

AMENDED

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No. 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2014 or tax year beginning

, and ending

Name of foundation HAIMES FAMILY FOUNDATION		A Employer identification number 26-1578471
Number and street (or P.O. box number if mail is not delivered to street address) C/O BARRY HAIMES 21 EAST POINT LAKE		B Telephone number 203-637-0738
City or town, state or province, country, and ZIP or foreign postal code OLD GREENWICH, CT 06870		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 checked="" 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) \$ 652,220. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	8.	8.		STATEMENT 1
	4 Dividends and interest from securities	3,194.	3,194.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	124,189.			
	b Gross sales price for all assets on line 6a	133,993.			
	7 Capital gain net income (from Part IV, line 2)		124,189.		
	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)				
	11 Other income	<1,047.>	<1,047.>		STATEMENT 3
	12 Total. Add lines 1 through 11	126,344.	126,344.		
	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	3,300.	0.		3,300.
	c Other professional fees				
	17 Interest	1,714.	1,714.		0.
	18 Taxes STMT 5	2,111.	9.		0.
Total	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	40.	0.		40.
	24 Total operating and administrative expenses. Add lines 13 through 23	7,165.	1,723.		3,340.
	25 Contributions, gifts, grants paid	44,000.			44,000.
	26 Total expenses and disbursements. Add lines 24 and 25	51,165.	1,723.		47,340.
	27 Subtract line 26 from line 12	75,179.			
	a Excess of revenue over expenses and disbursements		124,621.		
	b Net investment income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)			N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	47,191.	68,902.	68,902.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	439,159.	478,809.	349,480.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8	177,605.	191,423.	233,838.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	663,955.	739,134.	652,220.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	663,955.	739,134.	
	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	663,955.	739,134.		
31 Total liabilities and net assets/fund balances	663,955.	739,134.		

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	663,955.
2 Enter amount from Part I, line 27a	2	75,179.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	739,134.
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	739,134.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a DELTA AIR LINES INC - 3000.0000 SH	P	VARIOUS	VARIOUS
b SAGE OPPORTUNITY FUND QP, LP	P	VARIOUS	VARIOUS
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 133,993.		25,410.	108,583.
b			15,606.
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			108,583.
b			15,606.
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	124,189.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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))
2013	77,538.	770,148.	.100679
2012	48,214.	604,518.	.079756
2011	62,669.	0.	.000000
2010	21,119.	0.	.000000
2009	25,000.	486,643.	.051372

2 Total of line 1, column (d)	2	.231807
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	.046361
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	747,661.
5 Multiply line 4 by line 3	5	34,662.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,246.
7 Add lines 5 and 6	7	35,908.
8 Enter qualifying distributions from Part XII, line 4	8	47,340.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,246.
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	1,246.
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	1,246.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,254.	
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	1,254.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input checked="" type="checkbox"/> 0. Refunded <input type="checkbox"/>	11	8.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" 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 checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NONE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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>N/A</u>	13	X	
14	The books are in care of ► <u>BARRY HAIMES</u> Telephone no. ► <u>206-637-0738</u> Located at ► <u>21 EAST POINT LANE, OLD GREENWICH, CT</u> ZIP+4 ► <u>06870</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 <u>N/A</u>			
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes No	X 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 checked="" type="checkbox"/> Yes <input 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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	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 2014 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 2014) <u>N/A</u>	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 2014?	4b	X

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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 4945(d)(4)(A)? (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)?

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
BARRY HAIMES	TRUSTEE			
21 EAST POINT LANE				
OLD GREENWICH, CT 06870	1.00	0.	0.	0.
JANE HAIMES	TRUSTEE			
21 EAST POINT LANE				
OLD GREENWICH, CT 06870	1.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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Part X**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	716,209.
b	Average of monthly cash balances	1b	42,838.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	759,047.
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	759,047.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,386.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	747,661.
6	Minimum investment return. Enter 5% of line 5	6	37,383.

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	37,383.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,246.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,246.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	36,137.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	36,137.
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	36,137.

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	47,340.
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	47,340.
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	1,246.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	46,094.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				36,137.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	862.			
b From 2010	21,500.			
c From 2011	63,500.			
d From 2012	18,472.			
e From 2013	43,211.			
f Total of lines 3a through e	147,545.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$	47,340.			
a Applied to 2013, 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 2014 distributable amount				36,137.
e Remaining amount distributed out of corpus	11,203.			
5 Excess distributions carryover applied to 2014 (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:	158,748.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	862.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	157,886.			
10 Analysis of line 9:				
a Excess from 2010	21,500.			
b Excess from 2011	63,500.			
c Excess from 2012	18,472.			
d Excess from 2013	43,211.			
e Excess from 2014	11,203.			

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 2014, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(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.

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(i)(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 address 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ACUMEN FUND INC 79 NINTH AVE, STE 315 NEW YORK, NY 10011	N/A	PC	GENERAL OPERATING SUPPORT	5,000.
ANIMAL WELFARE SOCIETY POST OFFICE BOX 43 WEST KENNEBUNK, ME 04094	N/A	PC	GENERAL OPERATING SUPPORT	500.
CHARITY & WATER 200 VARICK ST, STE 201 NEW YORK, NY 10014	N/A	PC	GENERAL OPERATING SUPPORT	5,000.
COUNCIL FOR ECONOMIC ED. 122 E. 42ND ST, STE 2600 NEW YORK, NY 10168	N/A	PC	GENERAL OPERATING SUPPORT	5,000.
DC CENTRAL KITCHEN 425 2ND ST NW WASHINGTON, DC 20001	N/A	PC	GENERAL OPERATING SUPPORT	2,500.
Total	SEE CONTINUATION SHEET(S)			44,000.
b Approved for future payment				
NONE				
Total				0.

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	
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	8.	
4 Dividends and interest from securities			14	3,194.	
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			01	<1,047.>	
8 Gain or (loss) from sales of assets other than inventory			18	124,189.	
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.		126,344.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	126,344.

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

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

[illegible]

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
IMMIGRATION LEGAL ADVOCACY PROJECT 309 CUMBERLAND AVE, STE 201 PORTLAND, ME 04112	N/A	PC	GENERAL OPERATING SUPPORT	1,000.
MAILMAN SCHOOL OF PUBLIC HEALTH 722 WEST 168TH ST NEW YORK, NY 10032	N/A	PC	GENERAL OPERATING SUPPORT	5,000.
MEMORIAL SLOAN KETTERING 1275 YORK AVE NEW YORK, NY 10065	N/A	PC	GENERAL OPERATING SUPPORT	5,000.
NAMI MAINE 1 BANGOR STREET AUGUSTA, ME 04330	N/A	PC	GENERAL OPERATING SUPPORT	500.
PARTNERS IN HEALTH 888 COMMONWEALTH AVE, 3RD FL BOSTON, MA 02215	N/A	PC	GENERAL OPERATING SUPPORT	2,500.
SAVE THE CHILDREN 54 WILTON ROAD WESTPORT, CT 06880	N/A	PC	GENERAL OPERATING SUPPORT	5,000.
SPECIAL OLYMPICS 535 EAST 70TH ST NEW YORK, NY 10021	N/A	PC	GENERAL OPERATING SUPPORT	1,000.
STOP HUNGER NOW 615 HILLSBOROUGH ST, STE 200 RALEIGH, NC 27603	N/A	PC	GENERAL OPERATING SUPPORT	2,000.
THE CHILDREN'S AID SOCIETY 711 THIRD AVE, STE 700 NEW YORK, NY 10017	N/A	PC	GENERAL OPERATING SUPPORT	4,000.
Total from continuation sheets				26,000.

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH	8.	8.	
TOTAL TO PART I, LINE 3	8.	8.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH	2,212.	0.	2,212.	2,212.	
SAGE OPPORTUNITY FUND QP, LP	982.	0.	982.	982.	
TO PART I, LINE 4	3,194.	0.	3,194.	3,194.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER PARTNERSHIP INCOME (LOSS)	<1,047.>	<1,047.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<1,047.>	<1,047.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,300.	0.		3,300.
TO FORM 990-PF, PG 1, LN 16B	3,300.	0.		3,300.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES PAID	9.	9.			0.
EXCISE TAX	2,102.	0.			0.
TO FORM 990-PF, PG 1, LN 18	2,111.	9.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MISCELLANEOUS	40.	0.			40.
TO FORM 990-PF, PG 1, LN 23	40.	0.			40.

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
ATTACHMENT A			478,809.	349,480.
TOTAL TO FORM 990-PF, PART II, LINE 10B			478,809.	349,480.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
SAGE OPPORTUNITY FUND QP, LP	COST	134,819.	179,673.	
MUTUAL FUNDS - ATTACHMENT A	COST	56,604.	54,165.	
TOTAL TO FORM 990-PF, PART II, LINE 13		191,423.	233,838.	

GENERAL EXPLANATION

STATEMENT 9

FORM/LINE IDENTIFIER

REASON FOR AMENDING THE FORM 990-PF:

EXPLANATION:

THE HAIMES FAMILY FOUNDATION (THE "FOUNDATION") IS AMENDING THE 2014 FORM 990-PF FOR THE FOLLOWING REASONS:

FORM 990-PF, PAGE 1, PART I, COLUMN (C) WAS AMENDED TO PROPERLY REFLECT THE FOUNDATION'S ADJUSTED NET INCOME AS NOT APPLICABLE. AS A CONSEQUENCE FORM 990-PF, PAGE 3, PART IV, LINE 3 WAS RECALCULATED AS NOT APPLICABLE.

FORM 990-PF, PAGE 1, PART I, COLUMN (D) WAS AMENDED TO REFLECT THE FOUNDATION'S DISBURSEMENTS FOR CHARITABLE PURPOSES ON THE CASH BASIS. AS A CONSEQUENCE FORM 990-PF, PAGE 8, PART XII, LINES 1A, 4 AND 6 AND FORM 990-PF, PAGE 9, PART XIII, LINE 4 WERE RECALCULATED. AS A CONSEQUENCE OF FORM 990-PF, PAGE 8, PART XII, LINE 4 BEING RECALCULATED, FORM 990-PF, PAGE 3, PART V, LINE 8 WAS RECALCULATED.

FORM 990-PF, PAGE 1, PART I, LINE 3 COLUMNS (A) AND (B), WERE AMENDED TO REFLECT A RECLASSIFICATION OF PARTNERSHIP INTEREST INCOME TO LINE 4, COLUMNS (A) AND (B). IN ADDITION, INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS FROM MERRILL LYNCH, AS WELL AS, DIVIDENDS FROM SECURITIES FROM MERRILL LYNCH WERE REVALUED. AS A CONSEQUENCE OF FORM 990-PF, PAGE 1, PART I, LINES 3, 4 AND 11 BEING RECALCULATED, FORM 990-PF, PAGE 12, PART XVI-A, LINES 3, 4 AND 7 WERE RECALCULATED.

FORM 990-PF, PAGE 1, PART I, LINE 23 COLUMN (A), WAS AMENDED TO REFLECT A RECLASSIFICATION OF OTHER PARTNERSHIP INCOME (LOSS) TO LINE 11, COLUMNS (A) AND (B). AS A CONSEQUENCE FORM 990-PF, PAGE 1, PART I, LINES 12, 24, 26, 27A AND 27B COLUMNS (A) AND (B) WERE RECALCULATED. AS A CONSEQUENCE OF FORM 990-PF, PAGE 1, PART I, LINE 27B COLUMN (B) BEING RECALCULATED, FORM 990-PF, PAGE 4, PART VI, LINES 1, 3 AND 5, FORM 990-PF, PAGE 3, PART V, LINE 6, AND FORM 990-PF, PAGE 8, PART XI, LINE 2A WERE RECALCULATED. ALSO, FORM 990-PF, PAGE 4, PART VI, LINE 6A WAS AMENDED TO DISCLOSE THE EXCISE TAX DUE AND PAID ON THE ORIGINALLY FILED 2013 FORM 990-PF. AS A CONSEQUENCE, FORM 990-PF, PAGE 4, PART VI, LINES 7, 8, 9, 10 AND 11 WERE RECALCULATED.

FORM 990-PF, PAGE 2, PART II, COLUMN (A) BEGINNING OF YEAR BOOK VALUES WERE ADJUSTED TO REFLECT THE AMOUNTS REPORTED ON THE FOUNDATION'S 2013 AMENDED FORM 990-PF. AS A CONSEQUENCE, FORM 990-PF, PAGE 2, PART III, LINE 1, WAS RECALCULATED.

FORM 990-PF, PAGE 2, PART II, LINE 1, COLUMN (B) AND (C), WERE AMENDED TO REFLECT A REVALUATION AND RECLASSIFICATION OF INTEREST BEARING CASH

ACCOUNTS TO LINE 2, SAVINGS AND TEMPORARY CASH INVESTMENTS.

FORM 990-PF, PAGE 2, PART II, LINE 13, COLUMN (B) AND (C), WERE AMENDED TO REFLECT A RECLASSIFICATION OF CORPORATE STOCK TO LINE 10B. IN ADDITION, "CAPITAL ACCOUNT", WHICH WAS RENAMED "SAGE OPPORTUNITIES FUND QP, LP" WAS REDUCED TO RECORD THE PROPER TAX BASIS OF THE INVESTMENT, INSTEAD OF FAIR MARKET VALUE AS ORIGINALLY REPORTED. FORM 990-PF, PAGE 2, PART III, LINE 5 WAS ADJUSTED TO REMOVE THE TAX ADJUSTMENT. AS A CONSEQUENCE FORM 990-PF, PAGE 2, PART II, LINE 16, COLUMN (B) AND (C), LINES 24, 29, 30 AND 31 COLUMN (B) AND FORM 990-PF, PAGE 2, PART III, LINES 4 AND 6 WERE RECALCULATED.

ATTACHMENT A WAS ADDED TO PROVIDE A DETAIL OF CORPORATE STOCK (FORM 990-PF, PAGE 2, PART II, LINE 10B) AND MUTUAL FUNDS (FORM 990-PF, PAGE 2, PART II, LINE 13)

FORM 990-PF, PAGE 3, PART IV WAS AMENDED TO CONSOLIDATE ALL REALIZED GAINS FROM SAGE OPPORTUNITY FUND QP, LP INTO A SINGLE LINE.

FORM 990-PF, PAGE 3, PART V, LINE 1 WAS AMENDED TO REFLECT THE FOUNDATION'S ADJUSTED QUALIFYING DISTRIBUTIONS AND NET VALUE OF NONCHARITABLE-USE ASSETS FOR CALENDAR YEARS 2013, 2012, 2010, AND 2009. AS A CONSEQUENCE FORM 990-PF, PAGE 3, PART V, LINES 1 COLUMN (D), 2, 3, 5 AND 7 WERE RECALCULATED.

FORM 990-PF, PAGE 5, PART VII-B, LINE 1A(3) WAS AMENDED TO REFLECT THAT FOUNDATION FURNISH GOODS, SERVICES, OR FACILITIES TO (OR ACCEPT THEM FORM) A DISQUALIFIED PERSON. FURTHER, FORM 990-PF, PAGE 5, PART VII-B, LINE 1B WAS AMENDED TO REFLECT THAT THE ABOVE ACT DID NOT FAIL TO QUALIFY UNDER THE EXCEPTIONS DESCRIBED IN REGULATIONS SECTION 53.4941(D)-3 OR IN A CURRENT NOTICE REGARDING DISASTER ASSISTANCE.

FORM 990-PF, PAGE 6, PART VII, LINE 1, COLUMN (B) WAS AMENDED TO REFLECT A CHANGE IN TITLE FROM "GRANTOR/TR." TO "TRUSTEE" FOR ALL INDIVIDUALS LISTED AND A REDUCTION OF AVERAGE HOURS PER WEEK DEVOTED TO THE FOUNDATION POSITION FROM 5.0 TO 1.0 HOURS FOR ALL INDIVIDUALS LISTED.

FORM 990-PF, PAGE 8, PART X, LINES 1A AND 1B WERE AMENDED TO REFLECT THE FOUNDATION'S FAIR MARKET VALUE OF ASSETS USED (OR HELD FOR USE) DIRECTLY IN CARRYING OUT CHARITABLE, ETC., PURPOSE. AS A CONSEQUENCE FORM 990-PF, PAGE 8, PART X, LINES 1D, 3, 4, 5 AND 6 WERE RECALCULATED. AS A CONSEQUENCE OF FORM 990-PF, PAGE 8, PART X, LINE 5 BEING RECALCULATED FORM 990-PF, PAGE 3, PART V, LINE 4 WAS RECALCULATED. AS A CONSEQUENCE OF FORM 990-PF, PAGE 8, PART X, LINE 6 BEING RECALCULATED FORM 990-PF, PAGE 8, PART XI, LINES 1, 3, 5 AND 7 WERE RECALCULATED. AS A CONSEQUENCE FORM 990-PF, PAGE 9, PART XIII, LINES 1 COLUMN (D) AND LINE 4E COLUMN (A) WERE RECALCULATED.

FORM 990-PF, PAGE 9, PART XIII, LINE 3 WAS AMENDED TO REFLECT THE FOUNDATION'S EXCESS DISTRIBUTIONS CARRYOVER FOR CALENDAR YEARS 2009, 2010, 2012 AND 2013. AS A CONSEQUENCE LINES 3F, 6A, 8, 9 10A, 10C, 10D, AND 10E WERE RECALCULATED.

FORM 990-PF, PAGE 12, PART XVI-A, WAS AMENDED TO REFLECT ALL INCOME WHICH WAS PREVIOUSLY REPORTED AS RELATED OR EXEMPT FUNCTION INCOME AS EXCLUDED BY SECTION 512, 513, OR 514. CORRESPONDING EXCLUSION CODES WERE ALSO APPLIED TO ALL INCOME. AS A CONSEQUENCE, LINES 12 AND 13 WERE RECALCULATED AND ALL EXPLANATIONS DISCLOSED WERE REMOVED FROM FORM 990-PF, PAGE 12, PART XVI-B.

BARRY G HAIMES TTEE

YOUR CMA FOR TRUST ASSETS

November 29, 2014 - December 31, 2014

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
COBALT INTL ENERGY INC	CIE	12/19/12	1,000	25.7149	25,714.92	8.8900	8,890.00	(16,824.92)		
		02/06/13	2,000	24.9443	49,888.61	8.8900	17,780.00	(32,108.61)		
		03/08/13	2,000	26.0793	52,158.77	8.8900	17,780.00	(34,378.77)		
		08/22/13	1,000	24.6958	24,695.80	8.8900	8,890.00	(15,805.80)		
		10/29/13	4,000	24.4621	97,848.58	8.8900	35,560.00	(62,288.58)		
		12/16/13	4,000	15.8572	63,428.87	8.8900	35,560.00	(27,868.87)		
Subtotal			14,000		313,735.55		124,460.00	(189,275.55)		
HDFC BANK LTD ADR	HDB	01/06/12	100	27.1866	2,718.66	50.7500	5,075.00	2,356.34	33	.63
		01/06/12	100	27.1431	2,714.31	50.7500	5,075.00	2,360.69	33	.63
		01/06/12	800	27.1630	21,730.43	50.7500	40,600.00	18,869.57	257	.63
		08/30/13	1,000	29.3185	29,318.52	50.7500	50,750.00	21,431.48	321	.63
Subtotal			2,000		56,481.92		101,500.00	45,018.08	644	.63
LGI HOMES INC SHS	LGIH	11/18/14	2,000	16.1809	32,361.80	14.9200	29,840.00	(2,521.80)		
		11/20/14	2,000	16.3487	32,697.59	14.9200	29,840.00	(2,857.59)		
Subtotal			4,000		65,059.39		59,680.00	(5,379.39)		
QUALITY DISTRIBUTION INC	QLTY	11/12/12	3,000	5.6607	16,982.28	10.6400	31,920.00	14,937.72		
		03/08/13	3,000	8.8499	26,549.86	10.6400	31,920.00	5,370.14		
Subtotal			6,000		43,532.14		63,840.00	20,307.86		
TOTAL					478,809.00		349,480.00	(129,329.00)	644	.18

RESEARCH RATINGS

Security	Symbol	BofAML Research	Morningstar	S&P
HDFC BANK LTD ADR	HDB	Buy (C17)	Hold	No Coverage
QUALITY DISTRIBUTION INC	QLTY	Buy (C19)	No Coverage	No Coverage

PLEASE REFER TO THE BACK OF YOUR STATEMENT FOR A GUIDE TO BofAML AND THIRD PARTY RESEARCH RATINGS.

BARRY G HAIMES TTEE

24-Hour Assistance: (800) MERRILL

YOUR CMA FOR TRUST ASSETS

November 29, 2014 · December 31, 2014

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Current Yield%
EMERGING GLOBAL SHARES INDXXNDIA SYMBOL SCIN Initial Purchase 02/14/11 Equity 100%	1,500	28,008.49	17.0000	25,500.00	(2,508.49)	28,008	(2,508)	332	1.30
WISDOMTREE INDIA EARNINGS SYMBOL EPI Initial Purchase 12/16/09 Equity 100%	1,300	28,595.70	22.0500	28,665.00	69.30	28,595	69	293	1.02
Subtotal (Equities)				54,165.00					
TOTAL		56,604.19		54,165.00	(2,439.19)		(2,439)	625	1.15