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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning 05/01 , **2014, and ending** 04/30, **2015**

Name of foundation
HARBOR LIGHTS FOUNDATION

A Employer identification number
13-3052490

Number and street (or P O box number if mail is not delivered to street address) — Room/suite
C/O ERNST & YOUNG, LLP
77 WATER STREET - 9TH FLOOR

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 ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 18,854,453.

J Accounting method: [X] Cash ☐ Accrual ☐ 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 N/A	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	782,160.			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	722.	722.		ATCH 1
	4	Dividends and interest from securities	346,999.	346,850.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,088,909.			
	b	Gross sales price for all assets on line 6a 1,683,275.				
	7	Capital gain net income (from Part IV, line 2)		1,085,755.		
	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	8,963.	5,822.		
	12	**Total.** Add lines 1 through 11	2,227,753.	1,439,149.	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) [4]	87,223.	87,223.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) [5]	14,618.			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 6	83,284.	74,032.		8,833.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	185,125.	161,255.		8,833.
	25	Contributions, gifts, grants paid	772,010.			772,010.
	26	**Total expenses and disbursements** Add lines 24 and 25	957,135.	161,255.	0	780,843.
	27	Subtract line 26 from line 12				
	a	*Excess of revenue over expenses and disbursements*	1,270,618.			
	b	**Net investment income** (if negative, enter -0-)		1,277,894.		
	c	**Adjusted net income** (if negative, enter -0-)			0	

ENVELOPE POSTMARK DATE MAR 15 2016

SCANNED MAR 23 2016

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	1,740.		
	2	Savings and temporary cash investments	118,580.	578,225.	578,225.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 7	6,745,742.	6,598,775.	8,376,309.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 8)	7,387,085.	7,779,862.	9,899,919.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	14,253,147.	14,956,862.	18,854,453.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☒ check here and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	14,253,147.	14,956,862.	
	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)	14,253,147.	14,956,862.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	14,253,147.	14,956,862.	

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	14,253,147.
2	Enter amount from Part I, line 27a	2	1,270,618.
3	Other increases not included in line 2 (itemize) ▶ ATCH 9	3	3,259.
4	Add lines 1, 2, and 3	4	15,527,024.
5	Decreases not included in line 2 (itemize) ▶ ATCH 10	5	570,162.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,956,862.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	1,085,755.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	776,201.	17,063,193.	0.045490
2012	679,928.	15,110,735.	0.044996
2011	596,835.	14,377,610.	0.041511
2010	705,669.	13,820,312.	0.051060
2009	599,755.	12,563,578.	0.047738

2	**Total** of line 1, column (d)	2	0.230795
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.046159
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	18,372,785.
5	Multiply line 4 by line 3	5	848,069.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	12,779.
7	Add lines 5 and 6	7	860,848.
8	Enter qualifying distributions from Part XII, line 4	8	780,843.

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	25,558.
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	25,558.
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	25,558.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 . . . . 6a		
b	Exempt foreign organizations - tax withheld at source 6b		
c	Tax paid with application for extension of time to file (Form 8868) . . . . 6c 35,000.		
d	Backup withholding erroneously withheld 6d		
7	Total credits and payments Add lines 6a through 6d	7	35,000.
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	9,442.
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ 9,442. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0 (2) On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (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 ▶ ERNST & YOUNG US LLP Telephone no ▶ 212-440-0800

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

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

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

			Yes	No
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		N/A
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		1c		N/A
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)		2b		N/A
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 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 2014)*		3b		N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions). . . . ☐ Yes ☒ No

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . **6b** X (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? . . . **7b** N/A

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

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

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

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

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

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

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	5,309,944.
b	Average of monthly cash balances	1b	807,721.
c	Fair market value of all other assets (see instructions)	1c	12,534,909.
d	**Total** (add lines 1a, b, and c)	1d	18,652,574.
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	18,652,574.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	279,789.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,372,785.
6	**Minimum investment return.** Enter 5% of line 5	6	918,639.

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	918,639.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	25,558.		
b	Income tax for 2014 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	25,558.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	893,081.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	893,081.
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	893,081.

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	780,843.
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	780,843.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	780,843.

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 2013	(c) 2013	(d) 2014
1	Distributable amount for 2014 from Part XI, line 7				893,081.
2	Undistributed income, if any, as of the end of 2014				
a	Enter amount for 2013 only			752,660.	
b	Total for prior years 20____,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2014				
a	From 2009 — NONE				
b	From 2010				
c	From 2011				
d	From 2012				
e	From 2013				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 780,843.				
a	Applied to 2013, but not more than line 2a			752,660.	
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 2014 distributable amount				28,183.
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f	Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				864,898.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8	Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9				
a	Excess from 2010 — NONE				
b	Excess from 2011				
c	Excess from 2012				
d	Excess from 2013				
e	Excess from 2014				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

ATTACHMENT 12

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

NONE

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

Check here ▶ [X] 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 LIST ATTACHED				772,010.
Total . . . . ▶ **3a**				772,010.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	722.	
4 Dividends and interest from securities	523000	150.	14	346,999.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	523000	3,154.	18	1,085,755.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b ATCH 13		3,140.		5,814.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		6,444.		1,439,290.	

13 Total Add line 12, columns (b), (d), and (e) . . . 13 1,445,734.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

J. Frederick Weinz Jr. | 3/15/16 | TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOHN D. COOK		3/14/16		P01450182

Firm's name ▶ ERNST & YOUNG US LLP — Firm's EIN ▶ 34-6565596

Firm's address ▶ 77 WATER STREET, 9TH FLOOR NEW YORK, NY 10005 — Phone no 212-440-0800

Form **990-PF** (2014)

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

2014

Name of the organization
HARBOR LIGHTS FOUNDATION

Employer identification number
13-3052490

Organization type (check one)

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

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling $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 HARBOR LIGHTS FOUNDATION

Employer identification number 13-3052490

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	J. FRED WEINTZ, JR. C/O ERNST & YOUNG, LLP 77 WATER ST 9TH FL NEW YORK, NY 10005	$ 782,160.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization HARBOR LIGHTS FOUNDATION

Employer identification number 13-3052490

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	4,000 SHS GOLDMAN SACHS GROUP INC.	$ 782,160.	12/30/2014
		$	
		$	
		$	
		$	
		$	

Name of organization HARBOR LIGHTS FOUNDATION

Employer identification number 13-3052490

Part III ***Exclusively*** **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** Complete columns **(a)** through **(e)** and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $ ____________
Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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)	
		GS XXX-985621 SEE ATTACHED STATEMENT					VARIOUS	VARIOUS
999,444.		475,412.					524,032.	
		GS XXX-985621 CAPITAL GAIN DISTRIBUTION					VARIOUS	VARIOUS
55,530.							55,530.	
		STATE STREET BANK SEE ATTACHED STATEMENT					VARIOUS	VARIOUS
220,590.		112,130.					108,460.	
		CHARLES SCHWAB #5723 CAPITAL GAIN DISTRI					VARIOUS	VARIOUS
15,299.							15,299.	
		GS XXX-985621 PIMCO CAPITAL GAIN					VARIOUS	VARIOUS
22,631.							22,631.	
		STATE STREET BANK - SEE ATTACHED STATEME					VARIOUS	VARIOUS
11,219.		6,800.					4,419.	
		STCG(L) THRU K-1'S					VARIOUS	VARIOUS
16,753.							16,753.	
		LTCG(L) THRU K-1'S					VARIOUS	VARIOUS
338,076.							338,076.	
		SEC 1231 15% G(L) THRU K-1'S					VARIOUS	VARIIOUS
554.							554.	
		SEC 1231 25% G(L) THRU K-1'S					VARIOUS	VARIOUS
1.							1.	
TOTAL GAIN(LOSS)							1,085,755.	

HARBOR LIGHTS FOUNDATION 13-3052490

SUPPLEMENTARY STATEMENT

PART: XV LINE: 2 SUPPLEMENTAL INFORMATION

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

HARBOR LIGHTS FOUNDATION 13-3052490

ATTACHMENT 1

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST ON BDA		722.	722.	
	TOTAL	722.	722.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST THRU K-1'S	2,855.	2,855.	
INTERST THRU K-1'S - UBTI	139.		
DIVIDENDS THRU K-1'S	199,054.	199,054.	
DIVIDENDS THRU K-1'S - UBTI	10.		
DIVIDENDS THRU GOLDMAN SACHS & CO BKGE	54,734.	54,734.	
DIVIDENDS THRU STATE STREET BANK	14,396.	14,396.	
DIVIDENDS THRU CHARLES SCHWAB	15,412.	15,412.	
PIMCO DIVIDENDS	60,399.	60,399.	
TOTAL	346,999.	346,850.	

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ORDINARY INCOME THRU K-1	1,140.	1,140.	
ORDINARY INCOME THRU K-1 - UBTI	2,665.		
SEC. 951 INCOME THRU K-1	134.	134.	
SEC. 951 INCOME THRU K-1 - UBTI	-1.		
SEC. 988 INCOME THRU K-1	-1,534.	-1,534.	
SEC. 988 INCOME THRU K-1 - UBTI	6.		
SEC. 987 INCOME THRU K-1	-52.	-52.	
SEC. 1296 INCOME THRU K-1	3,258.	3,258.	
SEC. 751 INCOME THRU K-1 - UBTI	17.		
RRE THRU K-1	7.	7.	
RRE THRU K-1 - UBTI	-1.		
OTHER RRE THRU K-1 - UBTI	-50.		
ROYALTIES THRU K-1	257.	257.	
ROYALTIES THRU K-1 - UBTI	51.		
CANCELLATION OF DEBT THRU K-1	454.	454.	
CANCELLATION OF DEBT THRU K-1 - UBTI	287.		
LITIGATION SETTLEMENT INCOME	46.	46.	
OTHER INCOME THRU K-1	2,112.	2,112.	
OTHER INCOME THRU K-1 - UBTI	167.		
TOTALS	8,963.	5,822.	

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ADVISORY FEE	72,502.	72,502.		
MANAGEMENT FEE	14,721.	14,721.		
TOTALS	87,223.	87,223.		

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FEDERAL TAX PAID: -BAL DUE 990-PF 4/30/14	2,618.			
FEDERAL TAX PAID: -BAL DUE W/EXT 990-PF 4/30/15	12,000.			
TOTALS	14,618.			

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PORTFOLIO DED THRU K-1	58,378.	58,378.		
PORTFOLIO DED THRU K-1 - UBTI	39.			
FOREIGN TAXES THRU K-1	12,906.	12,906.		
FOREIGN TAXES THRU K-1 - UBTI	3.			
INTEREST EXPENSE THRU K-1	156.	156.		
INTEREST EXPENSE THRU K-1-UBTI	24.			
NON-DEDUCTIBLE EXP THRU K-1	100.			
RENT	8,833.			8,833.
SEC. 179 DED THRU K-1	7.	7.		
ROYALTY DED'N THRU K-1	12.	12.		
ROYALTY DED'N THRU K-1 - UBTI	27.			
SEC. 59(E)(2) EXP THRU K-1	1,979.	1,979.		
SEC. 59(E)(2) EXP THRU K1-UBTI	159.			
OTHER DEDUCTION THRU K-1	594.	594.		
OTHER DEDUCTION THRU K-1 -UBTI	67.			
TOTALS	83,284.	74,032.		8,833.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GS #001-98562-1	2,110,629.	1,861,016.	3,524,153.
STATE STREET BANK	685,685.	757,621.	1,271,791.
CHARLES SCHWAB #5723	923,225.	953,935.	682,541.
PIMCO TOTAL RETURN INSTL FUND	3,026,203.	3,026,203.	2,897,824.
TOTALS	6,745,742.	6,598,775.	8,376,309.

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FRONTIER SMALL CAP LP	791,439.	904,118.	1,152,963.
POWERSHARES DB COMMODITY FUND	166,956.	120,072.	118,885.
GENESIS EMERGING MARKETS, LP	1,503,078.	1,620,946.	1,723,381.
BRIDGE STREET R.E. FD 1998,L.P	1,586.	1,518.	717.
BRIDGE STREET R.E. FD 1999,L.P	310.	227.	602.
SILCHESTER INT'L INV	2,032,331.	2,234,496.	2,817,505.
SSF 2000, L.P.(FULLY DISPOSED)	1,039.		
SSREF 2000, L.P.	15,160.	15,050.	1,535.
SS PEP TECHNOLOGY FD 2000, L.P	18,103.	10,629.	9,309.
COMMONFUND CAPITAL PTRS III	285,124.	222,098.	382,336.
COMMONFUND CAPITAL PTRS IV	299,690.	253,963.	445,723.
COMMONFUND CAPITAL PTRS V	91,733.	188,743.	228,297.
NYES LEDGE CAP OFFSHORE FD C1B	1,586,099.	1,586,099.	2,212,103.
NYES LEDGE CAP OFFSHORE FD C1A	300,000.	300,000.	380,829.
THE OVERLOOK PARTNERS FUND, LP	294,437.	321,903.	425,734.
TOTALS	7,387,085.	7,779,862.	9,899,919.

ATTACHMENT 9

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

DESCRIPTION	AMOUNT
ADJUSTMENT OF PRIOR YEAR STOCK COST BASIS	3,259.
TOTAL	3,259.

ATTACHMENT 10

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

DESCRIPTION	AMOUNT
EXCESS OF FMV OVER DONOR'S COST BASIS OF SECURITIES GIFTED TO THE FOUNDATION	570,160.
ROUNDING	2.
TOTAL	570,162.

HARBOR LIGHTS FOUNDATION 13-3052490

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

ATTACHMENT 11

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

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

ATTACHMENT 11 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
KARL FREDERICK WEINTZ C/O ERNST & YOUNG US LLP 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

J. FRED WEINTZ, JR.; C/O ERNST & YOUNG US LLP
77 WATER STREET, 9TH FLOOR, NEW YORK, NY 10005

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

ATTACHMENT 13

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
THRU K-1'S:					
-ORD INC	523000	2,665.	01	1,140.	
-RAYALTY	523000	51.	01	257.	
-RRE	524113	-1.	01	7.	
-OTHER RRE	524113	-50.			
-SECTION 951	523000	-1.	01	134.	
-SECTION 988	523000	5.	01	-1,542.	
-SECTION 987			01	-52.	
-SECTION 1296			01	3,258.	
-SECTION 751	523000	17.			
-CANCELLATION OF DEBT	523000	287.	01	454.	
-LITIGATION SETTLEMENT INCOME			01	46.	
-OTHER INCOME	523000	167.	01	2,112.	
TOTALS		3,140.		5,814.	

HARBOR LIGHTS FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 4/30/2015
EIN: 13-3042490

DATE	CONTRIBUTION	CITY, STATE	AMOUNT
2-May-14	CAPE ELEUTHERA FOUNDATION	PRINCETON, NJ	$2,000.00
2-May-14	SAN LOUIS OBISPO INTERNATIONAL	SN LUIS OBISP, CA	$1,000 00
5-May-14	MOUNTAIN RESCUE ASPEN INC	ASPEN, CO	$500.00
5-May-14	MONARCH HISTORICAL SOCIETY	MONARCH, MT	$250.00
6-May-14	CT PUBLIC BROADCASTING INC	HARTFORD, CT	$500.00
8-May-14	WQXR RADIO	NEW YORK, NY	$3,000 00
12-May-14	ISLESBORO ISLAND TRUST	ISLESBORO, ME	$1,000.00
12-May-14	ISLESBORO ISLAND TRUST	ISLESBORO, ME	$500.00
12-May-14	ISLESBORO ISLAND TRUST	ISLESBORO, ME	$2,500.00
16-May-14	WOODSIDE PORTOLA VALLEY FIRE FOUNDATION	WOODSIDE, CA	$250 00
16-May-14	LELAND STANFORD JUNIOR UNIVERSITY	STANFORD, CA	$5,000.00
16-May-14	LELAND STANFORD JUNIOR UNIVERSITY	STANFORD, CA	$2,500.00
23-May-14	GREENWICH PUBLIC SCHOOLS	GREENWICH, CT	$1,500 00
16-Jun-14	CHARLES ARMSTRONG SCHOOL	BELMONT, CA	$1,000.00
26-Jun-14	FALMOUTH EDUCATION FOUDATION	FALMOUTH, ME	$1,500.00
12-Jan-15	AMERICARES FOUNDATION	STAMFORD, CT	$10,000.00
20-Apr-15	AMERICARES FOUNDATION	STAMFORD, CT	$25,000.00
20-Apr-15	BRUNSWICK SCHOOL	GREENWICH, CT	$25,000 00
20-Apr-15	CHRIST CHURCH	GREENWICH, CT	$30,000.00
20-Apr-15	COLORADO COLLEGE	COLORADO SPRINGS, CO	$5,000.00
20-Apr-15	FEDERATION OF PROTESTANT WELFARE AGENCIES, INC	NEW YORK, NY	$15,000.00
20-Apr-15	GREENWICH COMMUNITY PROJECTS FUND, INC	GREENWICH, CT	$10,000.00
20-Apr-15	GREENWICH HOSPITAL FOUNDATION	GREENWICH, CT	$10,000.00
20-Apr-15	HALO TRUST (USA) INC	WASHINGTON, DC	$5,000.00
20-Apr-15	HARVARD BUSINESS SCHOOL	BOSTON, MA	$150,000 00
20-Apr-15	HARVARD SCHOOL OF PUBLIC HEALTH	CAMBRIDGE, MA	$100,000.00
20-Apr-15	HOSPITAL FOR SPECIAL SURGERY	NEW YORK, NY	$5,000 00
20-Apr-15	LELAND STANFORD JUNIOR UNIVERSITY	STANFORD, CA	$150,000 00
20-Apr-15	NORWICH UNIVERSITY	NORTHFIELT, VT	$100,000.00
20-Apr-15	PACE UNIVERSITY	NEW YORK, NY	$5,000.00
20-Apr-15	SIERRA CLUB FOUNDATION	SAN FRANCISCO, CA	$10,000 00
20-Apr-15	TIDES FOUNDATION	SAN FRANCISCO, CA	$5,000 00
20-Apr-15	UNIVERSITY OF DENVER	DENVER, CO	$20,000 00
21-Apr-15	ATHENA ACADEMY	PALO ALTO, CA	$2,000.00
21-Apr-15	SEQUOIA HOSPITAL FUNDATION	REDWOOD CITY, CA	$1,000 00
21-Apr-15	THE PRESERVATION SOCIETY OF NEWPORT RI	NEW PORT, RI	$1,500.00
21-Apr-15	THE NORTON MUSEUM OF ART	WEST PALM BEACH, FL	$500.00
22-Apr-15	THE TAFT SCHOOL	WATERTOWN, CT	$1,000.00
22-Apr-15	LELAND STANFORD JUNIOR UNIVERSITY	STANFORD, CA	$3,000.00
22-Apr-15	STANFORD MEDICAL FUND	STANFORD, CA	$1,000 00
22-Apr-15	THE POTTER LEAGUE FOR ANIMALS	NEWPORT, RI	$3,000.00
22-Apr-15	LELAND STANFORD JUNIOR UNIVERSITY	STANFORD, CA	$4,000.00
22-Apr-15	MILLS COLLEGE	OAKLAND, CA	$1,000.00
22-Apr-15	TRINITY CHURCH RC	NEWPORT, RI	$1,000.00
23-Apr-15	LELAND STANFORD JUNIOR UNIVERSITY	STANFORD, CA	$5,000.00
23-Apr-15	LELAND STANFORD JUNIOR UNIVERSITY	STANFORD, CA	$2,000 00
23-Apr-15	PENINSULA COLLEGE FUND	REDWOOD CITY, CA	$500.00
23-Apr-15	BRUNSWICK SCHOOL	GREENWICH, CT	$1,000.00
23-Apr-15	INTERNATIONAL YACHT RESTORATION SCHOOL	NEWPORT, RI	$1,500.00
24-Apr-15	THE FLAGLER MUSEUM	PALM BEACH, FL	$500.00
24-Apr-15	HEARING HEALTH FOUNDATION	NEW YORK, NY	$500 00
27-Apr-15	CAPE ELEUTHERA FOUNDATION	PRINCETON, NJ	$4,000.00
27-Apr-15	UC SAN DIEGO FOUNDATION	SAN DIEGO, CA	$4,000.00

HARBOR LIGHTS FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 4/30/2015
EIN: 13-3042490

DATE	CONTRIBUTION	CITY, STATE	AMOUNT
27-Apr-15	AMERICARES FOUNDATION	STAMFORD, CT	$4,000 00
27-Apr-15	GREENWICH ACADEMY INC	GREENWICH, CT	$1,000.00
27-Apr-15	HARVARD BUSINESS SCHOOL	BOSTON, MA	$2,000.00
27-Apr-15	THE TAFT SCHOOL	WATERTOWN, CT	$1,000.00
27-Apr-15	PERROT MEMORIAL LIBRARY	OLD GREENWICH, CT	$500 00
28-Apr-15	ISLESBORO AMBULANCE ASSOCIATION	ISLESBORO, ME	$2,500.00
28-Apr-15	ISLESBORO AMBULANCE ASSOCIATION	ISLESBORO, ME	$500.00
28-Apr-15	EDUCATIIONAL BROADCASTING CORP	NEW YORK, NY	$1,500.00
28-Apr-15	GREENWICH EMERGENCY MEDICAL SERVICE INC	GREENWICH, CT	$500.00
29-Apr-15	SEQUOIA HOSPITAL FUNDATION	REDWOOD CITY, CA	$2,000.00
29-Apr-15	GREENWICH POINT CONSERVANCY	STAMFORD, CT	$1,000.00
29-Apr-15	CT PUBLIC BROADCASTING INC	HARTFORD, CT	$500.00
29-Apr-15	GREENWICH ROUND TABLE	GREENWICH, CT	$500.00
30-Apr-15	ISLESBORO ISLAND TRUST	ISLESBORO, ME	$2,500.00
30-Apr-15	ASSOCIATION OF JUNIOR LEAGUES INTERNATIONAL	NEW YORK, NY	$1,500.00
30-Apr-15	MENLO PARK ATHERTON EDUCATION FOUNDATION	ATHERTON, CA	$3,000.00
30-Apr-15	HALO TRUST (USA) INC.	WASHINGTON, DC	$1,000 00
30-Apr-15	BRUNSWICK SCHOOL	GREENWICH, CT	$1,000.00
30-Apr-15	ISLESBORO AMBULANCE ASSOCIATION	ISLESBORO, ME	$500.00
30-Apr-15	ASPEN INSTITUTE	WASHINGTON, DC	$2,500.00
30-Apr-15	MENLO PARK ATHERTON EDUCATION FOUNDATION	ATHERTON, CA	$1,000 00
30-Apr-15	MOUNTAIN RESCUE ASPEN INC	ASPEN, CO	$500.00
			$ 772,000.00
	PAID THRU LIMITED PARTNERSHIPS		
	COMMONFUND CAPITAL PARTNERS III, LP		2.00
	COMMONFUND CAPITAL PARTNERS IV, LP		6 00
	COMMONFUND CAPITAL PARTNERS V, LP		2.00
		TOTAL CONTRIBUTIONS PAID (Column A)*	**772,010.00**
	LESS: ATTRIBUTABLE TO UBTI THRU LIMITED PARTNERSHIPS		
		TOTAL CONTRIBUTIONS PAID (Column D)*	**$772,010.00**

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

HARBOR LIGHTS FOUNDATION
From 01-May-2014 To 30-Apr-2015

Base Currency USD

Realized Gains/Losses

Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
ISHARES RUSSELL 1000 ETF	19-Dec-08	17-Sep-14	1,700	$186,918 15	$82,789 45	$104,128 70	Long-Term
ISHARES RUSSELL 1000 ETF	12-Sep-12	17-Sep-14	4,665	$512,925 40	$379,451 11	$133,474 29	Long-Term
ORACLE CORPORATION CMN	Various	17-Sep-14	1,468	$58,982 91	$2,807 75	$56,175 16	Long-Term
ORACLE CORPORATION CMN	2-Jan-96	17-Sep-14	2,255	$90,603 85	$4,312 99	$86,290 86	Long-Term
QUALCOMM INC CMN	Various	17-Sep-14	2,017	$150,014.03	$6,051.00	$143,963 03	Long-Term
TOTAL				$999,444 34	$475,412 30	$524,032 04	

HARBOR LIGHTS FOUNDATION
REALIZED GAINS AND LOSSES
FYE 4/30/2015

STATE STREET BANK

DATE ACQ	DATE SOLD	QTY	SECURITY	SALES PROCEEDS	COST OR OTHER BASIS	GAIN/LOSS	ST/LT
VARIOUS	5/5/2014	150	NOBLE ENERGY	10,634 13	7,036.30	3,597.83	Long-Term
VARIOUS	5/6/2014	75	PRAXAIR INC	9,820.05	7,154.24	2,665.81	Long-Term
VARIOUS	5/14/2014	100	DISH NETWORK CORP - CL A	6,032 19	4,474 41	1,557.78	Long-Term
VARIOUS	5/19/2014	100	THERMO FISHER SCIENTIFIC	11,886.59	5,549.20	6,337 39	Long-Term
VARIOUS	5/21/2014	200	FIDELITY NATL INFORMATION SVCS INC	10,649.60	3,705 62	6,943.98	Long-Term
VARIOUS	6/17/2014	100	DISH NETWORK CORP - CL A	5,940.72	3,741.42	2,199 30	Long-Term
VARIOUS	6/24/2014	250	LOEWS CORP	10,971.10	9,742 95	1,228 15	Long-Term
VARIOUS	7/2/2014	200	CONSTELLATION BRANDS INC - A	18,075.76	8,656 02	9,419.74	Long-Term
VARIOUS	7/16/2014	300	MORGAN STANLEY	9,684.89	5,100.64	4,584.25	Long-Term
VARIOUS	11/5/2014	50	BERKSHIRE HATHAWAY INC.	7,128.32	4,250.43	2,877.89	Long-Term
VARIOUS	11/5/2014	200	WAL-MART STORES INC.	15,567 43	10,036 26	5,531.17	Long-Term
VARIOUS	11/13/2014	100	WAL-MART STORES INC	8,215 25	5,018.13	3,197.12	Long-Term
VARIOUS	11/17/2014	50	BERKSHIRE HATHAWAY INC.	7,265 63	4,250 43	3,015.20	Long-Term
VARIOUS	11/20/2014	200	COMCAST CORP - A SPL	10,826 12	3,411.30	7,414.82	Long-Term
VARIOUS	11/21/2014	50	BERKSHIRE HATHAWAY INC.	7,331 74	4,250.43	3,081 31	Long-Term
VARIOUS	12/26/2014	50	COMCAST CORP - A SPL	2,885.02	751.25	2,133 77	Long-Term
VARIOUS	1/16/2015	200	COMCAST CORP - A SPL	11,226.53	2,958.65	8,267.88	Long-Term
VARIOUS	2/9/2015	250	COMCAST CORP - A SPL	14,157.13	3,677.32	10,479 81	Long-Term
VARIOUS	4/13/2015	200	WAL-MART STORES INC.	16,151.94	9,178 37	6,973.57	Long-Term
VARIOUS	4/15/2015	700	MORGAN STANLEY	26,140.32	9,186.85	16,953.47	Long-Term
			TOTAL LONG-TERM CAPITAL GAINS	220,590.46	112,130.22	108,460.24	
9/18/2014	11/24/2014	100	ALIBABA GROUP HOLDING - SP ADR	11,219.22	6,800.00	4,419 22	Short-Term
			TOTAL SHORT-TERM CAPITAL GAINS	11,219.22	6,800.00	4,419.22	
			GRAND TOTAL CAPITAL GAINS	231,809.68	118,930.22	112,879.46	

Goldman Sachs

Statement Detail

HARBOR LIGHTS FOUNDATION

Holdings

Period Ended April 30, 2015

CASH, DEPOSITS & MONEY MARKET FUNDS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
US STOCKS								
GOLDMAN SACHS GROUP, INC (THE) CMN (GS)	4,000 00	196 4200	785,680 00	53 0000	212,000 00	573,680 00	1 3237	10,400 00
ORACLE CORPORATION CMN (ORCL)	5,277 00	43 6200	230,182 74	3 1578	16,663 49	213,519 25	1 3755	3,166 20
QUALCOMM INC CMN (QCOM)	2,583 00	68 0000	175,644 00		**7,749.00**		2 8235	4,959 36
TOTAL US STOCKS			1,191,506 74		**236,412.49**	787,199 25	1 5548	18,525 56
RUSSELL 1000 INDEX FUND (ISHARES)								
ISHARES RUSSELL 1000 ETF (IWB)	19,973 00	116 7900	2,332,646 67	81 3400	1,624,603 86	708,042 81	1 7154	40,013 99
TOTAL US EQUITY			**3,524,153.41**		1,861,016 35	**1,495,242.06**	**1.6611**	**58,539.55**

STATE STREET.

Account Holdings
As of April 30, 2015

HARBOR LIGHTS FOUNDATION

Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
	CONSUMER NON-DURABLES							
	FOODS							
	Custody Holdings							
950.000	MONDELEZ INTERNATIONAL-W/I	609207105	$20,324.87	38.370	$36,451 50	2 79%	$570.00	1 56%
	BEVERAGES							
	Custody Holdings							
1,000.000	COCA COLA CO	191216100	$24,101.61	40 560	$40 560.00	3 10%	$1,320.00	3 25%
200 000	CONSTELLATION BRANDS INC-A	21036P108	8,656.02	115.940	23,188 00	1.77	62 00	0 27
400.000	PEPSICO INC	713448108	26,065.22	95 120	38,048.00	2 91	1,048 00	2.75
	TOBACCO							
	Custody Holdings							
250 000	LOEWS CORP	540424108	$8,414.64	41 640	$10,410 00	0 80%	$62 50	0 60%
	HEALTH CARE							
	Custody Holdings							
600 000	UNITEDHEALTH GROUP INC	91324P102	$21,409 06	111 400	$66,840.00	5.11%	$900.00	1 35%
	TOTAL CONSUMER NON-DURABLES		$108,971.22		$215,497.50	16.48%	$3,962.50	
	CONSUMER SERVICES							
	BROADCASTING & CABLE							
	Custody Holdings							
400 000	DISCOVERY COMMUNICATNS-C	25470F302	$13 281 56	30.230	$12,092 00	0.92%		
550.000	DISH NETWORK CORP-A	25470M109	29,584.90	67.660	37,213.00	2.84		

Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
	EQUITIES (Continued)							
	CONSUMER SERVICES (Continued)							
	ENTERTAINMENT & LEISURE TIME							
	Custody Holdings							
28.000	ASCENT CAPITAL GROUP INC-A	043632108	$647 99	40 040	$1,121.12	0 09%		
	TOTAL CONSUMER SERVICES		$43,514.45		$50,426.12	3.85%	$0.00	
	BUSINESS PRODUCTS & SERVICES							
	COMPUTER SERVICES							
	Custody Holdings							
110 000	AMAZON.COM INC	023135106	$32,609.64	421 780	$46 395 80	3 55%		
40.000	GOOGLE INC-A	38259P508	10,795 62	548 770	21,950.80	1.68		
65 000	GOOGLE INC-CL C	38259P706	24,146 94	537 340	34,927 10	2 67		
1,600 000	MICROSOFT CORP	594918104	44,779 54	48.640	77,824.00	5.95	1,984.00	2.55
2,200.000	ORACLE CORP	68389X105	66 792 59	43 620	95,964.00	7 34	1 320 00	1 38
	OTHER BUSINESS PRODS & SVCS							
	Custody Holdings							
150.000	3M CO	88579Y101	$11,425 75	156 390	$23,458.50	1 79%	$615 00	2 62%
	TOTAL BUSINESS PRODUCTS & SERVICES		$190,550.08		$300,520.20	22.98%	$3,919.00	
	CAPITAL GOODS							
	MACHINERY							
	Custody Holdings							
200 000	THERMO FISHER SCIENTIFIC INC	883556102	$8,026 04	125.680	$25.136 00	1.92%	$120.00	0.48%
	TOTAL CAPITAL GOODS		$8,026.04		$25,136.00	1.92%	$120.00	
	INDUSTRIAL ELECTRONICS							
	ELECTRONICS-INSTRUMENTATION							
	Custody Holdings							
400.000	ALTERA CORP	021441100	$7 675 18	41 680	$16,672 00	1 27%	$288.00	1.73%
	TOTAL INDUSTRIAL ELECTRONICS		$7,675.18		$16,672.00	1.27%	$288.00	

STATE STREET.

Account Holdings
As of April 30, 2015

HARBOR LIGHTS FOUNDATION

Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
	EQUITIES (Continued)							
	ENERGY							
	OTHER ENERGY							
	Custody Holdings							
100.000	ANADARKO PETROLEUM CORP	032511107	$7,869 74	94.100	$9,410.00	0 72%	$108.00	1 15%
850.000	NOBLE ENERGY INC	655044105	38,445.78	50.720	43,112.00	3.30	612.00	1.42
	TOTAL ENERGY		$46,315.52		$52,522.00	4.02%	$720.00	
	BASIC INDUSTRIES							
	CHEMICALS -MAJOR							
	Custody Holdings							
225.000	PRAXAIR INC	74005P104	$10,689.79	121 930	$27,434 25	2 10%	$643 50	2 35%
	CHEMICALS-SPECIALTY							
	Custody Holdings							
450 000	ECOLAB INC	278865100	$17,992 29	111 980	$50 391.00	3 85%	$594 00	1.18%
	TOTAL BASIC INDUSTRIES		$28,682.08		$77,825.25	5.95%	$1,237.50	
	FINANCIAL							
	BANKS							
	Custody Holdings							
1 200.000	CITIGROUP INC	172967424	$56 983 27	53.320	$63.984 00	4 89%	$240.00	0.38%
	INSURANCE							
	Custody Holdings							
500.000	WR BERKLEY CORP	084423102	$12,422.50	48,990	$24,495 00	1.87%	$220 00	0 90%
	OTHER FINANCIAL							
	Custody Holdings							
500.000	BERKSHIRE HATHAWAY INC	084670702	$40 022.31	141.210	$70,605.00	5 40%		
132.000	GOLDMAN SACHS GROUP INC	38141G104	14,185.60	196 420	25,927.44	1 98	343.20	1.32
450.000	JP MORGAN CHASE & CO	46625H100	26,067 98	63 260	28.467.00	2.18	720 00	2 53
400.000	MORGAN STANLEY	617446448	5,214.00	37.310	14,924 00	1 14	240 00	1.61
	TOTAL FINANCIAL		$154,895.66		$228,402.44	17.46%	$1,763.20	

STATE STREET.

Account Holdings
As of April 30, 2015

HARBOR LIGHTS FOUNDATION

Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
EQUITIES (Continued)								
	OTHER ASSETS							
	OTHER ASSETS							
	Custody Holdings							
1,600 000	TWENTY-FIRST CENTURY FOX INC	90130A200	$52,246.79	33.350	$53,360 00	4.08%	$480.00	0 90%
	TOTAL OTHER ASSETS		$52,246.79		$53,360.00	4.08%	$480.00	
TOTAL EQUITIES			$640,877.02		$1,020,361.51	78.01%	$12,490.20	
FOREIGN ASSETS								
	EQUITIES							
	Custody Holdings							
700 000	AON PLC	G0408V102	$34,333 25	96 230	$67,361.00	5 15%	$840 00	1 25%
363.000	LIBERTY GLOBAL PLC-A	G5480U104	3,297.20	52 140	18,926.82	1.45		
1,499 000	LIBERTY GLOBAL PLC-SERIES C	G5480U120	16,076.85	50 450	75 624.55	5 78		
300 000	ALIBABA GROUP HOLDING-SP ADR	01609W102	23,163 29	81.290	24,387.00	1.86		
350 000	NESTLE SA SPONSORED ADR	641069406	16,885 90	77 620	27,167 00	2.08	680 75	2.51
175 000	VALEANT PHARMACEUTICALS INTL	91911K102	22,986.75	216.930	37,962 75	2 90		
	TOTAL EQUITIES		$116,743.04		$251,429.12	19.22%	$1,520.75	
TOTAL FOREIGN ASSETS			$116,743.04		$251,429.12	19.22%	$1,520.75	
TOTAL ACCOUNT HOLDINGS			757,620 65		$1,271,790.62			

Schwab One® Trust Account of
J FRED WEINTZ JR TTEE
HARBOR LIGHTS FOUNDATION
U/A DTD 12/10/1980

Statement Period
APRIL 30, 2015

Investment Detail - Mutual Funds

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
VANGUARD ENERGY FUND (M),♀ INVESTOR SHRS SYMBOL: VGENX	6,905.7620	52.8000	364,624.23	53%	62.70	432,977.25	(68,353.02)

Schwab One® Trust Account of
J FRED WEINTZ JR TTEE
HARBOR LIGHTS FOUNDATION
U/A DTD 12/10/1980

Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
VANGUARD PRECIOUS METALS (M),♀ & MINING FD INV SYMBOL: VGPMX	36,626.3740	8.6800	317,916.93	47%	14.22	520,957.88	(203,040.95)
Total Equity Funds	**43,532.1360**		**682,541.16**	**100%**		**953,935.13**	**(271,393.97)**
Total Mutual Funds	**43,532.1360**		**682,541.16**	**100%**		**953,935.13**	**(271,393.97)**