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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
| Do not enter Social Security numbers on this form as it may be made public.
| Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning JUL 1, 2013 **, and ending** JUN 30, 2014

Name of foundation
Harbourton Foundation

A Employer identification number
22-2436112

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

B Telephone number (609) 924-4001

City or town, state or province, country, and ZIP or foreign postal code
Princeton, NJ 08542

C If exemption application is pending, check here ▶ ☐

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

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

H Check type of organization ☒ 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)* ▶$ 24264514.

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

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

Part I	**Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received	2005759.		N/A	
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	2887.	2887.		Statement 1
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-1021279.			
b	Gross sales price for all assets on line 6a 519866.				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	100776.	100776.		Statement 2
12	**Total.** Add lines 1 through 11	1088143.	103663.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	134703.	6735.		127968.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees Stmt 3	645.	645.		0.
b	Accounting fees				
c	Other professional fees Stmt 4	17075.	0.		17075.
17	Interest	207.	207.		0.
18	Taxes				
19	Depreciation and depletion				
20	Occupancy	14823.	741.		14082.
21	Travel, conferences, and meetings	7616.	0.		7616.
22	Printing and publications				
23	Other expenses Stmt 5	8293.	196.		7651.
24	**Total operating and administrative expenses.** Add lines 13 through 23	183362.	8524.		174392.
25	Contributions, gifts, grants paid	1104897.			1104897.
26	**Total expenses and disbursements.** Add lines 24 and 25	1288259.	8524.		1279289.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-200116.			
b	**Net investment income** (if negative, enter -0-)		95139.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	1059.	8772.	8772.
	2	Savings and temporary cash investments	725808.	653172.	653172.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other Stmt 6	20516516.	23450868.	23450868.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ Statement 7)	396075.	151702.	151702.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	21639458.	24264514.	24264514.
Liabilities	17	Accounts payable and accrued expenses	995.	1399.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	995.	1399.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1042500.	1042500.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	20595963.	23220615.	
	30	**Total net assets or fund balances**	21638463.	24263115.	
	31	**Total liabilities and net assets/fund balances**	21639458.	24264514.	

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	21638463.
2	Enter amount from Part I, line 27a	2	-200116.
3	Other increases not included in line 2 (itemize) ▶ Unrealized income on Investments	3	2824768.
4	Add lines 1, 2, and 3	4	24263115.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	24263115.

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	ASML Holding N.V. ADRs	P	07/12/13	07/18/13
b	Investment in Parsec	P	07/03/95	06/02/14
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	519866.		505759.	14107.
b			1035386.	-1035386.
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				14107.
b				-1035386.
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	-1021279.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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	669142.	23002507.	.029090
2011	1265951.	18868590.	.067093
2010	1137808.	21160979.	.053769
2009	1360364.	18103481.	.075144
2008	658886.	20109539.	.032765

2 **Total** of line 1, column (d)	2	.257861
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	.051572
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	24224720.
5 Multiply line 4 by line 3	5	1249317.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	951.
7 Add lines 5 and 6	7	1250268.
8 Enter qualifying distributions from Part XII, line 4	8	1279289.

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	951.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	951.
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	951.
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 7426.		
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	7426.
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	6475.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 6475. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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? N/A	4b		
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) ▶ NJ			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ James S. Regan Telephone no. ▶ (609) 924-4001

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

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

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

			Yes	No
16	At any time during calendar year 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		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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 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.)*	3b		X
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 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

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

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

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

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

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

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

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

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

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

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

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation (If not paid, enter -0-)	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Statement 8		134703.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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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	0.
b	Average of monthly cash balances	1b	991055.
c	Fair market value of all other assets	1c	23602569.
d	**Total** (add lines 1a, b, and c)	1d	24593624.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	24593624.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	368904.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	24224720.
6	**Minimum investment return.** Enter 5% of line 5	6	1211236.

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	1211236.
2a	Tax on investment income for 2013 from Part VI, line 5 2a 951.		
b	Income tax for 2013 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	951.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1210285.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1210285.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1210285.

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	1279289.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1279289.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	951.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1278338.

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				1210285.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011 249617.				
e From 2012				
f **Total** of lines 3a through e	249617.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1279289.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				1210285.
e Remaining amount distributed out of corpus	69004.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	318621.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	318621.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011 249617.				
d Excess from 2012				
e Excess from 2013 69004.				

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

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

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

a The name, address, and telephone number or e-mail 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 Paid during the year See Statement 9				1104897.
Total			▶ **3a**	1104897.
b Approved for future payment None				
Total			▶ **3b**	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2887.	
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	100776.	
8 Gain or (loss) from sales of assets other than inventory	523000	-1021279.			
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-1021279.		103663.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 -917616.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ Signature of officer or trustee

3/10/15 Date

▶ ASST. TREASURER Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no

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.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at** *www.irs.gov/form990*

OMB No 1545-0047

2013

Name of the organization
Harbourton Foundation

Employer identification number
22-2436112

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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

Harbourton Foundation

Employer identification number

22-2436112

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	James S Regan 47 Hulfish Street, Suite 305 Princeton, NJ 08542	$ 1500000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	Marlin Group, LLC 47 Hulfish Street, Suite 305 Princeton, NJ 08542	$ 505759.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
Harbourton Foundation	22-2436112

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
2		$	

(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	Employer identification number
Harbourton Foundation	22-2436112

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) ▶ $__________

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

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

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Goldman Sachs account interest	2.	2.	
Interest from notes receivable	2794.	2794.	
JP Morgan money market dividends	55.	55.	
JP Morgan Securities account interest	36.	36.	
Total to Part I, line 3	2887.	2887.	

Form 990-PF Other Income Statement 2

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Parsec Ordinary Income from PFIC	105264.	105264.	
Naples K-1 income/(loss)	-2659.	-2659.	
Miscellaneous income	3.	3.	
Global Atlantic K-1 income/(loss)	-1832.	-1832.	
Total to Form 990-PF, Part I, line 11	100776.	100776.	

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal fees	645.	645.		0.
To Fm 990-PF, Pg 1, ln 16a	645.	645.		0.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Consulting Fees	17075.	0.		17075.
To Form 990-PF, Pg 1, ln 16c	17075.	0.		17075.

Form 990-PF Other Expenses Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Filing Fees	25.	0.		25.
Computer expense	1014.	51.		963.
Communication expense	2019.	101.		1918.
Memeberships & dues	3815.	0.		3815.
Office expenses	889.	44.		845.
Miscellaneous	40.	0.		0.
Building Security	406.	0.		0.
Seminars	85.	0.		85.
To Form 990-PF, Pg 1, ln 23	8293.	196.		7651.

Form 990-PF Other Investments Statement 6

Description	Valuation Method	Book Value	Fair Market Value
Parsec Trading Corp.	FMV	0.	0.
Naples Investments, LLC	FMV	117608.	117608.
Chalkstream Investment Fund	FMV	4022735.	4022735.
TPG-Axon Partners	FMV	3624665.	3624665.
Millenium Int'l LTD	FMV	6191881.	6191881.
Drawbridge Special Opportunities Fund	FMV	2153611.	2153611.
PanTheryx, Inc.	FMV	750250.	750250.
Origami Secondary Fund II LP	FMV	2068832.	2068832.
Oaktree Enhanced Income Fund	COST	2194931.	2194931.
Global Atlantic	COST	927000.	927000.
Lucid	COST	500000.	500000.
Kelp Mavrik	COST	700000.	700000.
MRRL Nominee Trust	COST	199355.	199355.
Total to Form 990-PF, Part II, line 13		23450868.	23450868.

Form 990-PF · Other Assets Statement 7

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Security Deposit	1032.	1200.	1200.
Note receivable - Team Newark	45100.	0.	0.
Note receivable - YSI	95000.	95000.	95000.
Accrued interest on N/R	4847.	5412.	5412.
Prom Note receivable-Community Justice Ctr	50000.	50000.	50000.
Prom Note receivable-Woods Hole Research	200000.	0.	0.
Misc. Receivable	96.	90.	90.
To Form 990-PF, Part II, line 15	396075.	151702.	151702.

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

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
James S. Regan 47 Hulfish Street, Suite 305 Princeton, NJ 08542	Vice President 3.00	0.	0.	0.
Amy H. Regan 47 Hulfish Street, Suite 305 Princeton, NJ 08542	President & Asst.Secretary 3.00	0.	0.	0.
Steven B. Smotrich 47 Hulfish Street, Suite 305 Princeton, NJ 08542	Assistant Treasurer 1.00	0.	0.	0.
James S. Regan III 47 Hulfish Street, Suite 305 Princeton, NJ 08542	VP & Treasurer 3.00	0.	0.	0.
Catherine H. Regan Lawliss 47 Hulfish Street, Suite 305 Princeton, NJ 08542	VP & Secretary 30.00	53127.	0.	0.
Patrick H. Regan 47 Hulfish Street, Suite 305 Princeton, NJ 08542	Vice President 40.00	81576.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		134703.	0.	0.

HARBOURTON FOUNDATION
E.I.N. 22-2436112
Form 990 PF, F/Y/E 6/30/14

Part XV – Contributions Paid

Statement 9

Young Scholars' Institute
349 West State Street
Trenton, NJ 08618
(609) 393-3220
501(c)(3)
$65,000.00
Provides innovative programs for approximately 1,200 students annually.

The Youth Foundation
P O Box 2761
Edwards, CO 81632
(970) 763-7000
501(c)(3)
$7,000.00
Provides to children of their community accessible educational and self-enhancement programs.

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

Latin American Legal Defense and Education Fund, Inc.
P O Box 80
Princeton, NJ 08842
501(c)(3)
$5,000.00
To promote and protect the civil rights, and increase the access to education of Latin American in the Princeton regional area (primarily Mercer County).

Part XV – Contributions Paid Statement 9

Isles, Inc.
10 Wood Street
Trenton, NJ 08618
501(c)(3)
$141,500.00
Supports work that advances social, environmental, and economic fairness.

Ballet Theatre Foundation, Inc.
890 Broadway
New York, NY 10003
501(c)(3)
$14,300.00
Bringing art of the very highest quality to its audiences.

George Mason University
4400 University Drive
Fairfax, VA 22030
$12,309.00
Tuition Assistance

Vail Valley Foundation
90 Benchmark Road
Avon, CO 81620
501(c)(3)
$35,000.00
Enhances Vail Valley athletics, education and arts.

Nichols School
1250 Amherst St.
Buffalo, NY 14216
501(c)(3)
$174,369.52
Financial aid

HARBOURTON FOUNDATION
E.I.N. 22-2436112
Form 990 PF, F/Y/E 6/30/14

Part XV – Contributions Paid Statement 9

Bachmann-Strauss Dystonia and Parkinson Foundation, Inc.
The Fred French Building
551 Fifth Ave., Suite 520
New York, NY 10176
501(c)(3)
$5,200.00
Research for Dystonia and Parkinson's disease

Woods Hole Research Center
13 Church Street
P.O. Box 296
Woods Hole, MA 02543
501(c)(3)
$10,000.00
Non-profit research institution working with scientists and policy workers to determine effects of deforestation on environment and global warming.

McCarter Theatre
91 University Place
Princeton, NJ 08540
501(C)(3)
$2,000.00
Creating, developing and producing new work for the stage, reinvestigating classical theatrical repertoire, and bringing the best of the world's performing artists to Central NJ.

Team Newark
94 William St., 2nd fl.
Newark, NY 07102
501(c)(3)
$45,658.71
Recruiting and harnessing the enthusiasm of Newark and Essex County cyclists. Team Newark will strive to symbolize the importance of building community from the inside out from the health of the individual to the health of their community.

HARBOURTON FOUNDATION
E.I.N. 22-2436112
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Part XV – Contributions Paid | Statement 9

Springboard Innovations
10101 SW Barbur Blvd., Ste.208
Portland, OR 97219
501(c)(3)
$25,000.00
Enables average citizens to become extraordinary change agents. Provides educational programs, opportunities for community connections, and online tools that help launch social ventures.

Dartmouth College Fund
6066 Development Office
Hanover, NH 03755-3555
501(c)(3)
$5,000.00
Financial aid

Princeton Symphony Orchestra
P O Box 250
Princeton, NJ 08542
501(c)(3)
$1,500.00
To stimulate appreciation and knowledge of music, making it more accessible to a larger and more diverse community and too young audiences through outreach and education.

MASS, Inc.
3737 Atlanta Street
Dallas, TX 75215
501(c)(3)
$5,500.00
Provides community-based programs to those least likely to obtain help elsewhere.

Part XV – Contributions Paid Statement 9

The Wilderness Society
1615 M Street, NW
Washington, DC 20036
501(c)(3)
$5,000.00
Protecting America's wild lands

Club Dust
270 Hames Rd., Space 10
Corralitos, CA 95076
501(c)(3)
$26,000.00
A housing, shelter organization

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

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

Greater Donnelly Neighborhood Initiative
P O Box 83
Blawenburg, NJ 08504
501(c)(3)
$5,000.00
Program uses an innovative approach to reach kids most at risk of joining gangs.

Part XV – Contributions Paid Statement 9

Vilar Performing Arts Center
P O Box 3822
Avon, CO 81620
501(c)(3)
$2,000.00
Providing athletic, cultural, and educational programming that enhances and sustains the quality of life in the community.

World Media Foundation Inc.
20 Holland Street #408
Somerville, MA 02144
501(c)(3)
$15,000.00
A private News company

Center for Leadership Training (now known as Center for Supportive Schools
911 Commons Way
Princeton, NJ 08540
501(c)(3)
$5,000.00
We develop, disseminate, and promote peer leadership, advisory, and other evidence-based K-12 solutions that enable and inspire schools to more fully engage students in learning, better connect students to their schools, motivate and equip students to make decisions responsibly, and accelerate academic achievement.

The Citizens Campaign
450 Main Street
Metuchen, NJ 08840
501(c)(3)
$10,000.00
Finding ways to engage and empower citizens to participate and contribute without dependence on the political establishment.

Mercer St. Friends Center
151 Mercer Street
Trenton, NJ 08611
501(c)(3)
$5,000.00
Helping families and communities make the journey out of poverty.

HARBOURTON FOUNDATION
E.I.N. 22-2436112
Form 990 PF, F/Y/E 6/30/14

Part XV – Contributions Paid Statement 9

Minding Our Business, Inc.
2083 Lawrenceville Road
Lawrenceville, NJ 08648
501(c)(3)
$5,000.00
Changing the lives of low income youth and their communities through entrepreneurship.

Mini Mermaids Running Club
2841 Porter Street, Suite C
Soquel, CA 95073
501(c)(3)
$20,000.00
Providing all girls with strategies to combat feelings of insecurity and tools to build self-esteem, thus empowering them to make better choices in the future.

iEmpathize
1200 Pearl St., Suite 65
Boulder, CO 80302
501(c)(3)
$17,700.00
Working to end child exploitation

School the World
42 High Street, Suite 2
Medford, MA 02155
501(c)(3)
$150,000.00
Improving the quality of education in children

Learning Ally
20 Roszel Road
Princeton, NJ 08540
501(c)(3)
$135,000.00
Empowering parents, teachers and children who read and learn differently so that they may thrive.

HARBOURTON FOUNDATION
E.I.N. 22-2436112
Form 990 PF, F/Y/E 6/30/14

Part XV – Contributions Paid Statement 9

The Samburu Project
2510 Main St., Suite 202
Santa Monica, CA 90405
501(c)(3)
$32,000.00
Non-profit organization that provides easy access to clean, safe drinking water as a foundation to development to communities throughout the Samburu District of Kenya.

Siasconset Beach Preservation Fund
P O Box 2279
Nantucket, MA 02584
501(c)(3)
$5,000.00
Identify ways to protect and preserve Siasconset Beach and Bluff that are environmentally responsible, carried out collaboratively and help Nantucket adapt to climate change and rising sea levels that threaten its very existence.

Canica Orphanage
7 Avenida A 12-10
Zona 1 San Marcos, San Marcos
501(c)(3)
$10,000.00
Provides a home for children from extreme poverty, receiving comprehensive care.

Trenton Funders Collaborative
15 Princess Rd
Lawrenceville, NJ 08648
501(c)(3)
$25,000.00
Works to help non-profits to move their practice to the next level through funding and advice.

Friendly House Inc.
2617 NW Savier St.
Portland, OR 97210
501(c)(3)
$15,000.00
To empower Arizona Communities through education and human services

Part XV – Contributions Paid Statement 9

American Farmland Trust
1150 Connecticut Avenue
Suite 600
Washington, DC 20036
501(c)(3)
$2,500.00
Dedicated to protecting farmland, promoting sound farming practices, and keeping farmers on the land.

Eagle Valley Religious Foundation
P O Box 1828
Edwards, CO 81620
501(c)(3)
$1,400.00
Providing spiritual nurture, worship and community service to residents and visitors of the Vail Valley.

Rainforest Fund
648 Broadway, Room 1004
New York, NY 10012
501(c)(3)
$1,710.00
Protect and support indigenous and traditional populations in their efforts to conserve their environments and fulfill their rights.

National Cathedral School
3612 Woodley Rd., NW
Washington, D.C. 20016
501(c)(3)
$33,750.00
Educating a diverse group of young women of strong character, great intelligence, and skill, challenging and inspiring excellence, independence, self-discipline and creativity.

HARBOURTON FOUNDATION
E.I.N. 22-2436112
Form 990 PF, F/Y/E 6/30/14

Part XV – Contributions Paid

Statement 9

4Paws for Ability
253 Dayton Ave.
Xenia, OH 45385
501(c)(3)
$1,000.00
A non-profit agency providing service dogs for special needs individuals.

Upstream Public Health
240 N. Broadway, Suite 215
Portland, OR 97227
501(c)(3)
$5,000.00
Upstream acts as a catalyst to drive healthy changes, making Oregon a better place to live, work, study and play.

BRAVO
2271 North Frontage Road West, Unit C
Vail, CO 81657
501(c)(3)
$2,500.00
Enriching people's lives through the power of music

- 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. Harbourton Foundation	Employer identification number (EIN) or 22-2436112
	Number, street, and room or suite no. If a P.O. box, see instructions. 47 Hulfish Street, No. 305	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Princeton, NJ 08542	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (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 ▶ James S. Regan 47 Hulfish Street, Suite 305 - Princeton, NJ 08542

Telephone No. ▶ (609) 924-4001 Fax No. ▶

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

4 I request an additional 3-month extension of time until May 15, 2015 .

5 For calendar year ______ , or other tax year beginning JUL 1, 2013 , and ending JUN 30, 2014 .

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
Additional time is needed to gather the necessary information to file a complete and accurate return.

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	$ 951.
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	$ 12471.
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.

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 ▶ ASST. TREASURER Date ▶ 2/13/15