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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

WAYNE L. PRIM FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)

P.O. BOX 12219

Room/suite

City or town, state, and ZIP code

ZEPHYR COVE, NV 89448

A Employer identification number

88-0265893

B Telephone number

775-588-7300

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col. (c), line 16)

\$ 26,187,447. (Part I, column (d) must be on cash basis.)

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify)**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	669,519.	669,519.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	101,304.			
	b Gross sales price for all assets on line 6a	1,492,207.			
	7 Capital gain net income (from Part IV, line 2)		101,304.		
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns and allowances				
	10a b Less Cost of goods sold				
c Gross profit or (loss)					
11 Other income	29,702.	0.		STATEMENT 2	
12 Total. Add lines 1 through 11	800,525.	770,823.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest	170.	170.		0.
	18 Taxes	29,702.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	13,889.	13,708.		181.
	24 Total operating and administrative expenses. Add lines 13 through 23	43,761.	13,878.		181.
	25 Contributions, gifts, grants paid	1,468,257.			1,468,257.
26 Total expenses and disbursements. Add lines 24 and 25	1,512,018.	13,878.		1,468,438.	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-711,493.				
b Net investment income (if negative, enter -0-)		756,945.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	14,816.	9,506.	9,506.	
	2 Savings and temporary cash investments	9,006,130.	6,081,128.	6,081,128.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶ 50,000.				
	Less: allowance for doubtful accounts ▶	50,000.	50,000.	50,000.	
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 5	11,665,645.	10,815,307.	12,249,896.	
	c Investments - corporate bonds STMT 6	584,031.	617,000.	585,196.	
11 Investments - land, buildings, and equipment basis ▶					
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other STMT 7	3,826,572.	6,862,760.	7,211,721.		
14 Land, buildings, and equipment basis ▶					
Less: accumulated depreciation ▶					
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers)	25,147,194.	24,435,701.	26,187,447.		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	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	25,147,194.	24,435,701.		
30 Total net assets or fund balances	25,147,194.	24,435,701.			
31 Total liabilities and net assets/fund balances	25,147,194.	24,435,701.			

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	25,147,194.
2 Enter amount from Part I, line 27a	2	-711,493.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	24,435,701.
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	24,435,701.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1,492,207.		1,390,903.	101,304.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			101,304.

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	101,304.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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))
2008	1,530,342.	29,534,440.	.051816
2007	985,041.	31,422,579.	.031348
2006	1,663,485.	28,194,278.	.059001
2005	1,190,171.	26,295,013.	.045262
2004	1,081,188.	25,424,333.	.042526

2 Total of line 1, column (d)	2	.229953
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	.045991
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	24,815,747.
5 Multiply line 4 by line 3	5	1,141,301.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,569.
7 Add lines 5 and 6	7	1,148,870.
8 Enter qualifying distributions from Part XII, line 4	8	1,468,438.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	7,569.
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	7,569.
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	7,569.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	29,702.
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	29,702.
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	22,133.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input checked="" type="checkbox"/> 22,133. 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NV		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE	13	X	
14	The books are in care of ► PRIM VENTURES, INC. Telephone no ► 775-588-7300 Located at ► 224 KINGSBURY GRADE, STATELINE, NV ZIP+4 ► 89449			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► <input type="checkbox"/> N/A		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	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 2009?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A		2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 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 2009.) N/A		3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

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

If "Yes" to 6b, file Form 8870.

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

☐ Yes ☒ No

7b

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WAYNE L. PRIM	TRUSTEE			
P.O. BOX 12219				
ZEPHYR COVE, NV 89448	2.00	0.	0.	0.
WAYNE L. PRIM, JR.	TRUSTEE			
P.O. BOX 12219				
ZEPHYR COVE, NV 89448	2.00	0.	0.	0.
K. MARSHALL MATZINGER	TRUSTEE			
P.O. BOX 12219				
ZEPHYR COVE, NV 89448	1.00	0.	0.	0.

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

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

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

0

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	16,385,467.
b	Average of monthly cash balances	1b	7,513,044.
c	Fair market value of all other assets	1c	1,295,141.
d	Total (add lines 1a, b, and c)	1d	25,193,652.
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	25,193,652.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	377,905.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	24,815,747.
6	Minimum investment return. Enter 5% of line 5	6	1,240,787.

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	1,240,787.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	7,569.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,569.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,233,218.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,233,218.
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	1,233,218.

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	1,468,438.
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	1,468,438.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	7,569.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,460,869.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,233,218.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			1,461,473.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 1,468,438.				
a Applied to 2008, but not more than line 2a			1,461,473.	
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 2009 distributable amount				6,965.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (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:	0.			
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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				1,226,253.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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 STATEMENT 8				
Total			3a	1,468,257.
b Approved for future payment				
NONE				
Total			3b	0.

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

- | 1 | | Yes |
|--|-------|-----|
| Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| (1) Cash | 1a(1) | |
| (2) Other assets | 1a(2) | |
| b Other transactions. | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | |
| (4) Reimbursement arrangements | 1b(4) | |
| (5) Loans or loan guarantees | 1b(5) | |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | |
| 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. | | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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 or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer or trustee		Date	Title	
	Preparer's signature		Date	Check if self-employed <input type="checkbox"/>	Preparer's identifying number
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code				EIN
					Phone no.

WAYNE L. PRIM FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	LIGHTSPEED VENTURE PARTNERS VI K-1	P		
b	LIGHTSPEED VENTURE PARTNERS VI K-1	P		
c	GLENBROOK PARTNERS LP K-1	P		
d	GLENBROOK PARTNERS LP K-1	P		
e	CROSSLINK OMEGA VENTURES IV K-1	P		
f	ASHMORE ASIAN RECOVERY FUND	P		
g	RIVERBED TECHNOLOGIES	P	12/09/04	05/11/09
h	EOS CREDIT OPPORTUNITIES FUND	P		
i				
j				
k				
l				
m				
n				
o				

(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		2,966.	-2,966.
b		47,153.	-47,153.
c	113,673.		113,673.
d		155,828.	-155,828.
e	14,403.		14,403.
f	744,626.	554,443.	190,183.
g	39,835.	4,508.	35,327.
h	579,670.	626,005.	-46,335.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(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			-2,966.
b			-47,153.
c			113,673.
d			-155,828.
e			14,403.
f			190,183.
g			35,327.
h			-46,335.
i			
j			
k			
l			
m			
n			
o			

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	101,304.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CROSSLINK OMEGA VENTURES IV	195.	0.	195.
GLENBROOK PARTNERS, LP	279,841.	0.	279,841.
INVESCO FAIR FUND	32.	0.	32.
LIGHTSPEED VENTURE PARTNERS IV	199.	0.	199.
LOOMIS BOND FUND	32,969.	0.	32,969.
MONTPELIER FUND	259,168.	0.	259,168.
PRIM & ASSOCIATES	94,058.	0.	94,058.
SIERRA NEVADA COLLEGE	3,042.	0.	3,042.
SMITH BARNEY/CITIGROUP	15.	0.	15.
TOTAL TO FM 990-PF, PART I, LN 4	669,519.	0.	669,519.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FEDERAL TAX REFUND	29,702.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	29,702.	0.	

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX ON 2009 INVESTMENT INCOME	29,702.	0.		0.
TO FORM 990-PF, PG 1, LN 18	29,702.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE EXPENSE AND POSTAGE	181.	0.		181.	
PORTFOLIO DEDUCTIONS FROM K-1'S	13,708.	13,708.		0.	
TO FORM 990-PF, PG 1, LN 23	13,889.	13,708.		181.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	5
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
ASHMORE ASIAN RECOVERY FUND	752,282.	1,335,427.		
EOS CREDIT OPPORTUNITIES OFFSHORE, LTD	704,106.	657,732.		
MAPLE LEAF OFFSHORE, LTD	2,000,000.	2,320,822.		
MONTPELIER FUND	1,700,000.	2,111,680.		
PABRAI INVESTMENT FUND L, LTD	1,000,000.	1,023,136.		
SHEPHERD INVESTMENTS INTERNATIONAL	1,990,089.	2,123,262.		
ZAZOVE CONVERTIBLE ARBITRAGE	1,668,830.	1,379,960.		
ZAZOVE OFFSHORE HIGH YIELD CONVERTIBLE	1,000,000.	1,297,877.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,815,307.	12,249,896.		

FORM 990-PF	CORPORATE BONDS		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
LOOMIS SAYLES BOND FUND	617,000.	585,196.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	617,000.	585,196.		

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GLENBROOK PARTNERS, LP	FMV	6,236,619.	6,575,407.
CROSSLINK OMEGA VENTURES IV	FMV	286,000.	327,473.
LIGHTSPEED VENTURE PARTNERS IV	FMV	340,141.	308,841.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,862,760.	7,211,721.

FORM 990-PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR	STATEMENT	8
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RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
PARASOL TAHOE COMMUNITY FOUNDATION 948 INCLINE WAY INCLINE VILLAGE, NV 89451	FUNDS FOR PROGRAMS TO PROMOTE NON-PROFIT COLLABORATION & PHILANTHROP	PUBLIC	1000000.
NEVADA MUSEUM OF ART 160 WEST LIBERTY STREET RENO, NV 89501	FUNDING FOR ART PROGRAMS AND EXHIBITIONS	PUBLIC	120,000.
SIERRA NEVADA COLLEGE FOUNDATION 999 TAHOE BOULEVARD INCLINE VILLAGE, NV 89451	FUNDS FOR THE SIERRA NEVADA COLLEGE SCHOLARSHIP PROGRAM FOR NEEDY STUDENTS	PUBLIC	100,000.
EISENHOWER MEDICAL CENTER 39000 BOB HOPE DRIVE RANCHO MIRAGE, CA 92270	PROVIDE FUNDS FOR THE EXPANSION OF THE MEDICAL FACILITY	PUBLIC	50,000.
AAUN/WOLF IN THE WOODS UNIVERSITY OF NV/LEGACY HALL/232 RENO, NV 89557-0232	PROVIDE FUNDS AND MORAL SUPPORT TO NEVADA WOLF PACK	PUBLIC	2,642.

AMERICAN CANCER SOCIETY P.O. BOX 19140 LAS VEGAS, NV 89132	PROVIDE FUNDS TO FURTHER RESEARCH TO PREVENT AND ELIMINATE CANCER	PUBLIC	250.
AUSTIN KIRBY FOUNDATION P.O. BOX 5800 STATELINE, NV 89449	PROVIDE FUNDS FOR SHELTER AND CARE FOR CHILDREN	PUBLIC	5,000.
BIG BROTHERS/BIG SISTERS OF THE DESERT 42-600 COOK STREET, SUITE 110 PALM DESERT, CA 92211	FUNDS TO PROVIDE HELP FOR DISADVANTAGED YOUTH	PUBLIC	2,780.
BOYS & GIRLS CLUB OF NORTH LAKE TAHOE P.O. BOX 1617 KINGS BEACH, CA 96143	ATHLETIC AND ACADEMIC PROGRAMS FOR DISADVANTAGED YOUTH	PUBLIC	10,000.
COACHELLA VALLEY RESCUE MISSION P.O. BOX 10660 INDIO, CA 92202	FUNDS TO PROVIDE FOOD AND SHELTER TO HOMELESS PEOPLE	PUBLIC	1,000.
DOUGLAS COUNTY SHERIFF ADVISORY COUNCIL P.O. BOX 1002 MINDEN, NV 89423	PROVIDE FUNDS FOR THE SHERIFF'S DEPARTMENT PROGRAMS	PUBLIC	750.
FOOD FOR THOUGHT P.O. BOX 656 CARSON CITY, NV 89702	FUNDS TO PROVIDE FOOD FOR HOMELESS CHILDREN	PUBLIC	5,000.
FOOD BANK OF NORTHERN NEVADA 550 ITALY DRIVE MCCARRAN, NV 89434	FUNDS TO PROVIDE FOOD FOR NEEDY FAMILIES AND EMERGENCY FOOD PANTRIES	PUBLIC	5,000.
HOOVER INSTITUTION 326 GALVEZ STREET STANFORD, CA 94305	FUNDING TO SUPPORT PUBLIC DIALOGUE TO IMPROVE LIFE AND SECURE PEACE	PUBLIC	5,000.
KNPB-CHANNEL 5 PUBLIC BROADCASTING 1670 N. VIRGINIA STREET RENO, NV 89503	PROVIDE FUNDS TO SUPPORT PUBLIC TELEVISION	PUBLIC	75.

LOU RUVO BRAIN INSTITUTE 8400 SOUTH JONES BOULEVARD LAS VEGAS, NV 89139	FUNDING FOR RESEARCH TO CURE BRAIN DISORDERS WITHIN THE DECADE	PUBLIC	8,700.
MARCH OF DIMES P.O. BOX 15810 LAS VEGAS, NV 89114	TO PREVENT BIRTH DEFECTS, PREMATURE BIRTH, AND INFANT MORTALITY	PUBLIC	1,000.
MAYO FOUNDATION MEDICAL RESEARCH 13400 E. SHEA BOULEVARD SCOTTSDALE, AZ 85259	FUNDING FOR MEDICAL RESEARCH	PUBLIC	20,000.
MCCALLUM THEATER 73-000 FRED WARING DRIVE PALM DESERT, CA 92260	PROMOTION AND SUPPORT OF THE PERFORMING ARTS	PUBLIC	9,060.
MENLO COLLEGE 1000 EL CAMINO REAL ATHERTON, CA 94027	FUNDS TO SUPPORT THE MAINTENANCE OF THE HAYNES-PRIM PAVILION	PUBLIC	1,000.
NATIONAL FOUNDATION FOR CANCER RESEARCH ANNUAL FUND DRIVE-2009 ZEPHYR COVE AREA BETHESDA, MD 20814	PROVIDE FUNDS TO FURTHER RESEARCH TO PREVENT AND ELIMINATE CANCER	PUBLIC	1,000.
PET NETWORK ANIMAL FRIENDS 401 VILLAGE BOULEVARD INCLINE VILLAGE, NV 89451	FUNDS TO HELP REDUCE EUTHANASIA OF HOMELESS PETS	PUBLIC	5,100.
PALM SPRINGS ART MUSEUM P.O. BOX 2310, 101 MUSEUM DRIVE PALM SPRINGS, CA 92263	FUNDS TO PROMOTE ENJOYMENT & APPRECIATION OF THE ARTS	PUBLIC	19,400.
SALVATION ARMY-CARSON CITY CORPS (J3CAR) P.O. BOX 956 CARSON CITY, NV 89413	FUNDS TO PROVIDE HELP TO NEEDY FAMILIES & INDIVIDUALS	PUBLIC	1,000.

SIERRA NEVADA COLLEGE 999 TAHOE BOULEVARD INCLINE VILLAGE, NV 89451	FUNDS FOR THE SIERRA NEVADA COLLEGE SCHOLARSHIP PROGRAM FOR NEEDY STUDENTS	PUBLIC	77,100.
SOUTH LAKE TAHOE WOMEN'S CENTER 2941 LAKE TAHOE BOULEVARD SOUTH LAKE TAHOE, CA 96150	TO PROVIDE SHELTER AND COUNSELING FOR DOMESTIC VIOLENCE VICTIMS	PUBLIC	5,000.
SIERRA NEVADA BALLET P.O. BOX 69 GENOA, NV 89411	PROVIDE FUNDS TO SUPPORT OPERATIONS OF THE BALLET	PUBLIC	10,000.
UNIVERSITY OF NEVADA RENO FOUNDATION 127 MACKAY SCIENCE/162 RENO, NV 89557-0162	PROGRAM FUNDS FOR UNIVERSITY PROGRAMS AND SCHOLARSHIPS	PUBLIC	2,000.
THE USO P.O. BOX 96860 WASHINGTON, DC 20077	FUNDS FOR HELP FOR MEMBERS OF THE ARMED FORCES AND THEIR FAMILIES	PUBLIC	200.
WESTMORELAND BAPTIST CEMETERY 179 INKERMANN ROAD PRINCE EDWARD ISLAND, CANADA, CANADA COAIJO	FUNDS TO OFFSET MAINTENANCE EXPENSES AT THE CEMETERY	PUBLIC	200.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

1,468,257.
