

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning , 2018, and ending

L ROBERT & PATRICIA PAYNE FAMILY
FOUNDATION INC
1011 CAMINO DEL RIO SOUTH #210
SAN DIEGO, CA 92108

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 **04**
☐ 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)
▶ \$ 6,891,924.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

A Employer identification number
33-0923365

B Telephone number (see instructions)
619-299-2729

C If exemption application is pending, check here ▶ ☐ **6**

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 ▶ ☐

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 (attach schedule)

1,532,885.

2 Check ☐ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

20,178.

20,178.

20,178.

4 Dividends and interest from securities

63,555.

63,555.

63,555.

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

245,376.

b Gross sales price for all assets on line 6a 2,432,418.

7 Capital gain net income (from Part IV, line 2)

245,376.

8 Net short term capital gain

245,376.

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule).

12 Total. Add lines 1 through 11

1,861,994.

329,109.

329,109.

Operating and 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

4,650.

4,650.

c Other professional fees (attach sch)

17 Interest

18 Taxes (attach schedule)(see instrs) SEE STM 2

3,702.

3,702.

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 3

20,061.

20,061.

24 Total operating and administrative expenses. Add lines 13 through 23

28,413.

28,413.

25 Contributions, gifts, grants paid PART XV

1,347,843.

26 Total expenses and disbursements

1,376,256.

28,413.

0.

1,347,843.

Add lines 24 and 25

27 (Subtract line 26 from line 12:

a. Excess of revenue over expenses

and disbursements

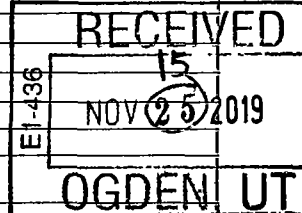
485,738.

b. Net investment income (if negative, enter -0-)

300,696.

c. Adjusted net income (if negative, enter -0-)

329,109.



937

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash — non-interest-bearing			187,585.
	2 Savings and temporary cash investments	286,574.	187,585.	
	3 Accounts receivable ▶ 84.			
	Less allowance for doubtful accounts ▶		84.	
	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			
	10a Investments — US and state government obligations (attach schedule)	251,954.	242,587.	241,468.
	b Investments — corporate stock (attach schedule)	3,494,147.	4,098,179.	6,217,809.
	c Investments — corporate bonds (attach schedule)	257,660.	245,539.	245,062.
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 ▶)	1.		
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	4,290,336.	4,773,974.	6,891,924.
	17 Accounts payable and accrued expenses	2,600.	500.	
	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 ▶)			
	23 Total liabilities (add lines 17 through 22)	2,600.	500.	
	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, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	4,287,736.	4,773,474.	
	30 Total net assets or fund balances (see instructions)	4,287,736.	4,773,474.	
	31 Total liabilities and net assets/fund balances (see instructions)	4,290,336.	4,773,974.	

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	4,287,736.
2 Enter amount from Part I, line 27a	2	485,738.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	4,773,474.
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	4,773,474.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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)
1 a SEE STATEMENT 4				
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				
b				
c				
d				
e				
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2 245,376.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8		3 245,376.

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) N/A

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 doesn't qualify under section 4940(e). Do not complete this part.

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))
2017			
2016			
2015			
2014			
2013			
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 0, 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 2018 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 ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary— see instructions)		1	6,014.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ☐ 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	0.
3 Add lines 1 and 2		3	6,014.
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	6,014.
6 Credits/Payments			
a 2018 estimated tax pmts and 2017 overpayment credited to 2018	6 a		
b Exempt foreign organizations— tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	6,700.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	6,700.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	240.	
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	446.	
11 Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ 446. Refunded ☐	11	0.	

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 the definition. If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		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? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		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? If 'Yes,' attach the statement required by General Instruction T		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? If 'Yes,' complete Part II, col (c), and Part XV	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 <i>General Instruction G</i> ? If 'No,' attach explanation	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 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
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		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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	X	
14 The books are in care of <u>L. ROBERT PAYNE</u> Telephone no. <u>619-299-2729</u> Located at <u>1011 CAMINO DEL RIO SOUTH STE. #210 SAN DIEGO</u> ZIP + 4 <u>92108</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>		N/A
16 At any time during calendar year 2018, 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?		X

See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country.

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

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

	Yes	No
1 a 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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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.	☐ Yes ☒ 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 <u>N/A</u>		
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 2018?		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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement- see instructions)		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2018 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 2018)		N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2018?		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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 4945(d)(4)(A)? 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

5 b N/A

Organizations relying on a current notice regarding disaster assistance, check here

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

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

6 a 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?

6 b X

If 'Yes' to 6b, file Form 8870

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

N/A

7 b

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration

or excess parachute payment(s) during the year?

☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, and 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
L. ROBERT PAYNE 1011 CAMINO DEL RIO SO. #210 SAN DIEGO, CA 92108	PRESIDENT & C 2.00	0.	0.	0.
SUSAN M. PAYNE 1011 CAMINO DEL RIO SO. #210 SAN DIEGO, CA 92108	SECRETARY 2.00	0.	0.	0.
SHARON L. PAYNE 1011 CAMINO DEL RIO SO. #210 SAN DIEGO, CA 92108	CFO/TREASURER 2.00	0.	0.	0.
DANIEL WEBER 1011 CAMINO DEL RIO SO. #210 SAN DIEGO, CA 92108	ASSISTANT SEC 2.00	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 IX 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	1 a	
b	Average of monthly cash balances	1 b	
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	0.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	0.
6	Minimum investment return Enter 5% of line 5	6	0.

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	
2a	Tax on investment income for 2018 from Part VI, line 5	2 a	6,014.
b	Income tax for 2018 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	6,014.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	-6,014.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	-6,014.
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	0.

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	1 a	1,347,843.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,347,843.
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	1,347,843.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				0.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2018				
a From 2013	783,377.			
b From 2014	784,577.			
c From 2015	1,103,872.			
d From 2016	773,595.			
e From 2017	813,364.			
f Total of lines 3a through e	4,258,785.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 1,347,843.				
a Applied to 2017, 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 2018 distributable amount				0.
e Remaining amount distributed out of corpus	1,347,843.			
5 Excess distributions carryover applied to 2018 (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	5,606,628.			
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 2017 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required – see instructions)	0.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)	783,377.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	4,823,251.			
10 Analysis of line 9:				
a Excess from 2014	784,577.			
b Excess from 2015	1,103,872.			
c Excess from 2016	773,595.			
d Excess from 2017	813,364.			
e Excess from 2018	1,347,843.			

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 5				
Total			3 a	1,347,843.
b Approved for future payment				
Total			3 b	

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations)

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
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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.
► Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018

Name of the organization **L. ROBERT & PATRICIA PAYNE FAMILY
FOUNDATION INC**

Employer identification number
33-0923365

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 **exclusively** for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering 'N/A' in column (b) instead of the contributor name and address), II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions **exclusively** for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for **arexclusively** religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received **nonexclusively** religious, charitable, etc., contributions totaling \$5,000 or more during the year. ► \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't 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) (2018)

Name of organization

Employer identification number

L. ROBERT & PATRICIA PAYNE FAMILY

33-0923365

Part II 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	L ROBERT & PATRICIA L PAYNE 1011 CAMINO DEL RIO SOUTH 210 SAN DIEGO, CA 92108	\$ 103,249.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
2	SHARON L PAYNE 4184 PALISADES ROAD SAN DIEGO, CA 92116	\$ 55,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
3	SUSAN PAYNE 1932 FEDERAL AVENUE EAST SEATTLE, WA 98102	\$ 29,950.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
4	L ROBERT & PATRICA L PAYNE 1011 CAMINO DEL RIO SOUTH 210 SAN DIEGO, CA 92108	\$ 217,246.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
5	GARY R PAYNE 4249 RIDGEWAY DRIVE SAN DIEGO, CA 92116	\$ 11,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
6	SHARON L PAYNE 4184 PALISADES ROAD SAN DIEGO, CA 92116	\$ 6,818.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

L. ROBERT & PATRICIA PAYNE FAMILY

33-0923365

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
7	SHARON L PAYNE 4184 PALISADES ROAD SAN DIEGO, CA 92116	\$ 10,348.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
8	SHARON L PAYNE 4184 PALISADES ROAD SAN DIEGO, CA 92116	\$ 6,819.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
9	SHARON L PAYNE 4184 PALISADES ROAD SAN DIEGO, CA 92116	\$ 45,174.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
10	SHARON L PAYNE 4184 PALISADES ROAD SAN DIEGO, CA 92116	\$ 14,241.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
11	SHARON L PAYNE 4184 PALISADES ROAD SAN DIEGO, CA 92116	\$ 8,018.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
12	SHARON L PAYNE 4184 PALISADES ROAD SAN DIEGO, CA 92116	\$ 11,105.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)

Name of organization

Employer identification number

L. ROBERT & PATRICIA PAYNE FAMILY

33-0923365

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
13	SHARON L PAYNE 4184 PALISADES ROAD SAN DIEGO, CA 92116	\$ 17,784.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
14	SHARON L PAYNE 4184 PALISADES ROAD SAN DIEGO, CA 92116	\$ 8,314.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
15	SHARON L PAYNE 4184 PALISADES ROAD SAN DIEGO, CA 92116	\$ 23,764.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
16	SHARON L PAYNE 4184 PALISADES ROAD SAN DIEGO, CA 92116	\$ 200,602.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
17	SUSAN M PAYNE 1932 FEDERAL AVENUE EAST SEATTLE, WA 98102	\$ 5,161.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
18	SUSAN M PAYNE 1932 FEDERAL AVENUE EAST SEATTLE, WA 98102	\$ 8,100.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)

Name of organization

L. ROBERT & PATRICIA PAYNE FAMILY

Employer identification number

33-0923365

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
19	SUSAN M PAYNE 1932 FEDERAL AVENUE EAST SEATTLE, WA 98102	\$ 5,280.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
20	SUSAN M PAYNE 1932 FEDERAL AVENUE EAST SEATTLE, WA 98102	\$ 7,526.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
21	SUSAN M PAYNE 1932 FEDERAL AVENUE EAST SEATTLE, WA 98102	\$ 5,409.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
22	SUSAN M PAYNE 1932 FEDERAL AVENUE EAST SEATTLE, WA 98102	\$ 22,127.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
23	SUSAN M PAYNE 1932 FEDERAL AVENUE EAST SEATTLE, WA 98102	\$ 468,158.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
24	GARY R PAYNE 4249 RIDGEWAY DRIVE SAN DIEGO, CA 92116	\$ 73,375.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)

Name of organization

L. ROBERT & PATRICIA PAYNE FAMILY

Employer identification number

33-0923365

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
25	GARY R PAYNE 4249 RIDGEWAY DRIVE SAN DIEGO, CA 92116	\$ 8,556.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
26	GARY R PAYNE 4249 RIDGEWAY DRIVE SAN DIEGO, CA 92116	\$ 43,136.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
27	GARY R PAYNE 4249 RIDGEWAY DRIVE SAN DIEGO, CA 92116	\$ 17,266.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
28	GARY R PAYNE 4249 RIDGEWAY DRIVE SAN DIEGO, CA 92116	\$ 24,614.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
29	GARY R PAYNE 4249 RIDGEWAY DRIVE SAN DIEGO, CA 92116	\$ 34,898.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
30	GARY R PAYNE 4249 RIDGEWAY DRIVE SAN DIEGO, CA 92116	\$ 15,036.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)

Name of organization

Employer identification number

L. ROBERT & PATRICIA PAYNE FAMILY

33-0923365

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
1	217 SHARES ALPHABET	\$ 103,249.	12/28/18
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
3	1573 SHARES JACK IN THE BOX	\$ 29,950.	12/11/18
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
4	309 SHARES AMAZON	\$ 217,246.	12/28/18
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
6	400 SHARES ACUSHNET HOLDINGS	\$ 6,818.	12/10/18
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
7	10 SHARES BOOKING HOLDINGS	\$ 10,348.	12/07/18
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
8	250 SHARES INNOVATIVE INDL	\$ 6,819.	12/10/18

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2018)

Name of organization

Employer identification number

L. ROBERT & PATRICIA PAYNE FAMILY

33-0923365

Part III **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
9	2437 JACK IN THE BOX	\$ 45,174.	12/11/18
10	230 SHARES JOHNSON & JOHNSON	\$ 14,241.	12/11/18
11	100 SHARES MASTERCARD INC	\$ 8,018.	12/10/18
12	200 SHARES MERCK & CO	\$ 11,105.	12/11/18
13	300 SHARES RESMED INC	\$ 17,784.	12/07/18
14	500 SHARES SAFRAN	\$ 8,314.	12/11/18

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2018)

Name of organization

L. ROBERT & PATRICIA PAYNE FAMILY

Employer identification number

33-0923365

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
15	300 SHARES VISA INC	\$ 23,764.	12/11/18
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
16	19960.080 SHARES PUTNAM SH	\$ 200,602.	12/12/18
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
17	758 SHARES HAIN CELESTIAL	\$ 5,161.	12/11/18
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
18	255.298 SHARES CALVERT EQUITY	\$ 8,100.	12/12/18
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
19	353.930 SHARES HENNESSY GAS	\$ 5,280.	12/12/18
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
20	300.739 SHARES NEUBERGER BERMAN	\$ 7,526.	12/12/18

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2018)

Name of organization

Employer identification number

L. ROBERT & PATRICIA PAYNE FAMILY

33-0923365

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
21	463.498 SHARES PAX ESG BETA	\$ 5,409.	12/12/18
22	646.003 SHARES PORTFOLIO 21	\$ 22,127.	12/12/18
23	46585.93 SHARES PUTNAM SHORT	\$ 468,158.	12/13/18
24	3987 SHARES JACK IN THE BOX	\$ 73,375.	12/11/18
25	37 SHARES AMAZON	\$ 8,556.	12/03/18
26	875 SHARES APPLE	\$ 43,136.	12/03/18

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2018)

Name of organization

Employer identification number

L. ROBERT & PATRICIA PAYNE FAMILY

33-0923365

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
27	500 SHARES FACEBOOK	\$ 17,266.	12/03/18
28	400 SHARES ILLUMINA INC	\$ 24,614.	12/03/18
29	800 SHARES RESMEND INC	\$ 34,898.	12/03/18
30	1200 SHARE STARBUCKS	\$ 15,036.	12/03/18
		\$	
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2018)

Employer identification number

33-0923365

or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and

contributions of **\$1,000 or less** for the year (Enter this information once See instructions)

► \$ N/A

BAA

TEEA0704L 09/20/18

Schedule B (Form 990, 990-EZ, or 990-PF) (2018)

2018

FEDERAL STATEMENTS

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CLIENT 5537

L. ROBERT & PATRICIA PAYNE FAMILY
FOUNDATION INC

33-0923365

11/15/19

10 18AM

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
ACCOUNTING FEES	\$ 4,650.	\$ 4,650.		
TOTAL	\$ 4,650.	\$ 4,650.	\$ 0.	\$ 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	\$ 2,217.	\$ 2,217.		
FOREIGN TAXES	1,485.	1,485.		
TOTAL	\$ 3,702.	\$ 3,702.	\$ 0.	\$ 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
DUES & SUBSCRIPTIONS	\$ 60.	\$ 60.		
FILING FEES	180.	180.		
INVESTMENT EXPENSE	565.	565.		
OFFICE SUPPLIES	192.	192.		
PENALTY	383.	383.		
PORTFOLIO MANAGEMENT FEES	18,681.	18,681.		
TOTAL	\$ 20,061.	\$ 20,061.	\$ 0.	\$ 0.

STATEMENT 4
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	SOLD THROUGH UBS FINANCIAL 3T-00055	DONATED	VARIOUS	12/31/2018
2	SOLD THROUGH UBS FINANCIAL 3T-00056	PURCHASED	VARIOUS	12/31/2018
3	SOLD THROUGH UBS FINANCIAL 3T-00057	PURCHASED	VARIOUS	12/31/2018
4	SOLD THROUGH UBS FINANCIAL 3T-00058	PURCHASED	VARIOUS	12/31/2018
5	SOLD THROUGH UBS FINANCIAL 3T-00061	PURCHASED	VARIOUS	12/31/2018
6	SOLD THROUGH UBS FINANCIAL 3T-00319	PURCHASED	VARIOUS	12/31/2018
7	SOLD THROUGH UBS FINANCIAL 3T-00320	PURCHASED	VARIOUS	12/31/2018
8	SOLD THROUGH UBS FINANCIAL 3T-00349	PURCHASED	VARIOUS	12/31/2018
9	SOLD THROUGH UBS FINANCIAL 3T-01114	PURCHASED	VARIOUS	12/31/2018

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FEDERAL STATEMENTS

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L. ROBERT & PATRICIA PAYNE FAMILY
FOUNDATION INC

33-0923365

11/15/19

10 18AM

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
10	SOLD THROUGH UBS FINANCIAL 3T-01117	DONATED	VARIOUS	12/31/2018
11	SOLD THROUGH UBS FINANCIAL 3T-01216	DONATED	VARIOUS	12/31/2018

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	532,834.		541,198.	-8,364.				\$ -8,364.
2	394,163.		378,392.	15,771.				15,771.
3	486,514.		420,090.	66,424.				66,424.
4	314,618.		296,118.	18,500.				18,500.
5	76,216.		44,980.	31,236.				31,236.
6	171,772.		105,323.	66,449.				66,449.
7	332,354.		297,738.	34,616.				34,616.
8	48,882.		51,681.	-2,799.				-2,799.
9	45,742.		44,802.	940.				940.
10	20,269.		4,760.	15,509.				15,509.
11	9,054.		1,960.	7,094.				7,094.
TOTAL								\$ 245,376.

STATEMENT 5
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
AMERICAN HEART ASSOCIATION 9404 GENESEE AVENUE SUITE 240 LA JOLLA CA 92037	NONE	PC	TO BUILD HEALTHIER LIVES, FREE OF CARDIOVASCULAR DISEASES AND STROKES.	\$ 10,000.
BACH COLLEGIUM SAN DIEGO P O BOX 33754 SAN DIEGO CA 92163	NONE	PC	TO MAKE EARLY MUSIC POSSIBLE IN THE SAN DIEGO AREA AND TO SUPPORT OUR COMMUNITY AND TO PRODUCE THE MUSIC THAT ENRICHES EVERYONE WHO HEARS IT.	15,000.

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FEDERAL STATEMENTS

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L. ROBERT & PATRICIA PAYNE FAMILY
FOUNDATION INC

33-0923365

11/15/19

10:18AM

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CORONADO SCHOOLS FOUNDATION 201 SIXTH AVENUE CORONADO CA 92118	NONE	PC	THE BECKY MCSHEEHY SCHOLARSHIP AWARDS MADE TO HIGH SCHOOL GRADUATES.	\$ 4,000.
BOYS & GIRLS CLUB OF SAN DIEGO P O BOX 178569 SAN DIEGO CA 92177	NONE	PC	TO SUPPORT CHLDREN THROUGH PROGRAMS THAT PROMOTE ACADEMIC SUCCESS, CHARACTER DEVELOPMENT AND HEALTHY LIFESTYLES.	77,484.
YOUTH WITH A MISSION 100 W 35TH ST STE R NATIONAL CITY CA 91950	NONE	PC	TO PROVIDE STUDENTS WITH A DISCIPLINSHIP TRAINING SCHOOL TO EQUIP STUDENTS FOR A LIFETIME OF SERVING CHRIST. THEIR ADDITIONAL MINISTRIES INCLUDE HOME BUILDING, FEEDING THE HOMELESS AND MINISTERING TO ORPHANS IN THE SAN DIEGO AND BAJA REGIONAL AREAS.	5,000.
CORONADO HOSPITAL FOUNDATION 250 PROSPECT PLACE CORONADO CA 92118	NONE	PC	THE FOUNDATION IS DEDICATED TO ENHANCING THE CURRENT AND FUTURE HEALTH CARE NEEDS OF THE COMMUNITY THROUGH SUPPORT OF PROGRAMS, SERVICES AND EQUIPMENT AT SHARP CORONADO HOSPITAL.	1,002,460.

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FEDERAL STATEMENTS

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L. ROBERT & PATRICIA PAYNE FAMILY
FOUNDATION INC

33-0923365

11/15/19

10 18AM

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
KPBS 5200 CAMPANILE DRIVE SAN DIGO CA 92182	NONE	PC	BROADCASTING TO THE COMMUNITY PUBLIC TV AND RADIO PROGRAMS. KPBS FM AND TV.	\$ 9,729.
FRIENDS OF MUSEUM SCHOOL 211 MAPLE STREET SAN DIEGO CA 92103	NONE	PC	CHARTER SCHOOL THAT PROVIDES EVERY STUDENT WITH AN EDUCATIONAL EXPERIENCE THAT EXTENDS WELL BEYOND THE CLASSROOM AND TO PROVIDE THEM WITH OPPORTUNITIES THAT NOT ONLY EDUCATE, BUT ENRICH THEIR LIVES.	11,075.
PLANNED PARENTHOOD 4305 UNIVERSITY AVENUE SUITE 350 SAN DIEGO CA 92105	NONE	PC	TO PROVIDE HIGH-QUALITY AFFORDABLE HEALTH CARE AND IS THE NATION'S LARGEST PROVIDER OF SEX EDUCATION AND REPRODUCTIVE HEALTH CARE.	1,500.
SDSU AZTEC ATHLECTIC FOUNDATION 5500 CAMPANILE DRIVE SAN DIEGO CA 92182	NONE	PC	SAN DIEGO STATE UNIVERSITY STUDENT-ATHLETIC SCHOLARSHIPS.	30,000.
SAN DIEGO ZOO P O BOX 120551 SAN DIEGO CA 92122	NONE	PC	COMMITTED TO SAVING SPECIES WORLDWIDE BY UNITING EXPERTISE IN ANIMAL CARE AND CONSERVATION SCIENCE.	2,500.

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FEDERAL STATEMENTS

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L. ROBERT & PATRICIA PAYNE FAMILY
FOUNDATION INC

33-0923365

11/15/19

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STATEMENT 5 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
USS MIDWAY MUSEUM 910 N HARBOR DRIVE SAN DIEGO CA 92101	NONE	PC	A NAVAL AVIATION MUSEUM, PROVIDING EXHIBITS, PROGRAMS AND SHIP'S HISTORY.	\$ 14,000.
WORLD VIEW PROJECT 2445 MORENA BLVD. SUITE 210 SAN DIEGO CA 92110	NONE	PC	AN EDUCATIONAL ORGAIZATION BELIEVING THAT GREAT KNOWLEDGE AND UNDERSTANDING ARE AT THE VERY CORE OF A MORE RESPONSIBLE CITIZENRY AND MORE HARMONIOUS RELATIONS AND INTERACTONS BETWEEN PEOPLE OF DIFFERING CULTURAL BACKGROUNDS.	6,527.
YMCA ARMED FORCES 3293 SANTO ROAD SAN DIEGO CA 92124	NONE	PC	TO PROVIDE NECESSARY SERVICES NEEDED FOR MILITARY MEMBERS AND FAMILIES.	100.
TAKING CONTROL OF YOUR DIABETES 990 HIGHLAND DRIVE #312 SOLANA BEACH CA 92075	NONE	PC	PROVIDES TO THE PUBLIC DIABETES EDUCATION, MOTIVATION AND VITAL MESSAGE OF SELF ADVOCACY AND RESPONSIBILITY FOR THOSE LIVING WITH DIABETES.	1,000.
ST. LUKES EPISCOPAL CHURCH 3725 30TH STREET SAN DIEGO CA 92104	NONE	PC	TO SUPPORT THE PARISH, ITS MINISTRIES AND CAPITAL BULDING FUND.	7,000.

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WAVE ACADEMY 4455 MURPHY CANYON ROAD SUITE 10015 SAN DIEGO CA 92123	NONE	PC	AQUATIC THERAPY FOR VETERANS AND CAREGIVERS.	\$ 250.
ACADEMY OF OUR LADY OF PEACE 4860 OREGON STREET SAN DIEGO CA 92116	NONE	PC	TO ENSURE THAT OUR STUDENTS RECEIVE A HIGH QUALITY COLLEGE-PREPARAT ORY EDUCATION, ROOTED IN OUR CATHOLIC FAITH AND THE CHARISM OF THE SISTERS OF ST. JOSEPH OF CARONDELET.	20,000.
CAMPANILE FOUNDATION 5500 CANPANILE DRIVE SAN DIEGO CA 92182	NONE	PC	SAN DIEGO STATE UNIVERSITY FOSTERING STUDENT SUCCESS, ADVANCING RESEARCH AND CREATIVE ENDEAVORS AND EXPANDING ITS ROLE AS A CENTER OF COMMUNITY LIFE AND ENGAGEMENT.	33,333.
PROMISES 2 KIDS 9440 RUFFIN ROAD SAN DIEGO CA 92123	NONE	PC	CORE PROGRAMS FOR FOSTER CHILDREN IN SAN DIEGO COUNTY WITH SERVICES PROVIDED AT THE A. B. & JESSIE POLINSKY CHILDREN'S CENTER, CAMP CONNECT AND GUARDIAN SCHOLARS.	100.
CHRIST EPISCOPAL CHURCH 1114 NINTH STREET CORONADO CA 92118	NONE	PC	TO SUPPORT THE PARISH AND ITS MINISTIES AND CAPITAL BULDING FUND.	24,000.

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STEPHENS COLLEGE ADVANCEMENT 1200 E BROADWAY COLUMBIA MO 65215	NONE	PC	SCHOLARSHIPS OFFERED FOR CAREER FOCUSED PROGRAMS SOUND IN THE LIBERAL ARTS WITH A FOCUS ON CREATIVE ARTS AND SCIENCES FOR WOMEN.	\$ 2,000.
SAN DIEGO DIPLOMACY 4305 UNIVESITY AVE SUITE 510 SAN DIEGO CA 92104	NONE	PC	TO BRING THE WORLD TO SAN DIEGO TO PROMOTE GLOBAL UNDERSTANDING AND PEACEFUL RELATIONS.	5,800.
SURVIVOR OF TORTURE P O BOX 151240 SAN DIEGO CA 92175	NONE	PC	TO FACILITATE THE HEALING OF TORTURE SURVIVORS AND FAMILIES; EDUCATE PROFESSIONALS AND THE PUBLIC ABOUT TORTURE AND ITS CONSEQUENCES; ADVOCATE FOR THE ABOLITION OF TORTURE.	500.
RWANDAN ORPHANS PROJECT 302 WASHINGTON ST #150-3957 SAN DIEGO CA 92103	NONE	PC	TO ACT AS PARENTS, MENTORS, FRIENDS AND ADOVCATES FOR THE ORPHANS OF THE IMIZI CHILDREN'S CENTER.	1,130.
UCSD FOUNDATION 5998 ALCALA PARK SAN DIEGO CA 92110	NONE	PC	PROVIES SCHOLARSHIP AWARDS TO STUDENTS OF THE COLLEGE.	125.

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NAZARETH SCHOOL 10728 SAN DIEGO MISSION ROAD SAN DIEGO CA 92108	NONE	PC	TO SUPPORT STUDENT FUNDRAISING FOR ANNUAL JOGATHON.	\$ 250.
CHINESE HISTORY MUSEUM 404 THIRD AVENUE SAN DIEGO CA 92101	NONE	PC	TO SUPPORT LANGUAGE EDUCATION AT SAN DIEGO STATE UNIVERSITY.	180.
SCRIPPS HEALTH FOUNDATION 4077 FIFTH AVENUE SAN DIEGO CA 92103	NONE	PC	THE FOUNDATION IS DEDICATED TO ENHANCING THE CURRENT AND FUTURE HEALTH CARE NEEDS OF THE COMMUNITY THROUGH SUPPORT OF PROGRAMS, SERVICES AND EQUIPMENT AT SCRIPPS HOSPITALS.	17,500.
THE GRANTMAKERS 5060 SHOREHAM PLACE #350 SAN DIEGO CA 92122	NONE	PC	TO PROVIDE PROGRAMS TO STRENGTH PHILANTROPY.	1,750.
ST. MARK'S CATHEDRAL 1245 TENTH AVENUE EAST SEATTLE WA 98102	NONE	PC	TO SUPPORT THE PARISH, ITS MINISTRIES AND CAPITAL BUILDING FUND.	8,000.
SEATTLE UNIVERSITY 901 12TH AVENUE SEATTLE WA 98122	NONE	PC	SEATTLE UNIVERSITY IS DEDICATED TO EDUCATING THE WHOLE PERSON, TO PROFESSIONAL FORMATION, AND TO EMPOWERING LEADERS FOR A JUST AND HUMANE WORLD.	28,000.

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FAITH ASSEMBLY CHURCH 320 SOUTH J STREET IMPERIAL CA 92251	NONE	PC	SLAB CITY MINISTRY THAT PROVIDES SUPPORT TO THEIR ORPHANAGE IN MEXICALI, MEXICO, FOOD DISTRIBUTIONS TO THE NEEDY AND HOMELESS IN BORREGO SPRINGS, PICK UP AND DISTRIBUTION OF DONATED ITEMS AND DISPOSING OF ILLEGALLY DUMPED TRASH IN THE BORREGO DESERT.	\$ 2,000.
DIVERSIONARY THEATRE 4545 PARK BLVD SAN DIEGO CA 92116	NONE	PC	TO PROVIDE QUALITY THEATRE FOR THE LESBIAN, GAY, BISEXUAL AND TRANSGENDER COMMUNITIES. THE MISSION OF THE THEATRE IS TO PROVIDE INSPIRING AND THOUGHT PROVOKING THEATRICAL PLATFORM TO EXPLORE COMPLEX AND DIVERSE LGBT STORIES, WHICH INFLUENCE THE LARGER CULTURAL DISCUSSION.	300.

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FULL LIFE CARE 800 JEFFERSON STREET #620 SEATTLE WA 98104	NONE	PC	PROVIDE HELP TO ADULTS OF ALL AGES WITH CHRONIC ILLNESSES, AND PHYSICAL OR DEVELOPMENTAL DISABILITIES. FULL LIFE CARE IS DEDICATED TO IMPROVING PEOPLE'S LIVES AND SUPPORTING CAREGIVERS AND TO PRESERVE INDIVIDUALS DIGNITY AND AVOID LIVING IN A NURSING HOME OR IN ISOLATION.	\$ 4,000.
ART FORM 3316 ADMAS AVENUE SUITE B SAN DIEGO CA 92116	NONE	PC	PROVIDES ART EDUCATION AND ENVIRONMENTAL STEWARDSHIP THROUGH CREATIVE REUSE TO SAN DIEGO'S MID-CITY KIDS THROUGH WORKSHOPS AND COMMUNITY OUTREACH.	500.
FOUNDATION FOR IN'T UNDERSTANDING 1501 AVENUE CORONADO CA 92118	NONE	PC	PROGRAM TO PROVIDE BABY FORMULA FOR THE CHILDREN OF THE MIRACLE RANCH IN TECATE, MEXICO. THE MIRACLE RANCH SUPPORTS YOUNG PEOPLE, PRIMARLY BABIES WITH ONLY A VERY SMALL SUPPORT FROM THE MEXICAN GOVERNMENT.	250.

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CAPS PREGNANCY CLINICS P. O. BOX 15115 SAN DIEGO CA 92175	NONE	PC	TO OFFER WOMEN, MEN AND UNBORN CHILDREN NECESSARY SERIVCES, HELPING THEM TO MAKE HEALTHY DECISIONS FREE OF CHARGE.	\$ 500.

TOTAL \$ 1,347,843.