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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THE HAYNES FAMILY FOUNDATION INC		A Employer identification number 04-3254694
Number and street (or P O box number if mail is not delivered to street address) 34 WASHINGTON STREET NO DEC 7		B Telephone number (see instructions) (781) 235-4300
City or town, state, and ZIP code WELLESLEY HILLS, MA 024811903		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, 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) <input checked="" type="checkbox"/> \$ 2,390,237	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <input type="checkbox"/> (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 <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) (see instructions))		(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 (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	26	26		
	4 Dividends and interest from securities.	58,599	58,599		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	89,063			
	b Gross sales price for all assets on line 6a _____ 1,029,703				
	7 Capital gain net income (from Part IV , line 2)		89,063		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	<input checked="" type="checkbox"/> 2,225	2,225		
	12 Total. Add lines 1 through 11	149,913	149,913		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	<input checked="" type="checkbox"/> 3,390	0		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	<input checked="" type="checkbox"/> 7,675	7,625		0
	24 Total operating and administrative expenses. Add lines 13 through 23	11,065	7,625		0
	25 Contributions, gifts, grants paid	362,700			362,700
	26 Total expenses and disbursements. Add lines 24 and 25	373,765	7,625		362,700
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-223,852			
	b Net investment income (if negative, enter -0-)		142,288		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	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	310,286	96,107	96,107
	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 (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ 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 (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,684,829	1,633,189	1,756,312
	c	Investments—corporate bonds (attach schedule).	98,125	24,500	27,125
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	425,426	541,018	510,693
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,518,666	2,294,814	2,390,237	
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 (attach schedule)			
	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 ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	2,518,666	2,294,814	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	2,518,666	2,294,814	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,518,666	2,294,814	

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)	12,518,666
2	Enter amount from Part I, line 27a	2-223,852
3	Other increases not included in line 2 (itemize) ▶ _____	30
4	Add lines 1, 2, and 3	42,294,814
5	Decreases not included in line 2 (itemize) ▶ _____	50
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	62,294,814

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)
1 a	VARIOUS PUBLICLY TRADED SECURITIES (PURCHASED AND DONATED)	P		2011-12-31
b	CAPITAL GAINS DIVIDENDS	P		
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 1,028,552		940,640	87,912
b 1,151			1,151
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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			87,912
b			1,151
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	89,063
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) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	

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 page 18 of the 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))
2011	279,150	2,593,001	0 107655
2010	280,299	2,618,212	0 107057
2009	506,772	2,222,452	0 228024
2008	302,299	3,184,927	0 094916
2007	653,049	3,238,814	0 201632

2	Total of line 1, column (d).	2	0 739284
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	0 147857
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	2,792,880
5	Multiply line 4 by line 3.	5	412,947
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,423
7	Add lines 5 and 6.	7	414,370
8	Enter qualifying distributions from Part XII, line 4. 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	8	362,700

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	2,846
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	2,846
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	2,846
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,600	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	1,600
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	1,246
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 2013 estimated tax <input type="checkbox"/>	Refunded <input type="checkbox"/>	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
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.	2		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MA _____			
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	Yes	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶THE HAYNES FAMILY FOUNDATION INC Telephone no ▶(781) 235-4300 Located at ▶34 WASHINGTON ST WELLESLEY HILLS MA ZIP +4 ▶024811903			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, 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		No
See 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? <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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
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 2012?.	1c		No
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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).	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 ▶ 20____, 20____, 20____, 20____			
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 2012 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2012?	4b		No

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)? (see instructions).

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)?

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?

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

No

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?

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 (see instructions).

(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 Additional Data Table				

2

Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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 (see instructions). 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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the 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	2,559,891
b	Average of monthly cash balances.	1b	275,520
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,835,411
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	2,835,411
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	42,531
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,792,880
6	Minimum investment return. Enter 5% of line 5.	6	139,644

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	139,644
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	2,846
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,846
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	136,798
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	136,798
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	136,798

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	362,700
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	362,700
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 (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	362,700
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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				136,798
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	496,603			
b From 2008.	143,794			
c From 2009.	397,145			
d From 2010.	151,047			
e From 2011.	150,752			
f Total of lines 3a through e.	1,339,341			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 362,700				
a Applied to 2011, 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 2012 distributable amount.				136,798
e Remaining amount distributed out of corpus	225,902			
5 Excess distributions carryover applied to 2012 (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	1,565,243			
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	496,603			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	1,068,640			
10 Analysis of line 9				
a Excess from 2008. . . .	143,794			
b Excess from 2009. . . .	397,145			
c Excess from 2010. . . .	151,047			
d Excess from 2011. . . .	150,752			
e Excess from 2012. . . .	225,902			

Part XIV

Private Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 organization 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))

G ARNOLD HAYNES

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

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

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	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 Additional Data Table				
Total			3a	362,700
b Approved for future payment				
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 (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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	26	
4 Dividends and interest from securities.			14	58,599	
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.			14	2,225	
8 Gain or (loss) from sales of assets other than inventory			18	89,063	
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		149,913	0
13 Total. Add line 12, columns (b), (d), and (e).			13		149,913

[illegible]

Form 990PF Part VIII Line 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
G ARNOLD HAYNES	PRESIDENT & DIRECTOR 0 00	0	0	0
5 CAROLINE ST WELLESLEY, MA 02481				
G ARNOLD HAYNES	TREASURER 0 00	0	0	0
5 CAROLINE ST WELLESLEY, MA 02481				
MARY R BUTLER	SECRETARY & DIRECTOR 0 00	0	0	0
315 EXCHANGE ST MILLIS, MA 02054				
MELINDA BRADLEY	DIRECTOR 0 00	0	0	0
91 EDMUNDS RD WELLESLEY, MA 02481				
DANIEL F O'BRIEN	DIRECTOR 0 00	0	0	0
121 TIMBER VIEW LANE COHASSET, MA 02025				


Form 990PF Part XV Line 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 <i>Paid during the year</i>				
AMERICAN RED CROSS 139 MAIN ST CAMBRIDGE,MA 02142	(N/A)		FURTHERANCE OF CHARITABLE GOALS	200
BARNSTORMERS COMP CAMPAIGN PO BOX 434 TAMWORTH,NH 03886	(N/A)		FURTHERANCE OF CHARITABLE GOALS	22,000
BENNINGTON MUSEUM 75 MAIN ST BENNINGTON,VT 05201	(N/A)		FURTHERANCE OF CHARITABLE GOALS	200
BOK TOWER GARDENS 1151 TOWER BLVD LAKE WALES,FL 33853	(N/A)		FURTHERANCE OF CHARITABLE GOALS	2,500
BOSTON UNIVERSITY ONE SHERBORN ST BOSTON,MA 02215	(N/A)		FURTHERANCE OF CHARITABLE GOALS	1,000
CAHOON MUSEUM OF ART 4676 FALMOUTH RD COTUIT,MA 02635	(N/A)		FURTHERANCE OF CHARITABLE GOALS	1,000
CASTLE PRESERVATION SOCIETY PO BOX 687 MOULTONBORO,NH 03254	(N/A)		FURTHERANCE OF CHARITABLE GOALS	5,500
CHILDRENS HOSPITAL OF BOSTON 300 LONGWOOD AVE BOSTON,MA 02115	(N/A)		FURTHERANCE OF CHARITABLE GOALS	500
CHRIST CHURCH EPISCOPAL SCHOOL 245 CAVALIER DRIVE GREENVILLE,SC 29607	(N/A)		FURTHERANCE OF CHARITABLE GOALS	1,500
CURE ALZHEIMER'S FUND 34 WASHINGTON ST WELLESLEY,MA 02481	(N/A)		FURTHERANCE OF CHARITABLE GOALS	10,000
CURRIER MUSEUM OF ART 201 MYRTLE WAY MANCHESTER,NH 03104	(N/A)		FURTHERANCE OF CHARITABLE GOALS	1,500
FRIENDS OF LIBBY MUSEUM PO BOX 629 WOLFEBORO,NH 03894	(N/A)		FURTHERANCE OF CHARITABLE GOALS	500
GRANITE STATE ADAPTIVE 44 MIRROR LAKE DR MIRROR LAKE,NH 03853	(N/A)		FURTHERANCE OF CHARITABLE GOALS	50,000
HUGGINS HOSPITAL 240 SOUTH MAIN ST WOLFEBORO,NH 03894	(N/A)		FURTHERANCE OF CHARITABLE GOALS	2,000
JIMMY FUND 10 BROOKLINE PL BROOKLINE,MA 02455	(N/A)		FURTHERANCE OF CHARITABLE GOALS	200

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
KNOX TRAIL COUNCIL 490 UNION AVE FRAMINGHAM,MA 01702	(N/A)		FURTHERANCE OF CHARITABLE GOALS	5,000
LAKES REGION CONSERVATION TRUST PO BOX 1097 MEREDITH,NH 03253	(N/A)		FURTHERANCE OF CHARITABLE GOALS	200
MARIETTA COLLEGE 215 5TH STREET MARIETTA,OH 45750	(N/A)		FURTHERANCE OF CHARITABLE GOALS	100,000
MASSACHUSETTS GENERAL HOSPITAL 165 CAMBRIDGE ST BOSTON,MA 02114	(N/A)		FURTHERANCE OF CHARITABLE GOALS	50,500
MOULTONBOROUGH HISTORICAL SOCIETY PO BOX 659 MOULTONBORO,NH 03254	(N/A)		FURTHERANCE OF CHARITABLE GOALS	500
NATIONAL TRUST FOR SCOTLAND FOUNDATION 45 SCHOOL STREET BOSTON,MA 02108	(N/A)		FURTHERANCE OF CHARITABLE GOALS	500
NATURE CONSERVANCY FLORIDA CHAPTER PO BOX 630 BABSON PARK,FL 33827	(N/A)		FURTHERANCE OF CHARITABLE GOALS	1,000
NEW ENGLAND BAPTIST HOSPITAL 125 PARKER HILL AVE BOSTON,MA 02120	(N/A)		FURTHERANCE OF CHARITABLE GOALS	250
NEWTON-WELLESLEY HOSPITAL CHARITABLE FOUNDATION 2014 WASHINGTON ST NEWTON,MA 02462	(N/A)		FURTHERANCE OF CHARITABLE GOALS	2,500
OUR CHILDREN'S CHARITABLE FUND 21 N 1ST ST LAKE WALES,FL 33853	(N/A)		FURTHERANCE OF CHARITABLE GOALS	10,000
POLK STATE COLLEGE FOUNDATION 999 AVENUE H NORTHEAST WINTER HAVEN,FL 33881	(N/A)		FURTHERANCE OF CHARITABLE GOALS	500
RIVERS SCHOOL 333 WINTER ST WESTON,MA 02493	(N/A)		FURTHERANCE OF CHARITABLE GOALS	500
SAINT ANDREWS EPISCOPAL CHURCH 79 DENTON RD WELLESLEY,MA 02482	(N/A)		FURTHERANCE OF CHARITABLE GOALS	500
SALVATION ARMY 147 BERKELEY ST BOSTON,MA 02116	(N/A)		FURTHERANCE OF CHARITABLE GOALS	200
SUDBURY VALLEY TRUSTEES 18 WOLBACH RD SUDBURY,MA 01776	(N/A)		FURTHERANCE OF CHARITABLE GOALS	200

Form 990PF Part XV Line 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				
TROOP 182 FOR ANY SOLDIER EAGLE KONX TRAIL COUNCIL WELLESLEY,MA 02481	(N/A)		FURTHERANCE OF CHARITABLE GOALS	300
VANGUARD SCHOOL 22000 HIGHWAY 27 LAKE WALES,FL 33859	(N/A)		FURTHERANCE OF CHARITABLE GOALS	50,000
WAVUS FOUNDATION PO BOX 350 JEFFERSON,ME 04248	(N/A)		FURTHERANCE OF CHARITABLE GOALS	500
WAYNFLETE SCHOOL 360 SPRING ST PORTLAND,ME 04102	(N/A)		FURTHERANCE OF CHARITABLE GOALS	7,000
WELLESLEY COMMUNITY CENTER 219 WASHINGTON ST WELLESLEY,MA 02481	(N/A)		FURTHERANCE OF CHARITABLE GOALS	500
WELLESLEY FRIENDLY AID ASSOCIATION 219 WASHINGTON ST WELLESLEY,MA 02481	(N/A)		FURTHERANCE OF CHARITABLE GOALS	200
WELLESLEY HISTORICAL SOCIETY 229 WASHINGTON ST WELLESLEY,MA 02481	(N/A)		FURTHERANCE OF CHARITABLE GOALS	25,250
WILLISTON NORTHAMPTON SCHOOL 19 PAYSON AVE EASTHAMPTON,MA 01027	(N/A)		FURTHERANCE OF CHARITABLE GOALS	2,000
WINTERHAVEN HOSPITAL FOUNDATION 200 AVENUE F NORTHEAST WINTER HAVEN,FL 33881	(N/A)		FURTHERANCE OF CHARITABLE GOALS	1,000
WRIGHT MUSEUM PO BOX 1212 WOLFEBORO,NH 03894	(N/A)		FURTHERANCE OF CHARITABLE GOALS	5,000
Total  3a				362,700

TY 2012 Accounting Fees Schedule

Name: THE HAYNES FAMILY FOUNDATION INC

EIN: 04-3254694

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ANNUAL ACCOUNTING & FILINGS PREPARATION	3,390	0		0

**TY 2012 Investments Corporate
Bonds Schedule**

Name: THE HAYNES FAMILY FOUNDATION INC
EIN: 04-3254694

Name of Bond	End of Year Book Value	End of Year Fair Market Value
25,000 CITIZENS COMMUNICATIONS	24,500	27,125

TY 2012 Investments Corporate
 Stock Schedule

Name: THE HAYNES FAMILY FOUNDATION INC
 EIN: 04-3254694

Name of Stock	End of Year Book Value	End of Year Fair Market Value
6,080 EXXON MOBIL CORP	555,695	526,224
1,000 EMC CORP	18,035	25,300
1,000 LOWE'S COMPANIES INC	22,880	35,520
400 BRISTOL-MYERS SQUIBB CO	10,196	13,036
1,100 GENERAL ELECTRIC CO	19,847	23,089
300 PHILIP MORRIS INTERNATIONAL INC	13,409	25,092
1,000 ALTRIA GROUP INC	26,586	31,440
500 BRINKER INTERNATIONAL INC	11,004	15,495
5,000 CENTERSTATE BANKS INC	62,185	42,650
500 AGILENT TECHNOLOGIES	18,263	20,470
10000 AK STEEL HOLDING CORPORATION	56,676	46,000
100 APPLE INC	55,157	53,217
1400 ARCH COAL INC	10,126	10,248
1300 ARCHER DANIELS MIDLAND CO	36,347	35,607
1300 BANK OF AMERICA CORPORATION	11,038	15,093
1500 CISCO SYSTEMS INC	26,970	29,474
250 EXXON MOBIL CORP	15,313	21,638
800 FREEPORT MCMORAN COPPER & GOLD INC	28,488	27,360
2000 GASLOG LTD	19,177	24,860
83 GENERAL MARITIME CORP	0	0
1000 INTEL CORP	19,971	20,620
600 JOHNSON CONTROLS INC	15,649	18,402
600 MARSH & MCLENNAN COS INC	13,450	20,682
250 MCDONALDS CORP	18,484	22,052
1600 MICROSOFT CORP	40,868	42,736
900 UNITED STATES STEEL CORP	23,704	21,465
1000 BROOKLINE BANCORP INC	8,473	8,500
250 CATERPILLAR INC	21,470	22,402
500 COMPASS MINERALS INTERNATIONAL INC	36,464	37,355
500 FASTENAL CO	22,439	23,325

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1000 GREEN MOUNTAIN COFFEE ROASTERS INC	20,101	41,340
1000 HALCON RESOURCES CORP	6,614	6,920
10000 HECKMANN CORP	34,605	40,300
1000 MCDONALDS CORP	77,615	88,210
1000 NOVARTIS AG	55,480	63,300
1000 PROCTOR & GAMBLE CO	60,800	67,890
5000 SYSCO CORP	115,350	158,300
2000 WELLESLEY BANCORP INC	24,260	30,700

TY 2012 Investments - Other Schedule**Name:** THE HAYNES FAMILY FOUNDATION INC**EIN:** 04-3254694

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
9.232 MANAGED FUTURES ORION FT	AT COST	25,000	24,329
1000 BLACKROCK RESOURCES AND COMMODITIES STRATEGY TRUST	AT COST	17,401	12,800
1500 CLEARBRIDGE ENERGY MLP TOTAL RETURN FUND INC	AT COST	29,747	28,560
800 ENERGY TRANSFER EQUITY LP	AT COST	33,004	36,384
600 ISHARES MSCI BRAZIL INDEX FUND	AT COST	35,964	33,564
5168.55 IVA WORLDWIDE FUND A	AT COST	82,219	82,180
47064.09 LORD ABBETT SHT DURATION INC A	AT COST	218,178	218,848
325 PROSHARES ULTRASHORT 20+ YRS TR	AT COST	44,888	20,621
200 WILLIAMS PARTNERS LTD	AT COST	11,070	9,732
400 WISDOMTREE TRUST EMERGING MARKET EQUITY FUND	AT COST	21,478	22,876
1308.14 IVA WORLDWIDE FUND A	AT COST	22,069	20,799

TY 2012 Other Expenses Schedule

Name: THE HAYNES FAMILY FOUNDATION INC

EIN: 04-3254694

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROKERAGE ACCOUNT FEES	7,625	7,625		0
STATE FORM PC FEE	35	0		0
STATE ANNUAL REPORT FEE	15	0		0

TY 2012 Other Income Schedule

Name: THE HAYNES FAMILY FOUNDATION INC

EIN: 04-3254694

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PASS-THROUGH ENTITIES	2,225	2,225	2,225

TY 2012 IRS Payment**Name:** THE HAYNES FAMILY FOUNDATION INC**EIN:** 04-3254694**Routing Transit Number:** 044000804**Bank Account Number:** 8207419057**Type of Account:** Checking**Payment Amount in Dollars and** 1,246**Cents:****Requested Payment Date:** 2013-05-15**Taxpayer's Daytime Phone** (781) 235-4300
Number: