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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2010**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 2010, or tax year beginning , 2010, and ending

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

Payne Family Foundation
3490 California Street #209
San Francisco, CA 94118

A Employer identification number
94-3207544

B Telephone number (see the instructions)
(415) 981-2810

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 foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ \$

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
 (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 the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (att sch)	200,000.			
2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	445.	445.	445.	
4 Dividends and interest from securities	6,954.	6,954.	6,954.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	41,730.			
b Gross sales price for all assets on line 6a	251,136.			
7 Capital gain net income (from Part IV, line 2)		41,730.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
See Statement 1	603.	603.		
12 Total. Add lines 1 through 11	249,732.	49,732.	7,399.	
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)	See St 2	2,205.	2,205.	
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule) (see instr)	See Stm 3	995.	995.	
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
See Statement 4	30.		30.	
24 Total operating and administrative expenses. Add lines 13 through 23	3,230.		3,230.	
25 Contributions, gifts, grants paid Stmt 5	328,957.			328,957.
26 Total expenses and disbursements. Add lines 24 and 25	332,187.	0.	3,230.	328,957.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-82,455.			
b Net investment income (if negative, enter -0-)		49,732.		
c Adjusted net income (if negative, enter -0-)			4,169.	

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ADMINISTRATIVE AND OPERATING EXPENSES

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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				
	2	Savings and temporary cash investments	465,972.	594,568.		
	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 the instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges	681.			
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule)	348,793.	139,418.		
	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)					
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	815,446.	733,986.	0.		
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe <u>See Statement 6</u>)		995.		
	23	Total liabilities (add lines 17 through 22)	0.	995.		
NET ASSETS OR FUND BALANCES		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input type="checkbox"/>			
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund	3,076,747.	3,076,747.		
	29	Retained earnings, accumulated income, endowment, or other funds	-2,261,301.	-2,343,756.		
	30	Total net assets or fund balances (see the instructions)	815,446.	732,991.		
	31	Total liabilities and net assets/fund balances (see the instructions)	815,446.	733,986.		

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	815,446.
2	Enter amount from Part I, line 27a	2	-82,455.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	732,991.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	732,991.

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 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1a	7500 sh First Amern Corp CA Com	P	8/04/08	5/27/10
b				
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 251,136.		209,406.	41,730.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			41,730.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	— [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	41,730.
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 the instructions) If (loss), enter -0- in Part I, line 8]	3	0.

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. N/A

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009			
2008			
2007			
2006			
2005			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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 the instructions)

1 a 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 instr.)			
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	995.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	995.
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	995.
6 Credits/Payments.			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a		
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		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		5.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		1,000.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the 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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input 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>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
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>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) 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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Form 990-PF (2010)

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 <u>N/A</u>	13	X	
14	The books are in care of <u>Lisle W. & Roslyn B. Payne</u> Telephone no. <u>(415) 981-2810</u> Located at <u>3490 California Street, Suite 209 CA</u> ZIP + 4 <u>94118</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		
16	At any time during calendar year 2010, 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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	N/A
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2010 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 2010)	3b	N/A
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 2010?	4b	X

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Form 990-PF (2010)

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)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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? ☐ 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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Roslyn B. Payne 3490 California Street, #209 San Francisco, CA 94118	President 0	0.	0.	0.
Lisle W. Payne 3490 California Street, #209 San Francisco, CA 94118	Secretary/Tr 0	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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	123,961.
b Average of monthly cash balances	1b	229,930.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	353,891.
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	353,891.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	5,308.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	348,583.
6 Minimum investment return. Enter 5% of line 5	6	17,429.

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	17,429.
2a Tax on investment income for 2010 from Part VI, line 5	2a	995.
b Income tax for 2010. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	995.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	16,434.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	16,434.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	16,434.

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	328,957.
b Program-related investments — total from Part IX-B	1b	
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	328,957.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	328,957.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				16,434.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	97,875.			
b From 2006	475,892.			
c From 2007	234,993.			
d From 2008	124,743.			
e From 2009	226,311.			
f Total of lines 3a through e	1,159,814.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 328,957.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2010 distributable amount				16,434.
e Remaining amount distributed out of corpus	312,523.			
5 Excess distributions carryover applied to 2010 (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	1,472,337.			
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 2009. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	97,875.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,374,462.			
10 Analysis of line 9				
a Excess from 2006	475,892.			
b Excess from 2007	234,993.			
c Excess from 2008	124,743.			
d Excess from 2009	226,311.			
e Excess from 2010	312,523.			

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)				
<i>a Paid during the year</i>				
Total			3a	
<i>b Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	445.	
4	Dividends and interest from securities			14	6,954.	
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			18	603.	
8	Gain or (loss) from sales of assets other than inventory			18	41,730.	
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)				49,732.	
13	Total. Add line 12, columns (b), (d), and (e)				49,732.	

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, 990-EZ, or 990-PF**

OMB No 1545-0047

2010

Name of the organization

Payne Family Foundation

Employer identification number

94-3207544

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)(____) (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

Payne Family Foundation

94-3207544

Part I Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Lisle W. & Roslyn B. Payne 3490 California Street, #209 San Francisco, CA 94118	\$ 200,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

Payne Family Foundation

94-3207544

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A		
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

Payne Family Foundation

94-3207544

Part III Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete cols (a) through (e) and the following line entryFor organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.)

▶ \$ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

2010

Federal Statements

Page 1

Client PAY06

Payne Family Foundation

94-3207544

5/11/11

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ 603.	\$ 603.	
Total	\$ 603.	\$ 603.	0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
	\$ 2,205.		\$ 2,205.	
Total	\$ 2,205.	\$ 0.	\$ 2,205.	\$ 0.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Taxes	\$ 995.		\$ 995.	
Total	\$ 995.	\$ 0.	\$ 995.	\$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
License	\$ 20.		\$ 20.	
State Filing Fee	10.		10.	
Total	\$ 30.	\$ 0.	\$ 30.	\$ 0.

Client PAY06

Payne Family Foundation

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Statement 5
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Cash Grants and Allocations

Class of Activity:	Community Outreach	
Donee's Name:	ALS Association	
Donee's Address:	6950 Squibb Road, Suite 210 Mission, KS 66202	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		\$ 100.
Class of Activity:	Sports	
Donee's Name:	College of San Mateo	
Donee's Address:	1700 West Hillsdale Blvd. San Mateo, CA 94402	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		500.
Class of Activity:	Education	
Donee's Name:	University of California Berkeley Founda	
Donee's Address:	2080 Addison Street Berkeley, CA 94720	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		10,000.
Class of Activity:	Education	
Donee's Name:	Hoover Institution	
Donee's Address:	Stanford University Stanford, CA 94305	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		1,000.
Class of Activity:	Sports	
Donee's Name:	Positive Coaching Alliance	
Donee's Address:	1001 N. Rengstorff Avenue, Ste. 100 Mountain View, CA 94043	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		113,900.
Class of Activity:	Education	
Donee's Name:	Sigma Chi Foundation	
Donee's Address:	1714 Hinman Avenue Evanston, IL 60201	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		250.
Class of Activity:	Education	
Donee's Name:	University of Arizona Foundation	
Donee's Address:	P.O. Box 210108, Room 417 Tucson, AZ 85721	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		100,000.

Client PAY06

Payne Family Foundation

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Statement 5 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Class of Activity:	Education	
Donee's Name:	University of Arizona Foundation	
Donee's Address:	P.O. Box 210108, Room 417 Tucson, AZ 85721	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		\$ 750.
Class of Activity:	Health	
Donee's Name:	University of California SF Foundation	
Donee's Address:	220 Montgomery Street, 5th Floor San Francisco, CA 94104	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		20,000.
Class of Activity:	Sports	
Donee's Name:	University of California Regents	
Donee's Address:	195 Haas Pavilion Berkeley, CA 94720	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		1,500.
Class of Activity:	Education	
Donee's Name:	University of Michigan	
Donee's Address:	701 E. University, #E2611 Ann Arbor, MI 48109	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		100.
Class of Activity:	Education	
Donee's Name:	Urban Land Institute San Francisco	
Donee's Address:	One California Street, Suite 2500 San Francisco, CA 94111	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		500.
Class of Activity:	Community Outreach	
Donee's Name:	YMCA of San Francisco	
Donee's Address:	631 Howard Street, #500 San Francisco, CA 94105	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		500.
Class of Activity:	Community Outreach	
Donee's Name:	Sustainable Conservation	
Donee's Address:	98 Battery Street, Ste 302 San Francisco, CA 94111	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		1,000.
Class of Activity:	Education	

Client PAY06

Payne Family Foundation

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Statement 5 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Donee's Name:	Teach for America	
Donee's Address:	101 New Montgomery Street, 5th Floor	
	San Francisco, CA 94105	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		\$ 500.
Class of Activity:	Education	
Donee's Name:	Beta Phi Education Foundation	
Donee's Address:	5055 E. Broadwat Blvd., Suite B-100	
	Tucson, AZ 85711	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		25,000.
Class of Activity:	Education	
Donee's Name:	BUILD	
Donee's Address:	P.O. Box 719	
	Menlo Park , CA 94026	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		250.
Class of Activity:	Community Outreach	
Donee's Name:	Chronicle Season of Sharing	
Donee's Address:	P.O. Box 44740	
	San Francisco, CA 94144	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		500.
Class of Activity:	Education	
Donee's Name:	DonorsChoose.org	
Donee's Address:	323 Geary Street, Suite 419	
	San Francisco, CA 94102	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		500.
Class of Activity:	Education	
Donee's Name:	George Washington High School	
Donee's Address:	600 32nd Ave	
	San Francisco, CA 94121	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		500.
Class of Activity:	Education	
Donee's Name:	Management Leadership for Tomorrow	
Donee's Address:	15 Maiden Lane, Suite 900	
	New York, NY 10038	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		5,000.
Class of Activity:	Education	
Donee's Name:	Melanoma Therapeutic Foundation	

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Statement 5 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Donee's Address:	111 Sutter Street, Suite 800 San Francisco, CA 94104	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		\$ 500.
Class of Activity:	Miscellaneous Grants	
Donee's Name:	Mission of Hope	
Donee's Address:	P.O. Box 176 Merrimac , MA 01860	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		500.
Class of Activity:	Education	
Donee's Name:	Morehouse College	
Donee's Address:	830 Westview Drives S.W. Atlanta, GA 30314	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		5,000.
Class of Activity:	Community Outreach	
Donee's Name:	Northern Sierra Partnership	
Donee's Address:	116 New Montgomery Street, 3rd Floor San Francisco, CA 94105	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		1,000.
Class of Activity:	Community Outreach	
Donee's Name:	Pacific Legal Foundation	
Donee's Address:	3900 Lennane Drive, Suite 200 Sacramento , CA 95834	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		1,000.
Class of Activity:	Parks	
Donee's Name:	Parks Conservancy	
Donee's Address:	Building 201, Fort Manson San Francisco, CA 94123	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		1,000.
Class of Activity:	Health	
Donee's Name:	President and Fellows of Harvard College	
Donee's Address:	665 Huntington Ave Boston , MA 02115	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		25,000.
Class of Activity:	Sports	
Donee's Name:	Roosevelt High School Foundation	
Donee's Address:	4419 Center Street	

Client PAY06

Payne Family Foundation

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Statement 5 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Des Moines, IA 50312

Relationship of Donee:
Organizational Status of Donee:
Amount Given:

\$ 250.

Class of Activity:

Donee's Name:

Donee's Address:

Education

Sacred Dying Foundation

P.O. Box 210328

San Francisco, CA 94121

Relationship of Donee:
Organizational Status of Donee:
Amount Given:

1,000.

Class of Activity:

Donee's Name:

Donee's Address:

Health

That Man May See

10 Koret Way, Box 0352

San Francisco, CA 94139

Relationship of Donee:
Organizational Status of Donee:
Amount Given:

10,000.

Class of Activity:

Donee's Name:

Donee's Address:

Community Outreach

The Trust for Public Land

P.O. Box 39000

San Francisco, CA 94139

Relationship of Donee:
Organizational Status of Donee:
Amount Given:

250.

Class of Activity:

Donee's Name:

Donee's Address:

Community Outreach

Trout Unlimited

P.O. Box 7400

Woolly Bugger, WV 25438

Relationship of Donee:
Organizational Status of Donee:
Amount Given:

250.

Class of Activity:

Donee's Name:

Donee's Address:

Education

University of California Berkeley Founda

2080 Addison Street, MC #4200

Berkeley, CA 94720

Relationship of Donee:
Organizational Status of Donee:
Amount Given:

857.

Total \$ 328,957.

2010

Federal Statements

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Payne Family Foundation

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Statement 6
Form 990-PF, Part II, Line 22
Other Liabilities

Total \$ 995.

Statement 7
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Roslyn B. Payne
Lisle W. Payne

Statement 8
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: Lisle and Roslyn Payne
Care Of:
Street Address: 3490 California Street, Suite 209
City, State, Zip Code: San Francisco, CA 94118
Telephone:
Form and Content:
Submission Deadlines: None
Restrictions on Awards:

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LIANG, ANNE, CPA
5517 GEARY BLVD #205
SAN FRANCISCO, CA - 94121

SF # 2096021

AVAILABILITY OF ANNUAL RETURN
The annual return of the Payne Family Foundation is available for inspection by any citizen during regular business hours 9 00am to 5 00pm for a period of 180 days from the date of this publication, at its principal office 3490 California Street, Suite 209, SF, CA 94118. This notice is published in accordance with Section 6104 of the Internal Revenue Code.
Roslyn B Payne, Foundation President
415-981-2810
5/6/11

SF-2096021#

PROOF OF PUBLICATION

(2015 5 C C P)

State of California)
County of SAN FRANCISCO) ss

Notice Type AAR - AVAILABILITY-ANNUAL RETURN

Ad Description

ANNUAL RETURN FOR PAYNE FAMILY FOUNDATION

I am a citizen of the United States and a resident of the State of California, I am over the age of eighteen years, and not a party to or interested in the above entitled matter. I am the principal clerk of the printer and publisher of the SAN FRANCISCO DAILY JOURNAL, a newspaper published in the English language in the city of SAN FRANCISCO, county of SAN FRANCISCO, and adjudged a newspaper of general circulation as defined by the laws of the State of California by the Superior Court of the County of SAN FRANCISCO, State of California, under date 06/28/1990, Case Nos 670493 and 18,469. That the notice, of which the annexed is a printed copy, has been published in each regular and entire issue of said newspaper and not in any supplement thereof on the following dates, to-wit:

05/06/2011

Executed on 05/06/2011
At SAN FRANCISCO, California

I certify (or declare) under penalty of perjury that the foregoing is true and correct.


Signature



* A 0 0 0 0 0 2 1 7 5 4 5 4 *