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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning SEP 1, 2012, and ending AUG 31, 2013

Name of foundation  
**THE JOHN RANDOLPH HAYNES  
AND DORA HAYNES FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**888 W. SIXTH STREET 1150**

City or town, state, and ZIP code  
**LOS ANGELES, CA 90017**

A Employer identification number  
**95-1644020**

B Telephone number  
**(213) 623-9151**

C If exemption application is pending, check here ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16)  
**\$ 48,435,186.** (Part I, column (d) must be on cash basis.)

J Accounting method: ☐ Cash ☐ Accrual  
☒ Other (specify) **MODIFIED CASH**

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	182,351.	182,351.	182,351.	STATEMENT 1
4	Dividends and interest from securities	968,433.	968,433.	968,433.	STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,918,379.			
b	Gross sales price for all assets on line 6a	14,131,222.			
7	Capital gain net income (from Part IV, line 2)		1,918,379.		
8	Net short-term capital gain			N/A	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	50,704.	50,704.	50,704.	STATEMENT 3
12	Total. Add lines 1 through 11	3,119,867.	3,119,867.	1,201,488.	
13	Compensation of officers, directors, trustees, etc	95,680.	28,704.	28,704.	66,976.
14	Other employee salaries and wages	262,518.	78,755.	78,755.	183,763.
15	Pension plans, employee benefits	98,070.	29,421.	29,421.	68,649.
16a	Legal fees STMT 4	1,752.	701.	701.	1,051.
b	Accounting fees STMT 5	29,500.	11,800.	11,800.	17,700.
c	Other professional fees STMT 6	223,475.	223,475.	223,475.	0.
17	Interest	544.	218.	218.	326.
18	Taxes STMT 7	57,972.	5,023.	5,023.	175.
19	Depreciation and depletion	1,847.	1,847.	1,847.	
20	Occupancy	60,729.	24,291.	24,291.	36,438.
21	Travel, conferences, and meetings	17,277.	6,911.	6,911.	10,366.
22	Printing and publications				
23	Other expenses STMT 8	127,149.	78,347.	78,347.	57,802.
24	Total operating and administrative expenses. Add lines 13 through 23	976,513.	489,493.	489,493.	443,246.
25	Contributions, gifts, grants paid	1,499,500.			1,499,500.
26	Total expenses and disbursements. Add lines 24 and 25	2,476,013.	489,493.	489,493.	1,942,746.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	643,854.			
b	Net investment income (if negative, enter -0-)		2,630,374.		
c	Adjusted net income (if negative, enter -0-)			711,995.	

ONE

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

**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
<b>Assets</b>	1 Cash - non-interest-bearing	200.	200.	200.
	2 Savings and temporary cash investments	226,588.	629,558.	629,558.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	3,588.	8,470.	8,470.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶	36,867.		
	Less accumulated depreciation ▶	34,914.	1,953.	1,953.
	12 Investments - mortgage loans			
	13 Investments - other	STMT 10	42,703,363.	42,922,736.
	14 Land, buildings, and equipment: basis ▶	39,105.		
	Less accumulated depreciation	STMT 11 ▶	1,847.	0.
	15 Other assets (describe ▶)	5,584.	0.	0.
	16 <b>Total assets</b> (to be completed by all filers)	42,943,123.	43,562,917.	48,435,186.
	17 Accounts payable and accrued expenses	4,000.	11,250.	
	18 Grants payable			
<b>Net Assets or Fund Balances</b>	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ <b>EXCISE TAX PAYABLE</b> )	39,084.	7,774.	
	23 <b>Total liabilities</b> (add lines 17 through 22)	43,084.	19,024.	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	0.	0.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	42,900,039.	43,543,893.	STATEMENT 9	
30 <b>Total net assets or fund balances</b>	42,900,039.	43,543,893.		
31 <b>Total liabilities and net assets/fund balances</b>	42,943,123.	43,562,917.		

**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	42,900,039.
2 Enter amount from Part I, line 27a	2	643,854.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	43,543,893.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	43,543,893.

Form 990-PF (2012)

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

**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.)
<b>1a SHORT-TERM CAPITAL GAINS/LOSSES</b>	<b>P</b>		
<b>b LONG-TERM CAPITAL GAINS/LOSSES</b>	<b>P</b>		
<b>c PARTNERSHIP CAPITAL GAINS &amp; LOSSES</b>	<b>P</b>		
<b>d PARTNERSHIP CAPITAL GAINS &amp; LOSSES</b>	<b>P</b>		
<b>e CAPITAL GAINS DIVIDENDS</b>			

(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)
<b>a 3,234,064.</b>		<b>2,761,420.</b>	<b>472,644.</b>
<b>b 9,655,642.</b>		<b>8,707,384.</b>	<b>948,258.</b>
<b>c 783,444.</b>		<b>744,039.</b>	<b>39,405.</b>
<b>d 286,129.</b>			<b>286,129.</b>
<b>e 171,943.</b>			<b>171,943.</b>

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			<b>472,644.</b>
<b>b</b>			<b>948,258.</b>
<b>c</b>			<b>39,405.</b>
<b>d</b>			<b>286,129.</b>
<b>e</b>			<b>171,943.</b>

<b>2</b> 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 }	<b>2</b>	<b>1,918,379.</b>
<b>3</b> 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	}	<b>3</b>	<b>472,644.</b>

**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 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	1,862,289.	42,396,780.	.043925
2010	2,122,908.	45,105,065.	.047066
2009	2,496,893.	41,687,460.	.059896
2008	2,692,335.	38,289,524.	.070315
2007	2,812,834.	58,880,606.	.047772

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>.268974</b>
<b>3</b> 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	<b>3</b>	<b>.053795</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	<b>46,202,658.</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>2,485,472.</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>26,304.</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>2,511,776.</b>
<b>8</b> 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.	<b>8</b>	<b>1,942,746.</b>

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

**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	52,607.
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	52,607.
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	52,607.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	45,000.	
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	45,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	167.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	7,774.	
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-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?		<b>X</b>
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		<b>X</b>
c Did the foundation file Form 1120-POL for this year?		<b>X</b>
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.	<b>2</b>	<b>X</b>
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	<b>3</b>	<b>X</b>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<b>4a</b>	<b>X</b>
b If "Yes," has it filed a tax return on Form 990-T for this year?	<b>4b</b>	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	<b>5</b>	<b>X</b>
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?	<b>6</b>	<b>X</b>
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	<b>7</b>	<b>X</b>
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>CA</u>		
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	<b>8b</b>	<b>X</b>
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	<b>9</b>	<b>X</b>
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	<b>10</b>	<b>X</b>

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

Form 990-PF (2012)

95-1644020 Page 5

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

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.HAYNESFOUNDATION.ORG</u>	13	X	
14 The books are in care of ► <u>WILLIAM BURKE</u> Telephone no. ► <u>(213) 623-9151</u> Located at ► <u>888 W. SIXTH STREET, SUITE 1150, LOS ANGELES, CA</u> ZIP+4 ► <u>90017</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16 At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Are there any years listed in 2a for which the foundation is <b>not</b> 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 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	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 2012?		4b	X

Form 990-PF (2012)

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

5a During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
<b>SCHEDULE B</b>				
	0.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
<b>WILLIAM BURKE - 888 W. SIXTH STREET, #1150, LOS ANGELES, CA 90017</b>	<b>ADM. DIR.</b> 40.00	175,781.	31,716.	0.
<b>DENIA CAMACHO - 888 W. SIXTH STREET, #1150, LOS ANGELES, CA 90017</b>	<b>ADM. ASST.</b> 40.00	86,737.	15,688.	0.

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

0

Form 990-PF (2012)

**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
PATHWAY PRIVATE EQUITY FUND 2211 MICHELSON DRIVE, IRVINE, CA 92612	MANAGEMENT ADVISORY FEES	140,531.
ANGELES INVESTMENT SERVICES - 429 SANTA MONICA BLVD, #500, SANTA MONICA, CA 90401	MANAGEMENT ADVISORY FEES	73,944.

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 THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION ACCOMPLISHES ITS CHARITABLE PURPOSE SOLELY THROUGH MAKING GRANTS AND NEITHER CONDUCTS CHARITABLE ACTIVITIES NOR HAS	0.
2 PROGRAM RELATED INVESTMENTS.	
	0.
3	
4	

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

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

Form 990-PF (2012)



**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	46,722,559.
b	Average of monthly cash balances	1b	173,270.
c	Fair market value of all other assets	1c	10,423.
d	Total (add lines 1a, b, and c)	1d	46,906,252.
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	46,906,252.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	703,594.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	46,202,658.
6	Minimum investment return. Enter 5% of line 5	6	2,310,133.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,310,133.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	52,607.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	52,607.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,257,526.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,257,526.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,257,526.

**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	1,942,746.
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	1,942,746.
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	1,942,746.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Form 990-PF (2012)

**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				2,257,526.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008	458,913.			
c From 2009	429,580.			
d From 2010	-122,528.			
e From 2011				
f Total of lines 3a through e	765,965.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 1,942,746.				
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				1,942,746.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	314,780.			314,780.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	451,185.			
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 instr.			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	451,185.			
10 Analysis of line 9:				
a Excess from 2008	144,133.			
b Excess from 2009	429,580.			
c Excess from 2010	-122,528.			
d Excess from 2011				
e Excess from 2012				

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

N/A

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

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

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

- c** Qualifying distributions from Part XII,  
line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e** Qualifying distributions made directly for active conduct of exempt activities.

- 3 Subtract line 2d from line 2c  
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**

[illegible]

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

## 1 Information Regarding Foundation Managers:

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

NONE

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

## SCHEDULE C

- b The form in which applications should be submitted and information and materials they should include:**

**SCHEDULE C**

- c Any submission deadlines:**

## SCHEDULE C

- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

**SCHEDULE C**

THE JOHN RANDOLPH HAYNES  
AND DORA HAYNES FOUNDATION

Form 990-PF (2012)

95-1644020 Page 11

**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)				
<b>a</b> Paid during the year				
SCHEDULE D				1,499,500.
<b>Total</b>			<b>3a</b>	1,499,500.
<b>b</b> Approved for future payment				
SCHEDULE D				776,428.
<b>Total</b>			<b>3b</b>	776,428.

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

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	
<b>1</b> Program service revenue:					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments					
<b>3</b> Interest on savings and temporary cash investments			14	182,351.	
<b>4</b> Dividends and interest from securities			14	968,433.	
<b>5</b> Net rental income or (loss) from real estate:					
<b>a</b> Debt-financed property					
<b>b</b> Not debt-financed property					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income			14	50,704.	
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	1,918,379.	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue:					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e)		0.		3,119,867.	0.
<b>13</b> Total. Add line 12, columns (b), (d), and (e)				3,119,867.	

(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**

- |  |   | Yes | No |
|--|---|-----|----|
| 1  | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? |     |    |
|  | a Transfers from the reporting foundation to a noncharitable exempt organization of:  |     |    |
|  | (1) Cash  |     | 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.

  
Signature of officer or trustee

19 DEC 2013  
Date

ADM DIRECTOR

May the IRS discuss this return with the preparer shown below (see instr )?

☒ Yes ☐ No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	JOHN D. WILLIAMS	<i>[Signature]</i>	12/10/13		P00023618
	Firm's name ▶ WILLIAMS & RIBB LLP, CPA'S			Firm's EIN ▶ 33-0102115	
	Firm's address ▶ 4300 LONG BEACH BLVD., SUITE 350 LONG BEACH, CA 90807			Phone no. (562) 423-8777	

Form **990-PF** (2012)

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


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<u>SOURCE</u>	<u>AMOUNT</u>
DEPOSITORY ACCOUNTS	35.
MONEY MARKET FUNDS	12.
PARTNERSHIP INTEREST	182,304.
<b>TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A</b>	<b>182,351.</b>

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**FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2**


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<u>SOURCE</u>	<u>GROSS AMOUNT</u>	<u>CAPITAL GAINS DIVIDENDS</u>	<u>COLUMN (A) AMOUNT</u>
EQUITY & FIXED INCOME MUTUAL FUNDS	996,925.	171,943.	824,982.
PARTNERSHIP DIVIDEND	143,451.	0.	143,451.
<b>TOTAL TO FM 990-PF, PART I, LN 4</b>	<b>1,140,376.</b>	<b>171,943.</b>	<b>968,433.</b>

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**FORM 990-PF OTHER INCOME STATEMENT 3**


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<u>DESCRIPTION</u>	<u>(A) REVENUE PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>
MINERAL INTEREST ROYALTIES	24,920.	24,920.	24,920.
OTHER INCOME	25,784.	25,784.	25,784.
<b>TOTAL TO FORM 990-PF, PART I, LINE 11</b>	<b>50,704.</b>	<b>50,704.</b>	<b>50,704.</b>

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**FORM 990-PF LEGAL FEES STATEMENT 4**


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<u>DESCRIPTION</u>	<u>(A) EXPENSES PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>	<u>(D) CHARITABLE PURPOSES</u>
O'MELVENY & MYERS LLC	312.	125.	125.	187.
LOEB & LOEB	1,440.	576.	576.	864.
<b>TO FM 990-PF, PG 1, LN 16A</b>	<b>1,752.</b>	<b>701.</b>	<b>701.</b>	<b>1,051.</b>

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
WILLIAMS & RIBB LLP	29,500.	11,800.	11,800.	17,700.	
TO FORM 990-PF, PG 1, LN 16B	29,500.	11,800.	11,800.	17,700.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT COUNSELOR -					
ANGELES INVESTMENT ADVISOR	73,944.	73,944.	73,944.	0.	
WILLIAM DEVERELL	3,000.	3,000.	3,000.	0.	
MANAGEMENT ADVISORY FEES -					
PATHWAY	140,531.	140,531.	140,531.	0.	
WELLINGTON TR CTF GLOBAL					
PERSP	0.	0.	0.	0.	
RAPHAEL J. SONENSHEIN	3,000.	3,000.	3,000.	0.	
THOMAS J. SITTON	3,000.	3,000.	3,000.	0.	
TO FORM 990-PF, PG 1, LN 16C	223,475.	223,475.	223,475.	0.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX	52,774.	0.	0.	0.	
PERSONAL PROPERTY TAX	292.	117.	117.	175.	
FOREIGN TAXES	4,906.	4,906.	4,906.	0.	
TO FORM 990-PF, PG 1, LN 18	57,972.	5,023.	5,023.	175.	



FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
POSTAGE	470.	188.	188.	282.	
CUSTODIAL FEES	155.	62.	62.	93.	
SUPPLIES	2,987.	1,195.	1,195.	1,792.	
TELEPHONE	3,986.	1,594.	1,594.	2,392.	
INSURANCE	7,323.	2,929.	2,929.	4,394.	
REPAIRS & MAINTENANCE	27,608.	11,043.	11,043.	16,565.	
OTHER	6,912.	2,765.	2,765.	4,147.	
FILES STORAGE	1,667.	667.	667.	10,000.	
PAYROLL SERVICE	1,862.	745.	745.	1,117.	
PARTNERSHIP DEDUCTIONS	45,813.	45,813.	45,813.	0.	
ADMINISTRATIVE SUPPORT	28,366.	11,346.	11,346.	17,020.	
TO FORM 990-PF, PG 1, LN 23	127,149.	78,347.	78,347.	57,802.	

FORM 990-PF	OTHER FUNDS		STATEMENT	9
DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR		
FOUNDATION PRINCIPAL	42,900,039.	43,543,893.		
TOTAL TO FORM 990-PF, PART II, LINE 29	42,900,039.	43,543,893.		

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
EQUITY MUTUAL FUNDS - SCHEDULE A-1	COST	25,726,422.	28,657,119.	
FIXED INCOME MUTUAL FUNDS - SCHEDULE A-2	COST	6,446,501.	6,672,650.	
PRIVATE INVESTMENT FUNDS - SCHEDULE A-3	COST	4,172,010.	4,595,540.	
INVESTMENTS IN PARTNERSHIPS - SCHEDULE A-4	COST	6,577,803.	7,869,696.	
TOTAL TO FORM 990-PF, PART II, LINE 13		42,922,736.	47,795,005.	

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FORM 990-PF    DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT    STATEMENT 11

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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE AND FIXTURES	39,105.	39,105.	0.
TOTAL TO FM 990-PF, PART II, LN 14	39,105.	39,105.	0.

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	FURNITURE AND FIXTURES	01/01/00	200DB	7.00	17	39,105.			39,105.	39,105.		0.
	* TOTAL 990-PF PG 1 DEPR					39,105.		0.	39,105.	39,105.	0.	0.

THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION  
95-1644020  
RETURN OF PRIVATE FOUNDATION FORM 990-PF  
YEAR ENDED AUGUST 31, 2013

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LIST OF ATTACHMENTS

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Schedule A	Schedule of investments
Schedule B	List of trustees, officers and managers
Schedule C	Statement regarding application for grants, scholarships, etc.
Schedule D	Summary of grant activity
Schedule E	Depreciable assets and depreciation

SCHEDULE A-1  
THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION  
95-1644020  
RETURN OF PRIVATE FOUNDATION FORM 990-PF  
YEAR ENDED AUGUST 31, 2013

Equity Mutual Funds	Shares	Cost	Market Value
Allianz Agic Convertible	86,432 410	\$ 2,454,073	\$ 2,781,395
DFA Emerging Markets Core Equity Portfolio	102,473 805	2,028,141	1,853,751
DFA International Small Company Portfolio	92,394 425	1,636,650	1,602,119
Dodge & Cox Global Stock Fund	298,422 303	2,335,186	3,049,876
Fidelity Spartan 500 Index Advantage Fund	41,777 136	1,714,175	2,425,998
Morgan Stanley Institutional Funds			
Global Real Estate Fund Class I	219,341 867	1,962,639	2,114,456
Touchstone Sands Capital Instl Growth Fd	163,859.707	2,907,514	3,290,303
Vanguard Developed Markets Index Fund	104,859 277	2,932,896	3,158,361
Vanguard Value Index Fund	142,329 801	3,476,449	3,968,155
Vanguard International Growth Fund	67,908 656	4,278,699	4,412,705
<b>Total equity mutual funds</b>		<b>\$ 25,726,422</b>	<b>\$ 28,657,119</b>

SCHEDULE A-2  
THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION  
95-1644020  
RETURN OF PRIVATE FOUNDATION FORM 990-PF  
YEAR ENDED AUGUST 31, 2013

Fixed Income Mutual Funds	Shares	Cost	Market Value
Payden Core Bond Fund	596,199 967	\$ 6,018,836	\$ 6,242,214
Payden Emerging Markets Bond Fund	12,377 323	176,726	164,247
Payden High Income Fund	37,491 351	250,939	266,189
<b>Total fixed income mutual funds</b>		<b>\$ 6,446,501</b>	<b>\$ 6,672,650</b>

SCHEDULE A-3  
THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION  
95-1644020  
RETURN OF PRIVATE FOUNDATION FORM 990-PF  
YEAR ENDED AUGUST 31, 2013

Private Investment Funds	Shares	Cost	Market Value
Angeles Absolute Return Fund Ltd	3,485,698	\$ 3,500,000	\$ 4,197,472
Highland Credit Strategies Fund Ltd	582,865	582,865	276,987
Shepherd Investments International Funds Ltd	97,545	80,947	55,659
Ramius Multi Strategy Fund Ltd	6,890	8,198	65,422
<b>Total private investment funds</b>		<b>\$ 4,172,010</b>	<b>\$ 4,595,540</b>

SCHEDULE A-4  
THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION  
95-1644020  
RETURN OF PRIVATE FOUNDATION FORM 990-PF  
YEAR ENDED AUGUST 31, 2013

Investments in Partnerships	Cost	Market Value
HarbourVest/Dover Street VIII Cayman Fund	\$ 170,000	\$ 237,016
Pathway Private Equity Fund 2007, LP	1,781,720	1,897,279
Pathway Private Equity Fund Investors 6, LP	420,143	429,461
Wellington Trust CTF Global Perspectives Fund	2,853,952	3,711,471
Wellington Trust CTF Small Cap Opportunities Fund	1,351,988	1,594,469
<b>Total investments in partnerships</b>	<b>\$ 6,577,803</b>	<b>\$ 7,869,696</b>



SCHEDULE B  
THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION  
95-1644020  
RETURN OF PRIVATE FOUNDATION FORM 990-PF  
YEAR ENDED AUGUST 31, 2013

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LIST OF TRUSTEES, OFFICERS, AND MANAGERS

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Name and address of trustee	Position	Time devoted to business	Expenses	Compensation
Gil Garcetti, Esq 888 W Sixth Street, Suite 1150 Los Angeles, CA 90017	Trustee/Research Committee Member	4 hours per week	\$ -	\$ 5,040
Philip M. Hawley 888 W. Sixth Street, Suite 1150 Los Angeles, CA 90017	Trustee/Research Committee Member/ Finance Committee Chair	12 hours per week	-	25,050
Kent Kresa 888 W. Sixth Street, Suite 1150 Los Angeles, CA 90017	Trustee/Research Committee Member	4 hours per week	-	5,030
Dr. Daniel A. Mazmanian 888 W. Sixth Street, Suite 1150 Los Angeles, CA 90017	Trustee/Research Committee Member	4 hours per week	-	5,080
Dr. Jane G. Pisano 888 W Sixth Street, Suite 1150 Los Angeles, CA 90017	President/Secretary/ Treasurer/Trustee/ Research Committee Chair/Finance Committee Member	12 hours per week	2,778	25,050
Gilbert T. Ray, Esq 888 W. Sixth Street, Suite 1150 Los Angeles, CA 90017	Trustee/Research Committee Member	4 hours per week	-	5,050
Willis B. Wood Jr. 888 W. Sixth Street, Suite 1150 Los Angeles, CA 90017	Trustee/Research Committee Member/ Finance Committee Member	4 hours per week	-	10,100
Enrique Hernandez Jr. 888 W Sixth Street, Suite 1150 Los Angeles, CA 90017	Trustee/Research Committee Member	4 hours per week	-	8,760
Roberto Suro 888 W Sixth Street, Suite 1150 Los Angeles, CA 90017	Trustee/Research Committee Member	4 hours per week	-	5,020
Total officer, trustee and foundation manager compensation			\$2,778	\$94,180

SCHEDULE C  
THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION  
95-1644020  
RETURN OF PRIVATE FOUNDATION FORM 990-PF  
YEAR ENDED AUGUST 31, 2013

STATEMENT REGARDING APPLICATION FOR GRANTS, SCHOLARSHIPS, ETC. —

# 2012–2013

## Grant and Fellowship Program

The Haynes Foundation has been a force for change in Los Angeles for over eight decades, and from its beginnings has focused attention on issues of Los Angeles government and civic causes. The Foundation's founders, Dr. John Randolph Haynes and Dora Haynes, were passionate advocates of involved citizenship who believed that through the social sciences the Foundation not only could identify critical social and political problems in Los Angeles but also offer solutions to them. Hundreds of research projects focusing on Los Angeles issues have been funded since the Foundation's establishment in 1926, many of which have borne the fruit of real improvements for ordinary citizens. Awards are made only to organizations within the United States and whose endeavors are focused in or on Los Angeles. Final reports are always required at the end of the grant/fellowship period. Grants and fellowships are made only to qualified non-profit organizations, never to individuals. Before contacting the Foundation regarding funding, please go to our web site at [www.haynesfoundation.org](http://www.haynesfoundation.org) and read our How to Apply and Program sections carefully.

### Funds are restricted to

Original social science research into policy issues of the Los Angeles Region (comprised of the counties of Los Angeles, Ventura, San Fernando, Riverside, and Orange),  
Research into the history of Southern California,  
Archival and cataloging projects important to Los Angeles,  
Faculty Fellowships for teaching faculty at universities and four-year colleges in the five-county Los Angeles Region,  
Dissertation Fellowships for Ph.D. candidates at research universities in the five-county Los Angeles Region. This program is named in memory of Haynes Lindley, a Foundation Trustee from 1978–2011 and President from 1987–1997.

## Grants

### Major Research Grants

The Foundation seeks applications and awards grants and fellowships for research on major economic, social and political problems of the Los Angeles Region. Preference is given to applied studies which, in addition to adding significantly to knowledge and understanding of issues, are judged to show promise of influencing policies and practices addressing these issues. The research project's potential for publication and its use by the community are also taken into account. The Foundation is willing to consider subsequent requests for support in disseminating the results of the studies it funds. Major research projects concerning the history of Southern California will also be considered.

### Deadlines

November 8, 2012	August 29, 2013
March 21, 2013	October 30, 2013
May 15, 2013	

### Archival Grants

A modest portion of the Foundation's annual research budget is reserved to support archival and cataloging projects at libraries and other local institutions in Los Angeles. The relevance and significance of the materials to Southern California and for public policy, along with their fragility, rarity and completeness are taken into account in selecting these projects for award.

**Deadline:** January 11, 2013

## Fellowships

### Faculty Fellowships (8 awards available @ \$12,000 each)

Faculty Fellowships are awarded by the Foundation on an annual basis to social science faculty members teaching at any university or four-year college in the Los Angeles Region. The fellowships are competitive and favor is given to proposals which are well-conceived, innovative, imaginative, and break new ground on economic, social and political problems. The Foundation's interest is in social science research which has implication for influencing policy and action in the Los Angeles region, but research projects concerning the history of Southern California will also be considered. The year-long fellowships are to be used in support of faculty research time and expenses.

### Deadlines

December 13, 2012	December 12, 2013
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### Haynes Lindley Doctoral Dissertation Fellowships (8 awards available @ \$20,000 each)

The Haynes Lindley Doctoral Dissertation Fellowships are competitively awarded on an annual basis to Ph.D. candidates enrolled at institutions awarding the Ph.D. degree in the social sciences in the Los Angeles Region (i.e., the California Institute of Technology, the Claremont Graduate University, the University of California, Los Angeles, the University of California, Irvine, the University of California, Riverside, and the University of Southern California). Applicants must have had their dissertation proposals accepted and be working with their faculty advisors. Proposals should address economic, social, policy or political problems of the Los Angeles area.

**Deadline:** March 12, 2013

The John Randolph Haynes and Dora  
**HAYNES**  
FOUNDATION



*Promoting the Well-Being of Mankind*

### Highlights of the Application Process

Please visit "How to Apply" at  
[www.HaynesFoundation.org](http://www.HaynesFoundation.org) for  
detailed information on the  
application procedures.

### Archival and Research Grants (15 packets)

Cover letter from the institution, signed by an administrative officer.  
A statement of purpose for which the funds will be used.  
Detailed budget and time-line.  
Names and qualifications of the personnel involved (1–2 page personal resumes are sufficient).  
Copies of the institution's exemption letters from the Internal Revenue Service and the California Franchise Tax Board.  
Double spaced in 12 point type preferred but not required.  
Print double sided with three-hole punch.

### Faculty Fellowships (15 packets)

Two page proposal stating the research problem or project goals, the methods to be used, and the way the grant money will be spent.  
A two-page condensed personal resume.  
Double spaced in 12 point type face.  
Each proposal should be accompanied by written indication of institutional support from the academic dean or other appropriate academic administrator designated by the college or university.

### Haynes Lindley Doctoral Dissertation Fellowships (15 packets)

A one-page cover sheet.  
Six page proposal stating the research project, project goals and methods to be used.  
Double spaced in 12 point type face.  
One page bibliography listing key sources of direct relevance to the dissertation topic.  
A two-page condensed personal resume.  
A letter of recommendation from the applicant's faculty advisor with an estimation of the completion date. The faculty advisor's letter will be considered confirmation of institutional support for the proposal.

The Haynes Foundation  
888 West Sixth Street, Suite 1150  
Los Angeles, CA 90017-2737

[www.haynesfoundation.org](http://www.haynesfoundation.org)  
[info@haynesfoundation.org](mailto:info@haynesfoundation.org)

**SCHEDULE D**  
**THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION**  
**95-1644020**  
**RETURN OF PRIVATE FOUNDATION FORM 990-PF,**  
**YEAR ENDED AUGUST 31, 2013**

	Grants payable at August 31, 2012	Grants unspent from 2011-2012	Grants authorized during the year	Grant expenditures during the year	Grants payable at August 31, 2013
<b>Education grants</b>					
<b>Fellowships</b>					
Faculty Fellowships	\$ 36,000	\$ (36,000)	\$ 96,000	\$ 96,000	\$ -
Doctoral Dissertation Fellowships	40,000	(40,000)	160,000	140,000	20,000
<b>Total fellowships</b>	<b>76,000</b>	<b>(76,000)</b>	<b>256,000</b>	<b>236,000</b>	<b>20,000</b>
<b>Contributions</b>					
Southern California Association for Philanthropy (SCAP)	-	-	2,750	3,150	(400)
President's Discretionary Fund	13,000	(13,000)	20,000	12,000	8,000
Trustee Discretionary Gifts	50,000	(50,000)	250,000	250,000	-
Employee Matching Gifts	-	-	10,000	10,000	-
Council on Foundations	1,570	(1,570)	6,900	5,330	1,570
Haynes Lecture at The Huntington	-	-	2,500	2,500	-
League of Women Voters of Los Angeles Education Fund	-	-	5,000	5,000	-
KPCC Southern California Public Radio/KCRW National Public/Radio KCET Community Television of Southern California Support for Public Affairs Broadcasting	(12,500)	12,500	90,000	85,000	5,000
<b>Total contributions</b>	<b>52,070</b>	<b>(52,070)</b>	<b>387,150</b>	<b>372,980</b>	<b>14,170</b>
<b>Research and archival grants</b>					
University of Southern California Water Supply Scarcity in Southern California	37,758	-	-	37,758	-
Demographics of Recovery in Post Crash Los Angeles	34,019	-	-	34,019	-
Southern California Fiscal Sustainability and Government Research Project	106,667	-	-	71,112	35,555
Disseminating Haynes-supported Visual and Aural Documentation of Los Angeles	4,000	-	-	4,000	-
Evaluating The Exposition Corridor Light Rail Line	21,242	-	-	-	21,242
Extending Learning to Low-Income, Immigrant and Refugee Students – MRG	-	-	73,677	29,471	44,206
A Social Science Look at Los Angeles Teen Court Jurors	-	-	149,957	29,991	119,966
University of California, Los Angeles Fighting Traffic at the Ballot Box	7,379	-	-	-	7,379
Backyard Homes and Local Concerns	72,528	-	-	36,264	36,264
Does School Readiness Improve Academic Achievement for Low Income and Immigrant Children in Los Angeles?	81,852	-	-	54,568	27,284

**SCHEDULE D**  
**THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION**  
**95-1644020**  
**RETURN OF PRIVATE FOUNDATION FORM 990-PF**  
**YEAR ENDED AUGUST 31, 2012**

Research and archival grants (continued)	Grants payable at August 31, 2012	Grants unspent from 2011-2012	Grants authorized during the year	Grant expenditures during the year	Grants payable at August 31, 2013
Preserving The Bette Yarbrough Cox Collection	10,444	-	-	6,962	3,482
The Photographic Legacy of Post World War II Mexican American Generation in Los Angeles	15,000	-	-	10,000	5,000
Golden State Mutual Life Insurance Archives Processing Project	24,000	-	-	16,000	8,000
Governance for Sustainable Water Use	-	-	225,110	90,044	135,066
Shared Wheels in the Auto City	-	-	49,960	39,968	9,992
The Widening Divide Revisited – MRG	-	-	100,442	40,177	60,265
The Claremont Graduate University Improving Energy Infrastructure - MRG	-	-	127,940	25,588	102,352
The Los Angeles City Historical Society Los Angeles City Officials Compendium	5,602	-	-	5,602	-
Natural History Museum of Los Angeles County Window on the West Archival	11,998	-	-	11,998	-
Four Photographers of Southern California and Southwest Archival	-	-	20,731	16,584	4,147
University of California, Riverside Adapting to Aging Out	19,157	-	-	19,157	-
Cataloguing Will Connel Collection	4,000	-	-	-	4,000
Santa Ana Watershed Project	-	-	25,234	20,188	5,046
University of California, Irvine Improving Reading with Digital Scaffolding	24,011	-	-	24,011	-
Evaluation of the Effectiveness of Form-Based Codes in Promoting Sustainability - MRG	40,000	-	-	20,000	20,000
Library Foundation of Los Angeles Herman J. Schultheis Collection	15,000	-	-	15,000	-
Valley Times Newspaper Collection	-	-	25,000	20,000	5,000
California State University, Northridge Mulholland Family Papers Archival	4,000	-	-	4,000	-
Loyola Marymount University Should I Stay or Should I Go?	10,530	-	-	-	10,530
Historical Society of Southern California "The Courthouse Crowd" by Dr. Tom Sitton	11,280	-	-	7,500	3,780
California State University, Fullerton California LULAC Archival Preservation	-	-	20,000	16,000	4,000
Occidental College Preservation and Digitization of Northwest Los Angeles Community Newspapers	-	-	35,000	28,000	7,000

SCHEDULE D  
 THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION  
 95-1644020  
 RETURN OF PRIVATE FOUNDATION FORM 990-PF  
 YEAR ENDED AUGUST 31, 2012

	Grants payable at August 31, 2012	Grants unspent from 2011-2012	Grants authorized during the year	Grant expenditures during the year	Grants payable at August 31, 2013
<b>Research and archival grants (continued)</b>					
Go For Broke Oral Histories of World War II	-	-	34,260	13,704	20,556
Indirect Costs Grants	31,004	(31,004)	140,000	92,145	47,855
<b>Total research and archival grants</b>	<b>591,471</b>	<b>(31,004)</b>	<b>1,027,311</b>	<b>839,811</b>	<b>747,967</b>
<b>Foundation grant expenditures</b>					
Foundation publications	21,737	(21,737)	45,000	50,709	(5,709)
<b>Total foundation grant expenditures</b>	<b>21,737</b>	<b>(21,737)</b>	<b>45,000</b>	<b>50,709</b>	<b>(5,709)</b>
<b>Total grant activity</b>	<b>\$ 741,278</b>	<b>\$ (180,811)</b>	<b>\$ 1,715,461</b>	<b>\$ 1,499,500</b>	<b>\$ 776,428</b>

**SCHEDULE E**  
**THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION**  
**95-1644020**  
**RETURN OF PRIVATE FOUNDATION FORM 990-PF**  
**YEAR ENDED AUGUST 31, 2013**

**DEPRECIABLE ASSETS AND DEPRECIATION**

Depreciation	Acquired	Depreciation method	Useful life	Cost		Accumulated depreciation and depletion			Net book value 8/31/13	Current market value
				Balance 8/31/12	Additions/ dispositions	Balance 8/31/13	Balance 8/31/12	Additions/ dispositions		
Assets held for investment purposes										
Undivided interest in Bolsa Chica mineral rights (Note A)	12/31/41			\$ 36,867	\$ -	\$ 36,867	\$ 34,914	\$ -	\$ 34,914	\$ 1,953

**Assets held for exempt and investment purposes (Note B)**

Furniture and fixtures for administration offices	Various	S/L	5-10 years	\$ 39,105	\$ -	\$ 39,105	\$ 37,258	\$ 1,847	\$ 39,105	\$ -
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(A) Pursuant to authorization of the Board of Trustees, the carrying value of the undivided interest in Bolsa Chica mineral rights was increased (and Foundation principal increased corresponding) by \$202,127 on August 31, 1946, by \$220,630 as of September 1, 1952 and by \$250,000 as of September 1, 1962. These adjustments were made to bring the net carrying value closer to the approximate fair market value at the time of each increase and to preserve for Foundation principal the increases in carrying value occurring during the period of the Foundation's ownership of this wasting asset. From September 1, 1945 to August 31, 1970, depletion of 27-1/2% of royalties received had been provided by a charge to royalty income. The Tax Reform Act of 1969 requires, for taxable years beginning after December 31, 1969, that only cost depletion be used for determining income for private foundations. Accordingly, no depletion has been taken since September 1, 1970.

(B) Assets are held 40% for investment purposes and 60% for exempt purposes