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

OMB No 1545-0052

2011Department 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 endingPayne 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**H** Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses**

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

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

REVENUE

- 1 Contributions, gifts, grants, etc., received (att sch) 82,000.
- 2 ☐ 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.

ADMINISTRATIVE EXPENSES

- 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 Stm 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.

P3

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)					
	LIABILITIES	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.	
17		Accounts payable and accrued expenses					
18		Grants payable					
NET ASSETS OR FUND BALANCES	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.			
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.					
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			(l) 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)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		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	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>		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)

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 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	11	858.	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 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? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	X	
8 a 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? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

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

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

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

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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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 ☐**5b**

N/A

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

N/A

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? ☐ Yes ☒ No

If 'Yes' to 6b, file Form 8870

6b

X

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? ☐ Yes ☒ No

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	1a	76,344.
b Average of monthly cash balances	1b	242,391.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	318,735.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	318,735.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	4,781.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	313,954.
6 Minimum investment return. Enter 5% of line 5	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		1	15,698.
2a Tax on investment income for 2011 from Part VI, line 5	2a	142.	
b Income tax for 2011. (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b	2c	142.	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	15,556.	
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5	15,556.	
6 Deduction from distributable amount (see instructions)	6		
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	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	1a	270,163.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	270,163.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	270,163.

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				
a Enter amount for 2011 only			0.	
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.				
a Applied to 2010, 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 2011 distributable amount				15,556.
e Remaining amount distributed out of corpus	254,607.			
5 Excess distributions carryover applied to 2011 (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	1,629,069.			
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.
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.			

N/A

- (4) Gross investment income**

[illegible]

See Statement for Line 2a

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	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
a Paid during the year				
Total				3a
b Approved for future payment				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) 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

[illegible]

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

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 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, 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

Employer identification number

Payne Family Foundation

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="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

Payne Family Foundation

94-3207544

Part II **Noncash Property** (see instructions) 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

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

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 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., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.)
 Use duplicate copies of Part III if additional space is needed

► \$ N/A

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

2011

Federal Statements

Page 1

Client PAY06

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
	\$ 2,215.		\$ 2,215.	
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.		\$ 142.	
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.	
State Filing Fee	60.		60.	
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.

Client PAY06

Payne Family Foundation

94-3207544

5/08/12

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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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Client PAY06

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	

Client PAY06

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	

Client PAY06

Payne Family Foundation

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

Relationship of Donee:	San Francisco, CA 94118	
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	

Client PAY06

Payne Family Foundation

94-3207544

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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

Client PAY06

Payne Family Foundation

94-3207544

5/08/12

09:46AM

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:

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

PROOF OF PUBLICATION

(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



This space for filing stamp only

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 p.m. 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#