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## Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation  
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► Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation THE BELLE JAR FOUNDATION C/O ROCKEFELLER PHILANTHROPY ADVISORS			A Employer identification number 90-0432743												
Number and street (or P O box number if mail is not delivered to street address) 575 MARKET STREET, STE 3625			Room/suite												
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94105			B Telephone number (see instructions) (415) 343-0831												
<b>G</b> Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/></td> <td>Initial return</td> <td><input type="checkbox"/></td> <td>Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/></td> <td>Final return</td> <td><input type="checkbox"/></td> <td>Amended return</td> </tr> <tr> <td><input type="checkbox"/></td> <td>Address change</td> <td><input type="checkbox"/></td> <td>Name change</td> </tr> </table>			<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Initial return of a former public charity	<input type="checkbox"/>	Final return	<input type="checkbox"/>	Amended return	<input type="checkbox"/>	Address change	<input type="checkbox"/>	Name change	C If exemption application is pending, check here ► <input type="checkbox"/>
<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Initial return of a former public charity												
<input type="checkbox"/>	Final return	<input type="checkbox"/>	Amended return												
<input type="checkbox"/>	Address change	<input type="checkbox"/>	Name change												
<b>H</b> Check type of organization <table border="0"> <tr> <td><input checked="" type="checkbox"/></td> <td>Section 501(c)(3) exempt private foundation</td> </tr> <tr> <td><input type="checkbox"/></td> <td>Section 4947(a)(1) nonexempt charitable trust</td> </tr> <tr> <td><input type="checkbox"/></td> <td>Other taxable private foundation</td> </tr> </table>			<input checked="" type="checkbox"/>	Section 501(c)(3) exempt private foundation	<input type="checkbox"/>	Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/>	Other taxable private foundation	D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>						
<input checked="" type="checkbox"/>	Section 501(c)(3) exempt private foundation														
<input type="checkbox"/>	Section 4947(a)(1) nonexempt charitable trust														
<input type="checkbox"/>	Other taxable private foundation														
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 7,731,635.			E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>												
<b>J</b> Accounting method <table border="0"> <tr> <td><input type="checkbox"/></td> <td>Cash</td> <td><input checked="" type="checkbox"/></td> <td>Accrual</td> </tr> <tr> <td colspan="4"><input type="checkbox"/> Other (specify) _____</td> </tr> </table> <i>(Part I, column (d) must be on cash basis)</i>			<input type="checkbox"/>	Cash	<input checked="" type="checkbox"/>	Accrual	<input type="checkbox"/> Other (specify) _____				F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>				
<input type="checkbox"/>	Cash	<input checked="" type="checkbox"/>	Accrual												
<input type="checkbox"/> Other (specify) _____															

<b>Part I</b> 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)
1	Contributions, gifts, grants, etc., received (attach schedule) .	160,000.			
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B . . . . .				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities . . . . .	147,524.	147,460.		
5a	Gross rents . . . . .				
b	Net rental income or (loss) _____				
6a	Net gain or (loss) from sale of assets not on line 10	165,372.			
b	Gross sales price for all assets on line 6a	1,351,605.			
7	Capital gain net income (from Part IV, line 2) .		165,372.		
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 or (loss) (attach schedule) . . . . .	10,234.	7,770.		
11	Other income (attach schedule) ATCH 1 .	483,130.	320,602.		
12	<b>Total.</b> Add lines 1 through 11 . . . . .				
13	Compensation of officers, directors, trustees, etc . . . . .	0			
14	Other employee salaries and wages . . . . .				
15	Pension plans, employee benefits . . . . .				
16a	Legal fees (attach schedule) ATCH 2 . . . . .	1,133.			1,133.
b	Accounting fees (attach schedule) ATCH 3 . . . . .	8,710.	4,355.		4,355.
c	Other professional fees (attach schedule) * . . . . .	112,335.	54,942.		57,393.
17	Interest . . . . .				
18	Taxes (attach schedule) (see instructions) ATCH 5 . . . . .	7,600.	1,000.		
19	Depreciation (attach schedule) and depletion . . . . .				
20	Occupancy . . . . .	10,109.			10,109.
21	Travel, conferences, and meetings . . . . .				
22	Printing and publications . . . . .	25,067.	24,319.		748.
23	Other expenses (attach schedule) ATCH 6 . . . . .				
24	<b>Total operating and administrative expenses.</b>	164,954.	84,616.		73,738.
	Add lines 13 through 23 . . . . .				
25	Contributions, gifts, grants paid . . . . .	380,419.			380,419.
26	<b>Total expenses and disbursements</b> Add lines 24 and 25 . . . . .	545,373.	84,616.	0	454,157.
27	Subtract line 26 from line 12 . . . . .	-62,243.			
a	Excess of revenue over expenses and disbursements . . . . .				
b	Net investment income (if negative, enter -0-) . . . . .		235,986.		
c	Adjusted net income (if negative, enter -0-) . . . . .				

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Assets	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
	1 Cash - non-interest-bearing . . . . .		241,085.	238,519.	238,519.
	2 Savings and temporary cash investments . . . . .		756,489.	100,665.	100,665.
	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 schedule) ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use . . . . .				
	9 Prepaid expenses and deferred charges . . . . .				
	10 a Investments - U S and state government obligations (attach schedule) . . . . .				
	b Investments - corporate stock (attach schedule) . . . . .				
	c Investments - corporate bonds (attach schedule) . . . . .				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans . . . . .				
	13 Investments - other (attach schedule) . . . . .	ATCH 7	6,509,256.	7,105,403.	7,392,451.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ► . . . . .)				
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .		7,506,830.	7,444,587.	7,731,635.
Liabilities	17 Accounts payable and accrued expenses . . . . .				
	18 Grants payable . . . . .				
	19 Deferred revenue . . . . .				
	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21 Mortgages and other notes payable (attach schedule) . . . . .				
	22 Other liabilities (describe ► . . . . .)				
	23 Total liabilities (add lines 17 through 22) . . . . .		0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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. <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds . . . . .				
	28 Paid-in or capital surplus, or land, bldg , and equipment fund . . . . .				
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .		7,506,830.	7,444,587.	
	30 Total net assets or fund balances (see instructions) . . . . .		7,506,830.	7,444,587.	
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .		7,506,830.	7,444,587.	

## 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	7,506,830.
2 Enter amount from Part I, line 27a . . . . .	2	-62,243.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3 . . . . .	4	7,444,587.
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	7,444,587.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 1,351,605.		1,186,233.	165,372.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F.M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> 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 }		<b>2</b>	165,372.	
<b>3</b> 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 }		<b>3</b>	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?  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

 Yes  No

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 (col (b) divided by col (c))
2012	475,925.	7,533,365.	0.063176
2011	486,414.	7,988,283.	0.060891
2010	481,012.	5,516,001.	0.087203
2009	430,964.	6,789,184.	0.063478
2008	420,656.	7,327,685.	0.057406

2 Total of line 1, column (d) . . . . . 2 0.332154

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 0.066431

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 . . . . . 4 6,101,388.

5 Multiply line 4 by line 3 . . . . . 5 405,321.

6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . . 6 2,360.

7 Add lines 5 and 6 . . . . . 7 407,681.

8 Enter qualifying distributions from Part XII, line 4 . . . . . 8 454,157.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	2,360.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . .			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		2	
3	Add lines 1 and 2 . . .		3	2,360.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		4	0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . .		5	2,360.
6	<b>Credits/Payments</b>			
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . .	6a	2,600.	
b	Exempt foreign organizations - tax withheld at source . . .	6b		
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	5,400.	
d	Backup withholding erroneously withheld . . .	6d		
7	Total credits and payments Add lines 6a through 6d . . .		7	8,000.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . .		8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed . . .		9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .		10	5,640.
11	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> ►		11	5,640. <b>Refunded</b>

**Part VII-A Statements Regarding Activities**

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .	X	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .	X	
	<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>		
c	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 ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
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>		
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> . . .		
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? . . .		
	<i>If "Yes," attach the statement required by General Instruction T</i>		
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? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . .		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
	<b>CALIFORNIA</b>		
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> . . .		
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . .		
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . .		

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

11		X
12		X
13		X
Website address ► <b>NONE</b>		
14	DR. CHRISTOPHER PAYNE Located at ► 575 MARKET STREET, STE 3625 SAN FRANCISCO, CA	Telephone no ► 650-996-3511 ZIP+4 ► 94105-5845
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. ► <b>15</b>	
16	At any time during calendar year 2013, 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 90-221. If "Yes," enter the name of the foreign country ►	

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input checked="" type="checkbox"/> Yes	<input 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	X
Organizations relying on a current notice regarding disaster assistance check here ► <b>      </b>		
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 2013? . . . . .	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ► <b>      </b>		
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	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <b>      </b>		
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 2013 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 2013) . . . . .	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? . . . . .	4b	X

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

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

**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
ATCH 8		0	0	4,786.
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**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 ►

**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
1		0

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

## **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
<b>1</b>	NONE	
	-----	
<b>2</b>	-----	
	-----	
All other program-related investments See instructions		
<b>3</b>	NONE	
	-----	
<b>Total</b> Add lines 1 through 3		►

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Form 990-PF (2013)

**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	2,662,405.
b	Average of monthly cash balances	1b	1,043,149.
c	Fair market value of all other assets (see instructions)	1c	2,488,749.
d	<b>Total</b> (add lines 1a, b, and c)	1d	6,194,303.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,194,303.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	92,915.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,101,388.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	305,069.

**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	305,069.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,360.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,360.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	302,709.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	302,709.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	302,709.

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	454,157.
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	454,157.
b	Cash distribution test (attach the required schedule)	5	2,360.
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	451,797.
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	<b>Adjusted qualifying distributions.</b> 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

**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7 . . . . .				302,709.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only . . . . .				
b Total for prior years 20 11,20 10,20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . .	36,303.			
b From 2009 . . . . .	23,403.			
c From 2010 . . . . .	205,226.			
d From 2011 . . . . .	87,000.			
e From 2012 . . . . .	100,649.			
f Total of lines 3a through e . . . . .	452,581.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 454,157.				
a Applied to 2012, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2013 distributable amount . . . . .				302,709.
e Remaining amount distributed out of corpus . . . . .	151,448.			
5 Excess distributions carryover applied to 2013. (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		604,029.		
b Prior years' undistributed income Subtract line 4b from line 2b				
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 . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .		36,303.		
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .		567,726.		
10 Analysis of line 9.				
a Excess from 2009 . . . . .	23,403.			
b Excess from 2010 . . . . .	205,226.			
c Excess from 2011 . . . . .	87,000.			
d Excess from 2012 . . . . .	100,649.			
e Excess from 2013 . . . . .	151,448.			

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

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**NOT APPLICABLE**

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . . ►

**b** Check box to indicate whether the foundation is a private operating foundation described in section

3. DEDUCTIVE ALLOWANCE FOR FOUNDATION ACTIVITIES					
	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
b 85% of line 2a . . . . .					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii) . . . . .					
(3) Largest amount of support from an exempt organization. . . . .					
(4) Gross investment income .					

**Part XV** **Supplementary Information** (Complete this part only if the foundation 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))

DR. CHRISTOPHER PAYNE

**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.

N/A

**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 or e-mail address of the person to whom applications should be addressed.

ATCH 9

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

WRITTEN REQUEST

### c Any submission deadlines

NONE

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

**NONE**

**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
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b>				
ATCH 10				
<b>Total</b>			► 3a	380,419.
<b>b Approved for future payment</b>				
<b>Total</b>			► 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) Exclusion code	
<b>1</b>	<b>Program service revenue</b>				
a					
b					
c					
d					
e					
f					
g	Fees and contracts from government agencies				
<b>2</b>	<b>Membership dues and assessments</b>				
<b>3</b>	<b>Interest on savings and temporary cash investments</b>				
<b>4</b>	<b>Dividends and interest from securities</b>			14	147,524.
<b>5</b>	<b>Net rental income or (loss) from real estate:</b>				
a	Debt-financed property				
b	Not debt-financed property				
<b>6</b>	<b>Net rental income or (loss) from personal property</b>				
<b>7</b>	<b>Other investment income</b>				
<b>8</b>	<b>Gain or (loss) from sales of assets other than inventory</b>			18	165,372.
<b>9</b>	<b>Net income or (loss) from special events</b>				
<b>10</b>	<b>Gross profit or (loss) from sales of inventory</b>				
<b>11</b>	<b>Other revenue</b>	a			
b	ATCH 11				10,234.
c					
d					
e					
<b>12</b>	<b>Subtotal Add columns (b), (d), and (e)</b>				323,130.
<b>13</b>	<b>Total Add line 12, columns (b), (d), and (e)</b>			13	323,130.

(See worksheet in line 13 instructions to verify calculations )

## Part XVI-B Relationship of Activities to the

Line No. Explain below how each activity for which income is reported in column (a) of Part I is carried on.

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

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash . . . . .		1a(1)	X
(2) Other assets . . . . .		1a(2)	X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization . . . . .		1b(1)	X
(2) Purchases of assets from a noncharitable exempt organization . . . . .		1b(2)	X
(3) Rental of facilities, equipment, or other assets . . . . .		1b(3)	X
(4) Reimbursement arrangements . . . . .		1b(4)	X
(5) Loans or loan guarantees . . . . .		1b(5)	X
(6) Performance of services or membership or fundraising solicitations . . . . .		1b(6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .		1c	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			

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

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**

#### Suggestions for Improvement

Date

Table

May the IRS discuss this return with the preparer shown below (see instructions)?  Yes  No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>MICHAEL S GOLDSTEIN</b>	Preparer's signature 	Date <b>10/19/14</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P01252695</b>
	Firm's name <b>► SEILER LLP</b>	Firm's EIN <b>► 94-1624276</b>			
	Firm's address <b>► THREE LAGOON DRIVE, STE 400 REDWOOD CITY, CA</b>	94065	Phone no	<b>650-365-4646</b>	

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

► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

**Name of the organization**

THE BELLE JAR FOUNDATION  
C/O ROCKEFELLER PHILANTHROPY ADVISORS

**Employer identification number**

90-0432743

**Organization type (check one)**

**Filers of:**

Form 990 or 990-EZ

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 1b, 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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	THE BELLE JAR FOUNDATION C/O ROCKEFELLER PHILANTHROPY ADVISORS	Employer identification number 90-0432743
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**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CHRISTOPHER PAYNE 575 MARKET STREET, STE 3625 SAN FRANCISCO, CA 94105	\$ 160,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ECOSYSTEM INVESTMENT PARTNERS II, LP	2,224.	-229.
BEARTHOOHT CAPITAL II, LP	-8.	10.
SONEN GLOBAL FIXED INCOME FUND	9,245.	9,245.
SONEN GLOBAL PUBLIC EQUITY FUND	-1,577.	-1,256.
SONEN US CORE FIXED INCOME FUND	-2,250.	
EXCISE TAX REFUND	2,600.	
 TOTALS	 <u>10,234.</u>	 <u>7,770.</u>

ATTACHMENT 1

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEE	1,133.			1,133.
TOTALS		1,133.		1,133.

ATTACHMENT 2

## FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEE	8,710.	4,355.		4,355.
TOTALS	<u><u>8,710.</u></u>	<u><u>4,355.</u></u>		<u><u>4,355.</u></u>

ATTACHMENT 3

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
MANAGEMENT FEES	57,393.	54,942.	57,393.
INVESTMENT FEES	54,942.		
<b>TOTALS</b>	<b><u>112,335.</u></b>	<b><u>54,942.</u></b>	<b><u>57,393.</u></b>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
EXCISE TAX FOREIGN TAXES	6,600. 1,000.	1,000.
TOTALS	<u>7,600.</u>	<u>1,000.</u>

ATTACHMENT 5

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
MEMBERSHIP DUES	500.		500.
BANK CHARGE	112.		56.
OTHER EXPENSES	192.		192.
OTHER PORTFOLIO EXPENSES:			
THE LYME FOREST FUND III TE LP	1,353.		1,353.
SONEN GLOBAL FIXED INCOME FUND	4,927.		4,927.
SONEN GLOBAL PUBLIC EQY FUND	12,868.		12,868.
SONEN US PUBLIC EQY FUND	3,581.		3,581.
SONEN US CORE FIXED INC FUND	1,534.		1,534.
TOTALS	<u>25,067.</u>	<u>24,319.</u>	<u>748.</u>

## FORM 990PE, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
18,425 SHS ABERDEEN EMERGING	263,486.	266,611.
16,901 SHS CREDIT SUISSE COMM	120,035.	122,197.
17,104 SHS PARAMETRIC COMM STR	150,035.	129,818.
19,956 SHS ING GLOBAL REAL EST	342,966.	365,573.
18,293 SHS PARAMETRIC EMRG MKT	263,831.	272,197.
59,576 SHS PIMCO ALL ASSET FD	640,464.	589,800.
7,756 SHS RIDGEWORTH SEIX	76,285.	75,852.
58,957 SHS RIDGEWORTH FLOATING	526,269.	534,147.
13,923 SHS ROBECO BOSTON PTNRS	291,375.	285,780.
ECOSYSTEM INV PTRS II LP	20,732.	20,732.
THE LYME FOREST FUND III TE LP	32,561.	39,724.
BEARTOOTH CAPITAL II LP	57,246.	57,079.
SONEN GLOBAL FIXED INC FUND	590,187.	577,396.
SONEN GLOBAL PUBLIC EQUITY FD	1,591,695.	1,835,240.
SONEN US PUBLIC EQUITY FUND	599,206.	714,256.
SONEN US CORE FIXED INC FUND	1,122,862.	1,081,321.
CLEANTECH EUROPE II (A) LP	66,168.	35,635.
AWJ CAPITAL PARTNERS LLC	250,000.	281,468.
MICROVEST GMG LOCAL CREDIT FD	100,000.	107,625.
<b>TOTALS</b>	<b><u>7,105,403.</u></b>	<b><u>7,392,451.</u></b>

## ATTACHMENT 7

## FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER ALLOWANCES</u>
			<u>BENEFIT PLANS</u>
DR. CHRISTOPHER PAYNE 575 MARKET STREET, STE 3625 SAN FRANCISCO, CA 94105	DIRECTOR & PRESIDENT 1.00	0	0
GREGORY PAYNE 575 MARKET STREET, STE 3625 SAN FRANCISCO, CA 94105	DIRECTOR, SECRETARY & TREASURER 1.00	0	2,413.
DOUGLAS PAYNE 575 MARKET STREET, STE 3625 SAN FRANCISCO, CA 94105	DIRECTOR 1.00	0	2,373.
	GRAND TOTALS	0	<u>4,786.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

DR. CHRISTOPHER PAYNE  
C/O ROCKEFELLER PHILANTHROPY ADV  
575 MARKET STREET, STE 3625  
SAN FRANCISCO, CA 94105

## FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

## ATTACHMENT 10

## RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

## RECIPIENT NAME AND ADDRESS

## PURPOSE OF GRANT OR CONTRIBUTION

## AMOUNT

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALearn 186 UNIVERSITY AVE LOS ALTOS, CA 94022	NONE PC	PROJECT GRANT	29,404.
ACE CHARTER SCHOOL 480 MCCREERY AVE SAN JOSE, CA 95116	NONE PC	UNRESTRICTED	2,500.
AVID CENTER 9246 LIGHTWAVE AVE., STE 200 SAN DIEGO, CA 92123	NONE PC	PROJECT GRANT	30,000.
CALIFORNIA CHARTER SCHOOLS ASSOCIATION 250 E. 1ST ST., STE 1000 LOS ANGELES, CA 90012	NONE PC	PROJECT GRANT	60,000.
CATHOLIC CHARITIES PIEDMONT 204-A DOUTHIT STREET GREENVILLE, SC 29601	NONE PC	UNRESTRICTED	4,000.
CATHOLIC CHARITIES OF SANTA CLARA 2625 ZANKER RD SAN JOSE, CA 95134	NONE PC	UNRESTRICTED	10,000.

## FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

## ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
CENTER FOR EDUCATION REFORM 4025 BETHESDA AVE., STE 220 BETHESDA, MD 20814	NONE PC	UNRESTRICTED	2,000.	
CENTER FOR PUBLIC INTEGRITY 910 17TH ST N.W., 7TH FL WASHINGTON, DC 20006	NONE PC	UNRESTRICTED	5,000.	
COLLEGE TRACK 117 BROADWAY ST OAKLAND, CA 94607	NONE PC	PROJECT GRANT	15,000.	
CONNECTICUT CENTER FOR ARTS & TECHNOLOGY 4 SCIENCE PARK NEW HAVEN, CT 6511	NONE PC	UNRESTRICTED	2,500.	
DOCTORS WITHOUT BORDERS 333 7TH AVE., 2ND FL NEW YORK, NY 10001	NONE PC	UNRESTRICTED	2,500.	
EAST CAROLINA UNIVERSITY EAST 5TH ST GREENVILLE, NC 27858	NONE PC	PROJECT GRANT	30,000.	

## FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

## ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
ED TRUST WEST 1250 H ST. NW WASHINGTON, DC 20005	NONE PC	UNRESTRICTED	20,000.	
IVUMED 3269 SOUTH MAIN ST/. #230 SALT LAKE CITY, UT 84115	NONE PC	UNRESTRICTED	2,500.	
KENNEDY'S DISEASE ASSOCIATION P.O. BOX 1105 CORSEGOLD, CA 93614	NONE PC	UNRESTRICTED	5,000.	
KIPP BAY AREA SCHOOLS 426 17TH ST., #200 OAKLAND, CA 94612	NONE PC	UNRESTRICTED	2,500.	
KRAUSE CENTER FOR INNOVATION 12345 EL MONTE RD LOS ALTOS HILLS, CA 94022	NONE PC	UNRESTRICTED	15,000.	
MAKE THE ROAD NEW YORK 301 GROVE STREET BROOKLYN, NY 11237	NONE PC	UNRESTRICTED	2,500.	

## FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION		AMOUNT
		UNRESTRICTED	PROJECT GRANT	
MUSIC MAKER RELIEF FOUNDATION P. O. BOX 1358 HILLSBOROUGH, NC 27278	NONE PC	UNRESTRICTED	1,000.	
NORTH CAROLINA STATE UNIVERSITY 2200 HILLSBOROUGH RALEIGH, NC 27695	NONE PC	PROJECT GRANT	25,000.	
ORANGE CONGREGATIONS IN MISSION 300 MILLSTONE DRIVE HILLSBOROUGH, NC 27278	NONE PC	UNRESTRICTED	2,000.	
PARENT INSTITUTE FOR QUALITY EDUCATION 22 WEST 35TH ST., #201 NATIONAL CITY, CA 91950	NONE PC	PROJECT GRANT	15,000.	
PEOPLE ACTING IN COMMUNITY TOGETHER, INC. 1100 SHASTA AVE SAN JOSE, CA 95126	NONE PC	UNRESTRICTED	10,000.	
PRESERVATION DURHAM 3001 ACADEMY RD, SUITE 130 DURHAM, NC 27707	NONE PC	UNRESTRICTED	1,000.	

ATTACHMENT 10 (CONT'D)

## FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
RAINN 1220 L STREET NW, SUITE 505 WASHINGTON, DC 20005	NONE PC	PROJECT GRANT	10,000.	
SECOND HARVEST FOOD BANK 1051 BING ST SAN CARLOS, CA 94070	NONE PC	UNRESTRICTED	5,000.	
TEACH FOR AMERICA EASTERN N.C. 324 BLACKWELL ST., BAY II, STE 1160 DURHAM, NC 27701	NONE PC	UNRESTRICTED	25,000.	
UNIVERSITY PREP CHARTER HIGH SCHOOL 600 ST. ANN'S AVE., 4TH FL BRONX, NY 10455	NONE PC	UNRESTRICTED	2,500.	
UPPER HUDSON PLANNED PARENTHOOD 855 CENTRAL AVE ALBANY, NY 12206	NONE PC	UNRESTRICTED	2,500.	
VANDERBILT UNIVERSITY SCHOOL OF MEDICINE 1211 MEDICAL CENTER DR NASHVILLE, TN 37232	NONE PC	UNRESTRICTED	10,000.	

FORM 9000F, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

## RECIPIENT NAME AND ADDRESS

VOLUNTEERS IN ASIA  
1663 MISSION ST., #504  
SAN FRANCISCO, CA 94103

WEST VIRGINIA UNIVERSITY FOUNDATION  
P. O. BOX 1650  
MORGANTOWN, WV 26507

WORLDWIDE FISTULA FUND  
1036 DAUTEL LN  
ST LOUIS, MO 63146

## RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

## FOUNDATION STATUS OF RECIPIENT

## PURPOSE OF GRANT OR CONTRIBUTION

NONE  
PC

NONE  
PC

NONE  
PC

## PROJECT GRANT

10,000.

## PROJECT GRANT

16,015.

## UNRESTRICTED

5,000.

## TOTAL CONTRIBUTIONS PAID

380,419.

## ATTACHMENT 11

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
ECOSYSTEM INVESTMENT PARTNERS II, LP		01		2,224.	
BEARTHOOTH CAPITAL II, LP		01		-8.	
SONEN GLOBAL FIXED INCOME FUND		01		9,245.	
SONEN GLOBAL PUBLIC EQUITY FUND		01		-1,577.	
SONEN US CORE FIXED INCOME FUND		01		-2,250.	
EXCISE TAX REFUND		01		2,600.	
TOTALS				10,234.	

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,351,605.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 1,319,354.				P	VARIOUS 32,251.	VARIOUS
		FIDELITY - CAPITAL GAIN DISTRIBUTION PROPERTY TYPE: SECURITIES				P	VARIOUS 17,928.	VARIOUS
		BEARTOOTH CAPITAL II LP - SHORT TERM CAP PROPERTY TYPE: SECURITIES				P	VARIOUS 148.	VARIOUS
		SONEN GLOBAL FIXED INCOME FUND - SHORT T PROPERTY TYPE: SECURITIES				P	VARIOUS -25,249.	VARIOUS
		SONEN GLOBAL PUBLIC EQUITY FUND - SHORT T PROPERTY TYPE: SECURITIES				P	VARIOUS 19,536.	VARIOUS
		SONEN GLOBAL PUBLIC EQUITY FUND - LONG T PROPERTY TYPE: SECURITIES				P	VARIOUS 71,857.	VARIOUS
		SONEN US PUBLIC EQUITY FUND - SHORT TERM PROPERTY TYPE: SECURITIES				P	VARIOUS 28,238.	VARIOUS
		SONEN US PUBLIC EQUITY FUND - LONG TERM PROPERTY TYPE: SECURITIES				P	VARIOUS 17,677.	VARIOUS
		SONEN US CORE FIXED INCOME FUND - SHORT T PROPERTY TYPE: SECURITIES				P	VARIOUS -8.	VARIOUS
		SONEN US CORE FIXED INCOME FUND - LONG T PROPERTY TYPE: SECURITIES				P	VARIOUS 2,994.	VARIOUS
TOTAL GAIN(LOSS) .....							<u>165,372.</u>	