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

2008

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning DEC 1, 2008, and ending NOV 30, 2009

G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

BLUME FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)

85 EL CERRITO AVENUE

Room/suite

City or town, state, and ZIP code

HILLSBOROUGH, CA 94010

A Employer identification number

94-6073163

B Telephone number

(650) 343-5585

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col. (c), line 16)

▶ \$ 20,052,485.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

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

251,538.

N/A

2 Check ☐ if the foundation is not required to attach Sch B3 Interest on savings and temporary
cash investments

216,896.

216,718.

STATEMENT 1

4 Dividends and interest from securities

489,285.

489,285.

STATEMENT 2

5a Gross rents

b Net rental income or (loss)

602,835.

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

b Gross sales price for all
assets on line 6a 11,611,226.

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

602,835.

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)

11 Other income

1,560,554.

1,308,838.

12 Total. Add lines 1 through 11

60,000.

60,000.

0.

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

STMT 3

9,265.

9,265.

0.

c Other professional fees

STMT 4

100,286.

100,286.

0.

17 Interest

18 Taxes

STMT 5

36,248.

36,248.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 6

154.

154.

0.

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

205,953.

205,953.

0.

25 Contributions, gifts, grants paid

1,297,500.

1,297,500.

26 Total expenses and disbursements.

Add lines 24 and 25

1,503,453.

205,953.

1,297,500.

27 Subtract line 26 from line 12

57,101.

a Excess of revenue over expenses and disbursements

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

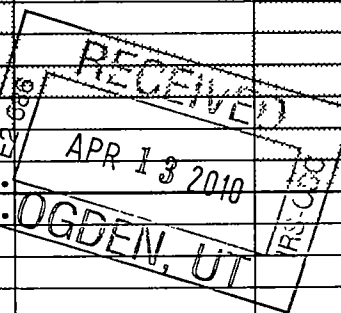
1,102,885.

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

N/A

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2008)

SCANNED APR 13 2010
Operating and Administrative Expenses

12915

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		43,366.	43,336.	43,336.
	2	Savings and temporary cash investments		591,426.	1,460,513.	1,460,513.
	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				
	7	Other notes and loans receivable				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations	STMT 7	5,089,773.	2,089,672.	2,116,989.
	b	Investments - corporate stock	STMT 8	3,858,745.	3,065,660.	3,293,211.
	c	Investments - corporate bonds	STMT 9	7,154,195.	7,530,059.	6,941,713.
11	Investments - land, buildings, and equipment: basis					
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	STMT 10	3,555,671.	6,161,037.	6,196,723.	
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation					
15	Other assets (describe)					
16	Total assets (to be completed by all filers)		20,293,176.	20,350,277.	20,052,485.	
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				
	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 <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		20,293,176.	20,350,277.	
30	Total net assets or fund balances		20,293,176.	20,350,277.		
31	Total liabilities and net assets/fund balances		20,293,176.	20,350,277.		

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	20,293,176.
2	Enter amount from Part I, line 27a	2	57,101.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	20,350,277.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,350,277.

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.)
1a			
b SEE ATTACHED STATEMENTS			
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 11,611,226.		11,008,391.	602,835.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			602,835.

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	602,835.
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) If (loss), enter -0- in Part I, line 8 }	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see 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))
2007	1,202,500.	22,748,910.	.052860
2006	1,282,500.	25,029,232.	.051240
2005	1,226,000.	23,573,741.	.052007
2004	1,150,000.	22,904,456.	.050209
2003	1,100,000.	23,293,899.	.047223

2 Total of line 1, column (d)	2	.253539
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	.050708
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	18,533,438.
5 Multiply line 4 by line 3	5	939,794.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,029.
7 Add lines 5 and 6	7	950,823.
8 Enter qualifying distributions from Part XII, line 4	8	1,297,500.

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 letter: _____ (attach copy of ruling letter if necessary-see instructions)		
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	1	11,029.
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	11,029.
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	11,029.
6 Credits/Payments		
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	17,027.
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	17,027.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,998.
11 Enter the amount of line 10 to be credited to 2009 estimated tax	11	0.

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 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
1c 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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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
4a 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?		
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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2008 or the taxable year beginning in 2008 (see 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	

N/A

STMT 11

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ JENE F. BLUME Telephone no ▶ (650) 343-5585 Located at ▶ 85 EL CERRITO AVENUE, HILLSBOROUGH, CA ZIP+4 ▶ 94010			
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 ▶ 15 N/A			

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A <input type="checkbox"/>	1b	
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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
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	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
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 2008 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 2008) N/A	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 2008?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

6b

If you answered "Yes" to 6b, also file Form 8870.

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

N/A

7b

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

(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
JENE F BLUME	PRESIDENT			
85 EL CERRITO AVENUE				
HILLSBOROUGH, CA 94010	30.00	60,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

[illegible]

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

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

Amount

Declassify 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.

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	16,436,151.
b	Average of monthly cash balances	1b	2,379,522.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	18,815,673.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	18,815,673.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	282,235.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,533,438.
6	Minimum investment return. Enter 5% of line 5	6	926,672.

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	926,672.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	11,029.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	11,029.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	915,643.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	915,643.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	915,643.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,297,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,297,500.
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	5	11,029.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,286,471.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				915,643.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004	17,041.			
c From 2005	66,103.			
d From 2006	46,923.			
e From 2007	96,942.			
f Total of lines 3a through e	227,009.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 1,297,500.				
a Applied to 2007, 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 2008 distributable amount				915,643.
e Remaining amount distributed out of corpus	381,857.			
5 Excess distributions carryover applied to 2008 (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	608,866.			
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 2007 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	608,866.			
10 Analysis of line 9				
a Excess from 2004	17,041.			
b Excess from 2005	66,103.			
c Excess from 2006	46,923.			
d Excess from 2007	96,942.			
e Excess from 2008	381,857.			

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

N/A

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year				(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(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 the 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))

NONE

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

NONE

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

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

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

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

- c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 12				
Total			3a	1,297,500.
b Approved for future payment				
NONE				
Total			3b	0.

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
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	216,896.	
4 Dividends and interest from securities			14	489,285.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	602,835.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,309,016.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	1,309,016.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | | | Yes | No |
|---|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 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. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b If "Yes," complete the following schedule**

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

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

Sign Here	Signature of officer or trustee PATRICIA A. Gossin		Date 4/7/10	Title Treasurer	
	Preparer's signature Nanci Brette CPA		Date 3/31/2010	Check if self-employed <input type="checkbox"/>	Preparer's identifying number P00285075
Paid Preparer's Use Only	Firm's name (or yours if self-employed) LINDQUIST, VON HUSEN & JOYCE LLP			EIN 94-125041	
	address, and ZIP code 90 NEW MONTGOMERY STREET, 11TH FLOOR SAN FRANCISCO, CA 94105			Phone no (415) 957-9999	

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, and 990-PF.

OMB No 1545-0047

2008

Name of the organization

BLUME FOUNDATION

Employer identification number

94-6073163

Organization type (check one):

Filers of:

Section:

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 organizations 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 Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/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 Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests 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 Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year) ▶ \$ _____

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization

Employer identification number

BLUME FOUNDATION

94-6073163

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ESTATE OF JOHN BLUME 85 EL CERRITO AVENUE HILLSBOROUGH, CA 94010	\$ 251,538.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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.)
1a	DODGE & COX INCOME FUND	P	06/30/08	06/09/09
b	EVERGREEN HIGH INCOME A	P	07/23/09	09/14/09
c	NIKE INC CL B	P	06/27/08	06/09/09
d	INGERSOLL-RAND CO CL A BERMUDA	P	03/01/02	06/09/09
e	ALCOA INC	P	03/01/02	09/14/09
f	CALIF STATE POLL CALLABLE 7.125% DUE 6/1/09	P	03/01/02	06/01/09
g	CA WATER SERVICE GROUP	P	03/01/02	06/09/09
h	CATERPILLAR INC DEL	P	03/01/02	09/14/09
i	CHEVRONTXACO CORP	P	12/03/02	06/09/09
j	CONAGRA FOODS INC	P	10/22/03	06/09/09
k	DOMINION RES INC VA NEW	P	09/27/07	09/14/09
l	DOW CHEM CO COM	P	12/03/02	06/09/09
m	FED HOME LOAN MTG 4% DUE 11/24/09	P	10/28/04	11/24/09
n	FED HOME LOAN MTG STEP DUE 09/22/09	P	09/07/04	09/22/09
o	FED HOME LOAN MTG DSCR CALL 5% DUE 03/03/17	P	02/26/08	03/03/09

(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 303,439.		300,000.	3,439.
b 78,365.		193,892.	-115,527.
c 11,750.		12,117.	-367.
d 342,125.		351,375.	-9,250.
e 30,670.		89,400.	-58,730.
f 2,500.		2,773.	-273.
g 153,468.		105,067.	48,401.
h 194,391.		111,873.	82,518.
i 669,742.		379,076.	290,666.
j 19,599.		23,423.	-3,824.
k 178,732.		232,095.	-53,363.
l 96,793.		61,706.	35,087.
m 100,000.		100,000.	0.
n 300,000.		300,000.	0.
o 300,000.		298,500.	1,500.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			3,439.
b			-115,527.
c			-367.
d			-9,250.
e			-58,730.
f			-273.
g			48,401.
h			82,518.
i			290,666.
j			-3,824.
k			-53,363.
l			35,087.
m			0.
n			0.
o			1,500.

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

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)
If (loss), enter "-0-" in Part I, line 8 }

3

BLUME FOUNDATION

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.)
1a	FED HOME LOAN BNK 5.16% DUE 07/23/09	P	01/08/07	07/23/09
b	FED HOME LOAN BNK CALL 02/09 5.5% DUE 02/09/12	P	01/31/07	02/09/09
c	FED HOME LOAN BNK CALL 03/09 5.02% DUE 03/23/11	P	03/19/07	03/23/09
d	FED HOME LOAN BNK CALL 04/09 5.125% DUE 04/20/11	P	04/12/07	04/20/09
e	FED HOME LOAN BNK CALL 08/09 5.55% DUE 08/14/12	P	08/08/07	08/14/09
f	FED HOME LOAN BNK CALL 10/09 5.06% DUE 10/15/12	P	10/05/07	10/15/09
g	FED HOME LOAN BNK CALL 12/08 4.2% DUE 06/24/10	P	12/19/07	12/24/08
h	FED NATL MORTGAGE 4.5% DUE 07/27/09	P	07/08/05	07/27/09
i	FED NATL MORTGAGE DSCR CALL 4.5% DUE 04/15/16	P	04/01/08	04/15/09
j	GE CAP CREDIT 3.125% DUE 04/01/09	P	03/25/04	04/01/09
k	HARBOR INTL FD	P	09/18/03	09/14/09
l	IBERDROLA SA SPON ADR	P	04/23/07	09/14/09
m	INTEL CORPORATION COMMON	P	03/01/02	06/09/09
n	JOHNSON & JOHNSON	P	03/01/02	06/09/09
o	JOHNSON & JOHNSON	P	03/01/02	09/14/09

(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 500,000.		500,000.	0.
b 500,000.		500,000.	0.
c 500,000.		500,000.	0.
d 300,000.		300,000.	0.
e 500,000.		500,000.	0.
f 400,000.		400,000.	0.
g 250,000.		250,000.	0.
h 250,000.		250,000.	0.
i 300,000.		298,500.	1,500.
j 300,000.		299,880.	120.
k 1,032,172.		851,441.	180,731.
l 17,782.		13,913.	3,869.
m 16,550.		30,003.	-13,453.
n 96,511.		106,088.	-9,577.
o 33,499.		34,133.	-634.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			0.
b			0.
c			0.
d			0.
e			0.
f			0.
g			0.
h			0.
i			1,500.
j			120.
k			180,731.
l			3,869.
m			-13,453.
n			-9,577.
o			-634.

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 }

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)
If (loss), enter "-0-" in Part I, line 8

BLUME FOUNDATION

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.)
1a	KIMBERLY CLARK CORP COM	P	03/01/02	06/09/09
b	KIMBERLY CLARK CORP COM	P	03/01/02	09/14/09
c	MEDTRONIC INC	P	03/01/02	06/09/09
d	MERIDIAN GR FD	P	08/02/04	06/09/09
e	STANDARD & POORS MIDCAP	P	09/26/03	06/09/09
f	OIL SERVICES HOLDERS	P	10/27/06	06/09/09
g	PIMCO HIGH YIELD FD INSTL CL	P	11/09/07	09/14/09
h	PEPSICO INC	P	10/27/06	09/14/09
i	FINANCIAL SELECT SECTOR SPDR	P	03/31/08	06/09/09
j	3M CO	P	12/07/06	06/09/09
k	3M CO	P	12/07/06	09/14/09
l	VANGUARD MID-CAP INDEX INST CL #864	P	03/01/02	09/14/09
m	WELLS FARGO & CO NEW	P	12/03/02	06/09/09
n	ENERGY SELECT SECTOR SPDR FUND	P	12/05/08	01/29/09
o	FINANCIAL SELECT SECTOR SPDR	P	03/27/08	01/28/09

(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 168,717.		199,708.	-30,991.
b 186,957.		199,708.	-12,751.
c 272,652.		353,920.	-81,268.
d 131,682.		155,064.	-23,382.
e 410,281.		366,243.	44,038.
f 22,160.		27,152.	-4,992.
g 857,639.		952,888.	-95,249.
h 81,898.		88,542.	-6,644.
i 74,758.		150,720.	-75,962.
j 19,938.		26,339.	-6,401.
k 29,292.		31,527.	-2,235.
l 349,892.		403,356.	-53,464.
m 738,007.		115,355.	622,652.
n 5,472.		4,913.	559.
o 3,216.		8,179.	-4,963.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-30,991.
b			-12,751.
c			-81,268.
d			-23,382.
e			44,038.
f			-4,992.
g			-95,249.
h			-6,644.
i			-75,962.
j			-6,401.
k			-2,235.
l			-53,464.
m			622,652.
n			559.
o			-4,963.

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 }

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)
If (loss), enter "-0-" in Part I, line 8 }

BLUME FOUNDATION

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.)
1a CHEVRONTEXACO CORP		P	12/03/02	12/05/08
b DFA INTL SMALL CAP VALUE		P	01/10/08	06/08/09
c DFA US SMALL CAP		P	09/27/07	06/08/09
d DODGE & COX INTL STOCK FD		P	08/09/07	12/05/08
e DODGE & COX STOCK FD		P	08/18/05	12/05/08
f FED HOME LOAN BNK 5.16% DUE 07/23/09		P	01/08/07	07/23/09
g FED HOME LOAN BNK CALL 01/09 3.4% DUE 01/28/11		P	01/25/08	01/28/09
h GENERAL ELEC CO		P	11/01/06	06/08/09
i GLAXOSMITHKLINE PLC SPONSORED ADR		P	10/27/06	06/08/09
j HARBOR INTL FD		P	09/18/03	09/14/09
k INTEL CORPORATION COMMON		P	12/20/04	06/08/09
l PIMCO HIGH YIELD FD INSTL CL		P	11/09/07	09/14/09
m PEPSICO INC		P	10/27/06	12/05/08
n T ROWE PRICE GR STOCK		P	01/05/06	06/08/09
o PROCTER & GAMBLE CO		P	02/08/05	12/05/08

(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 30,908.		12,539.	18,369.
b 2,968.		4,371.	-1,403.
c 5,336.		6,106.	-770.
d 18,847.		40,000.	-21,153.
e 37,139.		70,000.	-32,861.
f 50,000.		50,000.	0.
g 25,000.		25,000.	0.
h 4,154.		10,853.	-6,699.
i 9,723.		15,759.	-6,036.
j 41,779.		33,756.	8,023.
k 17,259.		25,091.	-7,832.
l 48,597.		56,148.	-7,551.
m 21,288.		25,455.	-4,167.
n 23,041.		32,000.	-8,959.
o 25,543.		21,526.	4,017.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col. (k), but not less than "-0-")
a			18,369.
b			-1,403.
c			-770.
d			-21,153.
e			-32,861.
f			0.
g			0.
h			-6,699.
i			-6,036.
j			8,023.
k			-7,832.
l			-7,551.
m			-4,167.
n			-8,959.
o			4,017.

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 }

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)
If (loss), enter "-0-" in Part I, line 8

2

3

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.)
1a	VANGUARD REIT INDEX-SIGNAL CLASS	P	01/05/06	09/14/09
b	VANGUARD 500 INDEX FUND SIGNAL CLASS	P	01/05/06	09/14/09
c	VANGUARD MID-CAP INDEX INST CL #864	P	03/01/02	06/08/09
d	VANGUARD MID-CAP INDEX INST CL #864	P	03/01/02	09/14/09
e	WELLS FARGO & CO NEW	P	12/03/02	06/08/09
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 9,924.		14,955.	-5,031.
b 16,488.		20,000.	-3,512.
c 6,242.		6,219.	23.
d 66,779.		56,886.	9,893.
e 19,562.		2,858.	16,704.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-5,031.
b			-3,512.
c			23.
d			9,893.
e			16,704.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	602,835.
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) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BOREL PRIVATE BANK & TRUST	216,773.
WELLS FARGO	123.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	216,896.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BOREL PRIVATE BANK & TRUST	485,019.	0.	485,019.
EVERGREEN HI YIELD BOND FUND	4,266.	0.	4,266.
TOTAL TO FM 990-PF, PART I, LN 4	489,285.	0.	489,285.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	9,040.	9,040.		0.
PAYROLL ACCOUNTING FEES	225.	225.		0.
TO FORM 990-PF, PG 1, LN 16B	9,265.	9,265.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	100,286.	100,286.		0.
TO FORM 990-PF, PG 1, LN 16C	100,286.	100,286.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL TAX	33,124.	33,124.			0.
PAYROLL TAXES	3,124.	3,124.			0.
TO FORM 990-PF, PG 1, LN 18	36,248.	36,248.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OTHER FEES	154.	154.			0.
TO FORM 990-PF, PG 1, LN 23	154.	154.			0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
FED HOME LOAN BNK 4.55% DUE 6/22/10	X		100,000.	102,375.	
FED HOME LOAN BNK CALL 9/10 4% DUE 9/28/15	X		40,000.	40,950.	
FED NATL MORTGAGE CALL 2/11 4.35% DUE 2/25/16	X		50,000.	51,875.	
FED NATL MORTGAGE CALL 2/10 4.6% DUE 2/22/17	X		50,000.	50,453.	
FED HOME LOAN BNK CALL 7/10 5.5% DUE 7/27/12	X		575,000.	593,866.	
FED HOME LOAN BNK 0% DUE 10/15/12	X		175,000.	175,110.	
FED HOME LOAN BNK 1.25% DUE 10/15/12	X		175,000.	175,602.	
FED NATL MORTGAGE 2% DUE 8/4/14	X		50,109.	50,157.	
FED HOME LOAN BNK 0% DUE 10/8/14	X		175,000.	175,329.	
FED HOME LOAN BNK 1.5% DUE 10/28/14	X		175,000.	175,329.	

FED HOME LOAN BNK 2.25% DUE 11/12/15	X	175,000.	175,273.
FED HOME LOAN MTG 3% DUE 10/28/16	X	175,000.	175,233.
FED HOME LOAN BNK 0% DUE 10/20/17	X	174,563.	175,437.
TOTAL U.S. GOVERNMENT OBLIGATIONS		2,089,672.	2,116,989.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			
TOTAL TO FORM 990-PF, PART II, LINE 10A		2,089,672.	2,116,989.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EVERGREEN HI YIELD FUND	1,779.	1,830.
AFLAC INCORPORATED	143,103.	145,915.
AT&T INC	87,395.	90,653.
ABBOTT LABORATORIES	132,850.	162,380.
APPLIED MATERIALS INC. COM	199,587.	145,689.
CHEVRONTXACO CORP	60,036.	119,245.
COCA COLA CO	98,172.	111,826.
DISNEY (WALT) COMPANY HOLDING CO	86,161.	102,295.
DOMINION RES INC VA NEW	116,068.	99,499.
DU PONT E I DE NEMOURS & CO	108,326.	116,535.
EXXON MOBIL CORP COM	104,844.	107,350.
GENERAL ELEC CO	146,848.	109,481.
GOLDMAN SACHS GROUP	129,320.	109,431.
INTERNATIONAL BUSINESS MACHINES	126,157.	134,563.
J P MORGAN CHASE & CO	107,617.	128,745.
JOHNSON & JOHNSON	112,424.	115,626.
LINEAR TECHNOLOGY CORP	155,894.	148,605.
LOWES COMPANIES INC	106,110.	109,595.
MCDONALDS CORP	89,363.	104,363.
MICROSOFT CORP	167,143.	171,460.
NIKE INC CL B	89,910.	96,686.
PAYCHEX INC	147,004.	146,248.
PEPSICO INC	108,235.	106,085.
PROCTER & GAMBLE CO	94,968.	111,295.
SJW CORP	70,290.	113,256.
3M CO	107,882.	105,317.
UNITED PARCEL SERVICE	150,523.	154,881.
WELLS FARGO & CO NEW	17,651.	124,357.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,065,660.	3,293,211.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
GE MONEY BANK CD 1.7% DUE 10/17/11	175,000.	173,829.	
UNITED PARCEL SERVICE 4.5% DUE 1/15/13	188,300.	189,488.	
JPM CHASE & CO. 4.37% DUE 5/1/13	152,267.	160,823.	
PEPSICO INC 3.75% DUE 3/1/14	102,808.	105,373.	
ASTRAZEBECA PLC 5.4% DUE 6/1/14	160,806.	168,005.	
PROCTER & GAMBLE CO 4.95% DUE 8/15/14	136,906.	139,004.	
GOLDMAN SACHS 5.125% DUE 1/15/15	129,625.	132,690.	
CISCO SYSTEMS INC 5.5% DUE 2/22/16	105,250.	112,531.	
NSTAR ELECTRIC COMP 5.63% DUE 11/15/17	134,463.	137,810.	
MICROSOFT CORP 4.2% DUE 6/1/19	173,180.	182,236.	
BEAL BANK NV CD .6% DUE 6/30/10	175,000.	174,683.	
GE MONEY BANK CD 1.35% DUE 5/27/11	50,000.	49,790.	
BANK OF AMERICA CD 1.7% DUE 10/14/11	175,000.	173,863.	
DODGE & COX INCOME FUND	30,000.	32,260.	
PIMCO TOTAL RETURN INSTITUTIONAL	726,000.	765,740.	
PIMCO HIGH YIELD FD INSTL CL	1,165,963.	1,087,769.	
DFA INTL SMALL CAP VALUE	1,059,181.	904,103.	
DFA INTL VALUE PORTFOLIO	1,774,358.	1,470,671.	
MORGAN STANLEY INTERNATIONAL REAL ESTATE	641,470.	532,689.	
BP PLC SPONS ADR	104,050.	115,446.	
GLAXOSMITHKLINE PLC SPONSORED ADR	170,432.	132,910.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,530,059.	6,941,713.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ISHARES S & P MIDCAP 400 INDEX FUND	COST	1,096,406.	1,207,175.
DFA US LARGE COMPANY	COST	2,742,425.	3,137,592.
DFA US SMALL CAP	COST	1,650,285.	1,361,025.
DFA REAL ESTATE SECURITIES	COST	456,268.	324,003.
VANGUARD REIT INDEX - SIGNAL CLASS	COST	139,613.	90,888.
ZOND WINDSYSTEM ENERGY ASSOC III	COST	29,000.	29,000.
ZOND WINDSYSTEM ENERGY ASSOC X	COST	47,039.	47,039.
CROWN PAPER LIQUIDATING TR	COST	1.	1.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,161,037.	6,196,723.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 11

NAME OF CONTRIBUTOR

ADDRESS

ESTATE OF JOHN A. BLUME

160 BOVET ROAD, SAN MATEO, CA 94402

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
PENINSULA HUMANE SOCIETY, 12 AIRPORT BLVD, SAN MATEO, CA 94401	NONE TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	PUBLIC CHARITY	2,500.
STANFORD UNIVERSITY, P.O. BOX 20522, STANFORD, CA 94309	NONE TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	PUBLIC CHARITY	600,000.
STANFORD BOARD OF TRUSTEES, 450 SERRA MALL, STANFORD, CA 94305	NONE TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	PUBLIC CHARITY	100,000.
STANFORD ATHLETIC DEPARTMENT, ARRILLAGA FAMILY SPORTS CENTER, STANFORD, CA 9	NONE TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	PUBLIC CHARITY	10,000.
SALVATION ARMY, 360 4TH ST, SAN FRANCISCO, CA 94107	NONE TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	PUBLIC CHARITY	10,000.

ST. ANTHONY FOUNDATION, 150 GOLDEN GATE AVENUE, SAN FRANCISCO, CA 94102	NONE TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	PUBLIC CHARITY	20,000.
PENINSULA POLICE OFFICER'S WIDOWS AND ORPHANS TRUST P.O. BOX 780, DALY CITY, CA 94017	NONE TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	PUBLIC CHARITY	10,000.
PENINSULA HUMANE SOCIETY, 12 AIRPORT BLVD, SAN MATEO, CA 94401	NONE TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	PUBLIC CHARITY	75,000.
MILLS PENINSULA HOSPITAL, 1783 EL CAMINO REAL, BURLINGAME, CA 94010	NONE TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	PUBLIC CHARITY	20,000.
MID PENINSULA BOYS & GIRLS CLUB, 200 NORTH QUEBEC STREET, SAN MATEO, CA 9440	NONE TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	PUBLIC CHARITY	20,000.
LOWELL SCHOOL ALUMNI ASSOCIATION, 1101 EUCALYPTUS DR , SAN FRANCISCO, CA 941	NONE TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	PUBLIC CHARITY	10,000.
KQED, 2601 MARIPOSA ST, SAN FRANCISCO, CA 94110	NONE TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	PUBLIC CHARITY	30,000.

CENTRAL COUNTY FIREFIGHTERS ASSOCIATION 1399 ROLLINS ROAD, BURLINGAME, CA 94010	NONE TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	PUBLIC CHARITY	10,000.
COUNCIL ON TALL BUILDINGS, 3360 SOUTH STATE STREET, CHICAGO, IL 60616	NONE TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	PUBLIC CHARITY	5,000.
AMERICAN RED CROSS, 85 2ND ST, SAN FRANCISCO, CA 94105	NONE TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	PUBLIC CHARITY	10,000.
AMERICAN CANCER SOCIETY, 201 MISSION STREET #720, SAN FRANCISCO, CA 94105	NONE TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	PUBLIC CHARITY	20,000.
AMERICAN HEART ASSOCIATION, 120 MONTGOMERY ST # 1650, SAN FRANCISCO, CA 9410	NONE TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	PUBLIC CHARITY	10,000.
AMERICAN LUNG ASSOCIATION, 1900 POWELL ST # 800, EMERYVILLE, CA 94608	NONE TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	PUBLIC CHARITY	10,000.
PLANNED PARENTHOOD, 815 EDDY STREET, SAN FRANCISCO, CA 94109	NONE TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	PUBLIC CHARITY	40,000.

THE BRIDGE SCHOOL, 545 EUCALYPTUS AVE, HILLSBOROUGH, CA 94010	NONE TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	PUBLIC CHARITY	10,000.
SAN MATEO CNTY COM COLLEGES FOUNDATION 3401 CSM DRIVE, SAN MATEO, CA 94402	NONE TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	PUBLIC CHARITY	10,000.
EERI, 499 14TH STREET, SUITE 320, OAKLAND, CA 94612	NONE TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	PUBLIC CHARITY	5,000.
STANFORD UNIVERSITY, P.O. BOX 20522, STANFORD, CA 94309	NONE TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	PUBLIC CHARITY	250,000.
BOYS & GIRLS CLUB OF SOUTH SAN FRANCISCO 358 COLUMBUS AVE., SAN FRANCISCO, CA 94133	NONE TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	PUBLIC CHARITY	10,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>1,297,500.</u>