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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 2011, or tax year beginning

, 2011, and ending

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 ►

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

Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

1 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 instructions))

REVENUE		1 Contributions, gifts, grants, etc, received (att sch)	82,000.		
2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B					
3 Interest on savings and temporary cash investments		240.	240.	240.	
4 Dividends and interest from securities		6,848.	6,848.	6,848.	
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		63,436.			
7 Capital gain net income (from Part IV, line 2)					
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)					
12 Total. Add lines 1 through 11		89,088.	7,088.	7,088.	
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 1		2,215.		2,215.	
c Other prof fees (attach sch)					
17 Interest					
18 Taxes (attach schedule) (see instrs) See Stmt 2		142.		142.	
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) See Statement 3		65.		65.	
24 Total operating and administrative expenses. Add lines 13 through 23		2,422.		2,422.	
25 Contributions, gifts, grants paid Stmt 4		270,163.		270,163.	
26 Total expenses and disbursements. Add lines 24 and 25		272,585.	0.	2,422.	270,163.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-183,497.			
b Net investment income (if negative, enter -0-)			7,088.		
c Adjusted net income (if negative, enter -0-)				4,666.	

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	594,568.	390,654.	
	3 Accounts receivable			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		858.	
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	139,418.	157,982.	
	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 the instructions. Also, see page 1, item I))	733,986.	549,494.	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 ►))	995.		
	23 Total liabilities (add lines 17 through 22))	995.		0.
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	-2,343,756.	-2,527,253.	
	30 Total net assets or fund balances (see instructions)	732,991.	549,494.	
	31 Total liabilities and net assets/fund balances (see instructions)	733,986.	549,494.	

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	732,991.
2 Enter amount from Part I, line 27a	2	-183,497.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	549,494.
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	549,494.

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 15,859 Shares BB&K Holdings		D	5/31/11	6/01/11
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 63,436.		63,436.	0.	
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			0.	
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	0.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	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))
2010			
2009			
2008			
2007			
2006			

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 2011 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 instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1	
Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)		
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	1 142.
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	3 142.
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-	5 142.
6	Credits/Payments:	
a	2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 1,000.
b	Exempt foreign organizations – tax withheld at source	6b
c	Tax paid with application for extension of time to file (Form 8868)	6c
d	Backup withholding erroneously withheld	6d
7	Total credits and payments. Add lines 6a through 6d	7 1,000.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9 0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 858.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ► 858. Refunded ► 11 0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	N/A	
5	X	
6	X	
7	X	
8a	CA	
8b	X	
9	X	
10	X	

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

1c Did the foundation file Form 1120-POL for this year?

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

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

4a 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 Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T

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?

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

8a Enter the states to which the foundation reports or with which it is registered (see 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 General Instruction G? If 'No,' attach explanation

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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses.

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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address		► N/A	
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 and enter the amount of tax-exempt interest received or accrued during the year	N/A	► 15 N/A
16	At any time during calendar year 2011, 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?	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 ►			

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here ►			
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If 'Yes,' list the years ► 20__, 20__, 20__, 20__			
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions)		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 2011 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 2011.)		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 2011?		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:

(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?N/A Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

(a) Name and address	(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	
2		

All other program-related investments. See instructions

3		
Total. Add lines 1 through 3		0.

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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	76,344.
1b	242,391.
1c	
1d	318,735.
1e	0.
2	0.
3	318,735.
4	4,781.
5	313,954.
6	15,698.

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 2011 from Part VI, line 5
- b Income tax for 2011. (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	15,698.
2a	142.
2b	
2c	142.
3	15,556.
4	
5	15,556.
6	
7	15,556.

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

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				15,556.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006 475,892.				
b From 2007 234,993.				
c From 2008 124,743.				
d From 2009 226,311.				
e From 2010 312,523.				
f Total of lines 3a through e 1,374,462.				
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 270,163.			0.	
a Applied to 2010, but not more than line 2a				
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 2011 distributable amount 254,607.				15,556.
e Remaining amount distributed out of corpus 0.				0.
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5 1,629,069.				
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 2010. Subtract line 4a from line 2a Taxable amount – see instructions 0.				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 0.				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 2006 not applied on line 5 or line 7 (see instructions) 475,892.				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 1,153,177.				
10 Analysis of line 9:				
a Excess from 2007 234,993.				
b Excess from 2008 124,743.				
c Excess from 2009 226,311.				
d Excess from 2010 312,523.				
e Excess from 2011 254,607.				

BAA

Form 990-PF (2011)

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

N/A

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 5

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 6

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)				
a Paid during the year				
Total				► 3a
b Approved for future payment				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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	240.	
4 Dividends and interest from securities			14	6,848.	
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					
8 Gain or (loss) from sales of assets other than inventory					
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)				7,088.	
13 Total. Add line 12, columns (b), (d), and (e)	13				7,088.
(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 instructions.)
N/A	

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

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

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here ► Colyn B Payne | 5/11/2012 ► President
Signature of officer or trustee Date Title
May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only	Print/Type preparer's name Anne Liang, CPA	Preparer's signature <i>Anne Liang, CPA</i>	Date 5/08/12	Check <input checked="" type="checkbox"/> if self-employed	PTIN P00098337
	Firm's name ► Anne Liang, CPA	Firm's EIN ► 94-3216300			
	Firm's address ► 5517 Geary Blvd., Suite 205 San Francisco, CA 94121-2208	Phone no (415) 751-1860			

BAA

Form 990-PF (2011)

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, Form 990-EZ, or Form 990-PF

2011

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 (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, total 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 total 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 its Form 990, or check the box on line H of its Form 990-EZ or on Part I, 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) (2011)

Name of organization

Payne Family Foundation

Employer identification number

94-3207544

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Lisle W. & Roslyn B. Payne 3490 California Street, #209 San Francisco, CA 94118	\$ 82,000	Person <input 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.)
		\$	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) Use duplicate copies of Part II if additional space is needed.

(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

Name of organization

Employer identification number

Payne Family Foundation

94-3207544

8 (8) or (10)

Part III: Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10)

organizations that total more than \$1,000 for the year. Complete cols (a) through (e) and the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc,

► \$ **N/A**
Use duplicate copies of Part III if additional space is needed

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Payne Family Foundation

94-3207544

5/08/12

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Statement 1
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	\$ 2,215.	\$ 0.	\$ 2,215.	\$ 0.

Statement 2
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	\$ 142.	\$ 0.	\$ 142.	\$ 0.
Total	\$ 142.	\$ 0.	\$ 142.	\$ 0.

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Penalties	\$ 5.	\$ 5.	\$ 5.	\$ 5.
State Filing Fee	\$ 60.	\$ 0.	\$ 60.	\$ 0.
Total	\$ 65.	\$ 0.	\$ 65.	\$ 0.

Statement 4
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:

\$ 250.

Class of Activity:

Community Outreach

Donee's Name:

Bayview Hunter's Point YMCA

Donee's Address:

1601 Lane Street

San Francisco, CA 94121

Relationship of Donee:

Organizational Status of Donee:

Amount Given:

2,000.

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Payne Family Foundation

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Statement 4 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Class of Activity:	Education
Donee's Name:	Breakthrough Collaborative
Donee's Address:	545 Sansome Street, Suite 700 San Francisco, CA 94111
Relationship of Donee:	
Organizational Status of Donee:	
Amount Given:	\$ 2,000.
Class of Activity:	Health
Donee's Name:	Foundation of Fighting Blindness
Donee's Address:	111 W. Evelyn Avenue, Suite 305 Sunnyvale, CA 94086
Relationship of Donee:	
Organizational Status of Donee:	
Amount Given:	10,000.
Class of Activity:	Sports
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:	71,429.
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:	2,000.
Class of Activity:	Community Outreach
Donee's Name:	KQED
Donee's Address:	P.O. Box 7618 San Francisco, CA 94120
Relationship of Donee:	
Organizational Status of Donee:	
Amount Given:	350.
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:	10,000.
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:	84,500.
Class of Activity:	Education

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Payne Family Foundation

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**Statement 4 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants**

Donee's Name: Sigma Chi Foundation
Donee's Address: 1714 Hinman Avenue
Evanston, IL 60201

Relationship of Donee:
Organizational Status of Donee:
Amount Given: \$ 750.

Class of Activity: Health
Donee's Name: Stone Research Foundation
Donee's Address: 3727 Buchanan Street, Suite 203
San Francisco, CA 94123

Relationship of Donee:
Organizational Status of Donee:
Amount Given: 1,500.

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: 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: 1,000.

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: 1,500.

Class of Activity: Education
Donee's Name: Beta Phi Education Foundation
Donee's Address: 5055 E. Broadway Blvd., Suite B-100
Tucson, AZ 85711

Relationship of Donee:
Organizational Status of Donee:
Amount Given: 1,750.

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: 1,300.

Class of Activity: Community Outreach
Donee's Name: Chronicle Season of Sharing

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Payne Family Foundation

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Statement 4 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Donee's Address: P.O. Box 44740
San Francisco, CA 94144

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

Class of Activity: Sports
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: 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: 2,000.

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: 15,000.

Class of Activity: Education
Donee's Name: Roosevelt High School Foundation
Donee's Address: 4419 Center Street
Des Moines, IA 50312

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

Class of Activity: Community Outreach
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: Education
Donee's Name: Breakthrough San Francisco
Donee's Address: 350 Masonic Avenue

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Statement 4 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

San Francisco, CA 94118

Relationship of Donee:
Organizational Status of Donee:
Amount Given: \$ 2,000.

Class of Activity: Education
Donee's Name: Central Asia Institute
Donee's Address: P.O. Box 7209
Bozeman, MT 59771

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

Class of Activity: Community Outreach
Donee's Name: Commonwealth Club of California
Donee's Address: 595 Market Street, FL 2
San Francisco, CA 94105

Relationship of Donee:
Organizational Status of Donee:
Amount Given: 400.

Class of Activity: Miscellaneous Grants
Donee's Name: Congregation Sherith Israel
Donee's Address: 2266 California Street
San Francisco, CA 94115

Relationship of Donee:
Organizational Status of Donee:
Amount Given: 33,334.

Class of Activity: Education
Donee's Name: Francisco Middle School
Donee's Address: 2190 Powell Street
San Francisco, CA 94133

Relationship of Donee:
Organizational Status of Donee:
Amount Given: 1,500.

Class of Activity: Community Outreach
Donee's Name: Global Heritage Fund
Donee's Address: 625 Emerson Street, Suite 200
Palo Alto, CA 94301

Relationship of Donee:
Organizational Status of Donee:
Amount Given: 2,000.

Class of Activity: Parks
Donee's Name: Neighborhood Parks Council
Donee's Address: 451 Hayes Street, 2nd Floor
San Francisco, CA 94102

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

Class of Activity: Community Outreach
Donee's Name: Outward Bound
Donee's Address: 1539 Pershing Drive
San Francisco, Ca 94129

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Payne Family Foundation

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Statement 4 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Relationship of Donee:
 Organizational Status of Donee:
 Amount Given: \$ 350.

Class of Activity: Education
 Donee's Name: Palo Alto Library Foundation
 Donee's Address: 38 W Santa Clara Street
 San Jose, CA 95113

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

Class of Activity: Community Outreach
 Donee's Name: Resource Legacy Fund
 Donee's Address: 101 Montgomery Street, 9th Floor
 San Francisco, CA 94105

Relationship of Donee:
 Organizational Status of Donee:
 Amount Given: 5,000.

Class of Activity: Community Outreach
 Donee's Name: San Francisco Outward Bound Center Inc
 Donee's Address: 1539 Pershing Drive
 San Francisco, CA 94129

Relationship of Donee:
 Organizational Status of Donee:
 Amount Given: 500.

Class of Activity: Education
 Donee's Name: St. Ignatius College Preparatory
 Donee's Address: 2001 37th Avenue
 San Francisco, CA 94116

Relationship of Donee:
 Organizational Status of Donee:
 Amount Given: 500.

Class of Activity: Sports
 Donee's Name: Team-up For Youth
 Donee's Address: 310 Eighth Street, Suite 300
 Oakland, CA 94607

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

Total \$ 270,163.

Statement 5
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Roslyn B. Payne
 Lisle W. Payne

2011

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Payne Family Foundation

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Statement 6
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:

SAN FRANCISCO DAILY JOURNAL
~ SINCE 1893 ~

This space for filing stamp only

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# 2308007

**NOTICE OF AVAILABILITY
OF ANNUAL RETURN**

The annual return of the Payne Family Foundation is available for inspection by any citizen during regular business hours 9:00 a.m. to 5:00 pm 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

5/3/12

SF-2308007#

(2015 5 C C P)

State of California)
County of SAN FRANCISCO) ss

Notice Type AAR - AVAILABILITY-ANNUAL RETURN

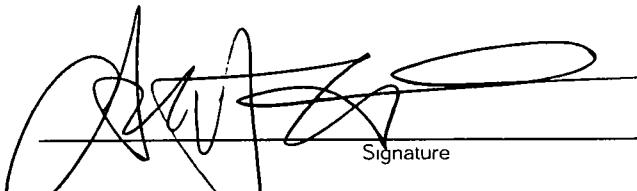
Ad Description
PAYNE FAMILY FOUNDATION

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

05/03/2012

Executed on 05/03/2012
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 2 6 4 5 2 1 7 *