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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 12-01-2011, and ending 11-30-2012

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

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 (see page 10 of the instructions)
(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 foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 20,614,640

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the 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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	155,357	155,357		
	4 Dividends and interest from securities.	449,001	449,001		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	436,832			
	b Gross sales price for all assets on line 6a <u>11,536,842</u>				
	7 Capital gain net income (from Part IV, line 2)		436,832		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	1,041,190	1,041,190		
	13 Compensation of officers, directors, trustees, etc	75,000	75,000		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	4,900	4,900		0
	c Other professional fees (attach schedule)	107,811	107,811		0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	30,405	8,405		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	237	237		0
	24 Total operating and administrative expenses. Add lines 13 through 23	218,353	196,353		0
	25 Contributions, gifts, grants paid	1,472,000			1,472,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,690,353	196,353		1,472,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-649,163			
	b Net investment income (if negative, enter -0-)		844,837		
	c Adjusted net income (if negative, enter -0-)				

Part II

Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	43,406	43,166	43,166
	2	Savings and temporary cash investments	60,112	358,900	358,900
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	698,375	<input checked="" type="checkbox"/> 2,470,108	2,513,359
	b	Investments—corporate stock (attach schedule)	7,517,610	<input checked="" type="checkbox"/> 6,925,691	8,390,419
	c	Investments—corporate bonds (attach schedule).	3,282,451	<input checked="" type="checkbox"/> 3,839,373	3,942,678
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	7,987,627	<input checked="" type="checkbox"/> 5,303,180	5,366,118
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	19,589,581	18,940,418	20,614,640	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <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	19,589,581	18,940,418	
	30	Total net assets or fund balances (see page 17 of the instructions)	19,589,581	18,940,418	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	19,589,581	18,940,418	

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	19,589,581
2	Enter amount from Part I, line 27a	2	-649,163
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	18,940,418
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	18,940,418

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	See Additional Data Table			
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	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table		
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	436,832
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of 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))
2010	1,153,000	21,672,872	0 053200
2009	1,194,102	20,513,745	0 058210
2008	1,286,471	18,533,438	0 069414
2007	1,202,500	22,748,910	0 052860
2006	1,282,500	25,029,232	0 051240

2	Total of line 1, column (d).	2	0 284924
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 056985
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	20,617,736
5	Multiply line 4 by line 3.	5	1,174,902
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	8,448
7	Add lines 5 and 6.	7	1,183,350
8	Enter qualifying distributions from Part XII, line 4.	8	1,472,000

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 on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)









1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
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	8,448
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	8,448
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	8,448
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	8,188	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	4,400	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	12,588
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	3
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	4,137
11		Enter the amount of line 10 to be Credited to 2012 estimated tax	4,137	Refunded	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
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.	2		No
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	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
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?	6	Yes	
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	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) CA _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address  N/A	13	Yes	
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			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country 				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  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 page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. 	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 2011?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?  Yes  No If "Yes," list the years  20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	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  20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  Yes  No			
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

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))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.		<input checked="" type="checkbox"/>		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		<input type="checkbox"/> Yes	<input type="checkbox"/> No	
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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b No		
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		


Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
JENE F BLUME	PRESIDENT	75,000	0	0
85 EL CERRITO AVENUE	30 00			
HILLSBOROUGH, CA 94010				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BOSTON PRIVATE BANK & TRUST	CUSTODIAL SERVICES	107,811
160 BOVET ROAD SAN MATEO, CA 94402		
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. 	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	20,642,786
b	Average of monthly cash balances.	1b	288,926
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	20,931,712
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	20,931,712
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	313,976
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,617,736
6	Minimum investment return. Enter 5% of line 5.	6	1,030,887

Part XI

Distributable Amount (see page 25 of the 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	1,030,887
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	8,448
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	8,448
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,022,439
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,022,439
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,022,439

Part XII

Qualifying Distributions (see page 25 of the 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	1,472,000
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	1,472,000
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 page 26 of the instructions).	5	8,448
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,463,552
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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,022,439
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				46,923
b From 2007.				96,942
c From 2008.				381,857
d From 2009.				175,211
e From 2010.				90,868
f Total of lines 3a through e.	791,801			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,472,000				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				1,022,439
e Remaining amount distributed out of corpus	449,561			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,241,362			
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 page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	46,923			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,194,439			
10 Analysis of line 9				
a Excess from 2007. . . .				96,942
b Excess from 2008. . . .				381,857
c Excess from 2009. . . .				175,211
d Excess from 2010. . . .				90,868
e Excess from 2011. . . .				449,561

Part XIVPrivate Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of 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))

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

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 page 28 of the 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	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 Additional Data Table				
Total			3a	1,472,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2011)

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

1a(1)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

d

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

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

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
--------------------------	--------------------------	---------------------------------

Sign Here

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.

Signature of officer or trustee

2013-07-08

Date

Title

Paid Preparer's Use Only

Preparer's Signature

MARK O BRITTAIN CPA

Firm's name

LINDQUIST VON HUSEN & JOYCE LLP

Firm's address

90 NEW MONTGOMERY STREET 11TH FLOOR
SAN FRANCISCO, CA 94105

Date

Check if self-employed

☐

PTIN

P00285075

Firm's EIN

94-1250261

Phone no

(415) 957-9999

May the IRS discuss this return with the preparer shown above? See instructions

☐

Yes

☒

No

TY 2011 Accounting Fees Schedule**Name:** BLUME FOUNDATION**EIN:** 94-6073163

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOOKKEEPING	400	400		0
ACCOUNTING FEES	4,500	4,500		0

TY 2011 Investments Corporate

Bonds Schedule

Name: BLUME FOUNDATION

EIN: 94-6073163

Name of Bond	End of Year Book Value	End of Year Fair Market Value
UNITED PARCEL SERVICE 4.5% DUE 1/15/13	188,300	175,837
JPM CHASE & CO. 4.75% DUE 5/1/13	152,267	152,664
PEPSICO INC 3.75% DUE 3/1/14	101,305	104,046
ASTRAZEBECA PLC 5.4% DUE 6/1/14	160,806	160,796
PROCTER & GAMBLE CO 4.95% DUE 8/15/14	136,906	134,705
GOLDMAN SACHS 5.125% DUE 1/15/15	129,625	134,455
CISCO SYSTEMS INC 5.5% DUE 2/22/16	105,250	114,872
NSTAR ELECTRIC COMP 5.63% DUE 11/15/17	134,463	151,790
MICROSOFT CORP 4.2% DUE 6/1/19	173,180	204,512
MEDTRONIC INC 1.625% DUE 04/15/13	175,971	174,673
UBS AG/JERSEY STEP DUE 4/30/15	101,386	99,556
GENERAL ELEC CAP CORP 3.5% DUE 6/29/15	201,850	212,574
WAL-MART STORES INC 2.25% DUE 07/08/15	101,302	104,310
BARCLAYS BK PLC VARIABLE DUE 07/28/16	200,000	206,760
BANK OF MONTREAL STEP 2.25% DUE 03/29/18	102,127	105,378
WELLS FARGO & CO 3.75% DUE 10/1/2014	206,240	211,474
BLACKROCK INC 3.5% DUE 12/10/2014	205,974	211,510
RABOBANK 2.1% DUE 12/15/15	200,000	199,230
THE TORONTO-DOMINION BANK	101,267	105,401
UNILEVER CAPITAL	157,326	155,436
BANK NOVA SCOTIA	102,303	102,502
PACCAR FINL CORP MTN 1.600% 3/15/17	100,890	102,071
HSBC USA INC MTN 2.150% 6/28/17	200,000	199,540
KOREA FINANCE CO 2.250% 8/7/2017	200,000	202,370
BHP FINANCE USA 3.250% 11/21/21	200,635	216,216

TY 2011 Investments Corporate
Stock Schedule

Name: BLUME FOUNDATION
EIN: 94-6073163

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AT&T INC	87,395	114,847
CHEVRONTEXACO CORP	45,893	118,161
COCA COLA CO	78,085	117,931
DISNEY (WALT) COMPANY HOLDING CO	60,897	118,687
DU PONT (E I) DE NEMOURS	87,056	116,047
EXXON MOBIL CORP COM	94,946	115,904
GENERAL ELEC CO	120,418	118,413
INTERNATIONAL BUSINESS MACHINES	72,259	115,943
J P MORGAN CHASE & CO	99,981	115,640
JOHNSON & JOHNSON	100,815	115,055
LOWES COMPANIES INC	69,773	119,458
MCDONALDS CORP	72,574	116,634
MICROSOFT CORP	123,053	114,578
NIKE INC CL B	72,410	116,976
PROCTER & GAMBLE CO	90,180	118,362
3M CO	102,330	117,326
UNITED PARCEL SERVICE	90,203	118,073
WELLS FARGO & CO	89,703	114,875
DFA US SMALL CAP	495,843	609,992
ISHARES S&P MIDCAP 400 INDEX	1,200,063	1,692,529
PRIMECAP ODYSSEY STOCK FUND	900,000	1,030,346
COLUMBIA DIVIDEND OPPORTUNITY FUND	1,019,587	1,147,700
BROADCOM CORP CLA	125,349	119,482
HEINZ H J CO	98,152	114,289
STARWOOD HOTELS & RESORTS	106,628	101,715
STARBUCKS CORP COM	87,353	102,703
CVS CAREMARK CORP	85,450	85,020
VALERO ENERGY CORP	88,336	109,039
AMERIPRISE FINANCIAL INC	86,222	86,455
WESTSIND FINANCIAL SERVICES	0	11

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AGILENT TECHNOLOGIES INC	84,905	87,684
MCKESSON CORP. COMMOM	84,890	85,023
PFIZER INC.	86,094	91,073
UNITED HEALTH GROUP INC COM	90,077	94,639
ANALOG DEVICES INC	85,155	85,666
CISCO SYSTEMS INC	84,961	91,714
INTEL CORP	85,556	74,738
QUALCOMM INC COM	89,372	100,520
FREEPORTMCMORAN COPPERAND	84,506	81,921
DUKE ENERGY CORP	84,752	82,966
GOLDMAN SACHS COMMODITY	214,469	212,284

TY 2011 Investments Government Obligations Schedule

Name: BLUME FOUNDATION

EIN: 94-6073163

**US Government Securities - End of
Year Book Value:**

98,875

**US Government Securities - End of
Year Fair Market Value:**

106,202

**State & Local Government
Securities - End of Year Book
Value:**

2,371,233

**State & Local Government
Securities - End of Year Fair
Market Value:**

2,407,157

TY 2011 Investments - Other Schedule**Name:** BLUME FOUNDATION**EIN:** 94-6073163

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
EVERGREEN HI YIELD FUND	AT COST	3,811	5,995
ZOND WINDSYSTEM ENERGY ASSOC X	AT COST	47,039	6,568
VANGUARD SHORT TERM INVEST GRADE ADMIRAL	AT COST	900,000	916,943
TEVA PHARMACEUTICAL INDS	AT COST	109,682	89,375
DODGE & COX INCOMD FUND	AT COST	300,000	300,215
NEUBERGER BERMAN HI IN B-INS	AT COST	997,054	1,005,409
HARBOR INTERNATIONAL FD-INS	AT COST	1,023,473	1,096,888
ING GLOBAL REAL ESTATE FD-I	AT COST	222,592	231,840
OPPENHEIMER DEVELOPMING MKT-Y	AT COST	586,200	585,170
SCHWAB INTL SMALL CAP EQUITY	AT COST	427,557	427,200
LEGG MASON BW INTL OPP BD-I	AT COST	121,400	122,664
PIMCO EMERGING LOCAL GOND INST	AT COST	564,372	577,851

TY 2011 Other Expenses Schedule

Name: BLUME FOUNDATION

EIN: 94-6073163

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER EXPENSE	237	237		0

TY 2011 Other Professional Fees Schedule

Name: BLUME FOUNDATION

EIN: 94-6073163

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	107,811	107,811		0

TY 2011 Taxes Schedule**Name:** BLUME FOUNDATION**EIN:** 94-6073163

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER TAXES AND FEES	2,835	2,835		0
PAYROLL TAXES	5,570	5,570		0
FEDERAL EXCISE TAX	22,000	0		0

Form 990PF Part IV – Capital Gains and Losses for Tax on Investment Income – Columns a – d

(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)
BANK OF MONTREAL	P	2001-09-22	2001-03-29
BROADCOM CORP CL A	P	2011-05-09	1920-11-21
CHEVERONTEXACO CORP	P	2000-12-03	1920-11-21
COCA COLA CO COM	P	2000-12-05	1920-11-21
COLUMBIA DIVIDEND OPPOR R5	P	1920-10-26	2012-08-03
DFA EMERGING MARKETS VALUE	P	2010-07-29	2011-12-27
DFA US SMALL CAP PORTFOLIO	P	2010-09-27	2012-01-24
DFA US SMALL CAP PORTFOLIO	P	2007-09-27	2012-04-20
DFA US SMALL CAP PORTFOLIO	P	2007-09-27	2012-07-18
DFA US SMALL CAP PORTFOLIO	P	2007-09-27	2012-11-02
DFA INTERNATIONAL VALUE PTFL	P	2007-08-23	2011-12-27
DFA INTERNATIONAL VALUE PTFL	P	2007-12-24	2011-12-27
DFA INTERNATIONAL VALUE PTFL	P	2007-12-28	2011-12-27
DFA US LARGE CO PORT	P	2009-06-09	2012-02-01
WALT DISNEY COMPANY COM	P	2009-06-09	2012-11-21
DOMINION RES INC VA NEW	P	2007-09-27	2012-11-02
DU PONT E I DE NEMOURS AND CO	P	2003-10-22	2012-11-21
EXXON MOBIL CORP COM	P	2009-06-08	2012-11-21
FED HOME LOAN BNK CALL DISCR	P	2010-08-25	2012-03-22
FED HOME LOAN BNK 2 PERC DUE	P	2011-10-28	2012-02-14
FED HOME LOAN BNK 2 PERC DUE	P	2011-10-28	2012-04-20
FED NATL MORTGAGE STEP DUE	P	2011-11-01	2012-06-28
FIRSTBANK PUERTO RICO CD	P	2010-12-14	2012-06-18
GENERAL ELECTRIC CORP COM	P	2006-11-01	2012-11-21
GLAXO WELLCOME PLC	P	2006-10-27	2012-11-02
GOLDMAN SACHS COMMODITY STRATEGY INT	P	2012-04-20	2012-11-02
IBM CORPORATION COM	P	2009-09-14	2012-11-21
ISHARES CORE S AND P MID CAP	P	2009-06-09	2012-01-24
ISHARES CORE S AND P MID CAP	P	2009-06-09	2012-02-14
ISHARES CORE S AND P MID CAP	P	2009-06-09	2012-11-02

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
J P MORGAN CHASE CO COM	P	2008-06-08	2012-11-21
JOHNSON AND JOHNSON	P	2002-03-01	2012-11-21
LOWES COS INC COM	P	2008-06-27	2012-11-21
MCDONALDS CORP COM	P	2009-09-14	2012-11-21
MICROSOFT CORP COM	P	2007-12-14	2012-11-21
NIKE INC CLASS B COM	P	2008-01-17	2012-11-21
OPENHEIMER INTERNATIONAL GR	P	2011-07-15	2012-03-07
OPENHEIMER INTERNATIONAL GR	P	2011-07-15	2012-03-21
OPENHEIMER INTERNATIONAL GR	P	2011-07-15	2012-07-18
OPENHEIMER INTERNATIONAL GR	P	2011-07-15	2012-08-01
OPENHEIMER INTERNATIONAL GR	P	2011-07-15	2012-08-14
OPENHEIMER INTERNATIONAL GR	P	2011-07-15	2012-11-02
PIMCO EMERGING LOCAL BOND INST	P	2008-06-30	2012-11-26
PIMCO EMERGING LOCAL BOND INST	P	2007-11-09	2012-07-18
PIMCO EMERGING LOCAL BOND INST	P	2007-11-09	2012-08-01
PIMCO EMERGING LOCAL BOND INST	P	2012-07-18	2012-11-02
PROCTOR AND GAMBLE CO	P	2005-02-08	2012-11-21
PRUDENTIAL JENNISON NAT RES FUND INC	P	2011-01-13	2011-12-27
TEMPLETON GLOBAL BOND FUND AD	P	2010-09-21	2012-03-21
TEMPLETON GLOBAL BOND FUND AD	P	2010-09-21	2012-08-02
TEMPLETON GLOBAL BOND FUND AD	P	2010-09-21	2012-08-14
TEMPLETON GLOBAL BOND FUND AD	P	2010-09-21	2012-11-02
3M CO	P	2006-12-07	2012-11-21
UNITED PARCEL SERVICE INC	P	2009-06-08	2012-11-21
VANGUARD TAX MANAGED INT INS	P	2011-12-27	2012-04-20
VANGUARD TAX MANAGED INT INS	P	2011-12-27	2012-11-02
WELLS FARGO AND CO NEW COM	P	2002-12-03	2012-11-21
WESTPAC BANKING	P	2010-08-10	2012-11-19
LONG TERM CAPITAL GAIN DIVIDENDS	P	2011-12-01	2012-11-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
200,000		200,000	0
25,247		27,516	-2,269
42,383		16,830	25,553
29,855		20,086	9,769
90,000		80,413	9,587
393,589		513,370	-119,781
300,000		260,750	39,250
200,000		169,265	30,735
350,000		297,805	52,195
143,116		118,000	25,116
622,630		843,786	-221,156
11,041		17,658	-6,617
67,070		71,500	-4,430
502,325		366,531	135,794
20,123		10,574	9,549
123,518		100,824	22,694
34,653		26,376	8,277
39,853		32,852	7,001
200,000		199,900	100
125,000		124,875	125
75,000		74,925	75
200,000		199,800	200
100,000		100,000	0
25,313		26,430	-1,117
139,617		170,432	-30,815
5,305		5,531	-226
86,571		53,898	32,673
200,297		152,883	47,414
397,389		292,256	105,133
130,865		93,350	37,515

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
8,694		7,636	1,058
13,229		11,609	1,620
24,722		15,283	9,439
10,655		6,770	3,885
10,720		11,433	-713
27,518		17,499	10,019
154,700		147,561	7,139
40,000		36,814	3,186
400,000		392,579	7,421
100,000		96,852	3,148
200,000		188,864	11,136
347,469		309,145	38,324
943,526		861,000	82,526
500,000		492,824	7,176
526,292		515,431	10,861
26,119		25,628	491
6,128		4,788	1,340
397,726		491,643	-93,917
60,000		61,480	-1,480
200,000		205,090	-5,090
100,000		101,768	-1,768
1,174,727		1,170,663	4,064
6,221		5,553	668
77,116		60,321	16,795
90,000		83,044	6,956
1,001,252		916,956	84,296
9,268		7,346	1,922
200,000		200,855	-855
			14,841


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			0
			-2,269
			25,553
			9,769
			9,587
			-119,781
			39,250
			30,735
			52,195
			25,116
			-221,156
			-6,617
			-4,430
			135,794
			9,549
			22,694
			8,277
			7,001
			100
			125
			75
			200
			0
			-1,117
			-30,815
			-226
			32,673
			47,414
			105,133
			37,515

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,058
			1,620
			9,439
			3,885
			-713
			10,019
			7,139
			3,186
			7,421
			3,148
			11,136
			38,324
			82,526
			7,176
			10,861
			491
			1,340
			-93,917
			-1,480
			-5,090
			-1,768
			4,064
			668
			16,795
			6,956
			84,296
			1,922
			-855
			14,841

Form 990PF Part XV Line 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				
AMERICAN CANCER SOCIETY201 MISSION STREET 720 SAN FRANCISCO,CA 94105	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	10,000
AMERICAN HEART ASSOCIATION120 MONTGOMERY ST 1650 SAN FRANCISCO,CA 94104	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	20,000
AMERICAN RED CROSS85 2ND ST SAN FRANCISCO,CA 94105	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	10,000
BOYS & GIRLS CLUB OF SOUTH SAN FRANCISCO358 COLUMBUS AVE SAN FRANCISCO,CA 94133	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	10,000
BREATHE CALIFORNIA2171 JUNIPERO SERRA BLVD STE 720 DALY CITY,CA 94014	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	10,000
CENTRAL COUNTY FIREFIGHTERS ASSOCIATION1399 ROLLINS ROAD BURLINGAME,CA 94010	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	10,000
COUNCIL ON TALL BUILDINGS3360 SOUTH STATE STREET CHICAGO,IL 60616	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	5,000
EERI499 14TH STREET SUITE 320 OAKLAND,CA 94612	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	5,000
LOWELL SCHOOL ALUMNI ASSOCIATION1101 EUCALYPTUS DR SAN FRANCISCO,CA 94132	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	30,000
MID PENINSULA BOYS & GIRLS CLUB200 NORTH QUEBEC STREET SAN MATEO,CA 94401	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	10,000
MILLS PENINSULA HOSPITAL1783 EL CAMINO REAL BURLINGAME,CA 94010	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	20,000
PENINSULA HUMANE SOCIETY12 AIRPORT BLVD SAN MATEO,CA 94401	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	77,000
PENINSULA POLICE OFFICER'S WIDOWS AND ORPHANS TRUSTPO BOX 780 DALY CITY,CA 94017	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	10,000
PLANNED PARENTHOOD815 EDDY STREET SAN FRANCISCO,CA 94109	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	40,000
RILEYS PLACE880 RUNNYMEDE ROAD WOODSIDE,CA 94062	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	10,000
SALVATION ARMY - SAN MATEO COUNTY300 EL CAMINO REAL SAN BRUNO,CA 94403	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	20,000
SAN MATEO CNTY COM COLLEGES FOUNDATION3401 CSM DRIVE SAN MATEO,CA 94402	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	10,000
ST ANTHONY FOUNDATION150 GOLDEN GATE AVENUE SAN FRANCISCO,CA 94102	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	20,000
STANFORD ATHLETIC DEPARTMENTARRILLAGA FAMILY SPORTS CENTER STANFORD,CA 94305	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	10,000
STANFORD BOARD OF TRUSTEES450 SERRA MALL STANFORD,CA 94305	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	50,000
STANFORD UNIVERSITYPO BOX 20522 STANFORD,CA 94309	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	1,075,000
THE BRIDGE SCHOOL545 EUCALYPTUS AVE HILLSBOROUGH,CA 94010	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	10,000
Total  3a				1,472,000