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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning SEP 1, 2010, and ending AUG 31, 2011

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

Name of foundation THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION		A Employer identification number 95-1644020
Number and street (or P O box number if mail is not delivered to street address) 888 W. SIXTH STREET	Room/suite 1150	B Telephone number (213) 623-9151
City or town, state, and ZIP code LOS ANGELES, CA 90017		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 42,131,440. (Part I, column (d) must be on cash basis.)	J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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		21,512.	21,512.	21,512.	STATEMENT 1
4 Dividends and interest from securities		860,441.	860,441.	860,441.	STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-1,082,890.			
b Gross sales price for all assets on line 6a		18,192,965.			
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		22,888.	22,888.	22,888.	STATEMENT 3
12 Total. Add lines 1 through 11		-178,049.	904,841.	904,841.	
13 Compensation of officers, directors, trustees, etc		97,850.	29,355.	29,355.	68,495.
14 Other employee salaries and wages		242,667.	72,800.	72,800.	169,867.
15 Pension plans, employee benefits		82,454.	24,736.	24,736.	57,718.
16a Legal fees STMT 4		22,371.	8,948.	8,948.	13,423.
b Accounting fees STMT 5		27,000.	10,800.	10,800.	16,200.
c Other professional fees STMT 6		164,816.	164,816.	164,816.	0.
17 Interest					
18 Taxes STMT 7		22,445.	12,452.	12,452.	176.
19 Depreciation and depletion		2,533.	1,013.	1,013.	
20 Occupancy		45,123.	18,049.	18,049.	27,074.
21 Travel, conferences, and meetings		6,618.	2,647.	2,647.	3,971.
22 Printing and publications					
23 Other expenses STMT 8		109,738.	68,369.	68,369.	41,368.
24 Total operating and administrative expenses. Add lines 13 through 23		823,615.	413,985.	413,985.	398,292.
25 Contributions, gifts, grants paid		1,724,616.			1,724,616.
26 Total expenses and disbursements. Add lines 24 and 25		2,548,231.	413,985.	413,985.	2,122,908.
27 Subtract line 26 from line 12		-2,726,280.			
a Excess of revenue over expenses and disbursements			490,856.		
b Net investment income (if negative, enter -0-)				490,856.	
c Adjusted net income (if negative, enter -0-)					

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

95-1644020

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	103,689.	154,197.	154,197.
	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 10	2,070,873.	1,794,845.	2,756,673.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment: basis ▶ 36,867.			
	Less: accumulated depreciation ▶ 34,914.	1,953.	1,953.	1,953.
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	43,106,284.	40,575,878.	39,167,000.
	14 Land, buildings, and equipment: basis ▶ 39,105.			
	Less: accumulated depreciation ▶ 34,725.	6,913.	4,380.	4,380.
	15 Other assets (describe ▶ STATEMENT 12)	53,266.	43,449.	43,449.
	16 Total assets (to be completed by all filers)	45,346,766.	42,578,490.	42,131,440.
	17 Accounts payable and accrued expenses	48,750.	6,754.	
	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)	48,750.	6,754.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> 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	45,298,016.	42,571,736.	STATEMENT 9
30 Total net assets or fund balances	45,298,016.	42,571,736.		
31 Total liabilities and net assets/fund balances	45,346,766.	42,578,490.		

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	45,298,016.
2 Enter amount from Part I, line 27a	2	-2,726,280.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	42,571,736.
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	42,571,736.

Form 990-PF (2010)

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 PARTNERSHIP CAPITAL GAINS & LOSSES	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 512,439.		519,140.	-6,701.
b 17,104,356.		18,717,120.	-1,612,764.
c 535,377.			535,377.
d 40,793.		39,595.	1,198.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(l) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-6,701.
b			-1,612,764.
c			535,377.
d			1,198.
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-1,082,890.
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	-6,701.

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))
2009	2,496,893.	41,687,460.	.059896
2008	2,692,335.	38,289,524.	.070315
2007	2,812,834.	58,880,606.	.047772
2006	2,689,177.	61,022,784.	.044068
2005	1,970,046.	57,210,933.	.034435

2 Total of line 1, column (d)	2	.256486
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	.051297
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	45,105,065.
5 Multiply line 4 by line 3	5	2,313,755.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,909.
7 Add lines 5 and 6	7	2,318,664.
8 Enter qualifying distributions from Part XII, line 4	8	2,122,908.

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 or determination letter _____ (attach copy of letter if necessary-see instructions)		1	9,817.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input 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 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	9,817.
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	9,817.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	13,266.	
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	13,266.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,449.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 3,449. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
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) <input type="checkbox"/> 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 2010 or the taxable year beginning in 2010 (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

Form 990-PF (2010)

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	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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 22 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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? 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 2010 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 2010.)	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 2010?		X

Form 990-PF (2010)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

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

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
SCHEDULE B				
	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
WILLIAM BURKE - 888 W. SIXTH STREET, #1150, LOS ANGELES, CA 90017	ADM. DIR.			
	40.00	162,500.	23,775.	0.

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

0

Form 990-PF (2010)

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."

[illegible]

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

Part IX-A Summary of Direct Charitable Activities	
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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.

1	THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION ACCOMPLISHES ITS CHARITABLE PURPOSE SOLELY THROUGH MAKING GRANTS AND NEITHER CONDUCTS CHARITABLE ACTIVITIES NOR HAS PROGRAM RELATED INVESTMENTS.	0.
2		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

1	THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION ACCOMPLISHES ITS CHARITABLE PURPOSE SOLELY THROUGH MAKING GRANTS AND NEITHER CONDUCTS CHARITABLE ACTIVITIES NOR HAS PROGRAM RELATED INVESTMENTS.	0.
2		0.
	All other program-related investments See instructions	
3		
Total. Add lines 1 through 3		0

Form **990-PF** (2010)

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	45,625,683.
b	Average of monthly cash balances	1b	116,340.
c	Fair market value of all other assets	1c	49,921.
d	Total (add lines 1a, b, and c)	1d	45,791,944.
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	45,791,944.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	686,879.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	45,105,065.
6	Minimum investment return. Enter 5% of line 5	6	2,255,253.

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	2,255,253.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	9,817.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	9,817.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,245,436.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,245,436.
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	2,245,436.

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	2,122,908.
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	2,122,908.
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	2,122,908.

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 (2010)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				2,245,436.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008	794,267.			
e From 2009	429,580.			
f Total of lines 3a through e	1,223,847.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 2,122,908.				
a Applied to 2009, 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 2010 distributable amount				2,122,908.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	122,528.			122,528.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,101,319.			
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 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,101,319.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008	671,739.			
d Excess from 2009	429,580.			
e Excess from 2010				

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 2010, 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)

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

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)
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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)				
<p>a Paid during the year</p> <p>SCHEDULE D</p>				1,753,821.
<p>REIMBURSEMENT OF UNUSED GRANTS</p>				-29,205.
<p>Total</p>				<p>► 3a 1,724,616.</p>
<p>b Approved for future payment</p> <p>SCHEDULE D</p>				691,117.
<p>Total</p>				<p>► 3b 691,117.</p>

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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12-07-10

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. | | |

[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.

**Sign
Here**

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name

Preparer's signature

Date	
------	--

Check ☐
self-employed

PTIN

**Paid
Preparer
Use Only**

VICTOR DE LA VEGA

Firm's name ► WILLIAMS & RIBB LLP, CPA'S

Firm's address ► 4300 LONG BEACH BLVD., SUITE 350
LONG BEACH, CA 90807

Phone no (562) 423-8777

Form **990-PF** (2010)

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

SOURCE	AMOUNT
DEPOSITORY ACCOUNTS	23.
MONEY MARKET FUNDS	113.
PARTNERSHIP INTEREST	21,376.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	21,512.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
EQUITY & FIXED INCOME MUTUAL FUNDS	760,396.	0.	760,396.
PARTNERSHIP DIVIDEND	83,964.	0.	83,964.
STOCK DIVIDENDS	16,081.	0.	16,081.
TOTAL TO FM 990-PF, PART I, LN 4	860,441.	0.	860,441.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MINERAL INTEREST ROYALTIES	22,888.	22,888.	22,888.
TOTAL TO FORM 990-PF, PART I, LINE 11	22,888.	22,888.	22,888.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAUL, HASTINGS, JANOFSK O'MELVENY & MYERS LLC	7,913. 14,458.	3,165. 5,783.	3,165. 5,783.	4,748. 8,675.
TO FM 990-PF, PG 1, LN 16A	22,371.	8,948.	8,948.	13,423.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
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	6
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	53,126.	53,126.	53,126.	0.	
INVESTMENT COUNSELOR - SANDS	23,043.	23,043.	23,043.	0.	
WILLIAM DEVERELL MANAGEMENT ADVISORY FEES - PATHWAY	1,500.	1,500.	1,500.	0.	
INVESTMENT COUNSELOR - UNION BANK OF CALIFORNIA	67,812.	67,812.	67,812.	0.	
WELLINGTON TR CTF GLOBAL PERSP	6,795.	6,795.	6,795.	0.	
RAPHAEL J. SONENSHEIN	1,540.	1,540.	1,540.	0.	
THOMAS J. SITTON	1,500.	1,500.	1,500.	0.	
TO FORM 990-PF, PG 1, LN 16C	164,816.	164,816.	164,816.	0.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX	9,817.	0.	0.	0.	
PERSONAL PROPERTY TAX	293.	117.	117.	176.	
FOREIGN TAXES	12,335.	12,335.	12,335.	0.	
TO FORM 990-PF, PG 1, LN 18	22,445.	12,452.	12,452.	176.	

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE	429.	172.	172.	257.
CUSTODIAL FEES	1,113.	445.	445.	668.
SUPPLIES	2,869.	1,147.	1,147.	1,721.
TELEPHONE	4,225.	1,690.	1,690.	2,535.
INSURANCE	7,128.	2,851.	2,851.	4,277.
REPAIRS & MAINTENANCE	17,141.	6,856.	6,856.	10,285.
OTHER	4,723.	1,889.	1,889.	2,834.
FILES STORAGE	1,401.	560.	560.	841.
PAYROLL SERVICE	1,770.	708.	708.	1,062.
PARTNERSHIP DEDUCTIONS	40,793.	40,793.	40,793.	0.
ADMINISTRATIVE SUPPORT	28,146.	11,258.	11,258.	16,888.
TO FORM 990-PF, PG 1, LN 23	109,738.	68,369.	68,369.	41,368.

FORM 990-PF	OTHER FUNDS		STATEMENT 9
DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR	
FOUNDATION PRINCIPAL	45,298,016.	42,571,736.	
TOTAL TO FORM 990-PF, PART II, LINE 29	45,298,016.	42,571,736.	

FORM 990-PF	CORPORATE STOCK		STATEMENT 10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MARKETABLE EQUITY SECURITIES - SCHEDULE A-1	1,794,845.	2,756,673.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,794,845.	2,756,673.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EQUITY MUTUAL FUNDS - SCHEDULE A-2	COST	21,412,723.	20,988,299.
FIXED INCOME MUTUAL FUNDS - SCHEDULE A-3	COST	9,289,319.	9,806,770.
PRIVATE INVESTMENT FUNDS - SCHEDULE A-3	COST	4,528,627.	4,224,881.
INVESTMENTS IN PARTNERSHIPS	COST	5,345,209.	4,147,050.
TOTAL TO FORM 990-PF, PART II, LINE 13		40,575,878.	39,167,000.

FORM 990-PF	OTHER ASSETS	STATEMENT	12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
REFUNDABLE EXCISE TAX	53,266.	43,449.	43,449.
TO FORM 990-PF, PART II, LINE 15	53,266.	43,449.	43,449.

THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION
95-1644020
RETURN OF PRIVATE FOUNDATION FORM 990-PF
YEAR ENDED AUGUST 31, 2011

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, 2011

Marketable Equity Securities	Shares	Cost	Market Value
Alexion Pharmaceuticals Inc	1,575	\$ 51,540	\$ 91,263
Allergan Inc	1,300	74,865	106,353
Amazon Com Inc	1,050	75,362	225,992
Apple Computer Inc	515	67,446	198,187
ASML Holdings	1,425	44,105	50,260
C H Robinson Worldwide Inc	675	47,603	47,588
F5 Networks Inc	875	96,957	71,374
FMC Technologies Inc	1,775	53,656	78,917
Google Inc Class A	220	41,974	119,011
Grainger W W Inc	475	48,729	73,198
Illumina Inc	1,700	62,237	88,570
Intercontinental Exchange Inc	625	57,708	73,719
Intuitive Surgical Inc	320	38,580	122,032
Las Vegas Sands Corp	1,625	8,895	75,676
National Oilwell Varco, Inc	1,225	38,381	80,997
Netflix Inc	365	77,081	85,779
Nike Inc Class B	1,000	57,846	86,650
Opentable Inc	450	46,768	27,455
Praxair Inc	525	46,175	51,707
Priceline Com Inc	140	66,852	75,216
Qualcomm Inc	3,175	133,628	163,386
Regeneron Pharmaceuticals Inc	300	16,694	17,709
Salesforce Com Inc	1,475	74,920	189,906
Schlumberger Ltd	1,375	87,492	107,415
Schwab Charles Corp	4,600	79,391	56,810
Southwestern Energy Co	1,700	64,075	64,515
Starbucks Corp	2,300	51,290	88,826
Varian Medical Systems Inc	787	39,251	44,828
Visa Inc	2,200	145,344	193,334
Total marketable equity securities		\$ 1,794,845	\$ 2,756,673

SCHEDULE A-2
THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION
95-1644020
RETURN OF PRIVATE FOUNDATION FORM 990-PF
YEAR ENDED AUGUST 31, 2011

Equity Mutual Funds	Shares	Cost	Market Value
American Funds Capital World Growth & Income Fund	92 04	\$ 3,093,257	\$ 3,082,466
DFA International Small Company Portfolio	106,470 19	1,921,171	1,715,234
Dodge & Cox International Stock Fund	96,970 17	3,123,671	3,144,742
Dodge & Cox Stock Fund	25,659.64	2,629,553	2,604,095
Fidelity Spartan US Equity Index Fund	73,483 33	2,838,608	3,181,093
Morgan Stanley Institutional Funds			
Global Real Estate Fund Class I	256,787 28	2,307,869	2,192,963
Vanguard International Equity Index Fund	32,000 00	1,498,594	1,405,760
Vanguard International Growth Fund	62,952 47	4,000,000	3,661,946
Total equity mutual funds		\$ 21,412,723	\$ 20,988,299

SCHEDULE A-3
THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION
95-1644020
RETURN OF PRIVATE FOUNDATION FORM 990-PF
YEAR ENDED AUGUST 31, 2011

Fixed Income Mutual Funds	Shares	Cost	Market Value
Calamos Global Growth & Income Fund I	252,868 12	\$ 2,760,584	\$ 2,773,964
Payden Core Bond Fund	596,120 16	5,850,264	6,277,144
Payden Emerging Markets Bond Fund	19,668 33	250,446	287,748
Payden High Income Fund	67,036 37	428,025	467,914
Total fixed income mutual funds		\$ 9,289,319	\$ 9,806,770

SCHEDULE A-4

THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION

95-1644020

RETURN OF PRIVATE FOUNDATION FORM 990-PF

YEAR ENDED AUGUST 31, 2011

Private Investment Funds	Shares	Cost	Market Value
Angeles Absolute Return Fund Ltd	3,486 70	\$ 3,500,000	\$ 3,662,468
The Canyon Value Realization Fund Ltd	20 25	24,748	30,916
Highland Credit Strategies Fund Ltd	826 71	826,710	337,789
Shepherd Investments International Funds Ltd	177 44	165,413	166,081
Ramius Multi Strategy Fund Ltd	9 88	11,756	27,627
Total private investment funds		\$ 4,528,627	\$ 4,224,881

SCHEDULE A-5
THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION
95-1644020
RETURN OF PRIVATE FOUNDATION FORM 990-PF
YEAR ENDED AUGUST 31, 2011

Investments in Partnerships	Cost	Market Value
Pathway Private Equity Fund, LP	\$ 1,056,629	\$ 1,166,654
Wellington Trust CTF Global Perspectives Fund	2,797,298	1,790,354
Wellington Trust CTF Small Cap Opportunities Fund	1,491,282	1,190,042
Total investments in partnerships	\$ 5,345,209	\$ 4,147,050

SCHEDULE B
THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION
95-1644020
RETURN OF PRIVATE FOUNDATION FORM 990-PF
YEAR ENDED AUGUST 31, 2011

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	-	10,040
F Haynes Lindley, Jr., Esq 888 W. Sixth Street, Suite 1150 Los Angeles, CA 90017	Trustee/Research Committee Member	2 hours per week	549	5,100
Dr Daniel A. Mazmanian 888 W Sixth Street, Suite 1150 Los Angeles, CA 90017	Trustee/Research Committee Member	2 hours per week	-	5,080
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	3,380	27,300
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			\$3,929	\$97,850

SCHEDULE C
THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION
95-1644020
RETURN OF PRIVATE FOUNDATION FORM 990-PF
YEAR ENDED AUGUST 31, 2011

STATEMENT REGARDING APPLICATION FOR GRANTS, SCHOLARSHIPS, ETC.

2011-2012

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. Reports are required at the end of the grant/fellowship period. 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,
- Faculty Fellowships for teaching faculty at universities and four-year colleges in the five-county Los Angeles Region,
- Dissertation Fellowships for Ph.D. candidates at research universities in the five-county Los Angeles Region. This program is named in memory of Haynes Lindley, a Foundation Trustee from 1978-2011 and President from 1987-1997.

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

November 9, 2011	August 22, 2012
March 7, 2012	November 8, 2012
May 23, 2012	

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 12, 2012

Fellowships

Faculty Fellowships

(8 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 15, 2011	December 13, 2012
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Haynes Lindley Doctoral Dissertation Fellowships

(8 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 28, 2012

The John Randolph Haynes and Dora

HAYNES FOUNDATION



Promoting the Well-Being of Mankind

Highlights of the Application Process

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

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

Haynes Lindley Doctoral Dissertation Fellowships

- A one-page cover sheet
- 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
- A letter of recommendation 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, 2011

	Grants payable at August 31, 2010	Grants unspent from 2009-2010	Grants authorized during the year	Grant expenditures during the year	Grants payable at August 31, 2011
Education grants					
Fellowships					
Faculty Fellowships	\$ 60,000	\$ (60,000)	\$ 96,000	\$ 96,000	\$ -
Doctoral Dissertation Fellowships	80,000	(80,000)	160,000	140,000	20,000
Total fellowships	140,000	(140,000)	256,000	236,000	20,000
Contributions					
Southern California Association for Philanthropy (SCAP)	(1,400)	1,400	2,750	3,500	(750)
President's Discretionary Fund	12,000	(12,000)	20,000	8,000	12,000
Trustee Discretionary Gifts	-	-	250,000	235,000	15,000
Employee Matching Gifts	750	(750)	10,000	10,000	-
Council on Foundations	(880)	880	3,000	3,000	-
Haynes Lecture at The Huntington	-	-	2,500	2,500	-
League of Women Voters of Los Angeles Education Fund	-	-	5,000	5,000	-
The Huntington History Fellowships	-	-	25,000	-	25,000
Haynes/Historical Society of Southern California	-	-	25,000	-	25,000
Total contributions	10,470	(10,470)	343,250	267,000	76,250
Research and archival grants					
University of Southern California					
The Civic Role of Religion in Los Angeles since the 1992 Riots	39,589	-	-	39,589	-
Discovering the California Island	40,000	-	-	40,000	-
Greene and Greene Archives Archival	4,000	-	-	-	4,000
Water Supply Scarcity in Southern California	151,038	-	-	113,280	37,758
Mapping Los Angeles Research Online with Hyper Cities	45,000	-	-	45,000	-
Demographics of Recovery in Post Crash Los Angeles	-	-	170,103	68,042	102,061
Southern California Fiscal Sustainability and Government Research Project	-	-	84,820	67,856	16,964
Disseminating Haynes-supported Visual and Aural Documentation of Los Angeles	-	-	20,000	16,000	4,000
University of California, Los Angeles					
Transition to High School	20,835	-	-	20,835	-
A Contrast in Economic Development Los Angeles vs San Francisco	39,267	-	-	39,267	-
College Enrollment and Persistence among Children from Immigrant Families in the Los Angeles Area	28,604	-	-	28,604	-

SCHEDULE D
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YEAR ENDED AUGUST 31, 2011

Research and archival grants (continued)	Grants payable at August 31, 2010	Grants unspent from 2009-2010	Grants authorized during the year	Grant expenditures during the year	Grants payable at August 31, 2011
University of California, Los Angeles					
The Bunche Center of African American Studies Archival	\$ 5,000	\$ -	\$ -	\$ 5,000	\$ -
Tracks for Change Guiding Development Around Southern California High-Speed Rail Stations	36,724	-	-	-	36,724
Fighting Traffic at the Ballot Box	7,379	-	-	-	7,379
Preserve Chicano and Latino Collection	9,570	-	-	9,570	-
From Jails to Jobs The Impact of Homeboy Industries on the Lives of Los Angeles Gang Associated Youth	43,997	-	-	43,997	
Saving Our Sons An Examination of Black Male Academics in Los Angeles Schools	30,000	-	-	-	30,000
Tom Bradley Special Collection Archival	4,000	-	-	-	4,000
Backyard Homes and Local Concerns	-	-	181,320	36,264	145,056
The Claremont Graduate University					
Beyond Permanent Crisis	49,808	-	-	24,904	24,904
KPCC Southern California					
Public Radio/KCRW National Public Radio Support for Public Affairs Broadcasting	10,000	-	75,000	85,000	-
The Huntington Library					
The Origins of Los Angeles County Government as a Force in Urban Development	21,560	-	-	10,780	10,780
On the Ground in Suburbia	11,740	-	-	11,740	-
In Search of Suburbia	5,420	-	-	5,420	-
Property Rights and Civil Rights	-	-	39,000	31,200	7,800
The Los Angeles City Historical Society					
Los Angeles City Officials Compendium	5,602	-	-	-	5,602
Rancho Santa Ana Botanic Garden					
Video/Oral History	4,726	-	-	-	4,726
Natural History Museum of Los Angeles County					
Glass to Access Archival	4,000	-	-	4,000	-
Window on the West Archival	-	-	20,000	16,000	4,000
University of California, Riverside					
New Urbanism	30,892	-	-	30,892	-
Adapting to Aging Out	28,735	-	-	9,578	19,157
Cataloguing Wil Connel Collection	-	-	20,000	16,000	4,000

SCHEDULE D
THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION
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RETURN OF PRIVATE FOUNDATION FORM 990-PF
YEAR ENDED AUGUST 31, 2011

	Grants payable at August 31, 2010	Grants unspent from 2009-2010	Grants authorized during the year	Grant expenditures during the year	Grants payable at August 31, 2011
Research and archival grants (continued)					
University of California, Irvine					
Ethnically Transforming Neighborhoods and Crime among and between African Americans and Latinos	\$ 16,771	\$ -	\$ -	\$ 16,771	\$ -
Technology, Writing & Academic Achievement	12,515	-	-	12,515	-
Improving Reading with Digital Scaffolding	-	-	120,055	48,022	72,033
Library Foundation of Los Angeles					
Mid-Century Aerial Photographs of Los Angeles	4,000	-	-	4,000	-
Shades of Los Angeles	-	-	20,000	16,000	4,000
Center for the Study of Political Graphics					
Cataloging and Digitizing Los Angeles Artists' Posters	10,000	-	-	10,000	-
MapLight org					
Five Years of Los Angeles Contributions, Vote and Interest Group Data	31,000	-	-	31,000	-
University of California, Santa Cruz					
Managing for Climate Change in Los Angeles Backyard	15,341	-	-	15,341	-
California State University, Northridge					
Mulholland Family Papers Archival	4,000	-	-	-	4,000
Claremont Consortium					
F Haynes Lindley Archival	5,000	-	-	5,000	-
California State University, Los Angeles					
Los Angeles State of the City Report for 2010 and beyond	9,000	-	-	9,000	-
California Institute of Technology					
The Rise of the Decline-to-States	26,399	-	-	26,399	-
University of California, San Diego					
Los Angeles's Global Gateways	34,336	-	-	22,890	11,446
Indirect Costs Grants	-	-	214,542	214,542	-
Total research and archival grants	845,848	-	964,840	1,250,298	560,390
Foundation grant expenditures					
Foundation publications	(15,921)	15,921	35,000	523	34,477
Total foundation grant expenditures	(15,921)	15,921	35,000	523	34,477
Total grant activity	\$ 980,397	\$ (134,549)	\$1,599,090	\$ 1,753,821	\$ 691,117

SCHEDULE E
THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION
95-1644020
RETURN OF PRIVATE FOUNDATION FORM 990-PF
YEAR ENDED AUGUST 31, 2011

DEPRECIABLE ASSETS AND DEPRECIATION

Depreciation	Acquired	Depreciation method	Useful life	Cost		Accumulated depreciation and depletion			Net book value 8/31/11	Current market value
				Balance 8/31/10	Additions/ dispositions	Balance 8/31/11	Balance 8/31/10	Additions/ dispositions		
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
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	\$ 32,192	\$ 2,533	\$ 34,725	\$ 4,380

(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

THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION
95-1644020
RETURN OF PRIVATE FOUNDATION FORM 990-PF
YEAR ENDED AUGUST 31, 2011

INSTRUCTIONS FOR FILING FORM 990-PF

The return should be dated and signed by an authorized officer of the Foundation.

Schedule C for Part XV, Item 2 of the return should be completed prior to filing by attaching a copy of the most recent brochure of the Foundation of Purposes of Program.

The original of the return should be filed by January 17, 2012. If the return is being filed shortly before the due date, a postmark should be obtained from the postal service. The return should be mailed to:

Internal Revenue Service Center
Ogden, UT 84201-0027

The return has an overpayment of \$3,449.00 which has been applied to the estimated tax payments for 2012.

Estimated tax payments, based on the 2010 tax liability should be made as follows:

February 15, 2012	\$1,500	<i>paid 1/9/2012</i>
May 15, 2012	\$2,500	
August 15, 2012	\$2,500	

Payments should be made using the Electronic Federal Tax Payments System (EFTPS).