Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

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

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

Name of foundation
THE HAINES FAMILY FOUNDATION, INC
C/O HAINES & HAINES, INC

Number and street (or P O box number if mail is not delivered to street address)
3432A RT 563

Room/suite

City or town, state, and ZIP code
CHATSWORTH, NJ 08019

A Employer identification number
22-3412616

B Telephone number
(609)726-1330

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)* ▶$ 6,202,807.

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

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Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	3,050,000.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	95.	95.		STATEMENT 1
	4 Dividends and interest from securities	109,932.	109,932.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-286,826.			
	b Gross sales price for all assets on line 6a 1,308,522.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total** Add lines 1 through 11	2,873,201.	110,027.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	3,875.	3,875.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	944.	944.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	16,238.	16,213.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	21,057.	21,032.		0.
	25 Contributions, gifts, grants paid	170,000.			170,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	191,057.	21,032.		170,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	2,682,144.			
	b **Net investment income** (if negative, enter -0-)		88,995.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	118,743.	318,707.	318,707.
	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		1,591.	1,591.
	10a	Investments - U.S. and state government obligations STMT 6	0.	921,853.	928,049.
	b	Investments - corporate stock STMT 7	2,014,587.	2,936,449.	3,162,311.
	c	Investments - corporate bonds STMT 8	968,427.	1,654,533.	1,663,119.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	158,392.	109,160.	129,030.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	3,260,149.	5,942,293.	6,202,807.
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			
	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	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	3,260,149.	5,942,293.	
	30	**Total net assets or fund balances**	3,260,149.	5,942,293.	
	31	**Total liabilities and net assets/fund balances**	3,260,149.	5,942,293.	

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	3,260,149.
2	Enter amount from Part I, line 27a	2	2,682,144.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5,942,293.
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	5,942,293.

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	SCHWAB/LEGACY SEE ATTACHED	P	VARIOUS	VARIOUS
b	SCHWAB/LEGACY SEE ATTACHED	P	VARIOUS	VARIOUS
c	SAGE FIXED INCOME SEE ATTACHED	P	VARIOUS	VARIOUS
d	PRINC ON FNMA	P	VARIOUS	VARIOUS
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	15,045.		14,578.	467.
b	586,482.		878,455.	-291,973.
c	690,598.		685,918.	4,680.
d	16,397.		16,397.	0.
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				467.
b				-291,973.
c				4,680.
d				0.
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 -286,826.

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

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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))
2008	153,912.	2,909,848.	.052893
2007	79,143.	3,166,938.	.024990
2006	51,032.	2,024,901.	.025202
2005	31,227.	678,254.	.046040
2004	25,222.	608,488.	.041450

2	**Total** of line 1, column (d)	2	.190575
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	.038115
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	5,226,421.
5	Multiply line 4 by line 3	5	199,205.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	890.
7	Add lines 5 and 6	7	200,095.
8	Enter qualifying distributions from Part XII, line 4	8	170,000.

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	1,780.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	1,780.
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	1,780.
6	Credits/Payments:				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,663.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	1,663.
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	117.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ **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 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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NJ			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (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 STMT 10	10	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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ HOLLY HAINES Telephone no. ▶ 609-726-1330

Located at ▶ 2187 RIVER RD, EGG HARBOR, NJ ZIP+4 ▶ 08215

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? ☐ 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 page 20 of the instructions)? N/A	1b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No			
If "Yes," list the years ▶ ________, ________, ________, ________			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ________, ________, ________, ________			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2009 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 2009.)* N/A	3b		
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 2009?	4b		X

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

			Yes	No
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870.*		6b		X
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
WILLIAM S HAINES JR 3432A RT 563 CHATSWORTH, NJ 08019	PRES 1.00	0.	0.	0.
HOLLY HAINES 2187 RIVER RD EGG HARBOR, NJ 08215	TREAS & AS'T SECR 2.00	0.	0.	0.
NADINE HAINES 3432A RT 563 CHATSWORTH, NJ 08019	SECR & AS'T TREAS 0.00	0.	0.	0.
JOHN B HUFFAKER SUITE 400 1235 WESTLAKES DR BERWYN, PA 19312	AS'T SECR 0.00	0.	0.	0.

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

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

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

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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
NONE		

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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	4,140,409.
b	Average of monthly cash balances		1b	1,165,602.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	5,306,011.
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	5,306,011.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	79,590.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4		5	5,226,421.
6	**Minimum investment return**. Enter 5% of line 5		6	261,321.

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	261,321.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 1,780.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,780.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	259,541.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	259,541.
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	259,541.

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	170,000.
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	170,000.
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	0.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	170,000.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				259,541.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			144,228.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 170,000.				
a Applied to 2008, but not more than line 2a			144,228.	
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 2009 distributable amount				25,772.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				233,769.
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 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

WILLIAM S HAINES JR

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:

SEE STATEMENT 11

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				
BURLINGTON CTY COLLEGE FD 601 PEMBERTON BROWNSMILLS RD PEMBERTON, NJ 08068	NONE	PUBLIC	EDUCATIONAL	85,000.
ST MARY OF THE LAKES 40 JACKSON RD MEDFORD, NJ 08055	NONE	PUBLIC	RELIGIOUS SCHOOL	85,000.
Total			▶ 3a	170,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

923611 02-02-10

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	95.	
4 Dividends and interest from securities			14	109,932.	
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			18	-286,826.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		-176,799.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -176,799.

(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).

923621
02-02-10

Form **990-PF** (2009)

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee

Date 5/12/10

Title PRESIDENT

Paid Preparer's Use Only

Preparer's signature

Date 5/6/10

Check if self-employed ▶ ☐

Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code ▶ KLATZKIN & COMPANY, LLP
1670 WHITEHORSE HAM SQ RD
HAMILTON, NJ 08690-3513

EIN ▶

Phone no. (609)890-9189

Form 990-PF (2009)

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

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization
THE HAINES FAMILY FOUNDATION, INC
C/O HAINES & HAINES, INC

Employer identification number
22-3412616

Organization type (check one):

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

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

General Rule

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

Special Rules

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

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

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

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.**

Name of organization	Employer identification number
THE HAINES FAMILY FOUNDATION, INC C/O HAINES & HAINES, INC	22-3412616

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	HAINES & HAINES, INC 3432A RT 563 CHATSWORTH, NJ 08019	$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	PINE ISLAND CRANBERRY CO, INC 3432A RT 563 CHATSWORTH, NJ 08019	$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
3	ESTATE OF WILLIAM S HAINES 3432A RT 563 CHATSWORTH, NJ 08019	$ 3,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MANAGED ACCOUNT SVC	4.
PNC	3.
WELLS FARGO	88.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	95.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MANAGED ACCOUNT LLC	9,713.	0.	9,713.
MANAGED ACCOUNT LLC	2,200.	0.	2,200.
MANAGED ACCOUNT LLC OID	968.	0.	968.
NORTHEAST INVESTORS	20,401.	0.	20,401.
SCHWAB BROKERAGE	76,650.	0.	76,650.
TOTAL TO FM 990-PF, PART I, LN 4	109,932.	0.	109,932.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,875.	3,875.		0.
TO FORM 990-PF, PG 1, LN 16B	3,875.	3,875.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WH-SCHWAB	944.	944.		0.
TO FORM 990-PF, PG 1, LN 18	944.	944.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVERTISING	36.	36.		0.
NJ ANNUAL REPORT	25.	25.		0.
NJ REG FEE	60.	60.		0.
LEGACY ADVISOR FEES	12,710.	12,685.		0.
MANAGED AC ADVISORY FEES	3,407.	3,407.		0.
TO FORM 990-PF, PG 1, LN 23	16,238.	16,213.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME SECURITES GOV'T BDS	X		790,998.	797,130.
FIXED INCOME SECURITES FNMA	X		130,855.	130,919.
TOTAL U.S. GOVERNMENT OBLIGATIONS			921,853.	928,049.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			921,853.	928,049.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
US LARGE CAP VALUE EQUITY FDS	1,435,284.	1,601,618.
US MID CAP EQUITY FDS	423,960.	471,064.
US SMALL CAP EQUITY FDS	224,886.	285,459.
INTERNATIONAL EQUITY FDS	365,237.	475,907.
NORTHEAST INVESTORS FD	487,082.	328,263.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,936,449.	3,162,311.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME FUNDS	1,212,984.	1,218,130.
FIXED INCOME SECURITES CORP BDS	441,549.	444,989.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,654,533.	1,663,119.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
REAL ESTATE FDS	COST	50,892.	71,080.
FOREIGN BONDS	COST	58,268.	57,950.
TOTAL TO FORM 990-PF, PART II, LINE 13		109,160.	129,030.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 10
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
HAINES & HAINES, INC	3432A RT 563 CHATSWORTH, NJ 08019
PINE ISLAND CRANBERRY CO, INC	3432A RT 563 CHATSWORTH, NJ 08019
ESTATE OF WILLIAM S HAINES	3432A RT 563 CHATSWORTH, NJ 08019

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 11
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

HOLLY HAINES
3432A RT 563
CHATSWORTH, NJ 08019

TELEPHONE NUMBER

726-1330

FORM AND CONTENT OF APPLICATIONS

LETTER OR GRANT PROPOSAL & INCLUDING CHARITABLE PURPOSE WHICH FALLS UNDER CODE SECTION 501(C)(3) OF THE I.R.C

ANY SUBMISSION DEADLINES

9/30

RESTRICTIONS AND LIMITATIONS ON AWARDS

NJ AREA EDUCATIONAL CHARITABLE PURPOSE

Realized Gains and Losses

Fiscal Year Ending 12/31/2009

Legacy/Schwab

Haines Family Foundation   Acct # 71153112
3432 A Route 563
Chatsworth, NJ 08019

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains	Total Gains
Cohen & Steer REIT Ish	11/28/2006	03/10/2009	50.000	1,376.17	5,044.66		-3,668.49	-3,668.49
Cohen & Steer REIT Ish	02/12/2007	03/10/2009	330.000	9,082.70	36,544.78		-27,462.08	-27,462.08
Cohen & Steer REIT Ish	03/21/2007	03/10/2009	400.000	11,009.35	41,932.19		-30,922.84	-30,922.84
			780.000	21,468.22	83,521.63		-62,053.41	-62,053.41
Cohen & Steer REIT Ish	11/14/2006	04/15/2009	300.000	10,190.59	28,830.95		-18,640.36	-18,640 36
Cohen & Steer REIT Ish	11/28/2006	04/15/2009	250 000	8,492.16	25,223.29		-16,731.13	-16,731.13
Cohen & Steer REIT Ish	06/26/2007	04/15/2009	230.000	7,812.79	20,816.03		-13,003.24	-13,003.24
			780.000	26,495.54	74,870.27		-48,374.73	-48,374.73
			1,560.000	47,963.76	158,391.90		-110,428.14	-110,428.14
DFA Intl Small Cap Val	12/11/2006	09/23/2009	1,603.433	24,920.05	35,529.00		-10,608.95	-10,608.95
DFA Intl Small Cap Val	12/18/2006	09/23/2009	5.502	85.51	113.84		-28.33	-28.33
DFA Intl Small Cap Val	12/18/2006	09/23/2009	18.832	292.68	389.63		-96.95	-96.95
DFA Intl Small Cap Val	12/18/2006	09/23/2009	91.215	1,417.63	1,887.24		-469.61	-469.61
DFA Intl Small Cap Val	02/12/2007	09/23/2009	873.435	13,574.65	19,000.00		-5,425.35	-5,425.35
DFA Intl Small Cap Val	03/08/2007	09/23/2009	0.471	7.32	10.37		-3.05	-3.05
DFA Intl Small Cap Val	06/08/2007	09/23/2009	25.000	388.54	585.99		-197.45	-197 45
DFA Intl Small Cap Val	09/10/2007	09/23/2009	7.021	109.12	157.07		-47.95	-47.95
DFA Intl Small Cap Val	12/19/2007	09/23/2009	23.825	370.28	451.48		-81.20	-81.20
DFA Intl Small Cap Val	12/19/2007	09/23/2009	23.825	370.28	451 48		-81.20	-81.20
DFA Intl Small Cap Val	12/19/2007	09/23/2009	194.063	3,016.07	3,677.50		-661.43	-661.43
DFA Intl Small Cap Val	03/10/2008	09/23/2009	5.110	79.42	91.73		-12.31	-12.31
DFA Intl Small Cap Val	06/10/2008	09/23/2009	47.810	743.05	881.62		-138.57	-138.57
DFA Intl Small Cap Val	09/09/2008	09/23/2009	13.552	210.62	204.37		6.25	6.25
DFA Intl Small Cap Val	12/10/2008	09/23/2009	15.005	233.21	155.45	77.76		77.76
DFA Intl Small Cap Val	12/10/2008	09/23/2009	16.704	259.61	173.05	86.56		86.56
DFA Intl Small Cap Val	03/10/2009	09/23/2009	5.123	79.62	44.47	35.15		35.15
DFA Intl Small Cap Val	06/09/2009	09/23/2009	32.921	511.65	415.79	95.86		95.86
DFA Intl Small Cap Val	09/09/2009	09/23/2009	5.303	82.42	81.08	1.34		1.34
			3,008.150	46,751.73	64,301.16	296.67	-17,846.10	-17,549.43
DFA Intl Value Fund	12/11/2006	02/26/2009	1,535.467	14,756.31	35,529.00		-20,772.69	-20,772.69
DFA Intl Value Fund	12/18/2006	02/26/2009	0.134	1.29	3.07		-1 78	-1.78
DFA Intl Value Fund	12/18/2006	02/26/2009	8.460	81.31	193.47		-112.16	-112.16
DFA Intl Value Fund	12/18/2006	02/26/2009	22.223	213.57	508.24		-294.67	-294.67
DFA Intl Value Fund	02/12/2007	02/26/2009	802.496	7,712.24	19,000.00		-11,287.76	-11,287.76
DFA Intl Value Fund	03/08/2007	02/26/2009	1.415	13.60	33.16		-19.56	-19.56
DFA Intl Value Fund	06/08/2007	02/26/2009	37.473	360.13	955.19		-595.06	-595.06
DFA Intl Value Fund	09/10/2007	02/26/2009	12.882	123.80	310.59		-186.79	-186.79
DFA Intl Value Fund	12/19/2007	02/26/2009	0.103	0.99	2.42		-1.43	-1.43
DFA Intl Value Fund	12/19/2007	02/26/2009	18.777	180.45	442.96		-262 51	-262.51
DFA Intl Value Fund	12/19/2007	02/26/2009	44.225	425.01	1,043.26		-618.25	-618.25
DFA Intl Value Fund	03/10/2008	02/26/2009	2.818	27.08	59.61	-32.53		-32.53
DFA Intl Value Fund	06/10/2008	02/26/2009	60 292	579.43	1,302.91	-723.48		-723 48
DFA Intl Value Fund	09/09/2008	02/26/2009	15.864	152 46	282.69	-130.23		-130.23

Realized Gains and Losses

Fiscal Year Ending 12/31/2009

Haines Family Foundation Acct #: 71153112

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains	Total Gains
DFA Intl Value Fund	12/10/2008	02/26/2009	18.335	176.20	220.39	-44.19		-44.19
			2,580.964	24,803.87	59,886 96	-930.43	-34,152.66	-35,083.09
DFA U.S. Large Cap Val	12/11/2006	09/23/2009	968.242	16,183.87	25,029.00		-8,845.13	-8,845.13
DFA U.S. Large Cap Val	12/18/2006	09/23/2009	0.077	1.29	1.94		-0.65	-0.65
DFA U.S. Large Cap Val	12/18/2006	09/23/2009	5.994	100.19	151.05		-50.86	-50.86
DFA U.S. Large Cap Val	12/18/2006	09/23/2009	19.250	321.76	485.09		-163 33	-163.33
DFA U.S. Large Cap Val	02/12/2007	09/23/2009	1,656.554	27,688.78	43,000.00		-15,311.22	-15,311.22
DFA U.S. Large Cap Val	02/20/2007	09/23/2009	1,619.714	27,073.02	43,000.00		-15,926.98	-15,926.98
DFA U.S. Large Cap Val	03/08/2007	09/23/2009	7.916	132.32	200.68		-68.36	-68.36
DFA U.S. Large Cap Val	06/08/2007	09/23/2009	11.991	200.43	329.39		-128.96	-128 96
DFA U.S. Large Cap Val	09/10/2007	09/23/2009	13.455	224.90	330.31		-105.41	-105.41
DFA U.S. Large Cap Val	12/19/2007	09/23/2009	0.188	3.14	4.30		-1.16	-1.16
DFA U.S. Large Cap Val	12/19/2007	09/23/2009	19.945	333.37	456.14		-122.77	-122.77
DFA U.S. Large Cap Val	12/19/2007	09/23/2009	195.309	3,264.53	4,466.71		-1,202.18	-1,202.18
DFA U.S. Large Cap Val	03/10/2008	09/23/2009	12.272	205.12	253.04		-47.92	-47.92
DFA U.S. Large Cap Val	06/10/2008	09/23/2009	18.270	305.37	407.78		-102.41	-102.41
DFA U.S. Large Cap Val	09/09/2008	09/23/2009	21.949	366.87	432.17		-65.30	-65.30
DFA U.S. Large Cap Val	12/10/2008	09/23/2009	5.928	99.09	77.71	21.38		21.38
DFA U.S. Large Cap Val	12/10/2008	09/23/2009	50.906	850.88	667.38	183.50		183.50
DFA U.S. Large Cap Val	03/10/2009	09/23/2009	66.875	1,117.80	638.66	479.14		479.14
DFA U.S. Large Cap Val	06/09/2009	09/23/2009	4.639	77.54	65.73	11.81		11.81
DFA U.S. Large Cap Val	09/09/2009	09/23/2009	11.661	194 91	187.98	6.93		6.93
			4,711.135	78,745.18	120,185.06	702.76	-42,142.64	-41,439.88
DFA U.S. Small Cap Val	02/12/2007	02/26/2009	916.181	10,244.77	28,000.00		-17,755.23	-17,755.23
DFA U.S. Small Cap Val	02/20/2007	02/26/2009	895.932	10,018.35	28,000.00		-17,981.65	-17,981.65
DFA U.S. Small Cap Val	03/08/2007	02/26/2009	1.034	11.56	30.81		-19.25	-19.25
DFA U.S. Small Cap Val	06/08/2007	02/26/2009	4.801	53.68	152.30		-98.62	-98.62
DFA U S. Small Cap Val	06/26/2007	02/26/2009	431 072	4,820.27	13,500.00		-8,679.73	-8,679.73
DFA U.S. Small Cap Val	09/10/2007	02/26/2009	9.432	105.46	263.14		-157.68	-157.68
DFA U.S. Small Cap Val	12/19/2007	02/26/2009	3.357	37.53	79.05		-41.52	-41.52
DFA U.S. Small Cap Val	12/19/2007	02/26/2009	217.502	2,432.12	5,122.17		-2,690.05	-2,690.05
DFA U.S. Small Cap Val	01/29/2008	02/26/2009	599.688	6,705.73	13,500.00		-6,794.27	-6,794.27
DFA U.S. Small Cap Val	03/10/2008	02/26/2009	12.123	135.56	255.56	-120.00		-120 00
DFA U.S. Small Cap Val	06/10/2008	02/26/2009	4.286	47.93	98.92	-50.99		-50.99
DFA U.S. Small Cap Val	09/09/2008	02/26/2009	9.405	105.17	207.39	-102.22		-102.22
DFA U.S. Small Cap Val	12/10/2008	02/26/2009	34.670	387.68	487.46	-99 78		-99.78
			3,139.483	35,105.81	89,696.80	-372.99	-54,218.00	-54,590.99
MSCI EAFE Index Ishar	11/14/2006	04/15/2009	370.000	15,069 36	26,346.51		-11,277.15	-11,277.15
MSCI EAFE Index Ishar	03/21/2007	04/15/2009	380.000	15,476.65	28,566.95		-13,090.30	-13,090.30
			750.000	30,546.01	54,913.46		-24,367.45	-24,367.45
Thornburg Intl Value Fu	11/29/2006	09/23/2009	1,256.733	31,216.80	35,029 00		-3,812.20	-3,812.20
Thornburg Intl Value Fu	12/26/2006	09/23/2009	4.640	115 25	132.42		-17.17	-17.17
Thornburg Intl Value Fu	02/12/2007	09/23/2009	647.695	16,088.51	19,000.00		-2,911.49	-2,911.49
Thornburg Intl Value Fu	06/26/2007	09/23/2009	9.146	227.19	302.36		-75.17	-75.17
Thornburg Intl Value Fu	09/26/2007	09/23/2009	7.395	183 69	267.55		-83.86	-83.86
Thornburg Intl Value Fu	11/19/2007	09/23/2009	81.626	2,027.56	2,714.05		-686.49	-686 49
Thornburg Intl Value Fu	11/19/2007	09/23/2009	85.098	2,113.81	2,829.51		-715.70	-715.70

Realized Gains and Losses

Fiscal Year Ending 12/31/2009

Haines Family Foundation Acct #: 71153112

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains	Total Gains
Thornburg Intl Value Fu	12/26/2007	09/23/2009	2.525	62.72	85.37		-22.65	-22.65
Thornburg Intl Value Fu	06/26/2008	09/23/2009	17.187	426.92	500.82		-73.90	-73.90
Thornburg Intl Value Fu	09/26/2008	09/23/2009	12.386	307.66	314.86	-7.20		-7.20
Thornburg Intl Value Fu	06/02/2009	09/23/2009	290.056	7,204.89	6,434.07	770.82		770.82
			2,414.487	59,975.00	67,610.01	763.62	-8,398.63	-7,635.01
Vanguard Inflation Prote	11/28/2006	12/30/2009	7,493.755	94,180.12	90,029.00		4,151.12	4,151.12
Vanguard Inflation Prote	03/21/2007	12/30/2009	2,672.838	33,591.73	32,440.34		1,151.39	1,151.39
Vanguard Inflation Prote	03/23/2007	12/30/2009	89.184	1,120 85	1,068.43		52.42	52 42
Vanguard Inflation Prote	06/22/2007	12/30/2009	309.833	3,893.92	3,569.28		324.64	324 64
Vanguard Inflation Prote	09/21/2007	12/30/2009	141.323	1,776.12	1,681.74		94.38	94.38
Vanguard Inflation Prote	03/27/2008	12/30/2009	133.628	1,679.41	1,713.11		-33.70	-33.70
Vanguard Inflation Prote	06/26/2008	12/30/2009	206.159	2,590.97	2,601.73		-10.76	-10.76
Vanguard Inflation Prote	09/25/2008	12/30/2009	181.839	2,285.32	2,209.34		75.98	75.98
Vanguard Inflation Prote	12/19/2008	12/30/2009	13.356	167.85	157.20		10.65	10.65
Vanguard Inflation Prote	03/26/2009	12/30/2009	4.623	58.10	56.21	1.89		1.89
Vanguard Inflation Prote	12/23/2009	12/30/2009	187.443	2,355.75	2,350.53	5.22		5.22
			11,433.981	143,700.14	137,876.91	7.11	5,816.12	5,823.23
Vanguard Intl EM Index	11/14/2006	06/02/2009	720.000	24,144.49	26,448.35		-2,303.86	-2,303.86
Vanguard Intl EM Index	03/21/2007	06/02/2009	740.000	24,815.16	28,459.25		-3,644.09	-3,644.09
			1,460.000	48,959.65	54,907.60		-5,947.95	-5,947.95
Vanguard S/T Investmen	03/21/2007	12/30/2009	8,018.868	84,975.00	85,263.05		-288.05	-288.05
Short Term Gains				15,044.64	14,577.90	466.74		
Long Term Gains				586,481.51	878,455.01		-291,973.50	
Total (Sales)				601,526.15	893,032.91	466.74	-291,973.50	-291,506.76
Total Gains						**466.74**	**-291,973.50**	**-291,506.76**

Realized Gains and Losses

Fiscal Year Ending 12/31/2009

Haines Family Foundation Sage Fixed Income Acct #: 084918938
Haines Family Foundation Inc
3432a Rte. 563
Chatsworth Nj 08019-2202
Chatsworth, NJ 08019-2202

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains	Total Gains
AOL Time 6.875% 5/1/1 05/01/2012 6.875%	07/20/2009	11/23/2009	20,000.000	22,081.60	21,589.00	492 60		492.60
FNMA 2.5% 051514 05/15/2014 2.50%	07/09/2009	11/04/2009	60,000.000	60,136.32	59,543.22	593.10		593.10
FNMA 6% 30YR TBA 01/01/1901 6.00%	11/03/2009	12/15/2009	25,000.000	26,439.45	26,439.45	0.00		0 00
FNMA 6% 30YR TBA 01/01/1901 6.00%	12/18/2009	12/18/2009	25,000.000	26,439.45	26,439.45	0.00		0.00
			50,000.000	52,878.90	52,878.90	0.00		0.00
FNMA 6% 30YR TBA J 07/09/2009 6.00%	07/09/2009	07/10/2009	115,000.000	120,812.89	120,812.89	0 00		0 00
FNMA 6% 30YR TBA J 07/09/2009 6.00%	07/16/2009	07/16/2009	115,000.000	120,812.89	120,812.89	0.00		0.00
			230,000.000	241,625.78	241,625.78	0.00		0.00
ORACLE CORP 5% 07 07/08/2019 5.00%	07/01/2009	08/12/2009	30,000.000	30,813.90	29,888.10	925.80		925.80
UST NOTE 1.125% 06/3 06/30/2011	06/25/2009	11/03/2009	25,000.000	25,176.67	25,005.94	170^{73}		170^{73}
UST NTS 2.25% 0531 05/31/2014	07/09/2009	07/22/2009	25,000.000	24,854.41	24,933.68	<79^{27}>		<79^{27}>
UST NTS 2.25% 0531 05/31/2014	07/09/2009	08/19/2009	30,000.000	29,870.99	29,920.41	<49^{42}>		<49^{42}>
UST NTS 2.25% 0531 05/31/2014	07/09/2009	09/04/2009	2,000.000	1,999.68	1,994.69	4^{99}		4^{99}
UST NTS 2.25% 0531 05/31/2014	07/09/2009	10/15/2009	15,000.000	15,025.15	14,960.21	64^{94}		64^{94}
			72,000.000	71,750.23	71,808.99	(58^{76})		(58^{76})
UST NTS 1 875% 06/15 06/15/2012	06/23/2009	08/14/2009	30,000.000	30,303.42	30,132.52	170^{90}		170^{90}
UST NTS 2.75% 021519 02/15/2019 2 75%	06/23/2009	07/01/2009	30,000.000	28,065.11	27,834.50	230.61		230.61

Realized Gains and Losses

Fiscal Year Ending 12/31/2009

Haines Family Foundation   Sage Fixed Income   Acct #: 084918938

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Long Term Gains	Total Gains
UST NTS 2.75% 021519 02/15/2019 2.75%	07/15/2009	07/22/2009	30,000.000	28,111.99	27,977.46	134.53		134.53
UST NTS 2.75% 021519 02/15/2019 2.75%	07/15/2009	08/26/2009	30,000.000	28,278.40	27,977.47	300.93		300.93
UST NTS 2.75% 021519 02/15/2019 2.75%	06/23/2009	09/28/2009	5,000.000	4,772.05	4,639.08	132.97		132.97
UST NTS 2.75% 021519 02/15/2019 2.75%	07/15/2009	09/28/2009	25,000.000	23,860.25	23,314.55	545.70		545.70
			30,000.000	28,632.30	27,953.63	678.67		678.67
UST NTS 2.75% 021519 02/15/2019 2.75%	06/23/2009	09/30/2009	15,000.000	14,337.25	13,917.25	420.00		420.00
UST NTS 2.75% 021519 02/15/2019 2.75%	08/12/2009	09/30/2009	10,000.000	9,558.16	9,261.76	296.40		296.40
			25,000.000	23,895.41	23,179.01	716.40		716.40
UST NTS 2.75% 021519 02/15/2019 2.75%	08/12/2009	11/04/2009	20,000.000	18,848.36	18,523.52	324.84		324.84
			165,000.000	155,831.57	153,445.59	2,385.98		2,385.98
Short Term Gains				690,598.39	685,918.04	4680^{35} ~~4,397.48~~		
Total (Sales)				690,598.39	685,918.04	4680^{35} ~~4,397.48~~		~~4,397.48~~
Total Gains						~~4,397.48~~ 4680^{35}		~~4,397.48~~ 4680^{35}