



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 12-01-2012 , and ending 11-30-2013

Name of foundation BLUME FOUNDATION		A Employer identification number 94-6073163	
Number and street (or P O box number if mail is not delivered to street address) 85 EL CERRITO AVENUE		B Telephone number (see instructions) (650) 343-5585	
City or town, state, and ZIP code HILLSBOROUGH, CA 94010		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 21,669,230		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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	216,230	216,230		
	4 Dividends and interest from securities.	340,539	340,539		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,487,869			
	b Gross sales price for all assets on line 6a _____ 8,202,023				
	7 Capital gain net income (from Part IV, line 2)		1,487,869		
	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)	 11,676	11,676		
	12 Total. Add lines 1 through 11	2,056,314	2,056,314		
	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)	 5,724	5,724		0
	c Other professional fees (attach schedule)	 106,289	106,289		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 15,127	10,567		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	202,140	197,580		0
	25 Contributions, gifts, grants paid	1,475,000			1,475,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,677,140	197,580		1,475,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	379,174			
	b Net investment income (if negative, enter -0-)		1,858,734		
	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	43,166	43,179	43,179
	2	Savings and temporary cash investments	358,900	164,367	164,978
	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)	2,470,108	<input checked="" type="checkbox"/> 2,053,980	2,014,872
	b	Investments—corporate stock (attach schedule)	6,925,691	<input checked="" type="checkbox"/> 5,088,156	7,082,861
	c	Investments—corporate bonds (attach schedule).	3,839,373	<input checked="" type="checkbox"/> 5,738,363	5,740,848
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	5,303,180	<input checked="" type="checkbox"/> 6,231,547	6,622,492
	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)	18,940,418	19,319,592	21,669,230	
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	18,940,418	19,319,592	
30		Total net assets or fund balances (see page 17 of the instructions)	18,940,418	19,319,592	
31		Total liabilities and net assets/fund balances (see page 17 of the instructions)	18,940,418	19,319,592	

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	18,940,418
2	Enter amount from Part I, line 27a	2	379,174
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	19,319,592
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	19,319,592

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

(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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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	1,487,869
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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))
2011	1,463,552	20,617,736	0 070985
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

2 Total of line 1, column (d).	2	0 304669
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 060934
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	19,570,933
5 Multiply line 4 by line 3.	5	1,192,535
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	18,587
7 Add lines 5 and 6.	7	1,211,122
8 Enter qualifying distributions from Part XII, line 4. 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	8	1,475,000

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	18,587
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	18,587
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	18,587
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,137	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	33,000	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	37,137
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	72
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	18,478
11		Enter the amount of line 10 to be Credited to 2013 estimated tax 18,478	Refunded	11	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 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? 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 instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
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 ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, 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		No
See 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? <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. ▶ <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 2012?.	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.</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 2012?	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 instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
	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 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 instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BOSTON PRIVATE BANK & TRUST	CUSTODIAL SERVICES	106,289
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 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 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	19,494,013
b	Average of monthly cash balances.	1b	374,955
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	19,868,968
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	19,868,968
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	298,035
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	19,570,933
6	Minimum investment return. Enter 5% of line 5.	6	978,547

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	978,547
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	18,587
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	18,587
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	959,960
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	959,960
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	959,960

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	1,475,000
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	1,475,000
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 instructions).	5	18,587
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,456,413
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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				959,960
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	96,942			
b From 2008.	381,857			
c From 2009.	175,211			
d From 2010.	90,868			
e From 2011.	449,561			
f Total of lines 3a through e.	1,194,439			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,475,000				
a Applied to 2011, 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 2012 distributable amount.				959,960
e Remaining amount distributed out of corpus	515,040			
5 Excess distributions carryover applied to 2012 (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	1,709,479			
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	96,942			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	1,612,537			
10 Analysis of line 9				
a Excess from 2008.	381,857			
b Excess from 2009.	175,211			
c Excess from 2010.	90,868			
d Excess from 2011.	449,561			
e Excess from 2012.	515,040			

Part XIVPrivate Operating Foundations (see 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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
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 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 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	1,475,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(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	216,230	
4	Dividends and interest from securities. . . .			14	340,539	
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.			14	11,676	
8	Gain or (loss) from sales of assets other than inventory			18	1,487,869	
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		2,056,314	0
13	Total. Add line 12, columns (b), (d), and (e).			13		2,056,314

[illegible]

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

[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

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.

*****	2014-08-27	*****
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr.)? ☐ Yes ☒ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00285075
	MARK O BRITTAIN CPA	MARK O BRITTAIN CPA			
	Firm's name <input type="checkbox"/>	LINDQUIST VON HUSEN & JOYCE LLP		Firm's EIN <input type="checkbox"/> 94-1250261	
		90 NEW MONTGOMERY STREET 11TH FLOOR			
Firm's address <input type="checkbox"/>	SAN FRANCISCO, CA 94105		Phone no (415) 957-9999		

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)
AT&T INC	P	2008-01-17	2013-02-05
AT&T INC	P	2009-06-09	2013-05-02
BROADCOM CORP CL A	P	2011-05-09	2013-05-02
CHEVERONTEXACO CORP	P	2002-12-03	2013-02-05
COCA COLA CO COM	P	2009-06-09	2013-02-05
COLUMBIA DIVIDEND OPPOR - R5	P	2010-10-26	2013-05-07
DFA US SMALL CAP PORTFOLIO	P	2007-09-27	2013-02-07
WALT DISNEY COMPANY COM	P	2009-06-09	2013-02-05
DU PONT E I DE NEMOURS & CO	P	2013-10-22	2013-02-05
EXXON MOBIL CORP COM	P	2009-06-09	2013-02-05
GENERAL ELECTRIC CORP COM	P	2006-11-01	2013-02-05
GOLDMAN SACHS COMMODITY STRATEGY INT	P	2012-04-20	2013-08-29
HARBOR INTERNATIONAL FUND	P	2002-07-18	2013-08-29
HARBOR INTERNATIONAL FUND	P	2012-07-18	2013-11-22
HEINZ H J CO COM	P	2011-09-13	2013-02-05
HEINZ H J CO COM	P	2011-09-13	2013-06-07
ING GLOBAL REAL ESTATE FD-I	P	2012-04-20	2013-05-03
ING GLOBAL REAL ESTATE FD-I	P	2012-04-20	2013-11-22
IBM CORPORATION COM	P	2009-09-14	2013-02-05
ISHARES CORE S&P MID-CAP ETF	P	2009-06-09	2013-02-05
ISHARES CORE S&P MID-CAP ETF	P	2009-06-09	2013-05-02
ISHARES CORE S&P MID-CAP ETF	P	2009-06-09	2013-11-22
JP MORGAN CHASE & CO COM	P	2009-06-09	2013-02-05
JP MORGAN CHASE & CO COM 4 750%	P	2009-06-16	2013-05-01
JOHNSON & JOHNSON	P	2002-03-01	2013-02-05
KENTUCKY ASST LIAB	P	2012-02-13	2013-04-01
LOWES COS INC COM	P	2008-06-27	2013-02-05
MCDONALDS CORP COM	P	2009-09-14	2013-02-05
MCDONALDS CORP COM	P	2009-09-14	2013-08-08
MEDTRONIC INC CONV 1 625%	P	2010-10-05	2013-04-15

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)
MICROSOFT CORP COM	P	2007-12-14	2013-02-05
NIKE INC	P	2008-06-27	2013-02-05
OPPENHEIMER DEVELOPING MKT-Y	P	2012-11-02	2013-11-22
PEPSICO INC	P	2009-07-17	2013-08-26
PIMCO EMERGING LOCAL BOND INST	P	2012-07-18	2013-11-22
PRIMECAP ODYSSEY STOCK FUND	P	2010-10-26	2013-05-03
PRIMECAP ODYSSEY STOCK FUND	P	2010-10-26	2013-11-22
PROCTOR & GAMBLE COMPANY COM	P	1915-02-08	2013-02-05
PROCTOR & GAMBLE COMPANY COM	P	2005-02-08	2013-05-02
SCWAB INTL SMALL - CAP EQUITY	P	2012-11-02	2013-11-22
STARWOOD HOTELS & RESORTS	P	2011-07-11	2013-02-05
STARWOOD HOTELS & RESORTS	P	2011-07-11	2013-08-29
TEVA PHARMACEUTICAL	P	2011-07-08	2013-05-02
3M CO	P	2006-12-07	2013-02-05
UBS AG JERS MTV V-A 4 250%	P	2010-11-16	2013-04-30
UNITED PARCEL SVC INC CL B	P	2009-06-09	2013-02-05
UNITED PARCEL 4 500%	P	2009-08-26	2013-01-15
WELLS FARGO & CO NEW COM	P	2002-12-03	2013-02-05
WELLS FARGO & CO NEW COM	P	2002-12-03	2013-05-02
ANALOG DEVICES INC	P	2012-11-02	2013-08-29
CST BRANDS INC	P	2012-07-18	2013-05-03
CST BRANDS INC	P	2012-07-18	2013-05-14
EATON VANCE ATLANTA CAPITAL SMID - I	P	2013-02-07	2013-11-22
FREEMPORTMCMORAN COPPERAND GOLD INC	P	2012-11-02	2012-12-07
HARBOR INTERNATIONAL FUND	P	2002-07-18	2013-05-03
ING GLOBAL REAL ESTATE FD-I	P	2012-04-20	2013-02-07
INTEL CORP	P	2013-01-18	2013-10-07
MCKESSON HBOC INC	P	2013-11-02	2013-05-01
MERCK & CO INC	P	2013-05-02	2013-09-23
NEUBERGER BERMAN HI IN B-INS	P	2012-07-18	2013-02-07

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)
NEUBERGER BERMAN HI IN B-INS	P	2012-11-02	2013-05-03
NEUBERGER BERMAN HI IN B-INS	P	2012-11-02	2013-08-29
OPPENHEIMER DEVELOPING MKT-Y	P	2012-11-02	2013-08-29
SCHWAB INTL SMALL-CAP EQUITY	P	2012-11-02	2013-08-29
UNITED HEALTH GROUP INC COM	P	2012-08-03	2013-05-02
UNIV OF ILLINOIS	P	2012-03-07	2013-03-01
VALERO ENERGY COM	P	2013-07-18	2013-02-19
MALLINCKRODT PLC	P	2013-05-02	2013-07-22
LONG TERM CAPITAL GAIN DIVIDENDS	P	2012-12-01	2013-11-30

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)
19,309		14,155	5,154
106,231		73,240	32,991
132,060		125,349	6,711
28,934		10,262	18,672
16,434		10,922	5,512
562,875		440,623	122,252
634,777		495,844	138,933
28,857		13,632	15,225
27,596		18,770	8,826
17,024		13,718	3,306
25,458		24,281	1,177
154,127		155,507	-1,380
5,371		4,870	501
118,119		99,150	18,969
18,844		15,564	3,280
119,263		82,588	36,675
13,721		11,480	2,241
14,481		13,549	932
23,334		13,623	9,711
357,213		231,778	125,435
450,386		280,405	169,981
611,891		332,937	278,954
34,498		25,395	9,103
150,000		152,267	-2,267
22,361		18,330	4,031
34,699		36,161	-1,462
126,771		69,773	56,998
26,625		15,165	11,460
103,713		57,409	46,304
175,000		175,971	-971

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)
18,549		19,294	-745
28,630		15,991	12,639
100,016		92,676	7,340
101,732		101,305	427
17,750		19,457	-1,707
505,716		384,482	121,234
202,205		135,435	66,770
27,882		19,419	8,463
102,578		70,760	31,818
63,411		54,884	8,527
14,457		13,293	1,164
106,099		93,335	12,764
83,930		109,682	-25,752
29,910		23,401	6,509
100,000		101,386	-1,386
28,900		20,107	8,793
175,000		188,300	-13,300
20,771		15,337	5,434
107,970		74,366	33,604
98,177		85,155	13,022
5,618		3,627	1,991
25		15	10
12,405		10,394	2,011
66,973		84,506	-17,533
4,174		3,761	413
61,329		57,422	3,907
199,554		210,800	-11,246
95,011		84,890	10,121
195,124		202,070	-6,946
592,355		586,815	5,540

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)
1,046		1,002	44
406,578		409,237	-2,659
63,116		64,971	-1,855
12,834		12,121	713
104,151		90,077	14,074
200,000		207,698	-7,698
79,616		44,168	35,448
8,459		8,911	-452
			39,114

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	
			5,154
			32,991
			6,711
			18,672
			5,512
			122,252
			138,933
			15,225
			8,826
			3,306
			1,177
			-1,380
			501
			18,969
			3,280
			36,675
			2,241
			932
			9,711
			125,435
			169,981
			278,954
			9,103
			-2,267
			4,031
			-1,462
			56,998
			11,460
			46,304
			-971

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	
			-745
			12,639
			7,340
			427
			-1,707
			121,234
			66,770
			8,463
			31,818
			8,527
			1,164
			12,764
			-25,752
			6,509
			-1,386
			8,793
			-13,300
			5,434
			33,604
			13,022
			1,991
			10
			2,011
			-17,533
			413
			3,907
			-11,246
			10,121
			-6,946
			5,540


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	
			44
			-2,659
			-1,855
			713
			14,074
			-7,698
			35,448
			-452
			39,114

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 <i>Paid during the year</i>				
AMERICAN HEART ASSOCIATION 120 MONTGOMERY ST 1650 SAN FRANCISCO,CA 94104	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	10,000
AMERICAN RED CROSS 85 2ND ST SAN FRANCISCO,CA 94105	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	5,000
BOYS & GIRLS CLUB OF SOUTH SAN FRANCISCO 358 COLUMBUS AVE SAN FRANCISCO,CA 94133	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	10,000
BREATHE CALIFORNIA 2171 JUNIPERO SERRA BLVD STE 720 DALY CITY,CA 94014	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	10,000
CENTRAL COUNTY FIREFIGHTERS ASSOCIATION 1399 ROLLINS ROAD BURLINGAME,CA 94010	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	30,000
COUNCIL ON TALL BUILDINGS 3360 SOUTH STATE STREET CHICAGO,IL 60616	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	5,000
EERI 499 14TH STREET SUITE 320 OAKLAND,CA 94612	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	10,000
KGED NORTHERN CALIFORNIA PUBLIC BROADCAST 2601 MARIPOSA STREET SAN FRANCISCO,CA 94110	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	10,000
LOWELL SCHOOL ALUMNI ASSOCIATION 1101 EUCALYPTUS DR SAN FRANCISCO,CA 94132	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	20,000
MID PENINSULA BOYS & GIRLS CLUB 200 NORTH QUEBEC STREET SAN MATEO,CA 94401	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	20,000
MILLS PENINSULA HOSPITAL 1783 EL CAMINO REAL BURLINGAME,CA 94010	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	10,000
PENINSULA HUMANE SOCIETY 12 AIRPORT BLVD SAN MATEO,CA 94401	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	100,000
PENINSULA POLICE OFFICER'S WIDOWS AND ORPHANS TRUST PO BOX 780 DALY CITY,CA 94017	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	60,000
PLANNED PARENTHOOD 815 EDDY STREET SAN FRANCISCO,CA 94109	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	10,000
RILEYS PLACE 880 RUNNYMEDE ROAD WOODSIDE,CA 94062	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	75,000

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 <i>Paid during the year</i>				
SALVATION ARMY - SAN MATEO COUNTY 300 EL CAMINO REAL SAN BRUNO,CA 94403	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	10,000
SAN MATEO CNTY COM COLLEGES FOUNDATION 3401 CSM DRIVE SAN MATEO,CA 94402	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	20,000
ST ANTHONY FOUNDATION 150 GOLDEN GATE AVENUE SAN FRANCISCO,CA 94102	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	10,000
STANFORD ATHLETIC DEPARTMENT ARRILLAGA FAMILY SPORTS CENTER STANFORD,CA 94305	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	50,000
STANFORD BOARD OF TRUSTEES 450 SERRA MALL STANFORD,CA 94305	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	10,000
STANFORD UNIVERSITY PO BOX 20522 STANFORD,CA 94309	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	980,000
THE BRIDGE SCHOOL 545 EUCALYPTUS AVE HILLSBOROUGH,CA 94010	NONE	PUBLIC CHARITY	TO SUPPORT THE ORGANIZATION'S EXEMPT FUNCTION	10,000
Total  3a				1,475,000

TY 2012 Accounting Fees Schedule**Name:** BLUME FOUNDATION**EIN:** 94-6073163

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOOKKEEPING	424	424		0
ACCOUNTING FEES	5,300	5,300		0

TY 2012 Investments Corporate

Bonds Schedule

Name: BLUME FOUNDATION

EIN: 94-6073163

Name of Bond	End of Year Book Value	End of Year Fair Market Value
APPLE INC. 1.000% DUE 5/03/18	199,130	194,700
ASTRAZEBECA PLC 5.4% DUE 6/1/14	160,806	153,657
BANK NOVA SCOTIA 1.850% DUE 1/12/15	102,303	101,660
BANK OF MONTREAL STEP 2.25% DUE 03/29/18	102,127	103,738
BANK OF NY MELLO MTN .700% DUE 3/4/16	200,304	199,678
BARCLAYS BK MTN V-G 3.250% DUE 7/28/16	200,000	206,536
BERKSHIRE HATHAWAY 2.200% DUE 8/15/16	206,994	207,662
BHP FINANCE USA 3.250% 11/21/21	200,635	199,430
BLACKROCK INC 3.5% DUE 12/10/2014	205,972	206,288
BP CAPITAL PLC 3.875% DUE 3/10/2015	212,549	208,646
CISCO SYSTEMS INC 5.5% DUE 2/22/16	105,250	110,744
CNOOC FIN 2013 LTD 1.125% DUE 5/09/16	198,550	199,440
GENERAL ELEC CAP CORP 3.5% DUE 6/29/15	201,850	209,084
GOLDMAN SACHS 5.125% DUE 1/15/15	129,625	130,956
GOLDMAN SACHS MTN 2.375% DUE 1/22/18	204,180	201,948
HSBC USA INC MTN 2.150% 6/28/17	200,000	193,876
IBM CORP 1.250% DUE 2/08/18	201,380	198,084
JPM CHASE & CO. 3.450% DUE 3/01/16	213,820	210,640
KENTUCKY ASST LIAB 3.165% 4/01/18	172,269	171,022
KOREA FINANCE CO 2.250% 8/7/2017	200,000	201,850
MERCK & CO INC 1.300% 5/18/18	195,176	196,434
MICROSOFT CORP 4.2% DUE 6/1/19	173,180	194,185
NESTLE HOLDINGS MTN 2.000% DUE 11/28/16	207,260	206,480
NSTAR ELECTRIC COMP 5.63% DUE 11/15/17	134,462	143,719
PACCAR FINL CORP MTN 1.600% 3/15/17	100,890	100,906
PROCTER & GAMBLE CO 4.95% DUE 8/15/14	136,906	129,138
RABOBANK 2.1% DUE 12/15/15	200,000	199,886
TEXAS INSTRUMENT 1.650% 8/03/19	201,588	193,886
TORONTO-DOMINION BANK	101,267	104,140
UNILEVER CAPITAL 3.650% DUE 2/15/14	157,326	150,960

Name of Bond	End of Year Book Value	End of Year Fair Market Value
US BANCORP MTN 1.650% 5/15/17	205,022	203,058
WAL-MART STORES INC 2.25% DUE 07/08/15	101,302	102,907
WELLS FARGO & CO 3.75% DUE 10/1/2014	206,240	205,510

TY 2012 Investments Corporate
Stock Schedule

Name: BLUME FOUNDATION
EIN: 94-6073163

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	78,929	132,842
AGILENT TECHNOLOGIES INC	84,905	122,675
AMERIPRISE FINANCIAL INC	86,222	154,256
ANHEUSER-BUSCH INBEV SPONS	105,912	107,215
CARDINAL HEALTH INC.	102,008	146,319
CHEVRONTEXACO CORP	35,631	106,278
CISCO SYSTEMS INC	84,961	103,063
COCA COLA CO	67,163	107,508
COLUMBIA DIVIDEND OPPORTUNITY FUND	578,964	788,013
CVS CAREMARK CORP	85,450	122,403
DISNEY (WALT) COMPANY HOLDING CO	47,265	130,852
DU PONT (E I) DE NEMOURS	68,285	129,512
DUKE ENERGY CORP	84,752	90,948
EATON VANCE ATLANTA CAPITAL	956,239	1,141,277
EXXON MOBIL CORP COM	81,227	105,165
GENERAL ELEC CO	96,136	119,277
GOLDMAN SACHS COMMODITY	333,509	316,941
INTEL CORP	85,556	91,069
INTERNATIONAL BUSINESS MACHINES	58,636	88,942
ISHARES CORE S&P MID-CAP	354,943	652,150
JOHNSON & JOHNSON	82,485	127,791
JP MORGAN CHASE & CO	74,586	120,162
MICROSOFT CORP	103,759	138,412
MOTOROLA SOLUTIONS, INC.	100,622	116,278
NEXTERA ENERGY INC	100,122	104,046
NIKE INC CL B	56,420	147,992
PFIZER INC.	86,097	115,497
PNC FINANCIAL SERVICES GROUP	99,890	114,271
PRIMECAP ODYSSEY STOCK FUND	440,083	656,112
QUALCOMM INC COM	89,372	116,256

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SCHLUMBERGER LTD	79,719	88,420
STARBUCKS CORP COM	87,353	161,291
STRYKER CORP COM	100,333	113,863
UNITED PARCEL SERVICE	70,096	128,487
VALERO ENERGY CORP	40,526	77,267
WESTWIND FINANCIAL SERVICES	0	11

**TY 2012 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:**

103,160

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

1,955,105

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

1,911,712

TY 2012 Investments - Other Schedule**Name:** BLUME FOUNDATION**EIN:** 94-6073163

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
COVIDIEN PLC	AT COST	91,102	106,486
DODGE & COX INCOMD FUND	AT COST	500,000	489,809
HARBOR INTERNATIONAL FD-INS	AT COST	1,580,829	1,889,383
ING GLOBAL REAL ESTATE FD-I	AT COST	708,314	726,998
LEGG MASON BW INTL OPP BD-I	AT COST	164,647	153,484
OPPENHEIMER DEVELOPMING MKT-Y	AT COST	804,105	872,895
PIMCO EMERGING LOCAL GOND INST	AT COST	767,769	692,352
SCHWAB INTL SMALL CAP EQUITY	AT COST	663,651	771,396
VANGUARD SHORT TERM INVEST GRADE ADMIRAL	AT COST	900,000	906,830
ZOND WINDSYSTEM ENERGY ASSOC X	AT COST	47,039	6,567
EVERGREEN HI YIELD FUND	AT COST	4,091	6,292

TY 2012 Other Income Schedule

Name: BLUME FOUNDATION

EIN: 94-6073163

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INVESTMENT INCOME	11,676	11,676	11,676

TY 2012 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	106,289	106,289		0

TY 2012 Taxes Schedule**Name:** BLUME FOUNDATION**EIN:** 94-6073163

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	5,962	5,962		0
FEDERAL EXCISE TAX	4,560	0		0
FOREIGN TAX ON DIVIDENDS	4,605	4,605		0