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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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- Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

2014

Open to Public
Inspection

For calendar year 2014, or tax year beginning 09-01-2014 , and ending 08-31-2015

Name of foundation THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION		A Employer identification number 95-1644020
Number and street (or P O box number if mail is not delivered to street address) 888 W SIXTH STREET NO 1150		B Telephone number (see instructions) (213) 623-9151
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90017		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <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		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 52,008,042	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	48	48		
	4 Dividends and interest from securities.	930,396	930,396		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,142,253			
	b Gross sales price for all assets on line 6a 8,576,311				
	7 Capital gain net income (from Part IV, line 2)		3,142,253		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-\$171,952	-171,952		
	12 Total. Add lines 1 through 11	3,900,745	3,900,745		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	98,270	29,481		68,789
	14 Other employee salaries and wages	289,657	86,897		202,760
	15 Pension plans, employee benefits	98,972	29,692		69,280
	16a Legal fees (attach schedule)	-\$9,763	3,905		5,858
	b Accounting fees (attach schedule)	29,000	11,600		17,400
	c Other professional fees (attach schedule)	272,948	272,948		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	73,893	7,787		169
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	64,921	25,968		38,953
	21 Travel, conferences, and meetings	11,203	4,481		6,722
	22 Printing and publications	189	76		113
	23 Other expenses (attach schedule)	185,370	131,042		54,328
	24 Total operating and administrative expenses.	1,134,186	603,877		464,372
	Add lines 13 through 23	1,428,325			1,428,325
	25 Contributions, gifts, grants paid.	2,562,511	603,877		1,892,697
	26 Total expenses and disbursements. Add lines 24 and 25				
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,338,234			
	b Net investment income (if negative, enter -0-)		3,296,868		
	c Adjusted net income (if negative, enter -0-)				

	Part III Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash—non-interest-bearing		200	200	200
	2 Savings and temporary cash investments		366,236	502,735	502,735
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges		8,470	14,533	14,533
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)				
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)		44,783,396	45,949,553	51,488,621
	14 Land, buildings, and equipment basis ► <u>39,105</u>				
	Less accumulated depreciation (attach schedule) ► <u>39,105</u>				
	15 Other assets (describe ►)		1,953	1,953	1,953
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		45,160,255	46,468,974	52,008,042
	17 Accounts payable and accrued expenses		2,000		
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)		27,515	0	0
	23 Total liabilities (add lines 17 through 22)		29,515		0
	Foundations that follow SFAS 117, check here ►				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ►				
	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		45,130,740	46,468,974	
	30 Total net assets or fund balances (see instructions)		45,130,740	46,468,974	
	31 Total liabilities and net assets/fund balances (see instructions)		45,160,255	46,468,974	

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	45,130,740
2	Enter amount from Part I, line 27a	2	1,338,234
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	46,468,974
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	46,468,974

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a	SHORT TERM CAPITAL GAINS/LOSSES	P		
b	LONG TERM CAPITAL GAINS/LOSSES	P		
c	PARTNERSHIP CAPITAL GAINS/LOSSES	P		
d	PARTNERSHIP CAPITAL GAINS/LOSSES	P		
e	CAPITAL GAINS DIVIDENDS	P		
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,475,002		1,101,211	373,791
b	5,207,451		4,048,208	1,159,243
c	450,157		284,639	165,518
d	957,608			957,608
e	486,093			486,093
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				373,791
b				1,159,243
c				165,518
d				957,608
e				486,093
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	3,142,253
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	

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

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

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

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

 Yes No

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

1 Enter the appropriate amount in each column for each year, see 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	1,880,607	51,886,085	0 036245
2012	1,942,746	46,202,658	0 042048
2011	1,862,289	42,396,780	0 043925
2010	2,122,908	45,105,065	0 047066
2009	2,496,893	41,687,460	0 059896
2 Total of line 1, column (d).			0 229180
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			0 045836
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.			53,598,027
5 Multiply line 4 by line 3.			2,456,719
6 Enter 1% of net investment income (1% of Part I, line 27b).			32,969
7 Add lines 5 and 6.			2,489,688
8 Enter qualifying distributions from Part XII, line 4.			1,892,697

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	65,937
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	65,937
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	65,937
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	72,000
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	72,000
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	6,063
11	Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 6,063 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?		Yes	No
	<i>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.</i>			
1c	Did the foundation file Form 1120-POL for this year?		Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
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		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
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?		Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	<input type="checkbox"/> CA			
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 .		Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV			No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.			No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW HAYNESFOUNDATION.ORG</u>	13	Yes	
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 ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. ► <input type="checkbox"/> 15			
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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes", enter the name of the foreign country ►	16	Yes	No

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)? ► <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here.	1b	No
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	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 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 ► <u>20____, 20____, 20____, 20____</u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u>20____, 20____, 20____, 20____</u>		
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).	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
c	Organizations relying on a current notice regarding disaster assistance check here. ►			
	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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	<i>If "Yes" to 6b, file Form 8870.</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM BURKE 888 W SIXTH STREET STE 1150 LOS ANGELES, CA 90017	ADM DIR 40 00	195,618	30,000	0
DENIA CAMACHO 888 W SIXTH STREET STE 1150 LOS ANGELES, CA 90017	ADM ASST 40 00	94,039	15,000	0
Total number of other employees paid over \$50,000.				0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE"

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
PATHWAY PRIVATE EQUITY FUND	MANAGEMENT ADVISORY FEES	182,47
2211 MICHELSON DRIVE IRVINE, CA 92612		
ANGELES INVESTMENT SERVICES	MANAGEMENT ADVISORY FEES	85,97
429 SANTA MONICA BLVD 500 SANTA MONICA, CA 90401		
WELLINGTON TRUST COMPANY	MANAGEMENT ADVISORY FEES	52,57
280 CONGRESS STREET BOSTON, MA 02210		

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.

1 THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION ACCOMPLISHES ITS CHARITABLE PURPOSE SOLELY THROUGH MAKING GRANTS AND NEITHER CONDUCTS CHARITABLE ACTIVITIES NOR HAS

2 PROGRAM RELATED INVESTMENTS

3

4

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

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	54,035,577
b	Average of monthly cash balances.	1b	368,241
c	Fair market value of all other assets (see instructions).	1c	10,423
d	Total (add lines 1a, b, and c).	1d	54,414,241
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	54,414,241
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	816,214
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	53,598,027
6	Minimum investment return. Enter 5% of line 5.	6	2,679,901

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	2,679,901
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	65,937
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	65,937
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,613,964
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,613,964
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	2,613,964

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	1,892,697
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	1,892,697
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,892,697
	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				2,613,964
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			69,213	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ _____ 1,892,697				
a Applied to 2013, but not more than line 2a			69,213	
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.				1,823,484
e Remaining amount distributed out of corpus	0			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				790,480
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 (see instructions)	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010.				
b Excess from 2011.				
c Excess from 2012.				
d Excess from 2013.				
e Excess from 2014.				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling.			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

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

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed

See Additional Data Table

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

See Additional Data Table

c Any submission deadlines

See Additional Data Table

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

See Additional Data Table

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	1,428,325
b Approved for future payment See Additional Data Table				
Total			► 3b	1,054,437

Part XVT-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 (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
1	Program service revenue				
a					
b					
c					
d					
e					
f					
g	Fees and contracts from government agencies				
2	Membership dues and assessments.				
3	Interest on savings and temporary cash investments.			14	48
4	Dividends and interest from securities.			14	930,396
5	Net rental income or (loss) from real estate				
a	Debt-financed property.				
b	Not debt-financed property.				
6	Net rental income or (loss) from personal property.				
7	Other investment income.			14	51,668
8	Gain or (loss) from sales of assets other than inventory.			18	3,142,253
9	Net income or (loss) from special events				
10	Gross profit or (loss) from sales of inventory.				
11	Other revenue a PARTNERSHIP K-1 PASS THRU			14	-223,620
b					
c					
d					
e					
12	Subtotal Add columns (b), (d), and (e).		0		3,900,745
13	Total. Add line 12, columns (b), (d), and (e).			13	3,900,745

(See worksheet in line 13 instructions to verify calculations)

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

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

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.

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

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.

* * * * *

2016-02-05

* * * * *

Signature of officer or trustee

Date

Title

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

Paid Preparer Use Only	Print/Type preparer's name JOHN D WILLIAMS	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00023618
	Firm's name ► WILLIAMS & RIBB LLP CPA'S			Firm's EIN ►	33-0102115
	Firm's address ► 6700 E PACIFIC COAST HWY STE 275 LONG BEACH, CA 90803			Phone no (562) 423-8777	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GIL GARCETTI 888 W SIXTH STREET STE 1150 LOS ANGELES, CA 90017	TRUSTEE/RESEARCH 4 00	5,040	0	0
PHILIP M HAWLEY 888 W SIXTH STREET STE 1150 LOS ANGELES, CA 90017	TRUSTEE/RESEARCH 12 00	21,300	0	0
DANIEL A MAZMANIAN 888 W SIXTH STREET STE 1150 LOS ANGELES, CA 90017	TRUSTEE/RESEARCH 4 00	5,100	0	0
JANE G PISANO 888 W SIXTH STREET STE 1150 LOS ANGELES, CA 90017	PRESIDENT/TRUSTEE RESEARCH 12 00	26,550	0	3,750
GILBERT T RAY 888 W SIXTH STREET STE 1150 LOS ANGELES, CA 90017	TRUSTEE/RESEARCH 4 00	5,050	0	0
WILLIS B WOOD JR 888 W SIXTH STREET STE 1150 LOS ANGELES, CA 90017	TRUSTEE/RESEARCH 4 00	2,580	0	0
ENRIQUE HERNADEZ JR 888 W SIXTH STREET STE 1150 LOS ANGELES, CA 90017	TRUSTEE/RESEARCH 4 00	10,040	0	0
ROBERTO SURO 888 W SIXTH STREET STE 1150 LOS ANGELES, CA 90017	TRUSTEE/RESEARCH 4 00	5,050	0	0
ROBERT ECKERT 888 W SIXTH STREET STE 1150 LOS ANGELES, CA 90017	TRUSTEE/RESEARCH 4 00	13,810	0	0
ROBIN KRAMER 888 W SIXTH STREET STE 1150 LOS ANGELES, CA 90017	TRUSTEE/RESEARCH 4 00	3,750	0	0

Form 990PF Part XV Line 2a - 2d - Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

a The name, address, and telephone number of the person to whom applications should be addressed

THE JOHN RANDOLPH HAYNES AND DORA H
888 W SIXTH STREET STE 1150
LOS ANGELES, CA 90017
(213) 623-9151

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

COVER LETTER FROM THE INSTITUTION SIGNED BY AN ADMINISTRATIVE OFFICER, A STATEMENT OF PURPOSE FOR WHICH THE FUNDS WILL BE USED, A DETAILED BUDGET & TIMELINE, NAMES & QUALIFICATIONS OF THE PERSONNEL INVOLVED WITH PERSONAL RESUMES, COPIES OF INSTITUTION'S EXEMPTION LETTERS FROM IRS & FTB

c Any submission deadlines

NOVEMBER 3, 2015, JANUARY 5, 2016, MARCH 9, 2016, MAY 11, 2016, AUGUST 24, 2016, NOVEMBER 9, 2016

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

NONE

a The name, address, and telephone number of the person to whom applications should be addressed

THE JOHN RANDOLPH HAYNES AND DORA H
888 W SIXTH STREET STE 1150
LOS ANGELES, CA 90017
(213) 623-9151

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

COVER LETTER FROM THE INSTITUTION SIGNED BY AN ACADEMIC DEAN OR ADMINISTRATIVE OFFICER, A 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

c Any submission deadlines

DECEMBER 10, 2015, DECEMBER 13, 2016

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

8 AWARDS AVAILABLE @ \$12,000 EACH

a The name, address, and telephone number of the person to whom applications should be addressed

THE JOHN RANDOLPH HAYNES AND DORA H
888 W SIXTH STREET STE 1150
LOS ANGELES, CA 90017
(213) 623-9151

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

LETTER OF RECOMMENDATION SIGNED AND SENT SEPARATELY BY THE APPLICANT'S FACULTY ADVISOR WITH AN ESTIMATION OF THE COMPLETION DATE, ONE PAGE COVER SHEET, SIX PAGE PROPOSAL STATING THE RESEARCH PROJECT, PROJECT GOALS AND METHODS TO BE USED, ONE PAGE BIBLIOGRAPHY LISTING KEY SOURCES OF DIRECT RELEVANCE TO THE DISSERTATION TOPIC, A TWO PAGE CONDENSED PERSONAL RESUME

c Any submission deadlines

FEBRUARY 17, 2016

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

8 AWARDS AVAILABLE @\$20,000 EACH

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
68TH STREET SCHOOL 612 W 68TH STREET LOS ANGELES, CA 90044			TRUSTEE DISCRETIONARY GIFT	7,500
THE ACHIEVEMENT TRUST PO BOX 91231 LOS ANGELES, CA 90009			TRUSTEE DISCRETIONARY GIFT	25,000
AZUSA PACIFIC UNIVERSITY 901 E ALOSTA AVENUE AZUSA, CA 91702			RESEARCH	3,906
BREED STREET SHUL PROJECT PO BOX 33411 LOS ANGELES, CA 90033			TRUSTEE DISCRETIONARY GIFT	3,000
CALIFORNIA STATE POLYTECHNIC UNIVERSITY POMONA 3801 W TEMPLE AVENUE BLDG 55 POMONA, CA 91768			INDIRECT COST	1,200
CALIFORNIA STATE UNIVERSITY FULLERTON 2600 E NUTWOOD SUITE 850 FULLERTON, CA 92834			FELLOWSHIP	12,000
CALIFORNIA STATE UNIVERSITY FULLERTON 2600 E NUTWOOD SUITE 850 FULLERTON, CA 92834			RESEARCH	46,310
CALIFORNIA STATE UNIVERSITY LONG BEACH 1250 BELLFLOWER BLVD MS4509 LONG BEACH, CA 90840			FELLOWSHIP	12,000
CALIFORNIA STATE UNIVERSITY LOS ANGELES 5151 STATE UNIVERSITY DRIVE LOS ANGELES, CA 90032			INDIRECT COST	2,400
THE CITY PROJECT 1055 WILSHIRE BLVD SUITE 1660 LOS ANGELES, CA 90017			TRUSTEE DISCRETIONARY GIFT	2,500
THE CLAREMONT GRADUATE UNIVERSITY 150 E TENTH STREET CLAREMONT, CA 91711			RESEARCH	99,905
THE CLAREMONT GRADUATE UNIVERSITY 150 E TENTH STREET CLAREMONT, CA 91711			INDIRECT COST	5,118
CLAREMONT MCKENNA COLLEGE 400 N CLAREMONT BLVD CLAREMONT, CA 91711			RESEARCH	44,354
CORO SOUTHERN CALIFORNIA 1000 N ALAMEDA STREET SUITE 240 LOS ANGELES, CA 90012			TRUSTEE DISCRETIONARY GIFT	2,000
COUNCIL OF FOUNDATIONS PO BOX 75661 BALTIMORE, MD 21275			MEMBERSHIP	5,000
Total			► 3a	1,428,325

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
EASTERN SIERRA LAND TRUST 176 HOME STREET BISHOP, CA 93515			TRUSTEE DISCRETIONARY GIFT	2,500
THE FOUNDATION CENTER 79 FIFTH AVENUE NEW YORK, NY 10003			PRESIDENT DISCRETIONARY FUND	3,000
FRIENDS OF THE INYO 819 N BARLOW LANE BISHOP, CA 93514			TRUSTEE DISCRETIONARY GIFT	2,500
GO FOR BROKE NATIONAL EDUCATION CENTER 367 VAN NESS WAY SUITE 611 TORRANCE, CA 90501			INDIRECT COST	1,370
GOOD SHEPHERD MANOR PO BOX 260 MOMENCE, IL 60954			EMPLOYEE MATCHING GIFT	1,250
THE JOHN RANDOLPH HAYNES & DORA HAYNES FOUNDATION 888 W 6TH STREET SUITE 1150 LOS ANGELES, CA 90017			PUBLICATIONS	17,957
HISTORICAL SOCIETY OF SOUTHERN CALIFORNIA PO BOX 93487 PASADENA, CA 91109			INDIRECT COST	378
THE HUNTINGTON LIBRARY 1511 OXFORD ROAD SAN MARINO, CA 91108			RESEARCH	41,020
THE HUNTINGTON LIBRARY 1511 OXFORD ROAD SAN MARINO, CA 91108			INDIRECT COST	2,508
JAPANESE GARDEN TRUST FUND 6100 WOODLEY AVENUE VAN NUYS, CA 91406			TRUSTEE DISCRETIONARY GIFT	5,000
KPCC SOUTHERN CALIFORNIA PUBLIC RADIO 474 S RAYMOND AVENUE PASADENA, CA 91105			RESEARCH	40,000
LAS MADRINAS 910 SAN RAFAEL AVENUE PASADENA, CA 91103			TRUSTEE DISCRETIONARY GIFT	25,000
LEAGUE OF WOMEN VOTERS OF LOS ANGELES 3303 WILSHIRE BLVD SUITE 310 LOS ANGELES, CA 90010			EDUCATIONAL	5,000
LEO CATHOLIC HIGH SCHOOL 7901 S SANGAMON STREET CHICAGO, IL 60611			EMPLOYEE MATCHING GIFT	500
LIBRARY FOUNDATION OF LOS ANGELES 630 W FIFTH STREET LOS ANGELES, CA 90071			RESEARCH	10,000
Total			► 3a	1,428,325

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
LIBRARY FOUNDATION OF LOS ANGELES 630 W FIFTH STREET LOS ANGELES, CA 90071			INDIRECT COST	500
LOS ANGELES CITY HISTORICAL SOCIETY PO BOX 862311 LOS ANGELES, CA 90086			INDIRECT COST	1,299
LOYOLA MARYMOUNT UNIVERSITY 1 LMU DRIVE SUITE 4820 LOS ANGELES, CA 90045			INDIRECT COST	1,053
MONO LAKE COMMITTEE PO BOX 29 LEE VINING, CA 93541			TRUSTEE DISCRETIONARY GIFT	2,500
NATURAL HISTORY MUSEUM FOUNDATION 900 EXPOSITION BLVD LOS ANGELES, CA 90007			RESEARCH	12,812
NATURAL HISTORY MUSEUM FOUNDATION 900 EXPOSITION BLVD LOS ANGELES, CA 90007			INDIRECT COST	1,696
NATURAL HISTORY MUSEUM FOUNDATION 900 EXPOSITION BLVD LOS ANGELES, CA 90007			TRUSTEE DISCRETIONARY GIFT	40,000
NORTHWESTERN UNIVERSITY SCHOOL OF LAW 375 E CHICAGO AVENUE CHICAGO, IL 60611			EMPLOYEE MATCHING GIFT	500
OCCIDENTAL COLLEGE 1600 CAMPUS ROAD LOS ANGELES, CA 90041			INDIRECT COST	700
PADUA VILLAGE AT CASA COLINA REHABILITATION CENTER 255 E BONITA AVENUE POMONA, CA 91769			EMPLOYEE MATCHING GIFT	1,000
PITZER COLLEGE 1050 N MILLS AVENUE CLAREMONT, CA 91711			TRUSTEE DISCRETIONARY GIFT	20,000
SEEDS ARTS AND EDUCATION INC PO BOX 4979 LAGUNA BEACH, CA 92652			TRUSTEE DISCRETIONARY GIFT	5,000
SOUTHERN CALIFORNIA GRANTMAKERS 1000 N ALAMEDA STREET SUITE 230 LOS ANGELES, CA 90012			MEMBERSHIP	4,164
UNIVERSITY OF ARIZONA FOUNDATION 111 N CHERRY AVENUE TUCSON, AZ 85721			TRUSTEE DISCRETIONARY GIFT	25,000
UNIVERSITY OF CALIFORNIA BERKELEY 2080 ADDISON SUITE 4200 BERKELEY, CA 94720			EMPLOYEE MATCHING GIFT	750
Total				► 3a 1,428,325

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
UNIVERSITY OF CALIFORNIA IRVINE 100 THEORY SUITE 250 IRVINE, CA 92698			FELLOWSHIP	32,000
UNIVERSITY OF CALIFORNIA IRVINE 100 THEORY SUITE 250 IRVINE, CA 92698			RESEARCH	53,076
UNIVERSITY OF CALIFORNIA IRVINE 100 THEORY SUITE 250 IRVINE, CA 92698			INDIRECT COST	3,000
UNIVERSITY OF CALIFORNIA LOS ANGELES 11000 KINROSS AVENUE SUITE 102 LOS ANGELES, CA 90095			FELLOWSHIP	52,000
UNIVERSITY OF CALIFORNIA LOS ANGELES 11000 KINROSS AVENUE SUITE 102 LOS ANGELES, CA 90095			RESEARCH	74,606
UNIVERSITY OF CALIFORNIA LOS ANGELES 11000 KINROSS AVENUE SUITE 102 LOS ANGELES, CA 90095			INDIRECT COST	23,147
UCLA FOUNDATION 495 HILGARD AVENUE LOS ANGELES, CA 90095			TRUSTEE DISCRETIONARY GIFT	12,500
UNIVERSITY OF CALIFORNIA RIVERSIDE OFFICE OF RESEARCH SUITE 200 RIVERSIDE, CA 92521			FELLOWSHIP	32,000
UNIVERSITY OF CALIFORNIA RIVERSIDE OFFICE OF RESEARCH SUITE 200 RIVERSIDE, CA 92521			RESEARCH	13,092
UNIVERSITY OF CALIFORNIA RIVERSIDE OFFICE OF RESEARCH SUITE 200 RIVERSIDE, CA 92521			INDIRECT COST	4,000
UNIVERSITY OF CALIFORNIA SANTA CRUZ 1156 HIGH STREET SANTA CRUZ, CA 95064			RESEARCH	67,968
UNIVERSITY OF NOTRE DAME 405 MAIN BUILDING NOTRE DAME, IN 46556			TRUSTEE DISCRETIONARY GIFT	25,000
UNIVERSITY OF SOUTHERN CALIFORNIA 3500 S FIGUEROA STREET SUITE 205 LOS ANGELES, CA 90089			FELLOWSHIP	72,000
UNIVERSITY OF SOUTHERN CALIFORNIA 3500 S FIGUEROA STREET SUITE 205 LOS ANGELES, CA 90089			RESEARCH	320,699
UNIVERSITY OF SOUTHERN CALIFORNIA 3500 S FIGUEROA STREET SUITE 205 LOS ANGELES, CA 90089			INDIRECT COST	45,087
Total				1,428,325
► 3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
USC SOL PRICE SCHOOL OF PUBLIC POLICY LEWIS HALL ROOM 208 LOS ANGELES, CA 90089			TRUSTEE DISCRETIONARY GIFT	20,000
USC TOMAS RIVERA POLICY INSTITUTE 1150 S OLIVE STREET SUITE 1500 LOS ANGELES, CA 90015			TRUSTEE DISCRETIONARY GIFT	25,000
UNIVERSITY OF ST THOMAS 3800 MONTROSE AVENUE HOUSTON, TX 77006			EMPLOYEE MATCHING GIFT	1,000
WEST POINT FUND 698 MILLS ROAD WEST POINT, NY 10996			EMPLOYEE MATCHING GIFT	5,000
Total			► 3a	1,428,325

TY 2014 Accounting Fees Schedule

Name: THE JOHN RANDOLPH HAYNES
AND DORA HAYNES FOUNDATION
EIN: 95-1644020

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WILLIAMS & RIBB LLP	29,000	11,600		17,400

TY 2014 Investments - Other Schedule

Name: THE JOHN RANDOLPH HAYNES
AND DORA HAYNES FOUNDATION
EIN: 95-1644020

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
EQUITY MUTUAL FUNDS	AT COST	20,598,447	23,263,964
FIXED INCOME MUTUAL FUNDS	AT COST	7,153,542	7,439,897
PRIVATE INVESTMENT FUNDS	AT COST	7,099,939	8,124,566
INVESTMENTS IN PARTNERSHIPS	AT COST	11,097,625	12,660,194

TY 2014 Legal Fees Schedule

Name: THE JOHN RANDOLPH HAYNES
AND DORA HAYNES FOUNDATION
EIN: 95-1644020

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAUL HASTINGS LLP	9,763	3,905		5,858

TY 2014 Other Assets Schedule

Name: THE JOHN RANDOLPH HAYNES
AND DORA HAYNES FOUNDATION
EIN: 95-1644020

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
BOLSA CHICA MINERAL RIGHTS	1,953	1,953	1,953

TY 2014 Other Expenses Schedule

Name: THE JOHN RANDOLPH HAYNES
AND DORA HAYNES FOUNDATION
EIN: 95-1644020

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
POSTAGE	435	174		261
SUPPLIES	2,592	1,037		1,555
TELEPHONE	4,305	1,722		2,583
INSURANCE	7,957	3,183		4,774
REPAIRS & MAINTENANCE	33,212	13,285		19,927
OTHER	17,249	6,900		10,349
FILES STORAGE	1,728	691		1,037
PAYROLL SERVICE	2,070	828		1,242
PARTNERSHIP DEDUCTIONS	94,822	94,822		0
ADMINISTRATIVE SUPPORT	21,000	8,400		12,600

TY 2014 Other Income Schedule

Name: THE JOHN RANDOLPH HAYNES
AND DORA HAYNES FOUNDATION
EIN: 95-1644020

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MINERAL INTEREST ROYALTIES	19,082	19,082	19,082
OTHER INCOME	32,402	32,402	32,402
REIMBURSED GRANT FUNDS	184	184	184
PARTNERSHIP K-1 PASS THRU	-223,620	-223,620	-223,620

TY 2014 Other Liabilities Schedule

Name: THE JOHN RANDOLPH HAYNES
AND DORA HAYNES FOUNDATION
EIN: 95-1644020

Description	Beginning of Year - Book Value	End of Year - Book Value
EXCISE TAX PAYABLE	27,515	0

TY 2014 Other Professional Fees Schedule

Name: THE JOHN RANDOLPH HAYNES
AND DORA HAYNES FOUNDATION
EIN: 95-1644020

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT COUNSELOR - ANGELES INVESTMENT ADVISOR	85,974	85,974		0
WILLIAM DEVERELL	1,500	1,500		0
MANAGEMENT ADVISORY FEES - PATHWAY	182,474	182,474		0
RAPHAEL J SONENSHEIN	1,500	1,500		0
THOMAS J SITTON	1,500	1,500		0

TY 2014 Taxes Schedule

Name: THE JOHN RANDOLPH HAYNES
AND DORA HAYNES FOUNDATION
EIN: 95-1644020

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	65,937	0		0
PERSONAL PROPERTY TAX	281	112		169
FOREIGN TAXES	7,675	7,675		0