

For calendar year 2017, or tax year beginning 09-01-2017, and ending 08-31-2018

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		Room/suite	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		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 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) \$ 60,865,499		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Other (specify) <u>MODIFIED CASH</u> (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	2,516	2,516		
	4 Dividends and interest from securities	895,111	895,111		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,967,276			
	b Gross sales price for all assets on line 6a				
		9,961,191			
	7 Capital gain net income (from Part IV, line 2)		3,967,276		
	8 Net short-term capital gain				
	9 Income modifications				
Operating and Administrative Expenses	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)	11,122	11,122		
	12 Total. Add lines 1 through 11	4,876,025	4,876,025		
	13 Compensation of officers, directors, trustees, etc	104,120	31,236		72,884
	14 Other employee salaries and wages	343,854	103,156		240,698
	15 Pension plans, employee benefits	105,562	31,669		73,893
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	42,000	15,400		26,600
	c Other professional fees (attach schedule)	295,800	295,800		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	84,419	1,084		165
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	74,462	29,785		44,677
	21 Travel, conferences, and meetings	3,679	1,472		2,207
	22 Printing and publications				
	23 Other expenses (attach schedule)	248,800	214,791		34,009
	24 Total operating and administrative expenses. Add lines 13 through 23	1,302,696	724,393		495,133
	25 Contributions, gifts, grants paid	1,640,299			1,640,299
	26 Total expenses and disbursements. Add lines 24 and 25	2,942,995	724,393		2,135,432
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,933,030			
	b Net investment income (if negative, enter -0-)		4,151,632		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing	200	200	200		
	2	Savings and temporary cash investments	823,073	1,294,958	1,294,958		
	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	24,231	11,300	11,300		
	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)	46,857,169	48,331,245	59,557,088		
	14	Land, buildings, and equipment basis ▶ _____ 39,105 Less accumulated depreciation (attach schedule) ▶ 39,105					
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)	47,706,626	49,639,656	60,865,499			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
	23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds	0	0			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0			
	29	Retained earnings, accumulated income, endowment, or other funds	47,706,626	49,639,656			
30	Total net assets or fund balances (see instructions)	47,706,626	49,639,656				
31	Total liabilities and net assets/fund balances (see instructions) .	47,706,626	49,639,656				

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	47,706,626
2	Enter amount from Part I, line 27a	2	1,933,030
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	49,639,656
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	49,639,656

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 GAIN/LOSSES	P		
b LONG TERM CAPITAL GAINS/LOSSES	P		
c L/T 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 298,941		296,742	2,199
b 7,270,788		5,149,533	2,121,255
c 716,682		547,640	169,042
d 1,489,382			1,489,382
e 185,398			185,398

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			2,199
b			2,121,255
c			169,042
d			1,489,382
e			185,398

2 Capital gain net income or (net capital loss)	2	3,967,276
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))
2016	1,731,025	53,535,090	0 032334
2015	1,996,929	49,948,766	0 039980
2014	1,892,697	53,598,027	0 035313
2013	1,880,607	51,886,085	0 036245
2012	1,942,746	46,202,658	0 042048

2 Total of line 1, column (d)	2	0 185920
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 037184
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	58,411,959
5 Multiply line 4 by line 3	5	2,171,990
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	41,516
7 Add lines 5 and 6	7	2,213,506
8 Enter qualifying distributions from Part XII, line 4	8	2,135,432

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	83,033
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	83,033
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	83,033
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	86,000
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	86,000
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	165
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,802
11	Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> 2,802 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <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>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	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? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.HAYNESFOUNDATION.ORG	13	Yes	
14	The books are in care of WILLIAM BURKE Telephone no (213) 623-9151			


Located at **888 W SIXTH STREET SUITE 1150 LOS ANGELES CA**ZIP+4 **90017**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2017, 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"/> 1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? <input type="checkbox"/> 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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/> 2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2017 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 2017). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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 2017? 4b		No

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

5a	<p>During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(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</p>			
b	<p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> </p>	5b		
c	<p>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</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i></p>			
6a	<p>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</p>			
b	<p>Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes" to 6b, file Form 8870</i></p>	6b		No
7a	<p>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</p>			
b	<p>If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	7b		

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
WILLIAM BURKE 888 W SIXTH STREET STE 1150 LOS ANGELES, CA 90017	ADM DIR 40 00	235,708	32,000	16,420
DENIA CAMACHO 888 W SIXTH STREET STE 1150 LOS ANGELES, CA 90017	ADM ASST 40 00	108,146	15,500	22,162

Total number of other employees paid over \$50,000. **0****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 2211 MICHELSON DRIVE IRVINE, CA 92612	MANAGEMENT ADVISORY FEES	173,922
ANGELES INVESTMENT SERVICES 429 SANTA MONICA BLVD 500 SANTA MONICA, CA 90401	MANAGEMENT ADVISORY FEES	117,378

Total number of others receiving over \$50,000 for professional services. **0****Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION ACCOMPLISHES ITS CHARITABLE PURPOSE SOLELY THROUGH MAKING GRANTS AND NEITHER CONDUCTS CHARITABLE ACTIVITIES NOR HAS	0
2 PROGRAM RELATED INVESTMENTS	0
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 THE JOHN RANDOLPH HAYNES AND DORA HAYNES FOUNDATION ACCOMPLISHES ITS CHARITABLE PURPOSE SOLELY THROUGH MAKING GRANTS AND NEITHER CONDUCTS CHARITABLE ACTIVITIES NOR HAS	0
2 PROGRAM RELATED INVESTMENTS	0
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	58,633,396
b	Average of monthly cash balances.	1b	657,662
c	Fair market value of all other assets (see instructions).	1c	10,423
d	Total (add lines 1a, b, and c).	1d	59,301,481
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	59,301,481
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	889,522
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	58,411,959
6	Minimum investment return. Enter 5% of line 5.	6	2,920,598

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	2,920,598
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	83,033
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	83,033
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,837,565
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,837,565
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	2,837,565

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	2,135,432
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	2,135,432
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	2,135,432

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				2,837,565
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			2,135,380	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>2,135,432</u>				
a Applied to 2016, but not more than line 2a			2,135,380	
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 2017 distributable amount.				52
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (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 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				2,837,513
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 2012 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

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 2017, 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	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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 <input type="checkbox"/> 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 <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				1,640,299
b <i>Approved for future payment</i> See Additional Data Table				
Total ▶ 3b				1,023,180

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	2,516	
4	Dividends and interest from securities.			14	895,111	
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	11,122	
8	Gain or (loss) from sales of assets other than inventory			18	3,967,276	
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		4,876,025	0
13	Total. Add line 12, columns (b), (d), and (e).			13		4,876,025

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

[illegible]

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

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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	***** Signature of officer or trustee	2019-02-01 Date	***** Title

May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
--

Paid Preparer Use Only	Print/Type preparer's name JOHN D WILLIAMS	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00023618	
	Firm's name ▶ WILLIAMS & RIBB LLP CPA'S					Firm's EIN ▶ 33-0102115
	Firm's address ▶ 6615 E PACIFIC COAST HWY STE 150 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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
GIL GARCETTI	TRUSTEE 4 00	5,040	0	0
888 W SIXTH STREET STE 1150 LOS ANGELES, CA 90017				
PHILIP M HAWLEY	TRUSTEE 12 00	17,540	0	0
888 W SIXTH STREET STE 1150 LOS ANGELES, CA 90017				
DANIEL A MAZMANIAN	TRUSTEE 4 00	5,100	0	0
888 W SIXTH STREET STE 1150 LOS ANGELES, CA 90017				
JANE G PISANO	PRESIDENT/TRUSTEE 12 00	33,690	0	0
888 W SIXTH STREET STE 1150 LOS ANGELES, CA 90017				
GILBERT T RAY	TRUSTEE 4 00	5,040	0	0
888 W SIXTH STREET STE 1150 LOS ANGELES, CA 90017				
ENRIQUE HERNANDEZ JR	TRUSTEE 4 00	10,030	0	0
888 W SIXTH STREET STE 1150 LOS ANGELES, CA 90017				
ROBERTO SURO	TRUSTEE 4 00	5,040	0	0
888 W SIXTH STREET STE 1150 LOS ANGELES, CA 90017				
ROBERT ECKERT	TRUSTEE 4 00	17,600	0	0
888 W SIXTH STREET STE 1150 LOS ANGELES, CA 90017				
ROBIN KRAMER	TRUSTEE 4 00	5,040	0	0
888 W SIXTH STREET STE 1150 LOS ANGELES, CA 90017				

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 7, 2018, JANUARY 9, 2019, MARCH 7, 2019, MAY 9, 2019, AUGUST 8, 2019, OCTOBER 23, 2019

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

NONE

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 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 13, 2018, DECEMBER 11, 2019

- 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

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

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 5, 2019

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

10 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 <i>Paid during the year</i>				
ALLIANCE COLLEGE READY PUBLIC 601 S FIGUEROA STREET 4TH FLOOR LOS ANGELES, CA 90017			TRUSTEE DISCRETIONARY GIFT	10,000
CALIFORNIA INSTITUTE OF TECHNOLOGY 1300 E CALIFORNIA STREET MC 5-32 PASADENA, CA 91125			FELLOWSHIP	20,000
CALIFORNIA INSTITUTE OF TECHNOLOGY 1300 E CALIFORNIA STREET MC 5-32 PASADENA, CA 91125			TRUSTEE DISCRETIONARY GIFT	2,500
Total ▶ 3a				1,640,299

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CALIFORNIA SCIENCE CENTER 700 EXPOSITION PARK DRIVE LOS ANGELES, CA 90037			TRUSTEE DISCRETIONARY GIFT	17,500
CALIFORNIA STATE UNIVERSITY FULLERTON 2600 E NUTWOOD SUITE 850 FULLERTON, CA 92834			INDIRECT COST	1,200
CLAREMONT MCKENNA COLLEGE 400 N CLAREMONT BLVD CLAREMONT, CA 91711			INDIRECT COST	2,218
Total ► 3a				1,640,299

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EASTERN SIERRA LAND TRUST 176 HOME STREET BISHOP, CA 93515			TRUSTEE DISCRETIONARY GIFT	2,500
ECONOMIC ROUNDTABLE 315 W 97TH STREET SUITE 502 LOS ANGELES, CA 90015			RESEARCH	57,600
FRIENDS OF THE INYO 819 N BARLOW LANE BISHOP, CA 93514			TRUSTEE DISCRETIONARY GIFT	2,500
Total ▶ 3a				1,640,299

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GOOD SHEPHERD MANORPO BOX 260 MOMENCE, IL 60954			EMPLOYEE MATCHING GIFT	1,250
KPCC SOUTHERN CALIFORNIA PUBLIC RADIO 474 S RAYMOND AVENUE PASADENA, CA 91105			INDIRECT COST	5,000
KPCC SOUTHERN CALIFORNIA PUBLIC RADIO 474 S RAYMOND AVENUE PASADENA, CA 91105			RESEARCH	30,000
Total ► 3a				1,640,299

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LEAGUE OF WOMEN VOTERS OF LOS ANGELES 3303 WILSHIRE BLVD SUITE 310 LOS ANGELES, CA 90010			EDUCATIONAL	10,000
LEO CATHOLIC HIGH SCHOOL 7901 S SANGAMON STREET CHICAGO, IL 60611			EMPLOYEE MATCHING GIFT	250
MONO LAKE COMMITTEEPO BOX 29 LEE VINING, CA 93541			TRUSTEE DISCRETIONARY GIFT	2,500
Total ▶ 3a				1,640,299

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NALEO EDUCATION FUND 1122 W WASHINGTON BLVD 3RD FLOOR LOS ANGELES, CA 90015			TRUSTEE DISCRETIONARY GIFT	2,500
NATURAL HISTORY MUSEUM FOUNDATION 900 EXPOSITION BLVD LOS ANGELES, CA 90007			INDIRECT COST	603
NORTHWESTERN UNIVERSITY 1201 DAVIS STREET EVANSTON, IL 60208			TRUSTEE DISCRETIONARY GIFT	25,000
Total ▶ 3a				1,640,299

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NORTHWESTERN UNIVERSITY SCHOOL OF LAW 375 E CHICAGO AVENUE CHICAGO, IL 60611			EMPLOYEE MATCHING GIFT	750
PADUA VILLAGE AT CASA COLINA REHABILITATION CENTER 255 E BONITA AVENUE POMONA, CA 91769			EMPLOYEE MATCHING GIFT	1,000
PARDEE RAND GRADUATE SCHOOL 1776 MAIN STREET SANTA MONICA, CA 90407			FELLOWSHIP	20,000
Total ▶ 3a				1,640,299

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PARDEE RAND GRADUATE SCHOOL 1776 MAIN STREET SANTA MONICA, CA 90407			INDIRECT COST	4,000
PARTNERSHIP FOR LOS ANGELES SCHOOLS 1055 WILSHIRE BLVD SUITE 1850 LOS ANGELES, CA 90017			TRUSTEE DISCRETIONARY GIFT	10,000
SAN DIEGO STATE UNIVERSITY 5250 CAMPANILE DRIVE SAN DIEGO, CA 92182			RESEARCH	6,687
Total ▶ 3a				1,640,299

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
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	4,142
THE ACHIEVEMENT TRUST PO BOX 91231 LOS ANGELES, CA 90009			TRUSTEE DISCRETIONARY GIFT	25,000
Total ▶ 3a				1,640,299


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
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			FELLOWSHIP	20,000
THE CLAREMONT GRADUATE UNIVERSITY 150 E TENTH STREET CLAREMONT, CA 91711			INDIRECT COST	2,000
Total 3a				1,640,299

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE FOUNDATION CENTER 79 FIFTH AVENUE NEW YORK, NY 10003			PRESIDENT DISCRETIONARY FUND	3,500
THE HUNTINGTON LIBRARY 1511 OXFORD ROAD SAN MARINO, CA 91108			INDIRECT COST	1,938
THE HUNTINGTON LIBRARY 1511 OXFORD ROAD SAN MARINO, CA 91108			TRUSTEE DISCRETIONARY GIFT	2,500
Total ▶ 3a				1,640,299

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE JOHN RANDOLPH HAYNES & DORA HAYNES FOUNDATION 888 W 6TH STREET SUITE 1150 LOS ANGELES, CA 90017			PUBLICATIONS	59,419
TOWN HALL LOS ANGELES 633 W 5TH STREET SUITE 1220 LOS ANGELES, CA 90071			PRESIDENT'S DISCRETIONARY FUND	1,000
UNIVERSITY OF CALIFORNIA BERKELEY 2080 ADDISON SUITE 4200 BERKELEY, CA 94720			EMPLOYEE MATCHING GIFT	750
Total ► 3a				1,640,299

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF CALIFORNIA IRVINE 100 THEORY SUITE 250 IRVINE, CA 92697			INDIRECT COST	2,000
UNIVERSITY OF CALIFORNIA LOS ANGELES 11000 KINROSS AVENUE SUITE 102 LOS ANGELES, CA 90095			FELLOWSHIP	40,000
UNIVERSITY OF CALIFORNIA LOS ANGELES 11000 KINROSS AVENUE SUITE 102 LOS ANGELES, CA 90095			RESEARCH	138,834
Total ▶ 3a				1,640,299

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF CALIFORNIA LOS ANGELES 11000 KINROSS AVENUE SUITE 102 LOS ANGELES, CA 90095			INDIRECT COST	19,205
UNIVERSITY OF CALIFORNIA RIVERSIDE OFFICE OF RESEARCH SUITE 200 RIVERSIDE, CA 92521			INDIRECT COST	3,982
UNIVERSITY OF CALIFORNIA RIVERSIDE OFFICE OF RESEARCH SUITE 200 RIVERSIDE, CA 92521			RESEARCH	209,904
Total ► 3a				1,640,299

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 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	128,000
UNIVERSITY OF SOUTHERN CALIFORNIA 3500 S FIGUEROA STREET SUITE 205 LOS ANGELES, CA 90089			RESEARCH	217,775
Total 				1,640,299
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 <i>Paid during the year</i>				
UNIVERSITY OF SOUTHERN CALIFORNIA 3500 S FIGUEROA STREET SUITE 205 LOS ANGELES, CA 90089			INDIRECT COST	24,947
UNIVERSITY OF SOUTHERN CALIFORNIA 3500 S FIGUEROA STREET SUITE 205 LOS ANGELES, CA 90089			TRUSTEE DISCRETIONARY GIFT	25,000
UNIVERSITY OF ST THOMAS 3800 MONTROSE AVENUE HOUSTON, TX 77006			EMPLOYEE MATCHING GIFT	1,000
Total ▶ 3a				1,640,299

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WEST POINT FUND698 MILLS ROAD WEST POINT, NY 10996			EMPLOYEE MATCHING GIFT	5,000
AMERICAN SOCIETY FOR PUBLIC ADMINISTRATION 1730 RHODE ISLAND AVE NW SUITE 500 WASHINGTON, DC 20036			PRESIDENT DISCRETIONARY FUND	20,000
CALIFORNIA INSTITUTE OF TECHNOLOGY 1300 E CALIFORNIA STREET MC 5-32 PASADENA, CA 91125			RESEARCH	183,200
Total ▶ 3a				1,640,299

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CALIFORNIA INSTITUTE OF TECHNOLOGY 1300 E CALIFORNIA STREET MC 5-32 PASADENA, CA 91125			INDIRECT COST	1,200
CALIFORNIA STATE UNIVERSITY DOMINGUEZ HILLS 100 E VICTORIA STREET CARSON, CA 90747			INDIRECT COST	3,136
CALIFORNIA STATE UNIVERSITY FULLERTON 2600 E NUTWOOD SUITE 850 FULLERTON, CA 92834			RESEARCH	42,310
Total ▶ 3a				1,640,299


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CALIFORNIA STATE UNIVERSITY LOS ANGELES 5151 STATE UNIVERSITY DRIVE LOS ANGELES, CA 90032			INDIRECT COST	1,200
CHERP112 HARVARD AVENUE 344 CLAREMONT, CA 91711			TRUSTEE DISCRETIONARY GIFT	10,000
THE CITY PROJECT 1055 WILSHIRE BLVD SUITE 1660 LOS ANGELES, CA 90017			INDIRECT COST	2,000
Total ▶ 3a				1,640,299

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE CLAREMONT GRADUATE UNIVERSITY 150 E TENTH STREET CLAREMONT, CA 91711			RESEARCH	39,659
ECONOMIC ROUNDTABLE 315 W 97TH STREET SUITE 502 LOS ANGELES, CA 90015			INDIRECT COST	5,760
THE HUNTINGTON LIBRARY 1511 OXFORD ROAD SAN MARINO, CA 91108			PRESIDENT'S DISCRETIONARY FUND	5,000
Total ► 3a				1,640,299

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LOS ANGELES PHILHARMONIC ASSOCIATION 151 S GRAND AVENUE LOS ANGELES, CA 90012			TRUSTEE DISCRETIONARY GIFT	25,000
NATURAL HISTORY MUSEUM FOUNDATION 900 EXPOSITION BLVD LOS ANGELES, CA 90007			PRESIDENT'S DICRETIONARY FUND	20,000
PITZER COLLEGE1050 N MILLS AVENUE CLAREMONT, CA 91711			TRUSTEE DISCRETIONARY GIFT	5,000
Total ► 3a				1,640,299

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				
POMONA COLLEGE 550 N COLLEGE AVENUE CLAREMONT, CA 91711			FELLOWSHIP	12,000
SAN DIEGO STATE UNIVERSITY 5250 CAMPANILE DRIVE SAN DIEGO, CA 92182			INDIRECT COST	446
UNIVERSITY OF CALIFORNIA IRVINE 100 THEORY SUITE 250 IRVINE, CA 92697			RESEARCH	21,538
Total 3a				1,640,299

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 RIVERSIDE OFFICE OF RESEARCH SUITE 200 RIVERSIDE, CA 92521			FELLOWSHIP	20,000
UNIVERSITY OF CALIFORNIA SANTA BARBARA (LIBRARY) 5221 CHEADLE HALL SANTA BARBARA, CA 93106			RESEARCH	7,197
UNIVERSITY OF CALIFORNIA SANTA CRUZ 1156 HIGH STREET SANTA CRUZ, CA 95064			INDIRECT COST	1,699
Total ▶ 3a				1,640,299

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
USC SOL PRICE SCHOOL OF PUBLIC POLICY LEWIS HALL ROOM 208 LOS ANGELES, CA 90089			PRESIDENT'S DISCRETIONARY FUND	10,000
Total  3a				1,640,299

TY 2017 Accounting Fees Schedule

Name: THE JOHN RANDOLPH HAYNES
AND DORA HAYNES FOUNDATION

EIN: 95-1644020

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WILLIAMS & RIBB LLP	42,000	15,400		26,600

TY 2017 Investments - Other Schedule

Name: THE JOHN RANDOLPH HAYNES
AND DORA HAYNES FOUNDATION

EIN: 95-1644020

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
EQUITY MUTUAL FUNDS	AT COST	18,165,350	23,029,047
FIXED INCOME MUTUAL FUNDS	AT COST	9,580,042	9,656,838
PRIVATE INVESTMENT FUNDS	AT COST	4,471,629	5,803,820
INVESTMENTS IN PARTNERSHIPS	AT COST	16,114,224	21,067,383

TY 2017 Other Assets Schedule

Name: THE JOHN RANDOLPH HAYNES
AND DORA HAYNES FOUNDATION

EIN: 95-1644020

Other Assets Schedule

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 2017 Other Expenses Schedule

Name: THE JOHN RANDOLPH HAYNES
AND DORA HAYNES FOUNDATION

EIN: 95-1644020

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
POSTAGE	421	168		253
SUPPLIES	1,750	700		1,050
TELEPHONE	3,647	1,459		2,188
INSURANCE	9,814	3,926		5,888
REPAIRS & MAINTENANCE	22,831	9,132		13,699
OFFICE EXPENSES	13,107	5,243		7,864
FILES STORAGE	1,684	674		1,010
PAYROLL SERVICE	2,486	994		1,492
PARTNERSHIP DEDUCTIONS	152,831	152,831		0
OTHER	39,288	39,288		0

Other Expenses Schedule				
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DISHONESTY BOND	941	376		565

TY 2017 Other Income Schedule

Name: THE JOHN RANDOLPH HAYNES
AND DORA HAYNES FOUNDATION

EIN: 95-1644020

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MINERAL INTEREST ROYALTIES	11,122	11,122	11,122

TY 2017 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
MANAGEMENT ADVISORY FEES - ANGELES INVESTMENT ADVISOR	117,378	117,378		0
WILLIAM DEVERELL	1,500	1,500		0
MANAGEMENT ADVISORY FEES - PATHWAY	173,922	173,922		0
RAPHAEL J SONENSHEIN	1,500	1,500		0
THOMAS J SITTON	1,500	1,500		0

TY 2017 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	83,170	0		0
PERSONAL PROPERTY TAX	275	110		165
FOREIGN TAXES	974	974		0