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

2011

For calendar year 2011 or tax year beginning , and ending

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

A Employer identification number
22-3412616

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
3353A RT 563

B Telephone number
(609)726-1330

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 9,395,337.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	50,000.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	20.	20.		STATEMENT 1
	4 Dividends and interest from securities	201,354.	199,755.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	322,217.			
	b Gross sales price for all assets on line 6a 4,215,882.				
	7 Capital gain net income (from Part IV, line 2)		322,217.		
	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	573,591.	521,992.		
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	3,800.	3,800.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	5,958.	1,930.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	47,819.	47,819.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	57,577.	53,549.		0.
	25 Contributions, gifts, grants paid	365,000.			365,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	422,577.	53,549.		365,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	151,014.			
	b **Net investment income** (if negative, enter -0-)		468,443.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	1,919,757.	504,973.	504,973.
	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	1,482.	149.	149.
	10a	Investments - U.S. and state government obligations STMT 6	906,314.	822,460.	841,355.
	b	Investments - corporate stock STMT 7	3,689,430.	3,993,359.	4,140,967.
	c	Investments - corporate bonds STMT 8	2,457,257.	2,202,818.	2,197,330.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	112,366.	1,715,121.	1,710,563.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	9,086,606.	9,238,880.	9,395,337.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue	1,536.	2,796.	
	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)	1,536.	2,796.	
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 ▶ [X] 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	9,085,070.	9,236,084.	
	30	**Total net assets or fund balances**	9,085,070.	9,236,084.	
	31	**Total liabilities and net assets/fund balances**	9,086,606.	9,238,880.	

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	9,085,070.
2	Enter amount from Part I, line 27a	2	151,014.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	9,236,084.
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	9,236,084.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	4,215,882.		3,893,665.	322,217.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				322,217.

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** 322,217.

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))
2010	257,172.	6,894,967.	.037299
2009	170,000.	5,226,421.	.032527
2008	153,912.	2,909,848.	.052893
2007	79,143.	3,166,938.	.024990
2006	51,032.	2,024,901.	.025202

2	**Total** of line 1, column (d)	2	.172911
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	.034582
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	9,620,877.
5	Multiply line 4 by line 3	5	332,709.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,684.
7	Add lines 5 and 6	7	337,393.
8	Enter qualifying distributions from Part XII, line 4	8	365,000.

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	4,684.
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	4,684.
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	4,684.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,200.		
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	3,200.
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	1,484.
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 2012 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)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NJ			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (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	

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

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

Website address ▶ N/A

14 The books are in care of ▶ 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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 2011 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 2011.)* 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 2011?	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?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM S HAINES JR 3353A 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 3353A 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	8,781,274.
b	Average of monthly cash balances	1b	986,114.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	9,767,388.
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	9,767,388.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	146,511.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,620,877.
6	**Minimum investment return.** Enter 5% of line 5	6	481,044.

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	481,044.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 4,684.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	4,684.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	476,360.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	476,360.
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	476,360.

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	365,000.
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	365,000.
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	4,684.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	360,316.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				476,360.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			315,689.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 365,000.				
a Applied to 2010, but not more than line 2a			315,689.	
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 2011 distributable amount				49,311.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				427,049.
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 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

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	75,000.
HABITAT FOR HUMANITY-PHILA CHAPTER 1829 N 19TH ST PHILA, PA 19121-2205	NONE	PUBLIC	FAMILY WELFARE	50,000.
ST MARY OF THE LAKES 40 JACKSON RD MEDFORD, NJ 08055	NONE	PUBLIC	RELIGIOUS SCHOOL	75,000.
VOLUNTEER CENTER OF BURLINGTON CTY(J LAUFER SCHOLARSHIP FD) BCC PARKER CTR 601 PEMBERTON BROWNSMILLS RD PEMBERTON, NJ 08068	NONE	PUBLIC	EDUCATIONAL	15,000.
YMCA CAMP OF OCKANICKON, INC 1303 STOKES RD MEDFORD, NJ 08055	NONE	PUBLIC	FAMILY WELFARE & SOCIAL SERVICES	150,000.
Total			▶ 3a	365,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) 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	20.	
4 Dividends and interest from securities			14	201,354.	
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	322,217.	
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.		523,591.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 523,591.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

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

Signature of officer or trustee: [signature] Date: 5-11-12 Title: PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOHN W LUTZ	John W. Lutz	5/7/12		P00183355
Firm's name ▶ KLATZKIN & COMPANY, LLP			Firm's EIN ▶ 21-0650289	
Firm's address ▶ 1670 WHITEHORSE HAM SQ RD HAMILTON, NJ 08690-3513			Phone no. (609)890-9189	

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

Schedule of Contributors

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

OMB No 1545-0047

2011

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, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

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

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

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HAINES & HAINES, INC 3353A RT 563 CHATSWORTH, NJ 08019	$ 25,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	PINE ISLAND CRANBERRY CO, INC 3353A RT 563 CHATSWORTH, NJ 08019	$ 25,000.	Person [X] 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.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization

THE HAINES FAMILY FOUNDATION, INC
C/O HAINES & HAINES, INC

Employer identification number

22-3412616

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization

THE HAINES FAMILY FOUNDATION, INC
C/O HAINES & HAINES, INC

Employer identification number

22-3412616

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $________

Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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 #3112 ST SEE ATTACHED	P	01/01/11	12/13/11
b	SCHWAB #3112 LT SEE ATTACHED	P	07/01/09	12/13/11
c	MANAGED SVC #1601 ST SEE ATTACHED	P	04/25/11	08/09/11
d	MANAGED SVC #1601 ST SEE ATTACHED	P	12/02/10	08/09/11
e	MANAGED SVC #1601 LT SEE ATTACHED	P	12/02/10	12/09/11
f	MANAGED SVC #8938 ST SEE ATTACHED	P	01/01/11	12/09/11
g	MANAGED SVC #8938 LT SEE ATTACHED	P	07/01/09	12/15/11
h	FNMA POOL PRINC	P	07/01/09	07/01/11
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

	(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	1,146,572.		1,117,896.	28,676.
b	1,208,249.		967,076.	241,173.
c	34,022.		43,106.	-9,084.
d	31,761.		34,038.	-2,277.
e	24,104.		19,082.	5,022.
f	1,290,474.		1,283,021.	7,453.
g	425,962.		410,606.	15,356.
h	18,840.		18,840.	0.
i	35,898.			35,898.
j				
k				
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				28,676.
b				241,173.
c				-9,084.
d				-2,277.
e				5,022.
f				7,453.
g				15,356.
h				0.
i				35,898.
j				
k				
l				
m				
n				
o				

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	322,217.
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

123591
05-01-11

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

SOURCE	AMOUNT
MANAGED AC LLC #8938	14.
PNC	2.
WELLS FARGO	4.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	20.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MANAGED AC LLC #1601	15,248.	0.	15,248.
MANAGED AC LLC #8938	47,926.	0.	47,926.
MANAGED AC LLC #8938 US	12,575.	0.	12,575.
MANAGED AC LLC INT PD ON PURCH #8938	-11,519.	0.	-11,519.
MANAGED AC LLC NONTAX DIV #1601	1,599.	0.	1,599.
MANAGED AC LLC OID US LESS AMORT PREMIUM	835.	0.	835.
MANAGED AC LLC WHMT #8938	2,612.	0.	2,612.
NORTHEAST INVESTORS	26,187.	0.	26,187.
SCHWAB BROKERAGE	141,789.	35,898.	105,891.
TOTAL TO FM 990-PF, PART I, LN 4	237,252.	35,898.	201,354.

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	3,800.	3,800.		0.
TO FORM 990-PF, PG 1, LN 16B	3,800.	3,800.		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	1,930.	1,930.		0.
FEDERAL INCOME TAX	4,028.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,958.	1,930.		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	35.	35.		0.
NJ ANNUAL REPORT	25.	25.		0.
NJ REG FEE	60.	60.		0.
LEGACY ADVISOR FEES	24,710.	24,710.		0.
MANAGED AC ADVISORY FEES	10,769.	10,769.		0.
CONSULTANT	10,703.	10,703.		0.
SEMINARS	1,244.	1,244.		0.
COMPUTER EXP	273.	273.		0.
TO FORM 990-PF, PG 1, LN 23	47,819.	47,819.		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 SEC GOV'T BDS(MANAG AC SVC #8938)	X		750,442.	770,350.
FIXED INCOME SEC FNMA(MANAG AC SVC #8938)	X		72,018.	71,005.
TOTAL U.S. GOVERNMENT OBLIGATIONS			822,460.	841,355.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			822,460.	841,355.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
US LARGE CAP EQUITY FDS(SCHWAB)	1,132,676.	1,261,694.
US MID CAP EQUITY FDS(SCHWAB)	507,966.	612,135.
US SMALL CAP EQUITY FDS(SCHWAB)	221,300.	283,966.
INTERNATIONAL EQUITY FDS(SCHWAB)	764,058.	743,835.
TACTICAL ALTERNATIVES(SCHWAB)	100,000.	101,999.
US LARGE CAP EQUITY (MANAG AC SCV #1601)	612,405.	647,858.
US MID CAP EQUITY (MANAG AC SCV #1601)	93,517.	99,968.
US SMALL CAP EQUITY (MANAG AC SCV #1601)	20,956.	17,141.
NORTHEAST INVESTORS FD	540,481.	372,371.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,993,359.	4,140,967.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME FUNDS(SCHWAB)	1,575,765.	1,565,195.
FIXED INCOME SEC CORP BDS(MANAG AC SVC #8938)	627,053.	632,135.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,202,818.	2,197,330.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
REAL ESTATE FDS(SCHWAB)	COST	154,098.	174,859.
FOREIGN BONDS(MANAG AC SVC #8938)	COST	61,023.	59,631.
NY LIFE INSURANCE INVESTMENT	COST	1,500,000.	1,476,073.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,715,121.	1,710,563.

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
3353A RT 563
CHATSWORTH, NJ 08019

TELEPHONE NUMBER

609-726-1330

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 12/31/2011

Haines Family Foundation   Acct #: 71153112 SCHWAB
3353 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
Brandywine Blue Fund	02/26/2009	12/29/2011	5,661 099	130,532.34	100,000 00		30,532.34	30,532.34
Brandywine Blue Fund	03/17/2009	12/29/2011	2,798 152	64,519 15	50,000 00		14,519.15	14,519.15
Brandywine Blue Fund	06/19/2009	12/29/2011	791.072	18,240.36	15,000.00		3,240.36	3,240.36
Brandywine Blue Fund	09/23/2009	12/29/2011	1,938.652	44,700 99	40,000.00		4,700.99	4,700.99
Brandywine Blue Fund	10/29/2009	12/29/2011	25.552	589 17	523.04		66.13	66.13
Brandywine Blue Fund	12/30/2009	12/29/2011	10.396	239.71	226.53		13 18	13 18
			11,224.923	258,821.72	205,749.57		53,072 15	53,072.15
Fairholme Fund	02/26/2009	02/23/2011	5,645.116	200,272.48	100,000.00		100,272 48	100,272.48
Fairholme Fund	06/19/2009	02/23/2011	1,380.774	48,985 89	35,000.00		13,985 89	13,985.89
Fairholme Fund	12/16/2009	02/23/2011	63.202	2,242.23	1,878.37		363.86	363.86
Fairholme Fund	02/25/2010	02/23/2011	1,109.613	39,365.88	35,000.00	4,365.88		4,365.88
Fairholme Fund	12/16/2010	02/23/2011	75 419	2,675.65	2,567.26	108.39		108.39
Fairholme Fund	12/16/2010	02/23/2011	407.127	14,443.70	13,858.60	585.10		585.10
Fairholme Fund	12/31/2010	02/23/2011	18 370	651 72	653.61	-1.89		-1.89
			8,699.621	308,637.55	188,957 84	5,057.48	114,622.23	119,679.71
Fidelity Floating Rate Hi	12/30/2009	06/27/2011	10,635 638	104,215.43	100,000.00		4,215.43	4,215 43
Fidelity Floating Rate Hi	01/13/2011	06/27/2011	8,609 422	84,361.16	85,000.00	-638.84		-638 84
			19,245.060	188,576.59	185,000.00	-638.84	4,215 43	3,576 59
FPA New Income Fund	12/23/2010	06/27/2011	41,510.609	453,270 85	450,000.00	3,270.85		3,270.85
Ridgeworth US Gov Sec	12/23/2010	12/13/2011	24,727.992	250,000.00	248,763.60	1,236 40		1,236.40
S&P 500 S P D R	02/12/2007	12/13/2011	1,100 000	137,295.78	157,540.84		-20,245 06	-20,245.06
S&P 500 S P D R	03/21/2007	12/13/2011	600.000	74,888 60	84,670.78		-9,782 18	-9,782 18
			1,700.000	212,184.38	242,211.62		-30,027 24	-30,027.24
Sound Shore Fund Inc	02/26/2009	07/26/2011	5,032.713	164,519.38	100,000 00		64,519.38	64,519.38
Sound Shore Fund Inc	03/17/2009	07/26/2011	2,433.090	79,537.71	50,000.00		29,537.71	29,537.71
Sound Shore Fund Inc	06/25/2009	07/26/2011	46.597	1,523.26	1,128.11		395.15	395.15
Sound Shore Fund Inc	12/30/2009	07/26/2011	17.181	561.65	495.16		66 49	66.49
Sound Shore Fund Inc	06/24/2010	07/26/2011	37.412	1,223.00	1,006.38		216.62	216.62
Sound Shore Fund Inc	12/30/2010	07/26/2011	16.523	540 14	525.10	15.04		15.04
Sound Shore Fund Inc	06/23/2011	07/26/2011	32.657	1,067.56	1,042.73	24.83		24.83
			7,616.173	248,972 70	154,197.48	39 87	94,735 35	94,775 22
Thomas White	04/28/2010	03/18/2011	11,560 694	198,381.51	180,000.00	18,381.51		18,381.51
Thomas White	10/27/2010	03/18/2011	136.525	2,342.77	2,263.58	79.19		79.19
			11,697 219	200,724 28	182,263.58	18,460.70		18,460.70
Thompson Plumb Bond	09/17/2010	06/27/2011	6,944 445	81,250.00	80,000.00	1,250.00		1,250.00
Thompson Plumb Bond	09/28/2010	06/27/2011	48.268	564.74	555.56	9.18		9.18
Thompson Plumb Bond	12/16/2010	06/27/2011	4.959	58.02	55.94	2.08		2.08
Thompson Plumb Bond	12/16/2010	06/27/2011	30.996	362.65	349.64	13.01		13.01
Thompson Plumb Bond	12/16/2010	06/27/2011	78.110	913.89	881.08	32.81		32.81

Realized Gains and Losses

Fiscal Year Ending 12/31/2011

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
Thompson Plumb Bond	03/29/2011	06/27/2011	43.447	508.33	497.47	10.86		10.86
			7,150.225	83,657.63	82,339 69	1,317.94		1,317.94
Thornburg Ltd Term Inc	01/29/2008	12/13/2011	8,631.897	114,008.38	109,634 71		4,373.67	4,373.67
Thornburg Ltd Term Inc	08/31/2009	12/13/2011	101.172	1,336.26	1,285.90		50.36	50.36
Thornburg Ltd Term Inc	09/30/2009	12/13/2011	101.536	1,341.07	1,301.69		39.38	39.38
Thornburg Ltd Term Inc	10/30/2009	12/13/2011	99.770	1,317 74	1,285 04		32.70	32.70
Thornburg Ltd Term Inc	11/30/2009	12/13/2011	95.972	1,267.58	1,250.51		17.07	17.07
Thornburg Ltd Term Inc	12/31/2009	12/13/2011	96.009	1,268.07	1,233.71		34.36	34 36
Thornburg Ltd Term Inc	01/29/2010	12/13/2011	93.423	1,233.91	1,215 43		18.48	18 48
Thornburg Ltd Term Inc	02/26/2010	12/13/2011	92.569	1,222.64	1,206 18		16.46	16.46
Thornburg Ltd Term Inc	03/31/2010	12/13/2011	88.539	1,169 41	1,150 12		19.29	19.29
Thornburg Ltd Term Inc	04/30/2010	12/13/2011	87.169	1,151.31	1,140.17		11.14	11.14
Thornburg Ltd Term Inc	05/28/2010	12/13/2011	84.985	1,122.46	1,111.61		10 85	10.85
Thornburg Ltd Term Inc	06/30/2010	12/13/2011	84.156	1,111.51	1,108 33		3.18	3 18
Thornburg Ltd Term Inc	07/30/2010	12/13/2011	84.040	1,109.98	1,115.21		-5.23	-5.23
Thornburg Ltd Term Inc	08/31/2010	12/13/2011	85.079	1,123 70	1,138 36		-14.66	-14.66
Thornburg Ltd Term Inc	09/30/2010	12/13/2011	83.107	1,097.66	1,114.47		-16 81	-16.81
Thornburg Ltd Term Inc	10/29/2010	12/13/2011	84.138	1,111.27	1,130 81		-19.54	-19.54
Thornburg Ltd Term Inc	11/19/2010	12/13/2011	78.341	1,034.71	1,041.94		-7.23	-7.23
Thornburg Ltd Term Inc	11/30/2010	12/13/2011	85 882	1,134.31	1,142.23		-7.92	-7.92
Thornburg Ltd Term Inc	12/31/2010	12/13/2011	86 362	1,140 65	1,132.20	8 45		8.45
Thornburg Ltd Term Inc	01/31/2011	12/13/2011	87 000	1,149 08	1,144 05	5 03		5.03
Thornburg Ltd Term Inc	02/28/2011	12/13/2011	87.924	1,161.29	1,157 08	4.21		4.21
Thornburg Ltd Term Inc	03/31/2011	12/13/2011	85.209	1,125.42	1,121.35	4.07		4.07
Thornburg Ltd Term Inc	04/29/2011	12/13/2011	83.574	1,103.83	1,109.86	-6.03		-6 03
Thornburg Ltd Term Inc	05/31/2011	12/13/2011	80.349	1,061.23	1,075.87	-14.64		-14.64
Thornburg Ltd Term Inc	06/30/2011	12/13/2011	82.227	1,086 04	1,095.26	-9 22		-9.22
Thornburg Ltd Term Inc	07/29/2011	12/13/2011	79.908	1,055 40	1,073.97	-18 57		-18.57
Thornburg Ltd Term Inc	08/31/2011	12/13/2011	80.233	1,059.70	1,076.73	-17.03		-17 03
Thornburg Ltd Term Inc	09/30/2011	12/13/2011	84.137	1,111.26	1,120.70	-9.44		-9 44
Thornburg Ltd Term Inc	10/31/2011	12/13/2011	82.993	1,096.16	1,110 45	-14.29		-14 29
Thornburg Ltd Term Inc	11/18/2011	12/13/2011	33 263	439 33	440 07	-0 74		-0.74
Thornburg Ltd Term Inc	11/18/2011	12/13/2011	153.519	2,027.65	2,031.06	-3.41		-3.41
Thornburg Ltd Term Inc	11/30/2011	12/13/2011	90 552	1,195.99	1,193 48	2.51		2.51
			11,355.034	149,975.00	145,488.55	-69.10	4,555.55	4,486 45
Short Term Gains				1,146,571.60	1,117,896.30	28,675.30		
Long Term Gains				1,208,249.10	967,075.63		241,173.47	
Total (Sales)				2,354,820.70	2,084,971 93	28,675 30	241,173.47	269,848.77

Managed Account Services, LLC

As of Date: 2/03/12

HAINES FAMILY FOUNDATION, INC
3432A RTE. 563
CHATSWORTH NJ 08019-2202

Your Financial Consultant :
LEGACY ADVISORS, LLC
401 PLYMOUTH RD
SUITE 150
PLYMOUTH MEETING, PA 19462
(610) 943-3000

Account Number: 5481-1601

Year-End Account Summary

This information is NOT provided to the Internal Revenue Service, but is being provided to you for courtesy purposes. Please consult with your Financial Advisor or Tax Advisor regarding specific questions.

The Internal Revenue Service has made changes to Form 1099-B ("Proceeds From Broker and Barter Exchange Transactions") reporting requirements. To ensure consistency between our treatment of reportable and non-reportable accounts, significant modifications to our statements have been made starting with Tax Year 2011. We are providing cost basis information as supplemental information when it is available, to assist you with completing your tax return, however, THIS INFORMATION IS NOT PROVIDED TO THE INTERNAL REVENUE SERVICE. Please consult with your Financial Advisor or Tax Advisor regarding specific questions.

SHORT TERM GAINS OR LOSSES (Box 8)
Proceeds from Broker and Barter Exchange Transactions for 2011

SUPPLEMENTAL INFORMATION

Description (Box 9)	Non-Covered (Box 6)	Share Quantity	Sale Price	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Proceeds (Box 2)*	Cost or Other Basis (Box 3)	Gain or Loss Amount	Transaction Description
AVON PRODUCTS INC CUSIP 054303102		360.0000	20.66130	04/25/11	08/11/11	7,437.96	10,287.50	-2,849.54	SALE
BANK NEW YORK MELLON CORP CUSIP 064058100		554.0000	20.48550	04/25/11	08/09/11	11,348.75	15,648.51	-4,299.76	SALE
KELLOGG COMPANY CUSIP 487836108		311.0000	48.99040	04/25/11	11/22/11	15,235.75	17,170.28	-1,934.53	SALE
AVON PRODUCTS INC CUSIP 054303102	X	202.0000	20.66130	12/02/10	08/11/11	4,173.51	5,887.69	-1,714.18	SALE
BANK NEW YORK MELLON CORP CUSIP 064058100	X	310.0000	20.48550	12/02/10	08/09/11	6,350.38	8,638.80	-2,288.42	SALE
CONOCOPHILLIPS CUSIP 20825C104	X	50.0000	80.11490	12/02/10	03/25/11	4,005.67	3,168.85	836.82	SALE
FAMILY DOLLAR STORES INC CUSIP 307000109	X	61.0000	48.99360	12/02/10	01/04/11	2,988.56	3,077.85	-89.29	SALE
KELLOGG COMPANY CUSIP 487836108	X	167.0000	52.69520	12/02/10	08/08/11	8,799.93	8,234.14	565.79	SALE
	X	7.0000	48.99040	12/02/10	11/22/11	342.92	345.14	-2.22	SALE

2011 ENHANCED SUMMARY

As of Date: 2/03/12

HAINES FAMILY FOUNDATION, INC
3432A RTE. 563
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Proceeds from Broker and Barter Exchange Transactions for 2011 *Continued* SUPPLEMENTAL INFORMATION

Description (Box 9)	Non-Covered (Box 6)	Share Quantity	Sale Price	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Proceeds (Box 2)*	Cost or Other Basis (Box 3)	Gain or Loss Amount	Transaction Description
SHERWIN WILLIAMS CO CUSIP 824348106	X	61.0000	83.60480	12/02/10	01/04/11	5,099.80	4,685.41	414.39	SALE
TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES						**34,022.46**	**43,106.29**	**-9,083.83**	
TOTAL SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES						**31,760.77**	**34,037.88**	**-2,277.11**	

LONG TERM GAINS OR LOSSES (Box 8)

Proceeds from Broker and Barter Exchange Transactions for 2011 SUPPLEMENTAL INFORMATION

Description (Box 9)	Non-Covered (Box 6)	Share Quantity	Sale Price	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Proceeds (Box 2)*	Cost or Other Basis (Box 3)	Gain or Loss Amount	Transaction Description
FAMILY DOLLAR STORES INC CUSIP 307000109	X	102.0000	57.73800	12/02/10	12/09/11	5,889.17	5,146.55	742.62	SALE
INTERNATIONAL BUSINESS MACHINE CORP CUSIP 459200101	X	57.0000	194.18400	12/02/10	12/09/11	11,068.28	8,287.80	2,780.48	SALE
UNITEDHEALTH GROUP INC CUSIP 91324P102	X	149.0000	47.96480	12/02/10	12/12/11	7,146.62	5,648.06	1,498.56	SALE
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES						**24,104.07**	**19,082.41**	**5,021.66**	

* Box 2: Sales price less commissions and option premiums

2011 ENHANCED SUMMARY

As of Date: 2/03/12

HAINES FAMILY FOUNDATION, INC
3432A RTE. 563
CHATSWORTH NJ 08019-2202

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PLYMOUTH MEETING, PA 19462
(610) 943-3000

Account Number: 8491-8938

Year-End Account Summary

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The Internal Revenue Service has made changes to Form 1099-B ("Proceeds From Broker and Barter Exchange Transactions") reporting requirements. To ensure consistency between our treatment of reportable and non-reportable accounts, significant modifications to our statements have been made starting with Tax Year 2011. We are providing cost basis information as supplemental information when it is available, to assist you with completing your tax return, however, THIS INFORMATION IS NOT PROVIDED TO THE INTERNAL REVENUE SERVICE. Please consult with your Financial Advisor or Tax Advisor regarding specific questions.

SHORT TERM GAINS OR LOSSES (Box 8)

Proceeds from Broker and Barter Exchange Transactions for 2011 SUPPLEMENTAL INFORMATION

Description (Box 9)	Non-Covered (Box 6)	Share Quantity	Sale Price	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Proceeds (Box 2)*	Cost or Other Basis (Box 3)	Gain or Loss Amount	Transaction Description
CRED SUISSE FB USA INC NOTES CPN 6.125% DUE 11/15/11 DTD 11/06/01 FC 05/15/02 CUSIP 22541LAB9	X	30,000.0000	N/A	05/04/11	11/15/11	30,000.00	30,885.60	-885.60	REDEMPTION
FEDERAL NATL MTG ASSN NOTES CPN 1.125% DUE 06/27/14 DTD 05/16/11 FC 06/27/11 CUSIP 3135G0BJ1	X	160,000.0000	101.43700	07/25/11	12/09/11	162,299.20	161,238.40	1,060.80	SALE
FEDERAL NATL MTG ASSN NOTES CPN 0.750% DUE 12/18/13 DTD 11/01/10 FC 12/18/10 CUSIP 31398A5W8	X	160,000.0000	100.17300	01/10/11	07/25/11	160,276.80	158,436.29	1,840.51	SALE
FEDERAL NATL MTG ASSN NOTES CPN 2.375% DUE 07/28/15 DTD 06/14/10 FC 07/28/10 CUSIP 31398AU34	X	28,000.0000	102.26010	08/30/10	04/28/11	28,632.83	28,999.30	-366.47	SALE
	X	32,000.0000	103.16000	08/30/10	05/17/11	33,011.20	33,142.04	-130.84	SALE

2011 ENHANCED SUMMARY

Managed Account Services, LLC

· As of Date: 2/03/12

HAINES FAMILY FOUNDATION, INC
3432A RTE. 563
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Year-End Account Summary

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Proceeds from Broker and Barter Exchange Transactions for 2011

Continued SUPPLEMENTAL INFORMATION

Description (Box 9)	Non-Covered (Box 6)	Share Quantity	Sale Price	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Proceeds (Box 2)*	Cost or Other Basis (Box 3)	Gain or Loss Amount	Transaction Description
FEDERAL NATL MTG ASSN NOTES CPN 1.500% DUE 06/26/13 DTD 05/21/10 FC 06/26/10 CUSIP 31398AT44	X	160,000.0000	101.33320	VARIOUS	01/10/11	162,133.12	161,601.60	531.52	SALE
GOLDMAN SACHS GROUP INC SENIOR NOTES CPN 6.000% DUE 05/01/14 DTD 05/06/09 FC 11/01/09 CUSIP 38141EA33	X	30,000.0000	110.54300	02/28/11	03/07/11	33,162.90	33,205.80	-42.90	SALE
PFIZER INC NOTES CPN 4.450% DUE 03/15/12 DTD 03/24/09 FC 09/15/09 CUSIP 717081CZ4	X	30,000.0000	N/A	03/24/11	12/08/11	30,317.30	31,152.30	-835.00	REDEMPTION
US TREASURY NOTES CPN 0.625% DUE 01/31/13 DTD 01/31/11 FC 07/31/11 CUSIP 912828PR5	X	100,000.0000	100.52310	VARIOUS	12/09/11	100,523.10	100,040.96	482.14	SALE
US TREASURY NOTES CPN 1.000% DUE 01/15/14 DTD 01/15/11 FC 07/15/11 CUSIP 912828PQ7	X	30,000.0000	101.77700	VARIOUS	09/08/11	30,533.13	29,999.13	534.00	SALE
	X	95,000.0000	101.45660	03/24/11	11/21/11	96,383.86	94,814.76	1,569.10	SALE

2011 ENHANCED SUMMARY

As of Date: 2/03/12

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Proceeds from Broker and Barter Exchange Transactions for 2011 *Continued* SUPPLEMENTAL INFORMATION

Description (Box 9)	Non-Covered (Box 6)	Share Quantity	Sale Price	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Proceeds (Box 2)*	Cost or Other Basis (Box 3)	Gain or Loss Amount	Transaction Description
US TREASURY NOTES CPN 0.625% DUE 07/31/12 DTD 07/31/10 FC 01/31/11 CUSIP 912828NQ9	X	30,000.0000	100.20270	11/19/10	02/02/11	30,060.84	30,086.72	-25.88	SALE
	X	70,000.0000	100.30850	VARIOUS	03/15/11	70,216.02	70,213.35	2.67	SALE
US TREASURY NOTES CPN 1.000% DUE 07/15/13 DTD 07/15/10 FC 01/15/11 CUSIP 912828NN6	X	30,000.0000	100.46060	08/30/10	01/12/11	30,138.18	30,250.89	-112.71	SALE
	X	30,000.0000	100.10510	08/30/10	03/03/11	30,031.54	30,250.88	-219.34	SALE
	X	120,000.0000	100.38630	08/30/10	03/24/11	120,463.66	121,003.52	-539.86	SALE
US TREASURY INFLATION INDEX NOTES CPN 1.250% DUE 07/15/20 CUSIP 912828NM8	X	10,000.0000	107.96050	10/20/10	07/26/11	11,177.59	11,152.32	25.27	SALE
	X	10,000.0000	107.93710	10/20/10	07/26/11	11,175.16	11,152.32	22.84	SALE
	X	10,000.0000	110.22670	10/20/10	08/01/11	11,420.48	11,159.81	260.67	SALE
US TREASURY NOTES CPN 1.875% DUE 06/30/15 DTD 06/30/10 FC 12/31/10 CUSIP 912828NL0	X	5,000.0000	100.39020	08/30/10	04/15/11	5,019.51	5,128.54	-109.03	SALE

Managed Account Services, LLC

As of Date: 2/03/12

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Proceeds from Broker and Barter Exchange Transactions for 2011

Continued SUPPLEMENTAL INFORMATION

Description (Box 9)	Non-Covered (Box 6)	Share Quantity	Sale Price	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Proceeds (Box 2)*	Cost or Other Basis (Box 3)	Gain or Loss Amount	Transaction Description
US TREASURY NOTES CPN 3.500% DUE 05/15/20 DTD 05/15/10 FC 11/15/10 CUSIP 912828ND8	X	30,000.0000	111.87060	VARIOUS	08/12/11	33,561.21	30,431.96	3,129.25	SALE
	X	5,000.0000	112.91750	03/07/11	10/07/11	5,645.88	5,047.29	598.59	SALE
US TREASURY NOTES CPN 2.750% DUE 02/15/19 DTD 02/15/09 FC 08/15/09 CUSIP 912828KD1	X	30,000.0000	99.75350	VARIOUS	03/16/11	29,926.05	29,242.51	683.54	SALE
	X	35,000.0000	98.18310	VARIOUS	03/24/11	34,364.12	34,384.12	-20.00	SALE
TOTAL SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES						**1,290,473.68**	**1,283,020.41**	**7,453.27**	

LONG TERM GAINS OR LOSSES (Box 8)

Proceeds from Broker and Barter Exchange Transactions for 2011

SUPPLEMENTAL INFORMATION

Description (Box 9)	Non-Covered (Box 6)	Share Quantity	Sale Price	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Proceeds (Box 2)*	Cost or Other Basis (Box 3)	Gain or Loss Amount	Transaction Description
AT&T INC BONDS CPN 5.500% DUE 02/01/18 DTD 02/01/08 FC 08/01/08 CUSIP 00206RAJ1	X	30,000.0000	113.03200	08/26/09	07/08/11	33,909.60	31,521.30	2,388.30	SALE
BANK OF AMERICA CORP SENIOR NOTES CPN 7.375% DUE 05/15/14 DTD 05/13/09 FC 11/15/09 CUSIP 06051GDY2	X	25,000.0000	113.83900	07/22/09	03/15/11	28,459.75	27,320.75	1,139.00	SALE

2011 ENHANCED SUMMARY

As of Date: 2/03/12

HAINES FAMILY FOUNDATION, INC
3432A RTE. 563
CHATSWORTH NJ 08019-2202

Your Financial Consultant :
LEGACY ADVISORS, LLC
401 PLYMOUTH RD
SUITE 150
PLYMOUTH MEETING, PA 19462
(610) 943-3000

Account Number: 8491-8938

Year-End Account Summary

This information is NOT provided to the Internal Revenue Service, but is being provided to you for courtesy purposes. Please consult with your Financial Advisor or Tax Advisor regarding specific questions.

Proceeds from Broker and Barter Exchange Transactions for 2011 *Continued* SUPPLEMENTAL INFORMATION

Description (Box 9)	Non-Covered (Box 6)	Share Quantity	Sale Price	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Proceeds (Box 2)*	Cost or Other Basis (Box 3)	Gain or Loss Amount	Transaction Description
BARRICK GOLD CORP SR UNSECURED CPN 6.950% DUE 04/01/19 DTD 03/24/09 FC 10/01/09 CUSIP 067901AB4	X	25,000.0000	119.27200	09/30/09	02/15/11	29,818.00	29,168.25	649.75	SALE
BOEING CAPITAL CORP GLOBAL NOTES CPN 6.100% DUE 03/01/11 DTD 03/08/01 FC 09/01/01 CUSIP 097014AD6	X	28,000.0000	N/A	06/23/09	03/01/11	28,000.00	29,888.32	-1,888.32	REDEMPTION
COMCAST CORP COMPANY GTD CPN 5.700% DUE 07/01/19 DTD 06/18/09 FC 01/01/10 CUSIP 20030NAZ4	X	30,000.0000	108.45100	08/11/09	03/07/11	32,535.30	31,652.10	883.20	SALE
FEDERAL HOME LOAN BANK BONDS CPN 5.000% DUE 11/17/17 DTD 10/19/07 FC 05/17/08 CUSIP 3133XMQ87	X	60,000.0000	113.56140	06/23/09	03/17/11	68,136.84	63,442.98	4,693.86	SALE
GENERAL ELEC CAP CORP NOTES CPN 4.800% DUE 05/01/13 DTD 04/21/08 FC 11/01/08 CUSIP 36962G3T9	X	30,000.0000	106.48700	01/12/10	03/24/11	31,946.10	31,732.80	213.30	SALE
GOLDMAN SACHS GROUP INC GLOBAL BONDS SR SECURED CPN 5.150% DUE 01/15/14 DTD 01/13/04 FC 07/15/04 CUSIP 38143UAB7	X	30,000.0000	108.09400	07/15/09	02/28/11	32,428.20	30,765.60	1,662.60	SALE

2011 ENHANCED SUMMARY

Managed Account Services, LLC

As of Date: 2/03/12

HAINES FAMILY FOUNDATION, INC
3432A RTE. 563
CHATSWORTH NJ 08019-2202

Your Financial Consultant :
LEGACY ADVISORS, LLC
401 PLYMOUTH RD
SUITE 150
PLYMOUTH MEETING, PA 19462
(610) 943-3000

Account Number: 8491-8938

Year-End Account Summary

This information is NOT provided to the Internal Revenue Service, but is being provided to you for courtesy purposes. Please consult with your Financial Advisor or Tax Advisor regarding specific questions.

Proceeds from Broker and Barter Exchange Transactions for 2011 *Continued* SUPPLEMENTAL INFORMATION

• Description (Box 9)	Non-Covered (Box 6)	Share Quantity	Sale Price	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Proceeds (Box 2)*	Cost or Other Basis (Box 3)	Gain or Loss Amount	Transaction Description
JPMORGAN CHASE & CO NOTES CPN 4.750% DUE 03/01/15 DTD 02/25/05 FC 09/01/05 CUSIP 46625HCE8	X	30,000.0000	107.16500	08/19/09	03/02/11	32,149.50	31,282.20	867.30	SALE
KROGER CO SENIOR NOTES CALLABLE CPN 7.500% DUE 01/15/14 CUSIP 501044CL3	X	25,000.0000	115.06400	07/17/09	01/11/11	28,766.00	28,277.50	488.50	SALE
TOYOTA MOTOR CREDIT CORP MEDIUM TERM NOTES CPN 3.200% DUE 06/17/15 DTD 06/17/10 FC 12/17/10 CUSIP 89233P4B9	X	30,000.0000	106.04100	06/14/10	09/09/11	31,812.30	29,962.80	1,849.50	SALE
US TREASURY NOTES CPN 2.750% DUE 02/15/19 DTD 02/15/09 FC 08/15/09 CUSIP 912828KD1	X	15,000.0000	108.76520	07/26/10	11/21/11	16,314.78	14,962.56	1,352.22	SALE
WELLS FARGO COMPANY SENIOR NOTES CPN 4.375% DUE 01/31/13 DTD 01/31/08 FC 07/31/08 CUSIP 949746NY3	X	30,000.0000	105.61700	07/08/09	02/10/11	31,685.10	30,628.80	1,056.30	SALE
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES						**425,961.47**	**410,605.96**	**15,355.51**	

* Box 2: Sales price less commissions and option premiums

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