORTFOLIO DEDUCTIONS (UBTI)	1,338.			
--FOREIGN TAXES PAID	1,372.	1,372.		
--INTEREST EXPENSE	1,040.	1,040.		
--INTEREST EXPENSE (UBTI)	210.			
--SECTION 59(E) (2) EXP.	-28.	-28.		
--SECTION 59(E) (2) EXP. (UBTI)	9,190.			
--SECTION 179 EXPENSE	443.	443.		
--NON-DEDUCTIBLE EXPENSES	967.			
OFFICE EXPENSE	736.			736.
BANK FEES	30.			30.
TOTALS	<u>163,118.</u>	<u>150,647.</u>		<u>766.</u>

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

/

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

BEGINNING BALANCE DUE	100,000.
-----------------------------	----------

ENDING BALANCE DUE	<u>NONE</u>
--------------------------	-------------

ENDING FAIR MARKET VALUE	<u>NONE</u>
--------------------------------	-------------

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	<u>100,000.</u>
--	-----------------

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	<u>NONE</u>
--	-------------

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	<u>NONE</u>
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ATTACHMENT 8FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BRIDGE STREET RE FUND 1997, LP	14,819.	10,294.	4,500.
CARLYLE/RIVERSTONE TE KNIGHT (DISPOSED OF FYE 4.30.2014)	141,727.	NONE	NONE
GS MEZZANINE II, L.P.	-61,429.	NONE	NONE
(DISPOSED OF FYE 4.30.2014)			
SILVER POINT CAPITAL OFFSHORE	433,950.	433,950.	1,897,634.
STONE STREET FUND 2000, LP	15,663.	20,791.	18,100.
CARLYLE/RIVERSTONE TE PTRS III (CAYMAN)	65,974.	63,145.	58,233.
CARLYLE/RIVERSTONE TE PTRS III	36,932.	11,706.	440,202.
CARLYLE/RIVERSTONE FRONTIER LP (DISPOSED OF FYE 4.30.2014)	3,212.	NONE	NONE
TIFF P.E.P. 2005, LLC	286,607.	246,257.	363,002.
NORTHERN LIGHTS CAPITAL PARTRS	217,062.	214,336.	214,337.
TIFF P.E.P. 2007, LLC	313,332.	297,139.	345,396.
H&H AGILITY LLC	856,472.	840,472.	823,774.
HUFF ENERGY FUND AIV1	345,810.	345,810.	558,348.
HUFF ENERGY FUND	164,154.	149,659.	156,376.
CARLYLE/RIVERSTONE FRONTIER II (DISPOSED OF FYE 4.30.2014)	2,088.	NONE	NONE
TACONIC MARKET DISLOCATION O/S FUND II, L.P.	56,161.	56,161.	28,991.
TIFF P.E.P. 2009 LLC	401,180.	401,464.	537,781.
HEALEY ANTHOS HOLDINGS LLC	623,687.	1,376,778.	1,376,778.
TIFF P.E.P. 2010 LLC	215,701.	283,700.	374,469.
TIFF SPECIAL OPPS FUND LLC	88,600.	145,212.	131,763.
KKR CORP CREDIT PARTNERS LP	2,500,000.	1,365,914.	1,373,643.
H2 FINANCIAL MANAGEMENT	1,499,969.	1,499,969.	1,499,969.
PRISMA [ESCROW]	724,323.	467,544.	712,612.
AUCTION MOBILITY LLC	NONE	130,000.	130,000.
TOTALS	<u>8,945,994.</u>	<u>8,360,301.</u>	<u>11,045,908.</u>

ATTACHMENT 9FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

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

HEALEY FAMILY FOUNDATION

13-3531967

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

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

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

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

HEALEY FAMILY FOUNDATION

13-3531967

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 12

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
ORDINARY INCOME THRU K-1S	523000	-40.	01	-9,606.	
ORDINARY INCOME THRU PTPS			01	-13.	
RENTAL REAL ESTATE INCOME THRU K-1S	523000	117.	01	1.	
SECTION 987 INCOME THRU K-1S			01	709.	
SECTION 988 INCOME THRU K-1S			01	74.	
ROYALTIES THRU K-1S	523000	453.	01	87.	
PFIC INCOME			01	4,847.	
GUARANTEED PAYMENTS THRU K-1S			01	1,771.	
CANCELLATION OF DEBT THRU K-1S	523000	817.			
TOTALS		<u>1,347.</u>		<u>-2,130.</u>	

**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.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2013

Name of estate or trust

HEALEY FAMILY FOUNDATION

Employer identification number

13-3531967

Note: Form 5227 filers need to complete *only* Parts I and II.**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked		4,053.		-4,053.
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶				7 -4,053.

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

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked	206,098.	241,728.		-35,630.
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.				12
13 Capital gain distributions.				13
14 Gain from Form 4797, Part I.				14
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶				16 -35,630.

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

Schedule D (Form 1041) 2013

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
17 Net short-term gain or (loss)	17		-4,053.
18 Net long-term gain or (loss):			
a Total for year	18a		-35,630.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b		
c 28% rate gain	18c		
19 Total net gain or (loss). Combine lines 17 and 18a.	19		-39,683.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20 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:	20	(3,000.)
a The loss on line 19, column (3) or b \$3,000		

Note: If the loss on line 19, 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 18a and 19 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 18b, col. (2) or line 18c, 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 18a and 19 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 18b, col. (2) or line 18c, col. (2) is more than zero.

21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). . .	21		
22 Enter the smaller of line 18a or 19 in column (2) but not less than zero.	22		
23 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). . .	23		
24 Add lines 22 and 23	24		
25 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-.	25		
26 Subtract line 25 from line 24. If zero or less, enter -0-.	26		
27 Subtract line 26 from line 21. If zero or less, enter -0-.	27		
28 Enter the smaller of the amount on line 21 or \$2,450	28		
29 Enter the smaller of the amount on line 27 or line 28	29		
30 Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0%	30		
31 Enter the smaller of line 21 or line 26	31		
32 Subtract line 30 from line 26.	32		
33 Enter the smaller of line 21 or \$11,950.	33		
34 Add lines 27 and 30	34		
35 Subtract line 34 from line 33. If zero or less, enter -0-.	35		
36 Enter the smaller of line 32 or line 35.	36		
37 Multiply line 36 by 15%.	37		
38 Enter the amount from line 31	38		
39 Add lines 30 and 36	39		
40 Subtract line 39 from line 38. If zero or less, enter -0-.	40		
41 Multiply line 40 by 20%	41		
42 Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	42		
43 Add lines 37, 41, and 42	43		
44 Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	44		
45 Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36).	45		

Schedule D (Form 1041) 2013

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

2013Attachment
Sequence No **12A**

Name(s) shown on return

HEALEY FAMILY FOUNDATION

Social security number or taxpayer identification number

13-3531967

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☒ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- ☐ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	STCG (L) THRU K-1'S	VAR	VAR		4,053.			-4,053.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked)►					4,053.			-4,053.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Form **8949** (2013)

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

HEALEY FAMILY FOUNDATION

13-3531967

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☒ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ (F) Long-term transactions not reported to you on Form 1099-B

(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
					(f) Code(s) from instructions	(g) Amount of adjustment	
1 WRITE-OFF OF IRONBOUND FILM AND TELEVISION	VAR	VAR		100,000.			-100,000.
LTCG(L) THRU K-1'S	VAR	VAR	139,963.				139,963.
LTCG(L) THRU K-1'S - UBTI	VAR	VAR	906.				906.
SEC. 1231 GAIN THRU K-1'S	VAR	VAR	1,247.				1,247.
SEC. 1231 GAINS THRU K-1'S - UBTI			798.				798.
LOSS ON FINAL DISPOSITION OF C/R	VAR	VAR		141,727.			-141,727.
GAIN ON FINAL DISPOSITION OF GS M	VAR	VAR	63,184.				63,184.
LOSS ON FINAL DISPOSITION OF FRON	VAR	VAR		1.			-1.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶			206,098.	241,728.			-35,630.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

THE HEALEY FAMILY FOUNDATION
 CHARITABLE CONTRIBUTIONS PAID
 EIN: 13-3531967
 FYE 4/30/2014

DATE	CONTRIBUTION	CITY/STATE	AMOUNT
5/1/2013	MARYKNOLL SISTERS	MARYKNOLL, NY	5,000.00
5/3/2013	PORTSMOUTH ABBEY SCHOOL	PORTSMOUTH, RI	3,000.00
5/6/2013	GILCHRIST HOSPICE CARE	HUNT VALLEY, MD	500.00
5/6/2013	COUNCIL OF NEW JERSEY GRANTMAKERS	TRENTON, NJ	2,500.00
5/8/2013	TEACH FOR AMERICA	NEW YORK, NY	5,000.00
5/13/2013	ST PAUL INSIDE THE WALLS	MADISON, NJ	3,000.00
5/20/2013	THE PECK SCHOOL	MORRISTOWN, NJ	20,000.00
5/21/2013	CATHOLIC CHARITIES OF BROOKLYN AND QUEENS	BROOKLYN, NY	10,000.00
5/21/2013	PORTSMOUTH ABBEY SCHOOL	PORTSMOUTH, RI	25,000.00
5/22/2013	THE PACK SCHOOL	MORRISTOWN, NJ	1,000.00
5/22/2013	ROSEMONT COLLEGE	ROSEMONT, PA	25,000.00
5/22/2013	CHRIST THE KING PARISH	NEW VERNON, NJ	30,000.00
5/23/2013	FORDHAM UNIVERSITY	NEW YORK, NY	1,000.00
5/23/2013	PLYMOUTH CHURCH SCHOOL	BROOKLYN, NY	10,000.00
5/29/2013	KENT PLACE SCHOOL	SUMMIT, NJ	1,000.00
5/29/2013	TRUSTEES OF RESERVATIONS	VINEYARD HAVEN, MA	5,000.00
5/29/2013	DELBARTON SCHOOL	MORRISTOWN, NJ	11,000.00
5/30/2013	THE BECKET FUND	WASHINGTON, D C	5,000.00
5/31/2013	DELBARTON SCHOOL	MORRISTOWN, NJ	1,000.00
6/5/2013	THE PACKER COLLEGIATE INSTITUTE	BROOKLYN, NY	1,000.00
6/5/2013	THE PACKER COLLEGIATE INSTITUTE	BROOKLYN, NY	5,000.00
6/5/2013	THE PACKER COLLEGIATE INSTITUTE	BROOKLYN, NY	10,000.00
6/7/2013	NATIONAL LEADERSHIP ROUNDTABLE ON CHURCH MAGEMENT, INC	WASHINGTON, D C	50,000.00
6/10/2013	GILMAN FUND	BALTIMORE, MD	1,000.00
6/17/2013	FOUNDATIONS AND DONORS INTEREST IN CATHOLIC ACTIVITIES (FADICA)	WASHINGTON, D C	2,833.06
6/17/2013	CATHOLIC CHARITIES OF BROOKLYN AND QUEENS	BROOKLYN, NY	10,000.00
6/18/2013	RENEW INTERNATIONAL	PLAINFIELD, NJ	15,000.00
6/19/2013	STUDENT SCHOLARSHIP PROGRAMS	NEW YORK, NY	5,000.00
7/1/2013	PORTSMOUTH ABBEY SCHOOL	PORTSMOUTH, RI	1,000.00
7/1/2013	PORTSMOUTH ABBEY SCHOOL	PORTSMOUTH, RI	1,000.00
7/2/2013	SETON HALL UNIVERSITY	NEWARK, NJ	1,000.00
7/3/2013	MARTHA'S VINEYARD PRESERVATION TRUST	EDGARTOWN, MA	500.00
7/3/2013	PORTSMOUTH ABBEY SCHOOL	PORTSMOUTH, RI	2,500.00
7/5/2013	BABSON COLLEGE TRIBUTE DINNER	CHESTNUT HILL, MA	5,000.00
7/8/2013	TRI-COUNTY SCHOLARSHIP FUND	PARSIPPANY, NJ	10,000.00
7/9/2013	HARVARD BUSINESS SCHOOL FUND	BOSTON, MA	1,000.00
7/10/2013	GEORGETOWN UNIVERSITY	WASHINGTON, D C	2,500.00
7/10/2013	GEORGETOWN UNIVERSITY	WASHINGTON, D C	10,000.00
7/10/2013	GEORGETOWN UNIVERSITY	WASHINGTON, D C	25,000.00
7/25/2013	DIOCESE OF PATERSON	CLIFTON, NJ	4,250.00
7/26/2013	PAN-MASS CHALLENGE	NEEDHAM, MA	5,000.00
7/31/2013	NATIONAL MUSEUM OF RACING & HALL OF FAME	SARATOGA SPRINGS, NY	1,000.00
8/2/2013	AMERICAN ENTERPRISE INSTITUTE	WASHINGTON, D C	1,000.00
8/2/2013	GEORGETOWN UNIVERSITY	WASHINGTON, D C	2,500.00
8/5/2013	FOUNDATIONS AND DONORS INTEREST IN CATHOLIC ACTIVITIES (FADICA)	WASHINGTON, D C	5,000.00
8/5/2013	FOUNDATIONS AND DONORS INTEREST IN CATHOLIC ACTIVITIES (FADICA)	WASHINGTON, D C	7,500.00
8/7/2013	PHILANTHROPY FOUNDATION	WASHINGTON, D C.	1,000.00
8/7/2013	ASHESI UNIVERSITY FOUNDATION	SEATTLE, WA	5,000.00
8/9/2013	ALZHEIMER'S ASSOCIATION - NJ CHAPTER	WASHINGTON, D C	500.00
8/16/2013	GEORGETOWN UNIVERSITY	WASHINGTON, D C	1,595,000.00
8/22/2013	FOUNDATION FOR OPPORTUNITY IN EDUCATION	LETHAM, NY	10,000.00
8/22/2013	STUDENT SPONSOR PARTNERS	NEW YORK, NY	1,000.00
8/30/2013	AMERICAN JEWISH COMMITTEE	NEW YORK, NY	1,000.00
10/9/2013	DIOCESE OF PATERSON	CLIFTON, NJ	3,600.00

THE HEALEY FAMILY FOUNDATION
 CHARITABLE CONTRIBUTIONS PAID
 EIN: 13-3531967
 FYE 4/30/2014

DATE	CONTRIBUTION	CITY/STATE	AMOUNT
10/18/2013	THE COMMON SENSE INSTITUTE OF NEW JERSEY	RANDOLPH, NJ	1,000 00
10/18/2013	TRI-COUNTY SCHOLARSHIP FUND	PARSIPPANY, NJ	25,000 00
10/21/2013	SOUTH ASIAN YOUTH ACTION (SAYA)	ELMHURST, NY	2,500 00
10/22/2013	STUDENT SPONSOR PARTNERS	NEW YORK, NY	1,000 00
10/22/2013	GOOD SHEPHERD PARISH	VINEYARD HAVEN, MA	5,000 00
10/22/2013	THE JESUIT PARTNERSHIP INC	MILWAUKEE, WI	1,000 00
10/23/2013	MANHATTAN INSTITUTE FOR POLICY RESEARCH	NEW YORK, NY	1,000 00
10/23/2013	MENTORING PARTNERSHIP OF LONG ISLAND	HAUPPAUGE, NY	1,000.00
10/23/2013	MARYKNOLL SISTERS	MARKNOLL, NY	2,500.00
10/23/2013	HARVARD MAGAZINE	BOSTON, MA	250 00
10/23/2013	FAITH IN THE FUTURE FOUNDATION	KING OF PRUSSIA, PA	25,000.00
10/24/2013	BOYS & GIRLS CLUB OF AMERICA	NEWARK, NJ	1,000.00
10/24/2013	FRIENDS OF FORDHAM	MEDHAM, NJ	1,000.00
10/24/2013	CATHOLIC PARTNERSHIP SCHOOLS	CAMDEN, NJ	5,000.00
10/24/2013	ARCHDIOCESE OF NEWARK	NEWARK, NJ	3,000.00
10/25/2013	SUPPORT OUR AGING RELIGIOUS INC (SOAR)	WASHINGTON, D.C.	750 00
10/28/2013	FELLOWSHIP OF CATHOLIC UNIVERSITY STUDENTS	GENESEE, CO	250 00
10/28/2013	MEDICAL MISSIONS FOR CHILDREN	WOBBURN, MA	1,000.00
10/29/2013	REDWOOD LIBRARY & MUSEUM	NEWPORT, RI	1,000.00
10/30/2013	UNIVERSITY OF SOUTHERN CALIFORNIA	LOS ANGELES, CA	2,500 00
10/30/2013	GEORGETOWN CLUB OF NEW YORK	NEW YORK, NY	1,000 00
10/30/2013	BIRTH HAVEN	NEWTON, NJ	5,000 00
11/1/2013	ABRAHAM HOUSE	BRONX, NY	250 00
11/4/2013	CATO INSTITUTE	WASHINGTON, D.C.	1,000 00
11/5/2013	GEORGIAN COURT UNIVERSITY	LAKEWOOD, NJ	5,000 00
11/7/2013	CATHOLIC CHARITIES DIOCESE OF PATERSON	CLIFTON, NJ	10,000.00
11/13/2013	NATIONAL LEADERSHIP ROUNDTABLE ON CHURCH MAGEMENT, INC	WASHINGTON, D.C.	50,000 00
11/20/2013	50CAN	WASHINGTON, D.C.	25,000 00
11/26/2013	CHRIST THE KING PARISH	NEW VERNON, NJ	1,000 00
12/3/2013	CATHOLIC MEDICAL MISSION BOARD	NEW YORK, NY	1,000 00
12/3/2013	DIOCESE OF PATERSON	CLIFTON, NJ	2,000 00
12/5/2013	TRI-COUNTY SCHOLARSHIP FUND	PARSIPPANY, NJ	1,000 00
12/5/2013	NATIONAL CATHOLIC REPORTER	KANSAS CITY, MO	2,000 00
12/5/2013	ASSOCIATION OF SMALL FOUNDATIONS	WASHINGTON, D.C.	725 00
12/6/2013	MARYKNOLL FATHERS AND BROTHERS	MARYKNOLL, NY	2,500 00
12/6/2013	CATHOLIC CHARITIES OF BROOKLYN AND QUEENS	BROOKLYN, NY	2,000 00
12/20/2013	ORDER OF MALTA - AMERICAN ASSOCIATION	NEW YORK, NY	1,500 00
12/23/2013	ST PIUS X CATHOLIC HIGH SCHOOL	ATLANTA, GA	1,000 00
12/27/2013	HOMELESS SOLUTIONS INC	MORRISTOWN, NJ	1,000 00
12/30/2013	STANFORD UNIVERSITY - HOOVER INSTITUTION	STANFORD, CA	1,000 00
12/30/2013	OVERLOOK HOSPITAL FOUNDATION	SUMMIT, NJ	2,500 00
12/30/2013	FOUNDATION FOR MORRISTOWN MEDICAL CENTER	MORRISTOWN, NJ	10,000 00
12/30/2013	FOUNDATION FOR MORRISTOWN MEDICAL CENTER	MORRISTOWN, NJ	10,000 00
12/31/2013	NAPLES CHILDREN & EDUCATION FOUNDATION	NAPLES FL	5,000 00
12/31/2013	HARVARD CATHOLIC CHAPLAINCY	CAMBRIDGE, MA	500 00
1/2/2014	DELBARTON SCHOOL	MORRISTOWN, NJ	8,500 00
1/2/2014	MARTHA'S VINEYARD HOSPITAL	OAK BLUFFS, MA	1,000 00
1/2/2014	DIOCESE OF PATERSON	CLIFTON, NJ	5,000 00
1/2/2014	BIRTH HAVEN	NEWTON, NJ	2,500 00
1/6/2014	CRISTO REY NETWORK	CHICAGO, IL	5,000.00
1/7/2014	HARDING TOWNSHIP LIBRARY	NEW VERNON, NJ	1,000 00
1/8/2014	TOUCH FOUNDATION INC	NEW YORK, NY	2,500.00
1/9/2014	KELLOGG INSTITUTE FOR INTERNATIONAL STUDIES	NOTRE DAME, IN	2,000.00
1/14/2014	WILLIAMS COLLEGE	WILLIAMSTOWN, MA	10,000 00

THE HEALEY FAMILY FOUNDATION
 CHARITABLE CONTRIBUTIONS PAID
 EIN: 13-3531967
 FYE 4/30/2014

DATE	CONTRIBUTION	CITY/STATE	AMOUNT
1/14/2014	WILLIAMS COLLEGE	WILLIAMSTOWN, MA	10,000.00
1/16/2014	MARYKNOLL LAY MISSIONERS	MARYKNOLL, NY	35,000.00
1/17/2014	ST. PAUL INSIDE THE WALLS	MADISON, NJ	2,500.00
1/24/2014	CARMELITE SISTERS OF BALTIMORE	BALTIMORE, MD	1,000.00
1/24/2014	LOYOLA RETREAT HOUSE	FAULKNER, MD	1,000.00
1/29/2014	ORDER OF MALTA FEDERAL ASSOCIATION, U.S.A	WASHINGTON, D.C	1,000.00
2/27/2014	MATTHEW C. SELLITTO FOUNDATION	NEW VERNON, NJ	500.00
3/11/2014	FRIENDS OF THE UNIVERSITY OF HONG KONG	NEW YORK, NY	5,000.00
3/20/2014	GEORGETOWN UNIVERSITY	WASHINGTON, D.C	25,000.00
3/21/2014	ALZHEIMER'S ASSOCIATION OF AMERICA	PRAIRIE VILLAGE, KS	500.00
3/24/2014	TRI-COUNTY SCHOLARSHIP FUND	PARSIPPANY, NJ	10,000.00
3/24/2014	GEORGETOWN UNIVERSITY WALL STREET ALLIANCE	NEW YORK, NY	20,000.00
3/25/2014	YMCA OF MARTHA'S VINEYARD	VINEYARD HAVEN, MA	5,000.00
3/25/2014	ASSUMPTION COLLEGE FOR SISTERS	MENDHAM, NJ	5,000.00
3/27/2014	WOMEN'S ASSOCIATION OF MORRISTOWN MEDICAL CENTER	MORRISTOWN, NJ	10,000.00
3/28/2014	SCHOLARSHIP FUND FOR INNER-CITY CHILDREN	NEWARK, NJ	2,500.00
3/28/2014	CATHOLIC LEADERSHIP INSTITUTE	WAYNE, PA	1,000.00
3/31/2014	NATIONAL LEADERSHIP ROUNDTABLE ON CHURCH MANAGEMENT, INC	WASHINGTON, D.C	13,000.00
3/31/2014	UNIVERSITY OF FONDWA USA, INC	GIBSONIA, PA	1,000.00
3/31/2014	COMMONWEAL	BOLINAS, CA	1,000.00
3/31/2014	NATIONAL LEADERSHIP ROUNDTABLE ON CHURCH MANAGEMENT, INC	WASHINGTON, D.C	7,500.00
4/1/2014	DIOCESE OF PATERSON	CLIFTON, NJ	3,600.00
4/2/2014	MAINE COAST HERITAGE TRUST	TOPSHAM, ME	500.00
4/2/2014	EVA'S VILLAGE	PATERSON, NJ	1,000.00
4/2/2014	MARTHA'S VINEYARD PRESERVATION TRUST	MENEMSHA, MA	500.00
4/3/2014	FOUNDATIONS AND DONORS INTEREST IN CATHOLIC ACTIVITIES (FADICA)	WASHINGTON, D.C	2,500.00
4/3/2014	FORDHAM UNIVERSITY	BRONX, NY	25,000.00
4/3/2014	FOUNDATIONS AND DONORS INTEREST IN CATHOLIC ACTIVITIES (FADICA)	WASHINGTON, D.C	7,500.00
4/4/2014	SISTERS OF CHARITY OF SAINT ELIZABETH	CONVENT STATION, NJ	500.00
4/7/2014	BOYS & GIRLS CLUB OF NEWARK	NEWARK, NJ	1,000.00
4/9/2014	AMERICAN CANCER SOCIETY	ATLANTA, GA	500.00
4/9/2014	SETON HALL PREPARATORY SCHOOL	WEST ORANGE, NJ	2,500.00
4/10/2014	GILMAN FUND	BALTIMORE, MD	500.00
4/10/2014	HARLEM LINK CHARTER SCHOOL	NEW YORK, NY	5,000.00
4/11/2014	PLAYWRIGHTS HORIZON	NEW YORK, NY	1,000.00
4/14/2014	IRISH AMERICAN CULTURAL INSTITUTE	MORRISTOWN, NJ	1,000.00
4/16/2014	CHRIST THE KING PARISH	UNIVERSITY CITY, MO	1,000.00
4/16/2014	IGNATION VOLUNTEER COPPS	BALTIMORE, MD	1,000.00
4/16/2014	BREAD FOR THE WORLD INSTITUTE	WASHINGTON, D.C	250.00
4/16/2014	ORDER OF MALTA - AMERICAN ASSOCIATION	NEW YORK, NY	500.00
4/17/2014	LITURGICAL PRESS	COLLEGEVILLE, MN	531.44
4/18/2014	HARVARD BUSINESS SCHOOL FUND	CAMBRIDGE, MA	1,000.00
4/18/2014	COMMUNITY OF ST. PAUL	ST. PAUL, MN	5,000.00
4/18/2014	SHERIFF'S MEADOW FOUNDATION	VINEYARD HAVEN, MA	1,000.00
4/24/2014	CATHOLIC CHARITITES OF THE ARCHDIOCESE	WASHINGTON, D.C	10,000.00
4/24/2014	COUNCIL OF NEW JERSEY GRANTMAKERS	TRENTON, NJ	1,000.00
4/24/2014	ST. PAUL INSIDE THE WALLS	MADISON, NJ	3,000.00
4/30/2014	DIOCESE OF METUCHEN	PERTH AMBOY, NJ	500.00
	THRU H&H AGILITY, LLC	EIN. 33-1147541	4.00
	THRU NORTHERN LIGHTS CAPITAL PARTNER, LLC	EIN. 20-5650492	5.00
	THRU TIFF PRIVATE EQUITY PARTNERS 2005, LLC	EIN. 20-2619423	5.00
	THRU TIFF PRIVATE EQUITY PARTNERS 2007, LLC	EIN. 20-5133649	6.00
	THRU TIFF PRIVATE EQUITY PARTNERS 2009, LLC	EIN. 26-3319245	19.00

THE HEALEY FAMILY FOUNDATION
CHARITABLE CONTRIBUTIONS PAID
EIN: 13-3531967
FYE 4/30/2014

DATE	CONTRIBUTION	CITY/STATE	AMOUNT
	THRU TIFF PRIVATE EQUITY PARTNERS 2010 LLC	EIN. 27-1203432	3.00
TOTAL QUALIFYING CONTRIBUTIONS (COL. A) *			<u>2,461,831.50</u>
LESS ATTRIBUTABLE TO UBTI			
	THRU TIFF PRIVATE EQUITY PARTNERS 2009, LLC	EIN. 26-3319245	(17.00)
TOTAL QUALIFYING CONTRIBUTIONS (COL. D) *			<u>2,461,814.50</u>

*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

THE HEALEY FAMILY FOUNDATION
EIN: 13-3531967
FYE 04/30/2014

FORM 990-PF

SCHEDULE OF PASSIVE LOSS CARRYFORWARD:

	CURRENT YEAR PASSIVE GAINS / (LOSSES)	PRIOR YEARS' PASSIVE (LOSSES) UTILIZED	NET PASSIVE (LOSSES)	TOTAL SUSPENDED PASSIVE (LOSSES)
4/30/2009	(40,474)	0	(40,474)	(40,474)
4/30/2010	(32,657)	0	(32,657)	(73,131)
4/30/2011	(39,172)	0	(39,172)	(112,303)
4/30/2012	(67,389)	0	(67,389)	(179,692)
4/30/2013	(53,157)	0	(53,157)	(232,849)
4/30/2014	(16,645)	0	(16,645)	(249,494)

SCHEDULE OF MASTER LIMITED PARTNERSHIP ORDINARY LOSS CARRYFORWARD:

	CURRENT YEAR PASSIVE GAINS / (LOSSES)	PRIOR YEARS' PASSIVE (LOSSES) UTILIZED	NET PASSIVE (LOSSES)	TOTAL SUSPENDED PASSIVE (LOSSES)
4/30/2012	(38,039)	0	(38,039)	(38,039)
4/30/2013	(13,886)	0	(13,886)	(51,925)
4/30/2014	(13)	0	(13)	(51,938)

Form **8868**

(Rev. January 2014)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number, see instructions
	HEALEY FAMILY FOUNDATION	Employer identification number (EIN) or 13-3531967
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	C/O BCRS ASSOCIATES, LLC; 77 WATER ST - 9TH FL	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)

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 (other than individual)	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 ☐ **X**
- 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 15, 20 14, 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 13, and ending APRIL 30, 20 14.

- 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	6,000.00
b If this application is for Forms 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	\$	12,000.00
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	\$	0.00

Caution. If you are going to make an electronic funds withdrawal (direct debit) 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.

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- 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. HEALEY FAMILY FOUNDATION	Employer identification number (EIN) or 13-3531967
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O BCRS ASSOCIATES, LLC; 77 WATER ST - 9TH FL City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10005	Social security number (SSN)

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 (other than individual)	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 16, 20 15.
- 5 For calendar year _____, or other tax year beginning MAY 1, 20 13, and ending APRIL 30, 20 14.
- 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ 6,000.00
b If this application is for Forms 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	\$ 12,000.00
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 ▶ 12/11/2014

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