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

2008

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

For calendar year 2008, or tax year beginning SEP 1, 2008, and ending AUG 31, 2009

G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions

Name of foundation
THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
888 W. SIXTH STREET 1150

City or town, state, and ZIP code
LOS ANGELES, CA 90017

A Employer identification number
95-1644020

B Telephone number
(213) 623-9151

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 ☐

H Check type of organization ☒ 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)
\$ 41,380,261. (Part I, column (d) must be on cash basis.)

J Accounting method ☐ Cash ☐ Accrual
☒ Other (specify) **MODIFIED CASH**

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	5,845.	5,845.	5,845.	STATEMENT 2
4	Dividends and interest from securities	1,146,931.	1,146,931.	1,146,931.	STATEMENT 3
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-7,845,374.			STATEMENT 1
b	Gross sales price for all assets on line 6a	12,066,457.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain			N/A	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	11,226.	11,226.	11,226.	STATEMENT 4
12	Total. Add lines 1 through 11	-6,361,369.	1,164,002.	1,164,002.	
13	Compensation of officers, directors, trustees, etc	91,310.	30,000.	30,000.	61,310.
14	Other employee salaries and wages	219,167.	65,750.	65,750.	153,417.
15	Pension plans, employee benefits	70,515.	24,328.	24,328.	46,187.
16a	Legal fees STMT 5	17,126.	6,850.	6,850.	10,276.
b	Accounting fees STMT 6	27,000.	10,800.	10,800.	16,200.
c	Other professional fees STMT 7	131,819.	131,819.	131,819.	0.
17	Interest				
18	Taxes STMT 8	14,684.	6,316.	6,316.	164.
19	Depreciation and depletion	2,931.	2,931.	2,931.	
20	Occupancy	56,061.	22,424.	22,424.	33,637.
21	Travel, conferences, and meetings	8,174.	3,270.	3,270.	4,904.
22	Printing and publications				
23	Other expenses STMT 9	85,121.	39,094.	39,094.	46,027.
24	Total operating and administrative expenses. Add lines 13 through 23	723,908.	343,582.	343,582.	372,122.
25	Contributions, gifts, grants paid	2,328,417.			2,328,417.
26	Total expenses and disbursements. Add lines 24 and 25	3,052,325.	343,582.	343,582.	2,700,539.
27	Subtract line 26 from line 12	-9,413,694.			
a	Excess of revenue over expenses and disbursements		820,420.	820,420.	
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)				

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**THE JOHN RANDOLPH HAYNES
AND DORA HAYNES FOUNDATION**

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	200.	200.	200.
	2 Savings and temporary cash investments	105,003.	660,869.	660,869.
	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	3,588.	3,588.	3,588.
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 11	3,423,086.	2,316,353.	2,588,511.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶	36,867.		
	Less: accumulated depreciation ▶	34,914.	1,953.	1,953.
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	53,288,131.	44,499,428.	38,053,747.
	14 Land, buildings, and equipment basis ▶	39,105.		
	Less: accumulated depreciation ▶	29,508.	12,528.	9,597.
	15 Other assets (describe ▶ STATEMENT 13)	135,760.	61,796.	61,796.
	16 Total assets (to be completed by all filers)	56,970,249.	47,553,784.	41,380,261.
	17 Accounts payable and accrued expenses	11,771.	9,000.	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	11,771.	9,000.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	56,958,478.	47,544,784.	STATEMENT 10
30 Total net assets or fund balances	56,958,478.	47,544,784.		
31 Total liabilities and net assets/fund balances	56,970,249.	47,553,784.		

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	56,958,478.
2 Enter amount from Part I, line 27a	2	-9,413,694.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	47,544,784.
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	47,544,784.

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 SHORT-TERM CAPITAL GAINS & LOSSES	P	VARIOUS	VARIOUS
b LONG-TERM CAPITAL GAINS & LOSSES	P	VARIOUS	VARIOUS
c PARTNERSHIP CAPITAL GAINS & LOSSES	P	VARIOUS	VARIOUS
d CAPITAL GAINS DIVIDENDS			
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 831,137.		1,477,565.	-646,428.
b 10,909,020.		16,615,450.	-5,706,430.
c		1,498,813.	-1,498,813.
d 326,300.			326,300.
e			

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			-646,428.
b			-5,706,430.
c			-1,498,813.
d			326,300.
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	-7,525,371.
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	-2,145,241.

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 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))
2007	2,812,834.	58,880,606.	.047772
2006	2,689,177.	61,022,784.	.044068
2005	1,970,046.	57,210,933.	.034435
2004	1,987,182.	53,450,922.	.037178
2003	1,944,961.	51,421,213.	.037824

2 Total of line 1, column (d)	2	.201277
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	.040255
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	38,289,524.
5 Multiply line 4 by line 3	5	1,541,345.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,204.
7 Add lines 5 and 6	7	1,549,549.
8 Enter qualifying distributions from Part XII, line 4	8	2,700,539.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary-see instructions)		1	8,204.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	8,204.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	8,204.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6 Credits/Payments			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a 30,000.	7	30,000.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	21,796.
7 Total credits and payments Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2009 estimated tax	21,796. Refunded		

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.HAYNESFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>WILLIAM BURKE</u> Telephone no ► <u>(213) 623-9151</u> Located at ► <u>888 W. SIXTH STREET, SUITE 1150, LOS ANGELES, CA</u> ZIP+4 ► <u>90017</u>			
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

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?		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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? If "Yes," list the years ► _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2008 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 2008.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?		X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

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

If you answered "Yes" to 6b, also 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
SCHEDULE B	0.00	91,310.	0.	5,814.

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
WILLIAM BURKE 888 W. SIXTH STREET, #1150, LOS ANGEL	ADM. DIR. 40.00	146,250.	21,398.	

Total number of other employees paid over \$50,000

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ANGELES INVESTMENT ADVISORS 429 SANTA MONICA BLVD, STE 500, SANTA MONICA,	INVESTMENT COUNSELOR	63,184.

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 THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION ACCOMPLISHES ITS CHARITABLE PURPOSE SOLELY THROUGH MAKING GRANTS AND NEITHER CONDUCTS CHARITABLE ACTIVITIES NOR HAS	0.
2 PROGRAM RELATED INVESTMENTS.	
	0.
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 THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION ACCOMPLISHES ITS CHARITABLE PURPOSE SOLELY THROUGH MAKING GRANTS AND NEITHER CONDUCTS CHARITABLE ACTIVITIES NOR HAS	0.
2 PROGRAM RELATED INVESTMENTS.	
	0.
3 All other program-related investments. See instructions	
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	38,579,913.
b	Average of monthly cash balances	1b	277,562.
c	Fair market value of all other assets	1c	15,138.
d	Total (add lines 1a, b, and c)	1d	38,872,613.
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	38,872,613.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	583,089.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	38,289,524.
6	Minimum investment return. Enter 5% of line 5	6	1,914,476.

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	1,914,476.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	8,204.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	8,204.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,906,272.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,906,272.
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	1,906,272.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,700,539.
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	2,700,539.
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	8,204.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,692,335.

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

Form 990-PF (2008)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				1,906,272.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 2,700,539.				
a Applied to 2007, 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 2008 distributable amount				1,906,272.
e Remaining amount distributed out of corpus	794,267.			
5 Excess distributions carryover applied to 2008 (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:	794,267.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2007 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				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 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	794,267.			
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008	794,267.			

**THE JOHN RANDOLPH HAYNES
AND DORA HAYNES FOUNDATION**

Form 990-PF (2008)

95-1644020 Page 10

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 2008, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
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 the 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 of the person to whom applications should be addressed

SCHEDULE C

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

SCHEDULE C

c Any submission deadlines

SCHEDULE C

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

SCHEDULE C

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SCHEDULE D				2,330,028.
REIMBURSEMENT OF UNUSED GRANTS				-1,611.
Total			▶ 3a	2,328,417.
b Approved for future payment				
SCHEDULE D				1,214,040.
Total			▶ 3b	1,214,040.

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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

N/A

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash		X
	(2) Other assets		X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule

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

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: John P. Kean Date: 3/24/10 Title: President

Preparer's signature: [Signature] Date: 1-18-10 Check if self-employed: ☐ Preparer's identifying number: _____

Firm's name (or yours if self-employed), address, and ZIP code: WILLIAMS & RIBB LLP
600 WILSHIRE BOULEVARD, SUITE 1515
LOS ANGELES, CA 90017

EIN: _____ Phone no: (213) 683-1013

Form **990-PF** (2008)

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SHORT-TERM CAPITAL GAINS & LOSSES					
	831,137.	1,477,565.	0.	0.	-646,428.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LONG-TERM CAPITAL GAINS & LOSSES					
	10,909,020.	16,615,450.	0.	0.	-5,706,430.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PARTNERSHIP CAPITAL GAINS & LOSSES					
	0.	1,498,813.	0.	0.	-1,498,813.

CAPITAL GAINS DIVIDENDS FROM PART IV 326,300.

TOTAL TO FORM 990-PF, PART I, LINE 6A -7,525,371.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
DEPOSITORY ACCOUNTS	98.
MONEY MARKET FUNDS	3,820.
PARTNERSHIP INTEREST	1,927.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5,845.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
EQUITY & FIXED INCOME MUTUAL FUNDS	1,456,871.	326,300.	1,130,571.
PARTNERSHIP DIVIDEND	6,053.	0.	6,053.
STOCK DIVIDENDS	10,307.	0.	10,307.
TOTAL TO FM 990-PF, PART I, LN 4	1,473,231.	326,300.	1,146,931.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MINERAL INTEREST ROYALTIES	10,273.	10,273.	10,273.
OTHER INCOME	953.	953.	953.
TOTAL TO FORM 990-PF, PART I, LINE 11	11,226.	11,226.	11,226.

FORM 990-PF	LEGAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAUL, HASTINGS, JANOFSK	16,401.	6,560.	6,560.	9,841.	
LOEB & LOEB	675.	270.	270.	405.	
NANCY RENCH	30.	12.	12.	18.	
ACKER, KOWLICK & WHIPPLE	20.	8.	8.	12.	
TO FM 990-PF, PG 1, LN 16A	17,126.	6,850.	6,850.	10,276.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
WILLIAMS & RIBB LLP	27,000.	10,800.	10,800.	16,200.	
TO FORM 990-PF, PG 1, LN 16B	27,000.	10,800.	10,800.	16,200.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT COUNSELOR - MELLON ANALYTICAL SOLUTIONS	8,000.	8,000.	8,000.	0.	
INVESTMENT COUNSELOR - ANGELES INVESTMENT ADVISOR	63,184.	63,184.	63,184.	0.	
INVESTMENT COUNSELOR - SANDS	13,822.	13,822.	13,822.	0.	
JENNIFER MILLER	2,108.	2,108.	2,108.	0.	
LASNIK-BROIDA	450.	450.	450.	0.	
WILLIAM DEVERELL	3,000.	3,000.	3,000.	0.	
MANAGEMENT ADVISORY FEES - PATHWAY	27,000.	27,000.	27,000.	0.	
INVESTMENT COUNSELOR - UNION BANK OF CALIFORNIA	6,213.	6,213.	6,213.	0.	
WELLINGTON TR CTF GLOBAL PERSP	2,042.	2,042.	2,042.	0.	
RAPHAEL J. SONENSHEIN	3,000.	3,000.	3,000.	0.	

THOMAS J. SITTON	3,000.	3,000.	3,000.	0.
TO FORM 990-PF, PG 1, LN 16C	131,819.	131,819.	131,819.	0.

FORM 990-PF	TAXES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	8,204.	0.	0.	0.
PERSONAL PROPERTY TAX	274.	110.	110.	164.
FOREIGN TAXES	6,206.	6,206.	6,206.	0.
TO FORM 990-PF, PG 1, LN 18	14,684.	6,316.	6,316.	164.

FORM 990-PF	OTHER EXPENSES	STATEMENT	9
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE	360.	144.	144.	216.
CUSTODIAL FEES	895.	358.	358.	537.
SUPPLIES	5,043.	2,017.	2,017.	3,026.
TELEPHONE	5,067.	2,027.	2,027.	3,040.
INSURANCE	8,150.	3,260.	3,260.	4,890.
REPAIRS & MAINTENANCE	8,082.	3,233.	3,233.	4,849.
OTHER	9,746.	3,900.	3,900.	5,846.
FILES STORAGE	1,622.	649.	649.	973.
PAYROLL SERVICE	1,542.	617.	617.	925.
PARTNERSHIP DEDUCTIONS	8,405.	8,405.	8,405.	0.
ADMINISTRATIVE SUPPORT	36,209.	14,484.	14,484.	21,725.
TO FORM 990-PF, PG 1, LN 23	85,121.	39,094.	39,094.	46,027.

FORM 990-PF	OTHER FUNDS	STATEMENT	10
DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR	
FOUNDATION PRINCIPAL	56,958,478.	47,544,784.	
TOTAL TO FORM 990-PF, PART II, LINE 29	56,958,478.	47,544,784.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MARKETABLE EQUITY SECURITIES - SCHEDULE A-1	2,316,353.	2,588,511.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,316,353.	2,588,511.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EQUITY MUTUAL FUNDS - SCHEDULE A-2	COST	19,925,660.	15,337,024.
FIXED INCOME MUTUAL FUNDS - SCHEDULE A-3	COST	17,464,059.	16,748,392.
PRIVATE INVESTMENT FUNDS - SCHEDULE A-3	COST	2,864,786.	2,305,124.
INVESTMENTS IN PARTNERSHIPS	COST	4,244,923.	3,663,207.
TOTAL TO FORM 990-PF, PART II, LINE 13		44,499,428.	38,053,747.

FORM 990-PF	OTHER ASSETS	STATEMENT	13
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
REFUNDABLE EXCISE TAX	135,760.	61,796.	61,796.
TO FORM 990-PF, PART II, LINE 15	135,760.	61,796.	61,796.

THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION
95-1644020
RETURN OF PRIVATE FOUNDATION FORM 990-PF
YEAR ENDED AUGUST 31, 2009

LIST OF ATTACHMENTS

Schedule A	Schedule of investments
Schedule B	List of trustees, officers and managers
Schedule C	Statement regarding application for grants, scholarships, etc.
Schedule D	Summary of grant activity
Schedule E	Depreciable assets and depreciation

SCHEDULE A-1
THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION
95-1644020
RETURN OF PRIVATE FOUNDATION FORM 990-PF
YEAR ENDED AUGUST 31, 2009

Marketable Equity Securities	Shares	Market Value	Cost
Allergan Inc.	2,500	\$ 131,592	\$ 139,800
Amazon Com Inc.	1,800	124,127	146,142
America Movil Series L	1,800	67,747	81,270
Apple Computer Inc.	1,400	127,487	235,494
Broadcom Corp Class A	3,100	96,943	88,195
CME Group Inc.	200	54,859	58,208
FMC Technologies Inc.	1,900	102,131	90,630
Genzyme Corp General Division	2,600	156,878	144,846
Google Inc. Class A	300	56,243	138,501
Intercontinental Exchange Inc.	1,100	87,396	103,180
Intuitive Surgical Inc.	600	73,429	133,626
Iron Mountain Inc.	1,300	25,400	38,077
Las Vegas Sands Corp Com	8,800	76,209	125,488
Mindray Medical International Ltd	1,200	32,529	37,080
Monsanto Company	1,100	84,383	92,268
Moodys Corp	1,400	69,322	38,136
National Oilwell Varco, Inc.	4,100	209,386	149,035
Nike Inc Class B	900	49,812	49,851
Qualcomm Inc.	2,200	80,511	102,124
Salesforce Com Inc.	2,000	94,351	103,740
Schlumberger Ltd	2,100	136,145	118,020
Starbucks Corp	4,500	93,233	85,455
Stryker Corp	1,100	53,753	45,606
Varian Medical Systems Inc.	1,700	90,890	73,219
Visa Inc.	1,900	111,026	135,090
VMware Inc.	1,000	30,571	35,430
Total marketable equity securities		\$ 2,316,353	\$ 2,588,511

SCHEDULE A-2

THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION

95-1644020

RETURN OF PRIVATE FOUNDATION FORM 990-PF

YEAR ENDED AUGUST 31, 2009

Equity Mutual Funds	Shares	Market Value	Cost
Artio International Equity Fund	267,232.877	\$ 4,329,486	\$ 3,083,867
Artisan International Fund	163,373.808	4,228,057	3,112,271
Dodge & Cox International Stock Fund	104,989.651	3,389,540	3,136,041
Fidelity Spartan U.S. Equity Index Fund	23,716.160	754,772	858,762
LSV Value Equity Fund	240,193.140	4,570,457	2,771,829
Morgan Stanley Institutional Funds			
Global Real Estate Fund Class I	177,883.391	1,618,825	1,257,635
Payden Market Return Fund	169,184.698	1,034,523	1,116,619
Total equity mutual funds		\$ 19,925,660	\$ 15,337,024

SCHEDULE A-3

THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION

95-1644020

RETURN OF PRIVATE FOUNDATION FORM 990-PF

YEAR ENDED AUGUST 31, 2009

Fixed Income Mutual Funds	Shares	Market Value	Cost
Calamos Global Growth & Income Fund I	353,401.440	\$ 3,899,834	\$ 3,155,875
Payden Core Bond Fund	1,203,960.278	12,090,515	12,280,395
Payden High Income Fund	157,661.190	1,200,899	1,040,564
Payden Emerging Markets Bond Fund	21,433.166	272,811	271,558
Total fixed income mutual funds		\$ 17,464,059	\$ 16,748,392

SCHEDULE A-4

THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION

95-1644020

RETURN OF PRIVATE FOUNDATION FORM 990-PF

YEAR ENDED AUGUST 31, 2009

Private Investment Funds	Shares	Market Value	Cost
Ascend Partners Fund II Ltd	7,366.805	\$ 1,000,000	\$ 1,220,661
The Canyon Value Realization Fund Ltd	96 549	118,113	100,492
Highland Credit Strategies Fund Ltd	821 785	950,000	277,160
Ramius Multi Strategy Fund, Ltd	212 228	309,850	241,065
Shepherd Investments International, Ltd	463 087	486,823	465,746
Total private investment funds		\$ 2,864,786	\$ 2,305,124

SCHEDULE B
THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION
95-1644020
RETURN OF PRIVATE FOUNDATION FORM 990-PF
YEAR ENDED AUGUST 31, 2009

LIST OF TRUSTEES, OFFICERS, AND MANAGERS

Name, address, and social security number of trustee	Position	Time devoted to business	Expenses	Compensation
Gil Garcetti, Esq. 888 W. Sixth Street, Suite 1150 Los Angeles, CA 90017	Trustee/Research Committee Member	2 hours per week	\$ -	\$ 5,050
Philip M. Hawley 888 W. Sixth Street, Suite 1150 Los Angeles, CA 90017	Trustee/Research Committee Member/ Finance Committee Chair	2 hours per week	-	25,050
Kent Kresa 888 W. Sixth Street, Suite 1150 Los Angeles, CA 90017	Trustee/Research Committee Member	2 hours per week	-	5,050
F. Haynes Lindley, Jr., Esq. 888 W. Sixth Street, Suite 1150 Los Angeles, CA 90017	Trustee/Research Committee Member	2 hours per week	1,484	5,080
Dr. Daniel A. Mazmanian 888 W. Sixth Street, Suite 1150 Los Angeles, CA 90017	Trustee/Research Committee Member	2 hours per week	-	5,050
Dr. Harry P. Pachon 888 W. Sixth Street, Suite 1150 Los Angeles, CA 90017	Trustee/Research Committee Member	2 hours per week	-	5,080
Dr. Jane G. Pisano 888 W. Sixth Street, Suite 1150 Los Angeles, CA 90017	President/Secretary/ Treasurer/Trustee/ Research Committee Chair/Finance Committee Member	10 hours per week	4,330	25,050
Gilbert T. Ray, Esq. 888 W. Sixth Street, Suite 1150 Los Angeles, CA 90017	Trustee/Research Committee Member	2 hours per week	-	5,050
Willis B. Wood Jr. 888 W. Sixth Street, Suite 1150 Los Angeles, CA 90017	Trustee/Research Committee Member/ Finance Committee Member	2 hours per week	-	10,100
Total officer, trustee and foundation manager compensation			\$5,814	\$90,560

SCHEDULE C
THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION
95-1644020
RETURN OF PRIVATE FOUNDATION FORM 990-PF
YEAR ENDED AUGUST 31, 2009

STATEMENT REGARDING APPLICATION FOR GRANTS, SCHOLARSHIPS, ETC.

2009-2010

Grant and Fellowship Program

The Haynes Foundation has been a force for change in Los Angeles for over eight decades, and from its beginnings has focused attention on issues of Los Angeles government and civic causes. The Foundation's founders, John Randolph and Dora Haynes, were passionate advocates of involved citizenship who believed that through the social sciences the Foundation not only could identify critical social and political problems in Los Angeles but also offer solutions to them. Hundreds of research projects focusing on Los Angeles issues have been funded since the Foundation's establishment in 1926, many of which have borne the fruit of real improvements for ordinary citizens. Awards are made only to organizations within the United States and whose endeavors are focused in or on Los Angeles. Grants and fellowships are made only to qualified non-profit organizations, never to individuals. Before contacting the Foundation regarding funding, please go to our web site at www.haynesfoundation.org and read our How to Apply and Program sections carefully.

Funds are restricted to:

- Original social science research into policy issues of the Los Angeles Region (comprised of the counties of Los Angeles, Ventura, San Fernando, Riverside, and Orange),
- Research into the history of Southern California,
- Archival and cataloging projects important to Los Angeles, Dissertation Fellowships for Ph.D. candidates at research universities in the five-county Los Angeles Region,
- Faculty Fellowships for teaching faculty at universities and four-year colleges in the five-county Los Angeles Region, or
- Reports are required at the end of the grant/fellowship period

Grants

Major Research Grants

The Foundation seeks applications and awards grants and fellowships for research on major economic, social and political problems of the Los Angeles Region. Preference is given to applied studies which, in addition to adding significantly to knowledge and understanding of issues, are judged to show promise of influencing policies and practices addressing these issues. The research project's potential for publication and its use by the community are also taken into account. The Foundation is willing to consider subsequent requests for support in disseminating the results of the studies it funds. Major research projects concerning the history of Southern California will also be considered.

Deadlines

October 29, 2009	August 31, 2010
March 24, 2010	October 28, 2010
May 7, 2010	

Archival Grants

A modest portion of the Foundation's annual research budget is reserved to support archival and cataloging projects at libraries and other local institutions in Los Angeles. The relevance and significance of the materials to Southern California and for public policy, along with their fragility, rarity and completeness are taken into account in selecting these projects for award.

Deadline

January 8, 2010

Fellowships

Faculty Fellowships

(15 awards available @ \$12,000 each)

Faculty Fellowships are awarded by the Foundation on an annual basis to social science faculty members teaching at any university or four-year college in the Los Angeles Region. The fellowships are competitive and favor is given to proposals which are well-conceived, imaginative, and break new ground on economic, social and political problems. The Foundation's interest is in social science research which has implication for influencing policy and action in the Los Angeles region, but research projects concerning the history of Southern California will also be considered. The year-long fellowships are to be used in support of faculty research time and expenses.

Deadlines

December 3, 2009 December 3, 2010

Doctoral Dissertation Fellowships

(12 awards available @ \$20,000 each)

Doctoral Dissertation Fellowships are competitively awarded on an annual basis to Ph.D. candidates enrolled at institutions awarding the Ph.D. degree in the social sciences in the Los Angeles Region (i.e., the California Institute of Technology, the Claremont Graduate University, the University of California, Los Angeles, the University of California, Irvine, the University of California, Riverside, and the University of Southern California). Applicants must have had their dissertation proposals accepted and be working with their faculty advisors. Proposals should address economic, social, policy or political problems of the Los Angeles area.

Deadline

February 11, 2010

The John Randolph Haynes and Dora

HAYNES FOUNDATION



Promoting the Well-Being of Mankind

Application Procedures

Please visit "How To Apply" at www.HaynesFoundation.org for detailed information on the application process.

Archival and Research Grants

- Cover letter from the institution signed by an administrative officer
- A statement of purpose for which the funds will be used
- Detailed budget and time-line
- Names and qualifications of the personnel involved (1-2 page personal resumes are sufficient)
- Copies of the institution's exemption letters from the Internal Revenue Service and the California Franchise Tax Board
- Double spaced in 12 point type face preferred but not required
- Print double sided with three-hole punch

Faculty Fellowships

- Two page proposal stating the research problem or project goals, the methods to be used, and the way the grant money will be spent
- A two-page condensed personal resume
- Double spaced in 12 point type face
- Each proposal should be accompanied by written indication of institutional support from the academic dean or other appropriate academic administrator designated by the college or university

Doctoral Dissertations Fellowships

- Six page proposal stating the research project, project goals and methods to be used
- Double spaced in 12 point type face
- One page bibliography listing key sources of direct relevance to the dissertation topic
- A two-page condensed personal resume
- Two letters of recommendation, one must be from the applicant's faculty advisor with an estimation of the completion date. The faculty advisor's letter will be considered confirmation of institutional support for the proposal.

The Haynes Foundation
888 West Sixth Street, Suite 1150
Los Angeles, CA 90017-2737

www.haynesfoundation.org
info@haynesfoundation.org

SCHEDULE D
THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION
95-1644020
RETURN OF PRIVATE FOUNDATION FORM 990-PF,
YEAR ENDED AUGUST 31, 2009

	Grants payable at August 31, 2008	Grants unspent from 2007-2008	Grants authorized during the year	Grant expenditures during the year	Grants payable at August 31, 2009
Education grants					
Dissertation Fellowships	\$ -	\$ -	\$ 240,000	\$ 180,000	\$ 60,000
Total education grants	-	-	240,000	180,000	60,000
Contributions					
Southern California Association for Philanthropy (SCAP)	400	(400)	5,500	6,900	(1,400)
President's Discretionary Fund	-	-	20,000	4,501	15,499
Trustee Discretionary Gifts	-	-	250,000	250,000	-
Employee Matching Gifts	-	-	10,000	10,000	-
Council on Foundations	(920)	920	6,000	6,710	(710)
Award in Honor of Donn B. Miller	50,000	(50,000)	-	-	-
Total contributions	49,480	(49,480)	291,500	278,111	13,389
Research grants					
University of Southern California					
Back Alley Los Angeles	44,969	-	-	44,969	-
Lecture Series on Los Angeles	24,750	(8,250)	-	16,500	-
Culture and Economic Development in LA	45,659	-	-	45,659	-
Alternatives to Bilingual Education	26,243	-	-	26,243	-
The Civic Role of Religion in Los Angeles since the 1992 Riots	138,560	-	-	98,971	39,589
Discovering the California Island	-	-	200,000	80,000	120,000
Public Lecture Series	-	-	22,000	17,600	4,400
University of California, Los Angeles					
Assessing the Impact of Business Improvement Districts	17,672	-	-	17,672	-
Transition to High School	41,668	-	-	20,833	20,835
Documenting Unregulated Work in LA	57,350	-	-	-	57,350
What Brings Children to The Park?	18,317	-	-	18,317	-
The California Environmental Quality Act Requirement Study	4,560	-	-	4,560	-
Public Opinion of Immigrants	5,744	-	-	5,744	-
Economic Development: Los Angeles vs. San Francisco	117,799	-	-	39,266	78,533
History of the Metro Rail System in LA County	6,740	-	-	6,740	-
College Enrollment and Persistence among Children from Immigrant Families in the Los Angeles Area	76,276	-	-	28,604	47,672

SCHEDULE D
THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION
95-1644020
RETURN OF PRIVATE FOUNDATION FORM 990-PF
YEAR ENDED AUGUST 31, 2009

Research grants (continued)	Grants payable at August 31, 2008	Grants unspent from 2007-2008	Grants authorized during the year	Grant expenditures during the year	Grants payable at August 31, 2009
University of California, Los Angeles					
Archival The Bunche Center of AA Studies	\$ -	\$ -	\$ 25,000	\$ 20,000	\$ 5,000
Tracks for Change: Guiding Development	-	-	183,621	36,724	146,897
Fighting Traffic at the Ballot Box	-	-	36,891	14,756	22,135
Preserve Chicano and Latino Collections	28,710	-	-	19,140	9,570
From Jails to Jobs: The Impact of Homeboy Industries on the Lives of Los Angeles Gang Associated Youth	175,985	-	-	87,992	87,993
The Claremont Graduate University					
Study of How Low Income Students Excel in School	33,677	-	-	33,677	-
Beyond Permanent Crisis	-	-	124,520	24,904	99,616
KPCC Southern California					
Public Radio/KCRW National Public Radio Support for Public Affairs Broadcasting	(12,500)	12,500	50,000	50,000	-
The Huntington Library					
A New History of Los Angeles	5,800	-	-	5,800	-
One Person, One Vote: Reapportionment and the Political Transformation of Southern California	30,300	-	-	20,200	10,100
Origins of Los Angeles County Government	-	-	53,900	10,780	43,120
On the Ground in Suburbia	-	-	58,700	23,480	35,220
The Los Angeles City Historical Society					
City Officials Compendium	5,602	-	18,800	12,534	11,868
Japanese American National Museum					
"Rafu Shimpo" Collection	2,500	-	-	2,500	-
Rancho Santa Ana Botanic Garden					
Video/Oral History	4,726	-	-	-	4,726
The Libraries of The Claremont Colleges					
Lindley Memorial Collection	15,816	(50)	-	15,766	-
Natural History Museum Foundation					
Visual History Documentation II	31,095	-	-	31,095	-
Archival - Cataloging Photo Collection Online	-	-	25,000	20,000	5,000
Keck Graduate Institute of Applied Sciences					
Biotechnology Cluster Feasibility	16,842	-	-	16,842	-
Police Assessment Resource Center					
Women Behind Bars	12,805	-	-	12,805	-
University of California, Riverside					
New Urbanism	92,672	-	-	61,780	30,892
California Newspaper Archive	30,000	-	-	30,000	-
Adapting to Aging Out	-	-	95,781	38,312	57,469

SCHEDULE D
THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION
95-1644020
RETURN OF PRIVATE FOUNDATION FORM 990-PF
YEAR ENDED AUGUST 31, 2009

Research grants (continued)	Grants payable at August 31, 2008	Grants unspent from 2007-2008	Grants authorized during the year	Grant expenditures during the year	Grants payable at August 31, 2009
University of California, Irvine Ethnically Transforming Neighborhoods and Crime among and between African Americans and Latinos	\$ 50,313	\$ -	\$ -	\$ 33,542	\$ 16,771
Loyola Marymount University Los Angeles Voter for President: Exit Polls in The City of Los Angeles	30,539	-	-	30,539	-
Library Foundation of Los Angeles Documenting the Streets of Los Angeles County	36,000	-	-	36,000	-
Archival – Herald Examiner Photos	-	-	25,000	20,000	5,000
Center for the Study of Political Graphics Cataloging and Digitizing Los Angeles Posters	40,000	-	-	20,000	20,000
The City Project Analyzing Green Access, Health and Equity In Greater Los Angeles	54,000	-	-	36,000	18,000
Maplight org Los Angeles Contributions, Vote and Interest Data	124,000	-	-	62,000	62,000
University of California, Santa Cruz Managing for Climate Change in Los Angeles backyard	61,367	-	-	30,684	30,683
Community Advocates Critical Issues Seminars	-	-	30,000	30,000	-
California State University, Fullerton Cyber Policing in Los Angeles	-	-	35,000	28,000	7,000
California Community Foundation	-	-	25,000	25,000	-
California State University, Northridge Archival – Catherine Mulholland Collection	-	-	25,000	20,000	5,000
Claremont Consortium Archival – F. Haynes Lindley	-	-	25,000	20,000	5,000
Indirect Costs Grants	(1,323)	1,323	227,599	227,599	-
Faculty Fellowships	24,000	(24,000)	180,000	168,000	12,000
Total research grants	1,519,233	(18,477)	1,466,812	1,848,129	1,119,439
Foundation grant expenditures					
Foundation publications	(13,990)	13,990	45,000	23,788	21,212
Total foundation grant expenditures	(13,990)	13,990	45,000	23,788	21,212
Total grant activity	\$ 1,554,723	\$ (53,967)	\$2,043,312	\$ 2,330,028	\$1,214,040

SCHEDULE E
THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION
95-1644020
RETURN OF PRIVATE FOUNDATION FORM 990-PF
YEAR ENDED AUGUST 31, 2009

DEPRECIABLE ASSETS AND DEPRECIATION

Depreciation	Acquired	Depreciation method	Useful life	Cost			Accumulated depreciation and depletion			Net book value 8/31/09	Current market value
				Balance 8/31/08	Additions/ dispositions	Balance 8/31/09	Balance 8/31/08	Additions/ dispositions	Balance 8/31/09		
Assets held for investment purposes											
Undivided interest in Bolsa Chica mineral rights (Note A)	12/31/41			\$ 36,867	\$ -	\$ 36,867	\$ 34,914	\$ -	\$ 34,914	\$ 1,953	\$ 1,953
Assets held for exempt and investment purposes (Note B)											
Furniture and fixtures for administration offices	Various	S/L	5-10 years	\$ 39,105	\$ -	\$ 39,105	\$ 26,577	\$ 2,931	\$ 29,508	\$ 9,436	\$ 9,436

(A) Pursuant to authorization of the Board of Trustees, the carrying value of the undivided interest in Bolsa Chica mineral rights was increased (and Foundation principal increased corresponding) by \$202,127 on August 31, 1946, by \$220,630 as of September 1, 1952 and by \$250,000 as of September 1, 1962. These adjustments were made to bring the net carrying value closer to the approximate fair market value at the time of each increase and to preserve for Foundation principal the increases in carrying value occurring during the period of the Foundation's ownership of this wasting asset. From September 1, 1945 to August 31, 1970, depletion of 27-1/2% of royalties received had been provided by a charge to royalty income. The Tax Reform Act of 1969 requires, for taxable years beginning after December 31, 1969, that only cost depletion be used for determining income for private foundations. Accordingly, no depletion has been taken since September 1, 1970.

(B) Assets are held 40% for investment purposes and 60% for exempt purposes

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

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

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

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION	Employer identification number 95-1644020
	Number, street, and room or suite no. If a P.O. box, see instructions. 888 W. SIXTH STREET, NO. 1150	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOS ANGELES, CA 90017	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

WILLIAM BURKE

- The books are in the care of ► **888 W. SIXTH STREET, SUITE 1150 - LOS ANGELES, CA 90017**
Telephone No. ► **(213) 623-9151** 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 will cover

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **APRIL 15, 2010**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

- ☐ calendar year _____ or
 ► ☒ tax year beginning **SEP 1, 2008**, and ending **AUG 31, 2009**

2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	8,204.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	30,000.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**

Form **8868** (Rev. 4-2009)