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Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

2010

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

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.)**

<b>Part I Analysis of Revenue and Expenses</b> (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)
REVENUE 2010 MAY 13 SCANNED ADMINISTRATIVE OPERATING AND EXPENSES	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 b Gross sales price for all assets on line 6a	41,730.			
	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) c Other prof fees (attach sch)	2,205.		2,205.	
	17 Interest See Stmt 3	995.		995.	
	18 Taxes (attach schedule) See inst 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 b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	-82,455.	49,732.	4,169.	

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
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 ► See Statement 6 . . .)		995.	
	23 Total liabilities (add lines 17 through 22)	0.	995.	
NET ASSETS	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) 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	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))	
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.)	
1 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 <b>Tax based on investment income.</b> 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 <b>penalty</b> 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 ►	11 Refunded

**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?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b	X
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.		
c Did the foundation file <b>Form 1120-POL</b> for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 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
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?	4a	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T	4b	N/A
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?	5	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	6	X
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) CA	7	X
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 2010 or the taxable year beginning in 2010 (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

**Part VII-A Statements Regarding Activities (Continued)**

11		X
12		X
13	X	
14	Telephone no. ► (415) 981-2810	
15	N/A ► 15	N/A
16	Yes	No X
See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ►		

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

	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 ► 20__, 20__, 20__, 20__.	<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 ► 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 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

**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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b> If any answer is 'Yes' to 5a(1)-(5), did <b>any</b> 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)?			<b>5b</b>	<b>N/A</b>
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>			
<b>c</b> 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 <input type="checkbox"/> Yes <input type="checkbox"/> No			
If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)				
<b>6a</b> 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			
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			<b>6b</b>	<b>X</b>
If 'Yes' to 6b, file Form 8870				
<b>7a</b> 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			
<b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			<b>7b</b>	

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

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

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

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

0

**Part IX-A Summary of Direct Charitable Activities**

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

## Expenses

1	N/A	
2		
3		
4		

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

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

---

**Amount**

1	N/A	Amount
2		

All other program-related investments. See instructions

**3** \_\_\_\_\_  
\_\_\_\_\_

---

**Total. Add lines 1 through 3** ► **0.**

**Total.** Add lines 1 through 3

0.

**BAA**

**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 . . . . .
  - b Average of monthly cash balances . . . . .
  - c Fair market value of all other assets (see instructions) . . . . .
  - d Total** (add lines 1a, b, and c) . . . . .
  - e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .
- 2 Acquisition indebtedness applicable to line 1 assets . . . . .
- 3 Subtract line 2 from line 1d . . . . .
- 4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)
- 5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4
- 6 **Minimum investment return.** Enter 5% of line 5

1a	123,961.
1b	229,930.
1c	
<b>1d</b>	<b>353,891.</b>
1e	0.
2	0.
3	353,891.
4	5,308.
5	348,583.
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
- 2a Tax on investment income for 2010 from Part VI, line 5
- b Income tax for 2010. (This does not include the tax from Part VI)
- c Add lines 2a and 2b
- 3 Distributable amount before adjustments Subtract line 2c from line 1
- 4 Recoveries of amounts treated as qualifying distributions
- 5 Add lines 3 and 4
- 6 Deduction from distributable amount (see instructions)
- 7 **Distributable amount as adjusted.** Subtract line 6 from line 5 Enter here and on Part XIII, line 1

1	17,429.
2a	995.
2b	
2c	995.
3	16,434.
4	
5	16,434.
6	
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
  - b Program-related investments – total from Part IX-B
- 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes
- 3 Amounts set aside for specific charitable projects that satisfy the.
  - a Suitability test (prior IRS approval required)
  - b Cash distribution test (attach the required schedule)
- 4 Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4
- 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)
- 6 **Adjusted qualifying distributions.** Subtract line 5 from line 4

1a	328,957.
1b	
2	
3a	
3b	
4	328,957.
5	
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:			0.	
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.			0.	
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.			

BAA

Form 990-PF (2010)

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

N/A

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling				►
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input checked="" type="checkbox"/> 4942(j)(5)				
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.				
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities.				
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon				
a	'Assets' alternative test – enter.				
(1)	Value of all assets				
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c	'Support' alternative test – enter				
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)				
(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).)

See Statement 7

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

None

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

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

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

See Statement 8

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

**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>				
<b>Total</b>				► 3a
<i>b Approved for future payment</i>				
<b>Total</b>				► 3b

## Part XVI-A Analysis of Income-Producing Activities

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)					13 49,732.
(See worksheet in line 13 instructions to verify calculations.)					

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions.)
N/A	



**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service

OMB No 1545-0047

**Schedule of Contributors**

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

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

Name of organization

Payne Family Foundation

Employer identification number

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="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of 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**

### Payne Family Foundation

**Employer identification number**

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

**BAA**

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

Name of organization

Payne Family Foundation

Employer identification number

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

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## Federal Statements

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Payne Family Foundation

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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
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.	\$ 0.	\$ 995.	\$ 0.
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 State Filing Fee	\$ 20. 10.	\$ 0.	\$ 20. 10.	
Total	\$ 30.	\$ 0.	\$ 30.	\$ 0.

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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.

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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	
Relationship of Donee:	Tucson, AZ 85721	
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	
Relationship of Donee:	San Francisco, CA 94104	
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	
Relationship of Donee:	Berkeley, CA 94720	
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	
Relationship of Donee:	Ann Arbor, MI 48109	
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	
Relationship of Donee:	San Francisco, CA 94111	
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	
Relationship of Donee:	San Francisco, CA 94105	
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	
Relationship of Donee:	San Francisco, CA 94111	
Organizational Status of Donee:		
Amount Given:		1,000.
Class of Activity:	Education	

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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. Broadwater 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 Floo  
 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

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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: Education  
Donee's Name: Sacred Dying Foundation  
Donee's Address: P.O. Box 210328  
San Francisco, CA 94121

Relationship of Donee:  
Organizational Status of Donee:  
Amount Given: 1,000.

Class of Activity: Health  
Donee's Name: That Man May See  
Donee's Address: 10 Koret Way, Box 0352  
San Francisco, CA 94139

Relationship of Donee:  
Organizational Status of Donee:  
Amount Given: 10,000.

Class of Activity: Community Outreach  
Donee's Name: The Trust for Public Land  
Donee's Address: P.O. Box 39000  
San Francisco, CA 94139

Relationship of Donee:  
Organizational Status of Donee:  
Amount Given: 250.

Class of Activity: Community Outreach  
Donee's Name: Trout Unlimited  
Donee's Address: P.O. Box 7400  
Woolly Bugger, WV 25438

Relationship of Donee:  
Organizational Status of Donee:  
Amount Given: 250.

Class of Activity: Education  
Donee's Name: University of California Berkeley Founda  
Donee's Address: 2080 Addison Street, MC #4200  
Berkeley, CA 94720

Relationship of Donee:  
Organizational Status of Donee:  
Amount Given: 857.

Total \$ 328,957.

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**Payne Family Foundation**

**94-3207544**

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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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~ SINCE 1893 ~

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44 MONTGOMERY ST STE 250, SAN FRANCISCO, CA 94104  
Telephone (800) 640-4829 / Fax (510) 465-1657

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

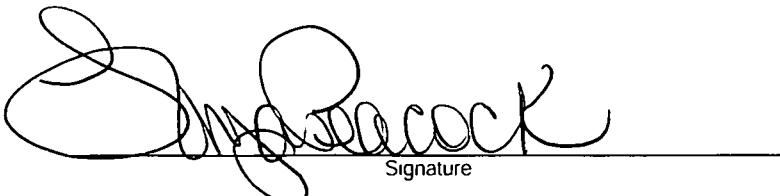
ANNUAL RETURN FOR PAYNE FAMILY FOUNDATION

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 \*