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

2011

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

For calendar year 2011 or tax year beginning JUL 1, 2011, and ending JUN 30, 2012

Name of foundation THE WARREN J. AND MARYLOU HAYFORD FAMILY FOUNDATION		A Employer identification number 36-3992941
Number and street (or P.O. box number if mail is not delivered to street address) 7341 S.E. GOLFHOUSE DRIVE	Room/suite	B Telephone number 312-486-1000
City or town, state, and ZIP code HOBE SOUND, FL 33455		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,564,648. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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)
Revenue	1 Contributions, gifts, grants, etc., received	163,213.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	42.	42.		STATEMENT 1
	4 Dividends and interest from securities	26,438.	26,438.		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.			
	b Gross sales price for all assets on line 6a	108,167.			
	7 Capital gain net income (from Part IV, line 2)		1.		
	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	189,694.	26,481.			
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	10,750.	5,375.		5,375.
	c Other professional fees STMT 4	2,722.	2,722.		0.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	115.	0.		15.
	24 Total operating and administrative expenses. Add lines 13 through 23	13,587.	8,097.		5,390.
	25 Contributions, gifts, grants paid	377,752.			377,752.
26 Total expenses and disbursements. Add lines 24 and 25	391,339.	8,097.		383,142.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<201,645.>				
b Net investment income (if negative, enter -0-)		18,384.			
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		<26,349.>	<320,362.>	<320,362.>
	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				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 8	1,045,318.	1,104,043.	1,266,497.
	c	Investments - corporate bonds	STMT 9	633,897.	590,311.	600,329.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other	STMT 10	0.	20,000.	18,184.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		1,652,866.	1,393,992.	1,564,648.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		1,652,866.	1,393,992.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.	
30	Total net assets or fund balances		1,652,866.	1,393,992.		
31	Total liabilities and net assets/fund balances		1,652,866.	1,393,992.		

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	1,652,866.
2	Enter amount from Part I, line 27a	2	<201,645.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	12,000.
4	Add lines 1, 2, and 3	4	1,463,221.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	69,229.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,393,992.

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 STATEMENTS			
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 108,167.		108,723.	1.

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))
(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	
a			
b			
c			
d			
e			1.

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.
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	352,415.	2,070,174.	.170234
2009	320,376.	247,955.	1.292073
2008	634,591.	445,384.	1.424818
2007	399,625.	1,043,854.	.382836
2006	281,104.	1,228,539.	.228812

2 Total of line 1, column (d)	2	3.498773
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	.699755
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,759,553.
5 Multiply line 4 by line 3	5	1,231,256.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	184.
7 Add lines 5 and 6	7	1,231,440.
8 Enter qualifying distributions from Part XII, line 4	8	383,142.

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.

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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)			
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		1	368.
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	368.
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	368.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,578.	
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	2,578.	
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	2,210.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 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"/> IL		
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 2011 or the taxable year beginning in 2011 (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

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A		X	
14	The books are in care of ▶ C/O COLLEEN CREIGHTON Telephone no. ▶ 312-486-1000 Located at ▶ DELOITTE TAX, 111 S. WACKER, CHICAGO, IL ZIP+4 ▶ 60606			
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 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		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 type="checkbox"/> Yes <input checked="" 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	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 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)

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

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

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

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

5b

6b

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
SEE STATEMENT				
	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

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	
	0.
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.

**THE WARREN J. AND MARYLOU HAYFORD
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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,768,646.
b	Average of monthly cash balances	1b	17,702.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,786,348.
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	1,786,348.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	26,795.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,759,553.
6	Minimum investment return. Enter 5% of line 5	6	87,978.

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	87,978.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	368.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	368.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	87,610.
4	Recoveries of amounts treated as qualifying distributions	4	12,000.
5	Add lines 3 and 4	5	99,610.
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	99,610.

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	383,142.
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	383,142.
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	383,142.

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.

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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				99,610.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	281,104.			
b From 2007	401,105.			
c From 2008	634,700.			
d From 2009	340,500.			
e From 2010	352,415.			
f Total of lines 3a through e	2,009,824.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$	383,142.			
a Applied to 2010, 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 2011 distributable amount				99,610.
e Remaining amount distributed out of corpus	283,532.			
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	2,293,356.			
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				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 2006 not applied on line 5 or line 7	281,104.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,012,252.			
10 Analysis of line 9:				
a Excess from 2007	401,105.			
b Excess from 2008	634,700.			
c Excess from 2009	340,500.			
d Excess from 2010	352,415.			
e Excess from 2011	283,532.			

N/A

- 4942(1)(5)

- (4) Gross investment income

[illegible]Form **990-PF** (2011)

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED STATEMENT - *APPLIES TO ALL GRANTS AND CONTRIBUTIONS	N/A*	501(C)(3)*	UNRESTRICTED*	377,752.
Total			3a	377,752.
b Approved for future payment				
NONE				
Total			3b	0.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	42.	
4 Dividends and interest from securities				14	26,438.	
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	1.	
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.		26,481.	0.
13 Total. Add line 12, columns (b), (d), and (e)						26,481.

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

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

[illegible]

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

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

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	Signature of officer or trustee <i>John R. Hayford</i>		Date <i>12/1/2013</i>		Title <i>Treasurer</i>		
Paid Preparer Use Only	Print/Type preparer's name STEVEN HUEFFNER		Preparer's signature <i>Steven Hueffner</i>		Date 1/18/13	Check <input type="checkbox"/> if self-employed PTIN P01087725	
	Firm's name ▶ DELOITTE TAX LLP					Firm's EIN ▶ 86-1065772	
	Firm's address ▶ 111 SOUTH WACKER DRIVE CHICAGO, IL 60606					Phone no. (312) 486-1000	

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 WARREN J. AND MARYLOU HAYFORD
FAMILY FOUNDATION

Employer identification number

36-3992941

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 foundationCheck 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization THE WARREN J. AND MARYLOU HAYFORD FAMILY FOUNDATION	Employer identification number 36-3992941
--	---

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	WARREN J. HAYFORD 7341 S.E. GOLFHOUSE DRIVE HOBE SOUND, FL 33455	\$ 10,750.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	HAYFORD HEALTH & EDUCATION TRUST 115 LAFAYETTE STREET ST. MARY'S, PA 15857	\$ 152,463.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

**THE WARREN J. AND MARYLOU HAYFORD
FAMILY FOUNDATION**

Employer identification number

36-3992941**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
	<hr/>	<hr/>	<hr/>
	<hr/>	<hr/>	<hr/>
	<hr/>	<hr/>	<hr/>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	<hr/>		<hr/>
	<hr/>		<hr/>
	<hr/>		<hr/>
	<hr/>	<hr/>	<hr/>
	<hr/>	<hr/>	<hr/>
	<hr/>	<hr/>	<hr/>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	<hr/>		<hr/>
	<hr/>		<hr/>
	<hr/>		<hr/>
	<hr/>	<hr/>	<hr/>
	<hr/>	<hr/>	<hr/>
	<hr/>	<hr/>	<hr/>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	<hr/>		<hr/>
	<hr/>		<hr/>
	<hr/>		<hr/>
	<hr/>	<hr/>	<hr/>
	<hr/>	<hr/>	<hr/>
	<hr/>	<hr/>	<hr/>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	<hr/>		<hr/>
	<hr/>		<hr/>
	<hr/>		<hr/>

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 CAPITAL GAIN DISTRIBUTION		P	VARIOUS	VARIOUS
b 20 SHS EKSPORTFINANS ASA LINKED TO TPX INDEX 0%		P	12/08/10	04/16/12
c 2,575.11 SHS GS CONCENTRATED GROWTH FUND CLASS A		P	07/28/10	09/30/11
d 1986.10 SHS GS CORE FIXED INCOME FUND INSTITUTIO		P	07/28/10	07/11/11
e 1949.32 SHS GS SHORT-DURATION GOVERNMENT FUND CL		P	07/28/10	09/30/11
f 889.213 SHS GS SHORT-DURATION GOVERNMENT FUND CL		P	07/28/10	05/23/12
g 242.954 SHS GS SHORT-DURATION GOVERNMENT FUND CL		P	07/28/10	06/21/12
h 115 SHS ISHARES TR-ISHARES MSCI EAFE INDEX FUND E		P	07/28/10	09/30/11
i 21 SHS VISA INC. CMN CLASS A		P	08/02/10	04/16/12
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			557.
b 18,413.		19,980.	<1,567.>
c 30,000.		29,588.	412.
d 20,000.		19,522.	478.
e 20,000.		20,331.	<331.>
f 9,150.		9,274.	<124.>
g 2,500.		2,534.	<34.>
h 5,568.		5,987.	<419.>
i 2,536.		1,507.	1,029.
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			557.
b			<1,567.>
c			412.
d			478.
e			<331.>
f			<124.>
g			<34.>
h			<419.>
i			1,029.
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	1.
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

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

SOURCE	AMOUNT
GOLDMAN SACHS	42.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	42.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS	26,438.	0.	26,438.
TOTAL TO FM 990-PF, PART I, LN 4	26,438.	0.	26,438.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	10,750.	5,375.		5,375.
TO FORM 990-PF, PG 1, LN 16B	10,750.	5,375.		5,375.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	2,722.	2,722.		0.
TO FORM 990-PF, PG 1, LN 16C	2,722.	2,722.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	115.	0.		15.
TO FORM 990-PF, PG 1, LN 23	115.	0.		15.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
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DESCRIPTION	AMOUNT
RECOVERIES OF AMOUNTS TREATED AS QUALIFYING DISTRIBUTIONS	12,000.
TOTAL TO FORM 990-PF, PART III, LINE 3	12,000.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
UNREALIZED GAIN FROM CONTRIBUTION OF NON-CASH SECURITIES	69,229.
TOTAL TO FORM 990-PF, PART III, LINE 5	69,229.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS CORPORATE STOCK - SEE ATTACHED STMT	1,104,043.	1,266,497.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,104,043.	1,266,497.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS CORPORATE BONDS - SEE ATTACHED STMT	590,311.	600,329.
TOTAL TO FORM 990-PF, PART II, LINE 10C	590,311.	600,329.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS COMMODITIES - SEE ATTACHED STMT	COST	20,000.	18,184.
TOTAL TO FORM 990-PF, PART II, LINE 13		20,000.	18,184.



Statement Detail

HAYFORD FAMILY FOUNDATION - EQUITY & FI Holdings

Period Ended June 30, 2012

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS CORE FIXED INCOME FUND								
GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	21,132.449	10.5300	222,524.69	9.8441	208,029.90	14,494.79		5,008.39
						16,931.59		
GS SHORT DURATION GOVERNMENT FUND								
GS SHORT-DURATION GOVERNMENT FUND CLASS A SHARES	25,526.844	10.2800	262,415.96	10.4237	266,084.74	(3,668.78)		1,046.60
						4,065.98		
TOTAL INVESTMENT GRADE FIXED INCOME			484,940.65		474,114.64	10,826.01		6,054.99
OTHER FIXED INCOME								
GS HIGH YIELD FUND								
GS HIGH YIELD FUND INSTITUTIONAL SHARES	8,000.026	7.1300	57,040.19	7.0628	56,502.73	537.45		4,088.01
						14,866.13		
GS STRATEGIC INCOME FUND								
GS STRATEGIC INCOME FUND CLASS A SHARES	5,978.257	9.7600	58,347.79	9.9851	59,693.62	(1,345.83)		1,960.87
						3,347.77		
TOTAL OTHER FIXED INCOME			115,387.98		116,196.35	(808.38)		6,048.88
TOTAL FIXED INCOME			600,328.63		590,310.99	10,017.63		12,103.87

¹⁴This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit. Not a Deposit. Not FDIC Insured. May Lose Value (Excluding Goldman Sachs Bank Deposit Account and Certificates of Deposit). Brokerage and securities services provided by Goldman, Sachs & Co. Bank Deposit Account and Certificate of Deposit Account offered by Goldman Sachs Bank USA, Member FDIC.



Statement Detail

HAYFORD FAMILY FOUNDATION - EQUITY & FI Holdings (Continued)

Period Ended June 30, 2012

PUBLIC EQUITY**US EQUITY****US STOCKS**

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
APPLE, INC. CMN (AAPL)	94.00	584.0000	54,896.00	258.2959	24,279.81	30,616.19		
QUALCOMM INC CMN (QCOM)	793.00	55.6800	44,154.24	39.6784	31,465.01	12,689.23	1.7960	793.00
VISA INC CMN CLASS A (V)	365.00	123.6300	45,124.95	70.2388	25,637.15	19,487.80	0.7118	321.20
TOTAL US STOCKS			144,175.19		81,381.97	62,793.22	1.2480	1,114.20
S&P BANK INDEX FUND (SPDR)								
SPDR S&P BANK ETF (KBE)	603.00	22.0400	13,290.12	23.2833	14,039.85	(749.73)	1.9152	254.53

GS CONCENTRATED GROWTH FUND

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
GS CONCENTRATED GROWTH FUND CLASS A SHARES (GCGAX)	25,251.562	14.1200	356,552.06	11.3005	285,354.92	71,197.13		
						93,306.81		

GS LARGE CAP VALUE FUND

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
GS LARGE CAP VALUE FUND CLASS A SHARES (GSLAX)	30,936.726	11.6800	361,340.96	10.3491	320,166.93	41,174.03	1.1045	3,990.84
						101,404.53		

GS REAL ESTATE SECURITIES FUND

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
GS REAL ESTATE SECURITIES FUND CLASS A SHARES (GREAX)	3,748.249	15.2900	57,310.73	11.5956	43,463.27	13,847.46	1.3996	802.13
						121,112.54		

TOTAL US EQUITY

			932,669.06		744,406.94	189,262.11	1.1822	6,161.69
--	--	--	-------------------	--	-------------------	-------------------	---------------	-----------------

NON-US EQUITY**MSCI EAFE INDEX FUND (ISHARES)**

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
ISHARES TR-ISHARES MSCI EAFE INDEX FUND ETF (EFA)	4,265.00	49.9800	213,079.40	53.3056	227,348.52	(14,269.12)	3.4394	7,328.55



Statement Detail

HAYFORD FAMILY FOUNDATION - EQUITY & FI Holdings (Continued)

Period Ended June 30, 2012

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
GS BRIC FUND								
GS BRIC FUND INSTITUTIONAL CLASS SHARES (GBRIX)	4,361.760	12.0100	52,384.74	14.4698	63,113.66	(10,728.92) (21,600.49)	0.2165	113.41
GS INTERNATIONAL REAL ESTATE SECURITIES FUND								
GS INTERNATIONAL REAL ESTATE SECURITIES CLASS A SHARES (GIRAX)	7,877.943	5.8300	45,928.41	5.8450	46,046.91	(118.50) 3,928.41	2.2985	1,055.64
OTHER NON-US EQUITIES								
SPDR EURO STOXX 50 FD ETF (FEZ)	795.00	28.2200	22,434.90	29.0896	23,126.26	(691.36)	4.7041	1,055.36
TOTAL NON-US EQUITY								
			333,827.45		359,635.35	(25,807.90)	2.8616	9,552.96
TOTAL PUBLIC EQUITY								
			1,266,496.51		1,104,042.29	162,454.21	1.8379	15,714.65

ALTERNATIVE INVESTMENTS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
COMMODITIES								
WTI CRUDE OIL FUTURES DECEMBER 2012 NOTE	20,000.00	90.9200	18,184.00	100.0000	20,000.00	(1,816.00)		

⁶ Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.

The Warren J. and Marylou Hayford Family Foundation
EIN: 36-3992941
PART VII, LINE 1
YEAR ENDED JUNE 30, 2012

LIST OF ALL OFFICERS, DIRECTORS, AND TRUSTEES

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Warren J. Hayford	President/Director*	c/o Deloitte Tax, 111 S. Wacker Chicago, IL 60606
June Hayford	Director/Treasurer*	c/o Deloitte Tax, 111 S. Wacker Chicago, IL 60606
Warren John Hayford	Director*	c/o Deloitte Tax, 111 S. Wacker Chicago, IL 60606
Mary Beth Philipp	Director*	c/o Deloitte Tax, 111 S. Wacker Chicago, IL 60606
David P. Hayford	Director*	c/o Deloitte Tax, 111 S. Wacker Chicago, IL 60606
Carolyn E. Goodmaster	Director*	c/o Deloitte Tax, 111 S. Wacker Chicago, IL 60606
Laura A. Blatchford	Director*	c/o Deloitte Tax, 111 S. Wacker Chicago, IL 60606
Susan M. Luciu	Director*	c/o Deloitte Tax, 111 S. Wacker Chicago, IL 60606
Michael E. Hayford	Director*	c/o Deloitte Tax, 111 S. Wacker Chicago, IL 60606

*** Part-time as needed.**

The Warren J. and Marylou Hayford Family Foundation

EIN: 36-3992941

PART XV: Part 3a - Grants and Contributions Paid

YEAR ENDED JUNE 30, 2012

ORGANIZATION	CITY, STATE	AMOUNT
ALS Therapy Research Development Foundation	Cambridge, MA	4,000.00
American Blues Theater	Chicago, IL	2,000.00
Archdioces Inner City Schools - Houston	Houston, TX	2,100.00
Archdiocese For The Military Services USA	Washington, DC	3,000.00
Ave Maria Hands Of Hope	Parker, CO	404.00
Blind Children's Learning Center	Santa Ana, CA	12,528.00
Braille Institute - Orange County	Los Angeles, CA	5,000.00
Catholic Foundation - Our Catholic Appeal	Orlando, FL	400.00
Catholic Relief Services	Baltimore, MD	5,000.00
Cornell University	Ithaca, NY	24,000.00
Corpus Christi Catholic Church	Carol Stream, IL	3,800.00
Damon Runyon Cancer Research	New York, NY	14,220.00
Department of Aerospace Engineering, UT Austin	Austin, TX	1,500.00
Discalced Carmelites	New Caney, TX	3,000.00
Elk County Catholic School System Fund	St. Mary's, PA	7,000.00
Field Museum	Chicago, IL	2,500.00
Habitat For Humanity	Atlanta, GA	1,200.00
Hewes Middle School	Santa Ana, CA	7,000.00
Holy Family Church	Orange, CA	2,000.00
Hopeful Hearts Foundation	Costa Mesa, CA	1,000.00
Houston Coalition For Life	Houston, TX	1,000.00
Human Life International	Front Royal, VA	1,000.00
Immaculate Heart of Mary Catholic Church	St. Marys, PA	5,600.00
J.F. Shea Therapeutic Riding	San Juan Capistrano, CA	1,000.00
Lady of Perpetual Help	Glenview, IL	7,000.00
LC Pastoral Services	Atlanta, GA	27,000.00
Loudain Habitat For Humanity	Purcellville, VA	5,000.00
Loyola University, Maryland	Baltimore, MD	2,000.00
Mater Ecclesiae	Greenville, RI	3,000.00
Matts Mission Fund	N Branford, CT	9,000.00
Museum of Science and Industry	Chicago, IL	2,500.00
Northwood's Catholic School	Spring, TX	18,000.00
Notre Dame High School	Notre Dame, IN	17,000.00
Pastoral Support Services	Northlake, IL	15,000.00
Sacred Heart Parish School	Stamford, CT	12,000.00
Shedd Aquarium	Chicago, IL	4,000.00
St. Anthony Catholic Church	Sterling, CO	500.00
St. Brigids Catholic Church	Alpharetta, GA	2,000.00
St. Charles Barromeo Catholic Church	Hampshire, IL	800.00
St. Joseph's Family Centre Inc	Spokane, WA	1,000.00
St. Joseph's Of Spreckles Catholic Community	Spreckles, CA	1,000.00
St. Judes Hospital	Phoenix, AZ	400.00
St. Martha Capital Campaign	Kingwood, TX	20,400.00
St. Martha Kitchen	Kingwood, TX	3,000.00
St. Martha's Catholic Church	Kingwood, TX	1,000.00
St. Vincent De Paul - St. Martha Chapter	Kingwood, TX	2,500.00
Texans For Life Coalition	Arlington, TX	500.00
Texas Right To Life	Houston, TX	1,500.00
The American University	Washington, DC	92,000.00
University of Notre Dame	Notre Dame, IN	4,000.00
Warriors Baseball Amateur Athletic Union	Stofanik Lutz, FL	400.00
Washington Jesuit Academy	Washington, DC	15,000.00
TOTAL CONTRIBUTIONS		377,752.00



Statement Detail

HAYFORD FAMILY FOUNDATION - EQUITY & FI

Investment Activity

Period Ended March 31, 2012

For earliest call/put date, rating indicator and market maker, data is provided as of the date of this statement. Trade date information is available to your fiduciary and available to you upon request. All other information on this report is provided as of trade date. Please note that the price may include the commission equivalent, which is also reflected under the column entitled "commission or commission equivalent".

SECURITY DEPOSITS & WITHDRAWALS

	Type of Activity	Effective Date	Quantity	Price	Value / Accrued Interest
APPLE, INC. TRFR FROM ACCT HAYFORD HEALTH & EDUCATION TR	Deposit	Mar 14 12	45.00	589.5800	26,531.10
APPLE, INC. TRFR FROM ACCT HAYFORD HEALTH & EDUCATION TR	Deposit	Mar 14 12	49.00	589.5800	28,889.42
QUALCOMM INC TRFR FROM ACCT HAYFORD HEALTH & EDUCATION TR	Deposit	Mar 14 12	257.00	65.1100	16,733.27
QUALCOMM INC TRFR FROM ACCT HAYFORD HEALTH & EDUCATION TR	Deposit	Mar 14 12	536.00	65.1100	34,898.96
VISA INC. TRFR FROM ACCT HAYFORD HEALTH & EDUCATION TR	Deposit	Mar 14 12	248.00	116.7500	28,954.00
VISA INC. TRFR FROM ACCT HAYFORD HEALTH & EDUCATION TR	Deposit	Mar 14 12	138.00	116.7500	16,111.50
TOTAL SECURITY DEPOSITS & WITHDRAWALS					152,118.25

Not a Deposit Not FDIC Insured May Lose Value (Excluding Goldman Sachs Bank Deposit Account and Certificates of Deposit)
 Brokerage and securities services provided by Goldman, Sachs & Co. Bank Deposit Account and Certificate of Deposit Account offered by Goldman Sachs Bank USA. Member FDIC.
 A written description of our material auction practices and procedures for auction rate securities is available at <http://www.gs.com/ars> (hard copy available upon request).

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

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

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

Part I only ☐

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. THE WARREN J. AND MARYLOU HAYFORD FAMILY FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 36-3992941
	Number, street, and room or suite no. If a P.O. box, see instructions. 7341 S.E. GOLFHOUSE DRIVE	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HOBE SOUND, FL 33455	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

C/O COLLEEN CREIGHTON

- The books are in the care of ► **DELOITTE TAX, 111 S. WACKER - CHICAGO, IL 60606**
Telephone No ► **312-486-1000** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year _____ or
- ☒ tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**.

- 2** If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 368.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 2,578.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0.

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

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

Form **8868** (Rev. 1-2012)