

Form **990-PF**

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

OMB No 1545-0042

1999

Department of the Treasury
Internal Revenue Service

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

For calendar year 1999, or tax year beginning **and ending**

Use the IRS
label.
Otherwise,
please print
or type.
See Specific
Instructions.

Name of organization
JAQUELIN HUME FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
600 MONTGOMERY STREET, SUITE 2800

City or town, state, and ZIP + 4
SAN FRANCISCO, CA 94111

A Employer identification number
94-6080099

B Telephone number (see instructions)
(415) 705-5115

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. 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

G If address changed, 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) **\$ 45,566,188**

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 instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)			COLUMN C	
2 Contributions from split-interest trusts			NOT REQUIRED	
3 Interest on savings and temporary cash investments	161,084	161,084		
4 Dividends and interest from securities	440,488	440,488		
5 a Gross rents				
b (Net rental income or (loss) _____)				
6 Net gain or (loss) from sale of assets not on line 10	7,285,253			SEE STMT 1
7 Capital gain net income (from Part IV, line 2)		7,285,253		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	30,618	30,618		SEE STMT 2
12 Total. Add lines 1 through 11	7,917,443	7,917,443		
O P P R A T I N G & A D M I N I S T R A T I V E E X P E N S E S				
13 Compensation of officers, directors, trustees, etc.	159,922			159,922
14 Other employee salaries and wages	22,850	22,850		
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule) SEE STMT 3	5,800	2,900		2,900
c Other professional fees (attach schedule) SEE STMT 4	118,810	118,810		
17 Interest				
18 Taxes (attach schedule) (see instructions) SEE STMT 5	157,514	10,514		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	22,695			22,695
22 Printing and publications				
23 Other expenses (attach schedule) SEE STMT 6	15,860	15,860		
24 Total operating and administrative expenses. Add lines 13 through 23	503,451	170,934		185,517
25 Contributions, gifts, grants paid SEE STMT 7	4,603,449		SEE STMT 8	4,603,449
26 Total expenses and disbursements. Add lines 24 and 25	5,106,900	170,934		4,788,966
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	2,810,543			
b Net investment income (if negative, enter -0-)		7,746,509		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see the instructions.

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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	
A S S E T S	1	Cash-non-interest-bearing			
	2	Savings and temporary cash investments	568,515	1,423,692	1,423,692
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments-U.S. and state government obligations (attach schedule)			
	b	Investments-corporate stock (attach schedule) SEE STMT 9	13,953,751	14,599,616	35,613,714
	c	Investments-corporate bonds (attach schedule) SEE STMT 10	1,362,249	2,796,527	2,665,654
	11	Investments-land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments-mortgage loans				
13	Investments-other (attach schedule)				
14	Land, buildings, and equipment: basis 2,761	SEE STMT 11			
	Less: accumulated depreciation (attach schedule) 2,761				
15	Other assets (describe SEE STMT 12)	630,042	5,863,128	5,863,128	
16	Total assets (to be completed by all filers-see instructions. Also, see page 1, item I)	16,514,557	24,682,963	45,566,188	
L I A B I L I T I E S	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)	NONE	NONE		
O R F U N D A S S E T S	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	N/A	N/A	
	25	Temporarily restricted	N/A	N/A	
	26	Permanently restricted	N/A	N/A	
	Organizations 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	100	100	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	16,514,457	24,682,863		
30	Total net assets or fund balances (see instructions)	16,514,557	24,682,963		
31	Total liabilities and net assets/fund balances (see instructions)	16,514,557	24,682,963		

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	16,514,557
2	Enter amount from Part I, line 27a	2	2,810,543
3	Other increases not included in line 2 (itemize) SEE STMT 13	3	5,394,824
4	Add lines 1, 2, and 3	4	24,719,924
5	Decreases not included in line 2 (itemize) EXPENSE REIMBURSEMENT FOR 1999, RECEIVED IN 2000	5	36,961
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	24,682,963

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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.)
1 a SEE STMT PART IV		P	VARIOUS	VARIOUS
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 13,498,032		6,212,779	7,285,253	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) OR Losses (from col.(h))	
(i) 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			7,285,253	
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 7,285,253
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 organization liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the organization does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
1998	1,924,524	34,053,869	0.056514
1997	3,499,293	31,874,843	0.109782
1996	3,693,069	25,066,893	0.147329
1995	2,902,673	22,352,488	0.129859
1994	1,844,594	20,484,903	0.090047

2 Total of line 1, column (d)	2 0.533531
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 0.106706
4 Enter the net value of noncharitable-use assets for 1999 from Part X, line 5	4 39,809,515
5 Multiply line 4 by line 3	5 4,247,918
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 77,465
7 Add lines 5 and 6	7 4,325,383
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 4,788,966

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions).		
b	Domestic organizations 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	77,465
c	All other domestic organizations enter 2% of ln 27b. Exempt foreign organizations enter 4% of Pt I, ln 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	77,465
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	77,465
6	Credits/Payments:		
a	1999 estimated tax payments and 1998 overpayment credited to 1999	6a	147,000
b	Exempt foreign organizations-tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 2758)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	147,000
8	Enter any PENALTY for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8	
9	TAX DUE. If the total of lines 5 and 8 is more than line 7, enter AMOUNT OWED	9	NONE
10	OVERPAYMENT. If line 7 is more than the total of lines 5 and 8, enter the AMOUNT OVERPAID	10	69,535
11	Enter the amount of line 10 to be: Credited to 2000 estimated tax <input type="checkbox"/> 69,535 Refunded <input type="checkbox"/>	11	NONE

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
b		X
c		X
d		
e		
2		X
3		X
4 a		X
b		N/A
5		X
6	X	
7	X	
8 a		
b	X	
9		X
10		X
11 a		X
b		N/A
12		
13		

1 a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities.

c Did the organization file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the organization. ▶ \$ _____ (2) On organization managers. ▶ \$ _____

e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers. ▶ \$ _____

2 Has the organization engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.

3 Has the organization 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.

4 a Did the organization have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
● By language in the governing instrument; or
● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the organization have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CALIFORNIA
b If the answer is "Yes" to line 7, has the organization 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

9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 1999 or the taxable year beginning in 1999 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.

11 a Did anyone request to see either the organization's annual return or its exemption application (or both)?
b If "Yes," did the organization comply pursuant to the instructions? (See General Instruction Q)

12 The books are in care of ▶ DELIA W. RISBROUGH, C/O J. HUME FDN Telephone no ▶ (415) 705-5112
Located at ▶ 600 MONTGOMERY STREET, SUITE 2800, SAN FRANCISCO, CA ZIP + 4 ▶ 94111

13 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 ▶ 13 N/A

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

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

	Yes	No
1 Self-dealing (section 4941):		
a During the year did the organization (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 organization agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did ANY of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No N/A	1b	N/A
c Did the organization 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 1999? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 1999, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 1999? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No N/A		
If "Yes," list the years <u>N/A</u> <u>N/A</u> <u>N/A</u> <u>N/A</u>		
b Are there any years listed in 2a for which the organization 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No N/A	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to ANY of the years listed in 2a, list the years here. <u>N/A</u> <u>N/A</u> <u>N/A</u> <u>N/A</u>		
3 Taxes on excess business holdings (section 4943):		
a Did the organization 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 N/A		
b If "Yes," did it have excess business holdings in 1999 as a result of (1) any purchase by the organization or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the organization had excess business holdings in 1999.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No N/A	3b	N/A
4 Taxes on investments that jeopardize charitable purposes (section 4944):		
a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4a	X
b Did the organization 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 1999? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b	X
5 Taxes on taxable expenditures (section 4945) and political expenditures (section 4955):		
a During the year did the organization 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 5a(1)-(5), did ANY of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No N/A	5b	N/A
c If the answer is "Yes" to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No N/A		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).		

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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
SEE STMT 14		159,922	12,000	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ▶ NONE

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
MORGAN STANLEY DEAN WITTER 555 CALIFORNIA STREET, SUITE 2200, SAN FRANCISCO, CA 94104	INVESTMENT MANAGEMENT FEES	118,810

Total number of others receiving over \$50,000 for professional services ▶ NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A - THE ACTIVITIES OF THE FOUNDATION ARE LIMITED SOLELY TO GRANT MAKING.	
2	
3	
4	

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Part IX-B Summary of Program-Related Investments (see instructions)

Describe any program-related investments made by the foundation during the tax year	Amount
1 N/A	
2	
3	

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	37,733,242
b Average of monthly cash balances	1b	629,292
c Fair market value of all other assets (see instructions)	1c	2,053,217
d Total (add lines 1a, b, and c)	1d	40,415,751
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	40,415,751
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	606,236
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,809,515
6 Minimum investment return. Enter 5% of line 5	6	1,990,476

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	1,990,476
2 a Tax on investment income for 1999 from Part VI, line 5	2a	77,465
b Income tax for 1999. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	77,465
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,913,011
4 a Recoveries of amounts treated as qualifying distributions	4a	
b Income distributions from section 4947(a)(2) trusts	4b	
c Add lines 4a and 4b	4c	
5 Add lines 3 and 4c	5	1,913,011
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,913,011

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	4,788,966
b Program-related investments-total of lines 1-3 of Part IX-B	1b	
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	4,788,966
5 Organizations 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	77,465
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,711,501

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 1998	(c) 1998	(d) 1999
1 Distributable amount for 1999 from Part XI, line 7				1,913,011
2 Undistributed income, if any, as of the end of 1998:				
a Enter amount for 1998 only			0	
b Total for prior years:		0		
3 Excess distributions carryover, if any, to 1999:				
a From 1994				0
b From 1995				1,678,698
c From 1996				2,525,102
d From 1997				1,965,017
e From 1998				1,924,524
f Total of lines 3a through e		8,093,341		
4 Qualifying distributions for 1999 from Part XII, line 4: ▶ \$ 4,788,966				
a Applied to 1998, 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)	4,788,966			
d Applied to 1999 distributable amount				0
e Remaining amount distributed out of corpus	0			
f Excess distributions carryover applied to 1999 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,913,011			1,913,011
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	10,969,296			
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 1998. Subtract line 4a from line 2a. Taxable amount-see instructions			0	
f Undistributed income for 1999. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2000				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 1994 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2000. Subtract lines 7 and 8 from line 6a	10,969,296			
10 Analysis of line 9:				
a Excess from 1995				0
b Excess from 1996				2,290,789
c Excess from 1997				1,965,017
d Excess from 1998				1,924,524
e Excess from 1999				4,788,966

JAQUELIN HUME FOUNDATION

94-6080099

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

<p>1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 1999, enter the date of the ruling</p>					<p>THIS PART IS NOT APPLICABLE</p>
<p>b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)</p>					
<p>2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed</p>	<p>Tax year</p>	<p>Prior 3 years</p>			<p>(e) Total</p>
	<p>(a) 1999</p>	<p>(b) 1998</p>	<p>(c) 1997</p>	<p>(d) 1996</p>	
<p>b 85% of line 2a</p>					
<p>c Qualifying distributions from Part XII, line 4 for each year listed</p>					
<p>d Amounts included in line 2c not used directly for active conduct of exempt activities</p>					
<p>e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c</p>					
<p>3 Complete 3a, b, or c for the alternative test relied upon:</p>					
<p>a "Assets" alternative test-enter:</p>					
<p>(1) Value of all assets</p>					
<p>(2) Value of assets qualifying under section 4942(j)(3)(B)(i)</p>					
<p>b "Endowment" alternative test-Enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed</p>					
<p>c "Support" alternative test-enter:</p>					
<p>(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)</p>					
<p>(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)</p>					
<p>(3) Largest amount of support from an exempt organization</p>					
<p>(4) Gross investment income</p>					

Part XV Supplementary 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).)

CAROLINE H. HUME

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

NONE

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

Check here if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization 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:

GISELE HUFF, JAQUELIN HUME FOUNDATION
600 MONTGOMERY STREET, SUITE 2800, SAN FRANCISCO, CA 94111 (415)705-5112

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

SEE STMT XV

c Any submission deadlines:

NONE

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

NONE

JAQUELIN HUME FOUND. .ON

Form 990-PF (1999)

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STMT PART XV				4,603,449
Total				4,603,449
b Approved for future payment NONE				
Total				3b

JAQUELIN HUME FOUNDATION

94-6080099

Form 990-PF (1999)

Page 12

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... 1a(1) Cash X 1a(2) Other assets X 1b(1) Sales of assets to a noncharitable exempt organization X 1b(2) Purchases of assets from a noncharitable exempt organization X 1b(3) Rental of facilities, equipment, or other assets X 1b(4) Reimbursement arrangements X 1b(5) Loans or loan guarantees X 1b(6) Performance of services or membership or fundraising solicitations X 1c Sharing of facilities, equipment, mailing lists, other assets, or paid employees X

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content: NOT APPLICABLE

2 a Is the organization 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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

Part XVIII Public Inspection (see instructions and General Instruction Q)

- 1 Enter the date the notice of availability of the annual return appeared in a newspaper
2 Enter the name of the newspaper
3 Check here [] to indicate that you have attached a copy of the newspaper notice required by the instructions. (If the notice is not attached, the return will be considered incomplete.)

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: PARKER B. PHILLIPS, Date: 8-31-00, Title: Preparer's signature: PARKER B. PHILLIPS, Date: 8-31-00, Check if self-employed: [], Preparer's SSN or PTIN: FIRM'S NAME: ARTHUR ANDERSEN LLP, ADDRESS: 101 SECOND STREET, SUITE 1100, SAN FRANCISCO, CA, EIN: 36-0732690, ZIP: 94105-3601

Form **2220**
 990-PF
 Department of the Treasury
 Internal Revenue Service

Underpayment of Estimated Tax by Corporations

OMB No. 1545-0142

1999

▶ Instructions are separate. See instructions for Paperwork Reduction Act Notice.
 ▶ Attach to the corporation's tax return.

Name **JAQUELIN HUME FOUNDATION** Employer identification number **94-6080099**

Note: In most cases, the corporation does not need to file Form 2220. (See Part I below for exceptions.) The IRS will figure any penalty owed and bill the corporation. If the corporation does not need to file Form 2220, it may still use it to figure the penalty. Enter the amount from line 34 on the estimated tax penalty line of the corporation's income tax return, but do not attach Form 2220.

Part I Reasons for Filing - Check the boxes below that apply to the corporation. If any box or the note below applies, the corporation must file Form 2220, even if it does not owe the penalty. If the box on line 1 or line 2 or the waiver applies, the corporation may be able to lower or eliminate the penalty. See the instructions.

- 1 The corporation is using the annualized income installment method.
- 2 The corporation is using the adjusted seasonal installment method.
- 3 The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.
 Note: The corporation must also file Form 2220 if it is claiming a waiver of the penalty. See Waiver of penalty for corporations claiming the research credit in the instructions.

Part II Figuring the Underpayment

4	Total tax (see instructions)					4	77,465
5a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 4	5a	N/A				
5b	Interest due under the look-back method of section 460(b)(2) for completed long-term contracts included on line 4	5b					
5c	Credit for Federal tax paid on fuels (see instructions)	5c					
5d	Total. Add lines 5a through 5c	5d					
6	Subtract line 5d from line 4. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty	6				77,465	
7	Enter the tax shown on the corporation's 1998 income tax return. (CAUTION: See the instructions before completing this line.)	7				64,815	
8	Enter the smaller of line 6 or line 7. If the corporation must skip line 7, enter the amount from line 6 on line 8	8				64,815	
9	Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Enter 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	(a)	(b)	(c)	(d)	
			05/17/1999	06/15/1999	09/15/1999	12/15/1999	
10	Required installments. If the box on line 1 and/or line 2 above is checked, enter the amounts from Schedule A, line 41. If the box on line 3 (but not 1 or 2) is checked, see the instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 8 above in each column	10	16,204	22,529	19,366	19,366	
11	Estimated tax paid or credited for each period (see the instructions). For column (a) only, enter the amount from line 11 on line 15	11	17,000	130,000			
12	Enter amount, if any, from line 18 of the preceding column	12		796	108,267	88,901	
13	Add lines 11 and 12	13		130,796	108,267	88,901	
14	Add amounts on lines 16 and 17 of the preceding column	14					
15	Subtract line 14 from line 13. If zero or less, enter -0-	15	17,000	130,796	108,267	88,901	
16	If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16					
17	Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17					
18	Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18	796	108,267	88,901	69,535	

Complete Part III on page 2 to figure the penalty. If there are no entries on line 17, no penalty is owed.

Form **2758**
(Rev. June 1998)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File Certain Excise, Income, Information, and Other Returns

OMB No 1545-0148

▶ File a separate application for each return.

Please type or print. File the original and one copy by the due date for filing your return. See instructions.

Name JAQUELIN HUME FOUNDATION	Employer identification number 94-6080099
Number, street, and room or suite no. (or P.O. box no. if mail is not delivered to street address) 600 MONTGOMERY STREET, SUITE 2800	
City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94111	

Note: Corporate income tax return filers must use Form 7004 to request an extension of time to file. Partnerships, REMICs, and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

1 I request an extension of time until October 15, 2000 to file (check only one):

<input type="checkbox"/> Form 706-GS(D)	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 1120-ND (sec. 4951 taxes)	<input type="checkbox"/> Form 8612
<input type="checkbox"/> Form 706-GS(T)	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 3520-A	<input type="checkbox"/> Form 8613
<input type="checkbox"/> Form 990 or 990-EZ	<input type="checkbox"/> Form 1041 (estate) (see instructions)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8725
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 5227	<input type="checkbox"/> Form 8804
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1042	<input type="checkbox"/> Form 6069	<input type="checkbox"/> Form 8831

If the organization does not have an office or place of business in the United States, check this box

2a For calendar year 1999, or other tax year beginning _____ and ending _____

b If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3 Has an extension of time to file been previously granted for this tax year? Yes No

4 State in detail why you need the extension. TAXPAYER REQUIRES ADDITIONAL TIME TO GATHER THE INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE TAX RETURN.

5a If this form is for Form 706-GS(D), 706-GS(T), 990-BL, 990-PF, 990-T, 1041 (estate), 1042, 1120-ND, 4720, 6069, 8612, 8613, 8725, 8804, or 8831, enter the tentative tax, less any nonrefundable credits. See instructions. \$ 77,800

b If this form is for Form 990-PF, 990-T, 1041 (estate), 1042, or 8804, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. \$ 147,000

c Balance due. Subtract line 5b from line 5a. Include your payment with this form, or deposit with FTD coupon if required. See instructions. \$ NONE

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

**ARTHUR ANDERSEN LLP, 101 SECOND ST, STE 1100
SAN FRANCISCO, CA 94105**

Signature ▶ *Parker B. Phillips* Title ▶ CPA Date ▶ 8-15-00

FILE ORIGINAL AND ONE COPY. The IRS will show below whether or not your application is approved and will return the copy.

Notice to Applicant - To Be Completed by the IRS

- We HAVE approved your application. Please attach this form to your return.
- We HAVE NOT approved your application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of your return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to your return.
- We HAVE NOT approved your application. After considering the reasons stated in item 4, we cannot grant your request for an extension of time to file. We are not granting the 10-day grace period.
- We cannot consider your application because it was filed after the due date of the return for which an extension was requested.
- Other: _____

Director _____ By _____ Date _____

If you want a copy of this form to be returned to an address other than that shown above, please enter the address to which the copy should be sent.

Please Type or Print	Name PARKER B. PHILLIPS, ARTHUR ANDERSEN LLP
	Number, street, and room or suite no. (or P.O. box no. if mail is not delivered to street address) 101 SECOND STREET, SUITE 1100
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94105

For Paperwork Reduction Act Notice, see instructions.

Form **2758** (Rev. 6-98)

Form **2758**
(Rev. June 1998)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File Certain Excise, Income, Information, and Other Returns

OMB No. 1545-0148

▶ File a separate application for each return.

Please type or
print. File the
original and one
copy by the due
date for filing
your return. See
instructions.

Name JAQUELIN HUME FOUNDATION	Employer identification number 94-6080099
Number, street, and room or suite no. (or P.O. box no. if mail is not delivered to street address) 600 MONTGOMERY STREET, SUITE 2800	
City, town or post office, state, and ZIP code. For a foreign address, see instructions SAN FRANCISCO, CA 94111	

Note: Corporate income tax return filers must use Form 7004 to request an extension of time to file. Partnerships, REMICs, and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

1 I request an extension of time until AUGUST 15, 2000 to file (check only one):

<input type="checkbox"/> Form 706-GS(D)	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 1120-ND (sec. 4951 taxes)	<input type="checkbox"/> Form 8612
<input type="checkbox"/> Form 706-GS(T)	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 3520-A	<input type="checkbox"/> Form 8613
<input type="checkbox"/> Form 990 or 990-EZ	<input type="checkbox"/> Form 1041 (estate) (see instructions)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8725
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 5227	<input type="checkbox"/> Form 8804
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1042	<input type="checkbox"/> Form 6069	<input type="checkbox"/> Form 8831

If the organization does not have an office or place of business in the United States, check this box

2a For calendar year 1999, or other tax year beginning _____ and ending _____

b If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3 Has an extension of time to file been previously granted for this tax year? Yes No

4 State in detail why you need the extension. TAXPAYER REQUIRES ADDITIONAL TIME TO GATHER THE INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE TAX RETURN

5a If this form is for Form 706-GS(D), 706-GS(T), 990-BL, 990-PF, 990-T, 1041 (estate), 1042, 1120-ND, 4720, 6069, 8612, 8613, 8725, 8804, or 8831, enter the tentative tax, less any nonrefundable credits. See instructions. \$ 77,800

b If this form is for Form 990-PF, 990-T, 1041 (estate), 1042, or 8804, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. \$ 147,000

c Balance due. Subtract line b from line 5a. Include your payment with this form, or deposit with FTD coupon if required. See instructions. \$ NONE

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

**ARTHUR ANDERSEN LLP, 101 SECOND ST, STE 1100
SAN FRANCISCO, CA 94105**

Signature *P. Phillips* **PARKER B. PHILLIPS** Title ▶ CPA Date ▶ 5-11-00

FILE ORIGINAL AND ONE COPY. The IRS will show below whether or not your application is approved and will return the copy.

Notice to Applicant - To Be Completed by the IRS

- We HAVE approved your application. Please attach this form to your return.
- We HAVE NOT approved your application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of your return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to your return.
- We HAVE NOT approved your application. After considering the reasons stated in item 4, we cannot grant your request for an extension of time to file. We are not granting the 10-day grace period.
- We cannot consider your application because it was filed after the due date of the return for which an extension was requested.
- Other: _____

**EXTENSION APPROVED
JUN 22 2000**

By _____ Director Date _____

If you want a copy of this form to be returned to an address other than that shown above, please enter the address to which the copy should be sent.

Please Type or Print	Name PARKER B. PHILLIPS, ARTHUR ANDERSEN LLP
	Number, street, and room or suite no. (or P.O. box no. if mail is not delivered to street address) 101 SECOND STREET, SUITE 1100
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SAN FRANCISCO, CA 94105

For Paperwork Reduction Act Notice, see instructions.

Supplementary Statements
For Year Ended 12/31/1999

94-6080099

JACQUELIN HOME FOUNDATION

Statement 1
Part I & XVI-A -Gain or Loss from Sale of Assets

Business Code	Exclusion Code	Type of Income	Date Acquired	Manner of Acquisition	Gross Sales Price	Expense of Sale	Cost	Accumulated Depreciation	Gain (Loss)
18		EXCLUDED			13,498,032		6,212,779		7,285,253
Total					13,498,032		6,212,779		7,285,253

Supplementary Statements
For Year Ended 12/31/1999

JAQUELIN HUME FOUNDATION

Statement 2
Form 990-PF, Part I - Other Income

Description	Total Other Income per Books	Net Investment Income	Adjusted Net Income
1997 IRS REFUND	30,618	30,618	
Total	30,618	30,618	

Statement 3
Form 990-PF, Part I - Accounting Fees

Name of Provider	Amount Paid	Net Investment Income	Adjusted Net Income	Disbursements for Charitable
ARTHUR ANDERSEN LLP ACCOUNTING FEES	5,800	2,900		2,900
Total	5,800	2,900		2,900

Statement 4
Form 990-PF, Part I - Other Professional Fees

Name of Provider	Amount Paid	Net Investment Income	Adjusted Net Income	Disbursements for Charitable
MORGAN STANLEY	118,810	118,810		
Total	118,810	118,810		

Supplementary Statements
For Year Ended 12/31/1999

JACQUELIN HUME FOUNDATION

94-6080099

Statement 5
Form 990-PF, Part I - Tax Expense

Type of Tax	Amount Paid	Net Investment Income	Adjusted Net Income	Disbursement for Charitable Purposes
INTERNAL REVENUE SERVICE	147,000			
MISF-INT'L EQUITY-FOREIGN TAX W/H	10,514	10,514		
Total	157,514	10,514		

Statement 6
Form 990-PF, Part I - Other Expenses

Type of Expense	Amount Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT EXPENSE-FLOW THROUGH PARTNERSHIPS	15,860	15,860		
Total	15,860	15,860		

Supplementary Statements
For Year Ended 12/31/1999

JAQUELIN HUME FOUNDATION

94-6080099

Statement 9
Form 990-PF, Part II Investments- Corporate Stock

Valuation Method used for Book Value	Description of Investment	Beginning Book Balance	Ending Book Balance	FMV at Year-End
COST	SEE STMT PART II	13,953,751	14,599,616	35,613,714
Total		13,953,751	14,599,616	35,613,714

Statement 10
Form 990-PF, Part II Investments - Corporate Bonds

Valuation Method used for Book Value	Description of Investment	Beginning Book Balance	Ending Book Balance	FMV at Year-End
COST	SEE STMT PART II	1,362,249	2,796,527	2,665,654
Total		1,362,249	2,796,527	2,665,654

Statement 11
Form 990-PF, Part II -Land, Buildings & Equipment

Property Description	Change in Assets	Cost or Other Basis	Accumulated Depreciation	Ending Book Balance	FMV at Year-End
MACINTOSH (1/2 SHARE)		2,761	2,761		
Total		2,761	2,761		

JAQUELIN HUME FOUNDATION--94-6080099

For Tax Year Ending 12/31/99

	BEGINNING OF YEAR		END OF YEAR		
	No. of Shares or Par Value	Cost or Other Basis	No. of Shares or Par Value	Cost or Other Basis	FMV
SCHEDULE OF SAVINGS					
Bank of America--Business checking		56,270		168,806	168,806
Dreyfus Worldwide Dollar MMF		42,712		44,675	44,675
Franklin IFT #1		38,142		1,168,859	1,168,859
Franklin IFT #2		400,193		6,042	6,042
Morgan Stanley #1		198		200	200
Morgan Stanley #2		0		280	280
Wells Fargo--Interest checking		31,124		34,831	34,831
		<u>568,639</u>		<u>1,423,692</u>	<u>1,423,692</u>

SCHEDULE OF SECURITIES:

CORPORATE BONDS:

Burlington Resources (8/1/99)	100,000	97,938	0	0	0
Campbell Soup Note 4.75% 10/1/2003			250,000	248,173	232,500
Disney Walt Bond 5.125% 12/15/2003			250,000	250,263	233,900
Exxon 6.65% Note (8/15/2002)	500,000	518,625	500,000	518,625	497,969
GE Note 5.18% 2/1/2002			250,000	251,593	242,268
FHLB Disc Note (3/17/99)	500,000	493,931	0	0	0
GMAC 5.5% 1/14/2002			250,000	252,185	242,983
Merrill Lynch Note 6.55% 8/1/2004			250,000	262,835	242,665
Nationsbank Note 5.75% 3/15/2001			500,000	507,720	493,095
P & G Note 5.25% 9/15/2003			250,000	253,378	237,305
Wamer Lambert 5.75% (1/15/2003)	250,000	251,755	250,000	251,755	242,969

1,362,249

2,796,527

2,665,654

STOCKS

Aluminum Co of America	2,000	82,486	0	0	0
American Home Products	10,000	279,146	0	0	0
A T & T Corp	9,500	583,314	14,250	583,314	724,078
A T & T Corp			500	28,470	25,406
Amer Intl Group			6,250	625,381	675,781
AOL			400	29,563	30,350
Bank of New York	20,200	348,599	20,200	348,599	808,000
BankAmerica	13,579	583,699	10,000	415,684	501,875
BankAmerica			500	37,703	25,094
Barnes & Noble	5,000	155,784	0	0	0
Catellus Development Corp	15,992	152,999	0	0	0
Chase Manhattan Bank	20,800	363,182	10,000	174,607	776,875
Cisco systems	22,500	177,438	20,000	71,111	2,142,500
Citigroup	12,500	323,484	18,750	323,484	1,044,141
Coca Cola Enterprises	500	5,906	0	0	0
Conoco	5,000	115,000	0	0	0
Conoco class a			5,000	115,000	123,750
Conoco class b			6,141	148,155	152,757
Du Pont E I De Nemour	5,000	337,461	0	0	0
E M C Corp	5,000	228,023	10,000	228,023	1,092,500
E M C Corp			600	33,518	65,550
Emerson Elec	4,200	237,956	0	0	0
FDX Holding	15,000	990,643	10,000	329,141	409,375
GAP			1,350	62,956	62,100
GAP	6,000	259,012	9,000	259,012	414,000
General Electric	20,100	489,696	20,100	489,696	3,110,475
Gillette	10,000	240,308	0	0	0
Hewlett Packard	15,000	316,270	0	0	0

JAQUELIN HUME FOUNDATION--94-6080099

For Tax Year Ending 12/31/99

	BEGINNING OF YEAR		END OF YEAR		
	No. of Shares or Par Value	Cost or Other Basis	No. of Shares or Par Value	Cost or Other Basis	FMV
Intel Corp	10,000	63,750	20,000	63,750	1,646,250
Intel Corp			500	31,896	41,156
Intl Business Machines	100,100	293,448	20,200	293,448	2,179,075
Johnson & Johnson	10,000	221,406	10,000	221,406	932,500
Lilly Eli & Co	2,000	127,609	0	0	0
Lucent Technologies	30,600	529,676	61,200	529,676	4,590,000
MCI Worldcom	300	18,501	900	44,594	47,756
MCI Worldcom			15,000	884,576	795,938
McKesson	10,000	337,845	0	0	0
Medtronic			6,000	207,967	218,625
Microsoft Corp	20,000	176,583	0	0	0
Monsanto	5,000	212,913	0	0	0
MSIF--Intl Equity Fund	215,002	2,614,663	233,810	2,975,882	4,589,681
Nestle	100	4,063	0	0	0
Nike			5,000	325,544	247,813
Nokia			100	14,756	19,106
Pfizer Inc	8,200	126,888	12,000	61,880	389,250
Phillips Electronics	9,000	480,559	4,600	320,525	621,000
Proctor & Gamble	10,100	502,671	10,000	498,378	1,096,625
Quintiles Transnational	5,000	204,438	0	0	0
Safeway	20,500	303,717	0	0	0
Schlumberger			10,000	635,918	627,500
Sony			100	18,540	28,375
Sun Microsystems			1,000	28,439	77,438
Texaco Inc	3,000	94,969	0	0	0
Texas Instruments	200	15,825	400	15,825	38,650
Time Warner	2,400	107,053	5,000	298,979	361,563
Time Warner			500	37,986	36,156
Tyco Intl			800	31,241	31,200
United Parcel			300	20,849	20,700
United Parcel			10,000	681,243	690,000
United Technologies	5,000	351,359	20,000	1,083,227	1,300,000
Walmart			5,000	233,003	345,625
Warner Lambert	30,000	736,671	30,000	736,671	2,458,125
Xerox	2,000	158,738	0	0	0
		<u>13,953,751</u>		<u>14,599,616</u>	<u>35,613,714</u>
OTHER INVESTMENTS					
Morgan St Venture Cap II	700,000	319,676	700,000	564,365	564,365
Morgan St Venture Cap II Annex	300,660	310,366	311,044	5,320,627	5,320,627
		<u>830,042</u>		<u>5,884,992</u>	<u>5,884,992</u>
ALL SAVINGS AND SECURITIES					
		<u>16,514,681</u>		<u>24,704,827</u>	<u>45,588,052</u>

Supplementary Statements
For Year Ended 12/31/1999

JAEQUELIN HUME FOUNDATION

94-6080099

Statement 12
Form 990-PF, Part II - Other Assets

Description and Valuation Method	Beginning Book Balance	Ending Book Balance	FMV at Year-End
SEE STMT PART II AT COST	630,042	5,884,992	5,884,992
PURCHASED INTEREST AT COST		-21,864	-21,864
Total	630,042	5,863,128	5,863,128

Statement 13
Form 990-PF, Part III-Other Increases

Description	Amount
MORGAN STANLEY VC ANNEX UNREALIZED APPRECIATION	5,066,752
EXPENSE REIMBURSEMENT FOR 1998, RECEIVED IN 1999	19,149
GENETIC SYSTEMS - RETURN OF CAPITAL	8,802
MORGAIN STANLEY VC ANNEX BOOK/TAX DIFFERENCE	2,392
MORGAN STANLEY VC UNREALIZED APPRECIATION	297,729
Total	5,394,824

JAQUELIN HUME FOUNDATION--94-6080099

For the year ending 12/31/1999

	Shares/ Amount	Date Acquired	Date Sold	Sale Proceeds	Cost Basis	Short-term Gain/(Loss)	Long-term Gain/(Loss)
Morgan Stanley & Co--#14-49753							
Burlington Resources (8/1/99)	100,000	2/23/95	4/16/99	100,306	97,938		2,368
FHLB Disc Note (3/17/99)	500,000	12/18/88	2/2/99	497,019	493,931		3,088
Conoco (cash in lieu)	0.90	11/25/97	8/13/99	25	22		2
				<u>597,350</u>	<u>591,891</u>	<u>0</u>	<u>5,458</u>
Catellus	15,992	1/10/97	1/27/99	244,748	152,999		91,749
Emerson Electric	2,000	10/14/97	1/27/99	111,067	113,901		(2,835)
Emerson Electric	2,000	11/25/97	1/27/99	111,067	112,588		(1,521)
Hewlett Packard	5,000	5/26/93	1/27/99	354,993	105,727		249,265
Hewlett Packard	10,000	1/28/94	1/27/99	709,985	210,543		499,442
Phillips Petroleum	4,000	11/27/96	1/27/99	298,355	160,035		138,320
Microsoft	3,000	4/8/92	1/27/99	512,775	30,125		482,650
Texaco	3,000	6/22/91	1/27/99	138,556	94,969		43,587
FDX Corp	10,000	1/20/98	2/8/99	829,294	661,502		167,793
Barnes & Noble	5,000	1/20/98	2/25/99	141,142	155,784		(14,642)
Alcoa	2,000	2/22/95	3/1/99	81,451	41,212		40,239
Alcoa	2,000	2/22/95	3/1/99	81,451	41,274		40,176
Monsanto	2,000	1/20/98	4/1/99	90,817	85,165		5,652
Cisco Systems	9,000	3/10/94	4/28/99	1,016,206	81,438		934,768
Cisco Systems	3,500	4/28/94	4/28/99	395,191	24,889		370,302
Microsoft	10,000	4/8/92	4/28/99	850,725	50,208		800,517
Microsoft	24,000	6/22/92	4/28/99	2,041,740	96,250		1,945,490
Lilli Eli & Co	2,000	11/25/97	5/6/99	150,971	127,609		23,362
Gillette	8,000	1/12/95	6/29/99	324,750	148,110		176,640
Gillette	2,000	11/25/97	6/29/99	81,187	92,198		(11,010)
McKesson HBOC	10,000	4/8/97	6/29/99	312,994	337,845		(24,851)
Monsanto	3,000	1/20/98	6/29/99	114,851	127,748		(12,897)
Quintiles Transational	5,000	1/20/98	7/15/99	200,187	204,438		(4,251)
Walt Disney	4,000	2/25/99	7/15/99	110,887	138,625	(27,738)	
Safeway	5000	2/5/96	12/8/99	147,248	63,438		83,811
Safeway	5000	2/6/96	12/8/99	147,248	64,014		83,234
Safeway	10000	5/1/96	12/8/99	294,497	169,847		124,650
American Home Products	10000	7/30/96	12/20/99	422,603	279,146		143,458
American Home Products	10000	5/3/99	12/20/99	422,603	621,679	(199,075)	
Ballard power	5000	5/3/99	12/20/99	134,920	195,649	(60,729)	
BankAmerica	3579	4/8/97	12/20/99	173,793	168,015		7,778
Chase Manhattan Bank	10800	1/28/94	12/20/99	789,329	188,576		600,754
Du Pont El De Nemour	2000	11/25/97	12/20/99	135,905	123,946		11,959
Du Pont El De Nemour	918	7/9/98	12/20/99	62,380	65,335		(2,955)
Pfizer	12000	9/5/93	12/20/99	392,329	61,880		330,449
Xerox	2000	7/24/97	12/20/99	42,129	79,912		(37,783)
Xerox	2000	7/29/97	12/20/99	42,129	78,826		(36,697)
				<u>12,514,502</u>	<u>5,555,443</u>	<u>(287,542)</u>	<u>7,246,601</u>
				<u>13,111,852</u>	<u>6,147,335</u>	<u>(287,542)</u>	<u>7,252,060</u>
Morgan Stanley & Co--#14-78028				233,770			233,770
CAP GAIN DISTRIBUTION				40,740			40,740
K-1'S SHORT TERM LOSS				(29)		(29)	
K-1'S LONG TERM GAIN							
Coca Cola Enterprises	500	7/30/96	7/15/99	14,819	5,906		8,914
Emerson Electnc	200	10/14/97	7/15/99	12,462	11,467		995
Pfizer	600	10/29/93	7/15/99	22,404	3,128		19,276
Nestle SA	100	10/29/93	7/16/99	8,900	4,063		4,837
Nike	500	4/16/99	11/26/99	23,092	30,169	(7,077)	
Proctor & Gamble	100	5/1/96	11/26/99	11,150	4,293		6,857
Safeway	500	2/6/96	11/26/99	18,871	6,419		12,453
				<u>111,698</u>	<u>65,444</u>	<u>(7,077)</u>	<u>53,331</u>
TOTAL CAPITAL GAINS				<u>13,498,032</u>	<u>6,212,779</u>	<u>(294,648)</u>	<u>7,579,901</u>
NET CAPITAL GAINS						<u>7,185,253</u>	

Supplementary Statements
For Year Ended 12/31/1999

JAEQUELIN HUME FOUNDATION

94-6080099

Statement 14
Form 990-PF, Pt VIII-List of Officers & Directors

Name	Average Hours Per Week			
Address	Title	Compensation	Employee Benefits	Expense Account
CAROLINE H. HUME 600 MONTGOMERY ST, STE 2800, SF, CA 94111	PRESIDENT	0		NONE
GEORGE H. HUME 600 MONTGOMERY ST, STE 2800, SF, CA 94111	FIRST VP AND SECTY	0		NONE
WILLIAM J. HUME 600 MONTGOMERY ST, STE 2800, SF, CA 94111	SECOND VP AND TREAS	0		NONE
EDWARD A. LANDRY, C/O MUSICK, PEELER & GARRET ONE WILSHIRE BLVD, LOS ANGELES, CA 90017	AST SECTY/AST TREAS	0		NONE
CAROLINE H. HUME (ADDRESS ABOVE)	TRUSTEE	0		NONE
GEORGE H. HUME (ADDRESS ABOVE)	TRUSTEE	0		NONE
WILLIAM J. HUME (ADDRESS ABOVE)	TRUSTEE	0		NONE
EDWARD A. LANDRY (ADDRESS ABOVE)	TRUSTEE	0		NONE
GISELE HUFF 600 MONTGOMERY ST, STE 2800, SF, CA 94111	40 HOURS/WEEK EXECUTIVE DIRECTOR	159,922	12,000	NONE
GISELE HUFF (ADDRESS ABOVE)	AST SECTY/AST TREAS	0		NONE
Total		159,922	12,000	NONE

**JAQUELIN HUME FOUNDATION
EIN: 94-6080099
CALIFORNIA CORPORATION NO: D-0437257
STATE CHARITY NO. CT 04325**

STATEMENT ATTACHED TO AND MADE PART OF FORM 990PF RETURN OF PRIVATE FOUNDATION, O
THE JAQUELIN HUME FOUNDATION FUND FOR THE YEAR ENDED DECEMBER 31, 1999.

ELECTIONS

PURSUANT TO INCOME TAX REGULATION SECTION 53.4942(a)-3(d)(2), THE FOUNDATION
ELECTS TO TREAT QUALIFYING DISTRIBUTIONS FOR 1999 AS DISTRIBUTIONS OUT OF
CORPUS.

SIGNATURE OF FOUNDATION MANAGER

DATE

JAQUELIN HUME FOUNDATION
EIN: 94-6080099
GRANTS 1999

Alumnae Resources	\$	20,000
American Academy for Liberal Education		100,000
American Enterprise Institute		100,000
Association for Direct Instruction		50,000
Thomas Aquinas College		50,000
Buckeye Institute		25,000
California Academy of Sciences		10,000
Capital Research Center		95,000
Cascade Policy Institute		25,000
CATO		100,000
Center for Education Reform		250,000
Center for Equal Opportunity		200,000
Center for Immigration Studies		20,000
Center for Individual Rights		200,000
Center for the Study of Popular Culture		100,000
Center of the American Experiment		25,000
Claremont Institute		100,000
Citizens for a Sound Economy		50,000
Civil Society Project		100,000
City of Vacaville		13,000
Coalition on Urban Renewal & Education		15,000
Competitive Enterprise Institute		50,000
Corp. for Educational Radio & TV		10,000
Empire Foundation		50,000
Evergreen Foundation		23,995
Federalist Society for Law and Public Policy Studies		125,000
Fellowship Academy		100,000
The Foundation Center		10,000
Foundation for Teaching Economics		429,519
Friends of SF Public Library		25,000
Goldwater Institute		35,000
Heartland Institute		16,000
Hudson Institute (TROUBLE IN CLASS Project)		5,000
Independent Women's Forum		75,000
Institute for American Values		50,000
Institute for Humane Studies		110,000
Institute for Justice		25,000

JAQUELIN HUME FOUNDATION
EIN: 94-6080099
GRANTS 1999

Institute for Policy Innovation	63,000
Institute for the Transformation of Learning	25,000
Intercollegiate Studies Institute	105,000
Josephson Institute of Ethics	85,000
KQED	15,000
Lexington Institute	50,000
John Locke Foundation	25,000
Clare Boothe Luce Policy Institute	10,000
Mackinac Center for Public Policy	50,000
James Madison Institute	50,000
The Manhattan Institute	100,000
National Association of Scholars	100,000
National Center for Policy Analysis	50,000
National Fatherhood Initiative	100,000
National Foundation for Teaching Entrepreneurship	40,000
National Right to Work Legal Defense Foundation, Inc.	35,000
National Tax Limitation Foundation	10,000
One Nation/One California Res. & Ed. Fund	95,000
Pacific Research Institute	100,000
Pacific Legal Foundation	35,000
Pioneer Inst. For Public Policy	50,000
Political Economy Research Center	100,000
Public Agenda	150,000
Reason Foundation	10,000
San Francisco Opera	100,000
San Francisco Zoological Society	10,000
South Carolina Policy Council	26,000
The Sutherland Institute	15,000
Third Millennium	10,000
The Textbook League	8,460
Alexis de Tocqueville Institution	35,000
UCSF	25,000
UCSF Diabetes Foundation	80,000
United Way	4,000
Wisconsin Policy Research Inst.	49,475
Total	4,603,449

JAQUELIN HUME FOUNDATION
600 Montgomery Street, Suite 2800
San Francisco, CA 94111
(415) 705-5112

PROGRAM GUIDELINES

GENERAL AREAS OF INTEREST

The Jaquelin Hume Foundation was established in San Francisco in 1962 by Mr. and Mrs. Jaquelin H. Hume.

A major portion of the funds at the disposal of the Jaquelin Hume Foundation is used to support activities or organizations having a national impact. These funds are disbursed in major grants which are closely monitored to compare the results with the purpose of the grant. Generally, grants will be made for operations, not equipment or buildings.

The major grants of the Jaquelin Hume Foundation will fall into two primary areas:

1. Education of young people to be better citizens, to have sound values, and to appreciate the value of our free enterprise, incentive-based economy. Grants are aimed at the junior high and high school levels.
2. Improvement of the structure and function of government and the reduction of the influence of the Federal government in our lives.

The balance of the funds of the Jaquelin Hume Foundation will be used to support organizations at the sole discretion of Mrs. Jaquelin H. Hume, the Foundation's president.

APPLICATION GUIDELINES

In keeping with Jaquelin Hume's philosophy of giving and to be as effective as possible in making grant determinations, the following general guidelines apply:

- o Organizations must be classified as 501(c)(3) by the Internal Revenue Service.
- o Organizations must operate within the continental United States.
- o Special Projects are generally preferred.
- o The Foundation generally will not consider institutions or organizations primarily supported by tax-derived funding, including those organizations which may have lost significant government funding.
- o The Foundation will not consider grants to institutions which, in policy or practice, unfairly discriminate on the basis of race, creed, or sex.
- o The Foundation will consider only one request from an organization during any twelve-month period.

Grantees must be able to demonstrate competent administrative capabilities and provide the Foundation with periodic progress reports on programs which the Foundation has funded. Institutions which receive support are responsible to account for how grants from the Foundation have been utilized.

The Jaquelin Hume Foundation has a policy of assessing the results of the grants it awards. It recommends, therefore, that evaluation and follow-up procedures be incorporated into grant requests. Such procedures help to assure the Foundation that the funds awarded are being used for the intended purposes and help both the Foundation and grantee to assess the extent to which the project is achieving the expected results.

APPLICATION PROCEDURES

Applicants should prepare a preliminary one-page letter which outlines the objectives and significance of the proposed project, the design of the project, and the qualifications of the organization and its individuals. Included with the letter should be a copy of the organization's most recent audited financial statements, a projected budget for the project, the amount of support sought from the Foundation, as well as from other funders.

To ensure eligibility for a grant, the applicant should also submit a copy of the IRS letter confirming the organization's tax-exempt status.

All requests will be reviewed and acknowledged promptly. After a review of the initial letter, the Foundation staff will communicate with the person in charge of the proposed project, indicating whether the project qualifies for further consideration. Applicants whose projects meet these criteria will be invited to submit a fully developed proposal.

While grants will be considered throughout the year, the full board meets twice a year to consider major grants.

Proposals and requests for information should be addressed to:

Executive Director
Jaquelin Hume Foundation
600 Montgomery Street, Suite 2800
San Francisco, CA 94111

JAQUELIN HUME FOUNDATION--94-6080099

For Tax Year Ending 12/31/98

Cash Gifts:

Buonoconti Fund to Cure Paralysis	10,000.00
City of Vacaville (Hume Grove)	17,500.00
Center for Equal Opportunity	50,000.00
Heritage Foundation	600,000.00
Hoover Institution	600,000.00
San Francisco Free Clinic	15,000.00
San Francisco School Volunteers	250.00
San Francisco Symphony	500,000.00
Sojour, the Episcopal Chaplaincy	16,000.00
St. James Church	4,500.00
United Way of Bay Area	3,500.00
Vacaville, City of--Museum	10,000.00
Yosemite Fund	30,000.00
Young America's Foundation	5,000.00

TOTAL CONTRIBUTIONS MADE FOR 1998:

1,861,750.00
