

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

2001

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 2001, or tax year beginning , 2001, and ending

G Check all that apply Initial return Final return Amended return Address change Name change

Use the IRS label Otherwise, 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): **600 MONTGOMERY STREET, SUITE 2800**

Room/suite: _____

City or town, state, and ZIP code: **SAN FRANCISCO, CA 94111**

A Employer identification number: **94-6080099**

B Telephone number (see page 10 of the instructions): **(415) 705-5115**

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) **26,000,854**

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

C If exemption application is pending check here

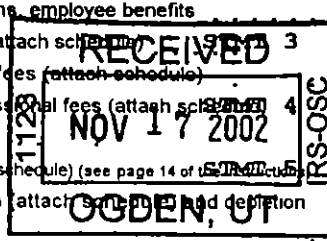
D 1 Foreign organizations check here
 2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 10 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc. received (attach schedule). Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
2	Distributions from split-interest trusts				
3	Interest on savings and temporary cash investments	155,901	155,901		STMT 1
4	Dividends and interest from securities	415,508	415,508		STMT 2
5a	Gross rents				
b	(Net rental income or (loss))				
6a	Net gain or (loss) from sale of assets not on line 10	6,244,417			
b	Gross sales price for all assets on line 6a	20,600,740			
7	Capital gain net income (from Part IV, line 2)		6,244,417		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	6,815,826	6,815,826		
13	Compensation of officers, directors, trustees, etc.	171,931			171,931
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	5,834	2,917	NONE	2,917
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	130,549	126,549		4,000
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	44,205	1,205		
19	Depreciation (attach schedule) and depletion	485	485		
20	Occupancy				
21	Travel, conferences, and meetings	15,831			15,831
22	Printing and publications				
23	Other expenses (attach schedule)	4,189	1,668		2,521
24	Total operating and administrative expenses. Add lines 13 through 23	373,024	132,824	NONE	197,200
25	Contributions, gifts, grants paid	5,385,548			5,385,548
26	Total expenses and disbursements. Add lines 24 and 25	5,758,572	132,824	NONE	5,582,748
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	1,057,254			
b	Net investment income (if negative, enter -0-)		6,683,002		
c	Adjusted net income (if negative, enter -0-)				

SCANNED NOV 2 2 2002 Revenue Operating and Administrative Expenses



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			
	2 Savings and temporary cash investments	1,357,467	394,262	394,262
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	6 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			
	10 a Investments - US and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	17,731,622	22,345,717	25,498,370
	c Investments - corporate bonds (attach schedule)	2,544,342	NONE	NONE
	11 Investments - land buildings and equipment basis	5,184		
Less accumulated depreciation (attach schedule)	3,246	1,938	1,938	
12 Investments - mortgage loans				
13 Investments - other (attach schedule)	203,739	81,262	81,262	
14 Land, buildings and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe)	STMT 7	25,022	25,022	
16 Total assets (to be completed by all filers - see page 16 of the instructions. Also, see page 1, item I)	21,837,170	22,848,201	26,000,854	
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)				
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	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	21,837,070	22,848,101	
30 Total net assets or fund balances (see page 17 of the instructions)	21,837,170	22,848,201		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	21,837,170	22,848,201		

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	21,837,170
2 Enter amount from Part I, line 27a	2	1,057,254
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	22,894,424
5 Decreases not included in line 2 (itemize) SEE STATEMENT 8	5	46,223
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	22,848,201

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 PART IV SCHEDULE			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
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	6,244,417.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the 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 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))
2000	8,026,520	39,519,975	0.20310033091
1999	4,711,501	39,809,515	0.11835112786
1998	1,924,524	34,053,869	0.05651410710
1997	3,499,293	31,874,843	0.10978228191
1996	3,693,069	25,066,893	0.14732855005

2 Total of line 1, column (d)	2	0.63507639783
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	0.12701527957
4 Enter the net value of noncharitable-use assets for 2001 from Part X, line 5	4	24,278,510
5 Multiply line 4 by line 3	5	3,083,742
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	66,830
7 Add lines 5 and 6	7	3,150,572
8 Enter qualifying distributions from Part XII, line 4	8	5,582,748

If line 8 is equal to or greater than line 7 check the box in Part VI line 1b and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the Instructions)

1	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)		
2	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	66,830
3	All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
4	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
5	Add lines 1 and 2	3	66,830
6	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
7	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	66,830
8	Credits/Payments		
9	a 2001 estimated tax payments and 2000 overpayment credited to 2001	6a	43,000
10	b Exempt foreign organizations - tax withheld at source	6b	NONE
11	c Tax paid with application for extension of time to file (Form 8868)	6c	30,000
12	d Backup withholding erroneously withheld	6d	
13	7 Total credits and payments. Add lines 6a through 6d	7	73,000
14	8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	800
15	9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
16	10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,370
17	11 Enter the amount of line 10 to be credited to 2002 estimated tax	11	5,370

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
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)? <i>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</i>		X
c Did the organization file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the 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? <i>If "Yes" attach a detailed description of the activities</i>		X
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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes" attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the organization have at least \$5,000 in assets at any time during the year? <i>If "Yes" complete Part II col (c) and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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? <i>If "No," attach explanation</i>	X	
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 2001 or the taxable year beginning in 2001 (see instructions for Part XIV on page 25)? <i>If "Yes" complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes" attach a schedule listing their names and addresses</i>		X
11 Did the organization comply with the public inspection requirements for its annual returns and exemption application? Web site address ▶ _____	X	
12 The books are in care of ▶ DELIA W RISBROUGH, C/O HUME F Telephone no ▶ 415-705-5112 Located at ▶ 600 MONTGOMERY ST #2800, SAN FRANCISCO, ZIP+4 ▶ 94111		
13 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 ▶ 13		

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

Table with columns: Question, Yes, No. Rows include questions 1a through 6b regarding disqualifying activities, tax distribution, and business interests.

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 20 of the instructions):

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		171,931	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 21 of the instructions) If none, enter "NONE"

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

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

3 Five highest-paid independent contractors for professional services - (see page 21 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MORGAN STANLEY DEAN WITTER 555 CALIFORNIA ST, STE 2200, SAN FRANCIS	INVESTMENT MGMT	85,192

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	

Part IX-B Summary of Program-Related Investments (see page 21 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program related investments See page 22 of the instructions	
3 NONE	
Total Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 22 of the instructions)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	24,410,798
b Average of monthly cash balances	1b	129,214
c Fair market value of all other assets (see page 22 of the instructions)	1c	108,222
d Total (add lines 1a, b, and c)	1d	24,648,234
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	NONE
3 Subtract line 2 from line 1d	3	24,648,234
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 23 of the instructions)	4	369,724
5 Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	24,278,510
6 Minimum investment return. Enter 5% of line 5	6	1,213,926

Part XI Distributable Amount (see page 23 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1 Minimum investment return from Part X, line 6	1	1,213,926
2a Tax on investment income for 2001 from Part VI, line 5	2a	66,830
b Income tax for 2001 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	66,830
3 Distributable amount before adjustments Subtract line 2c from line 1	3	1,147,096
4a Recoveries of amounts treated as qualifying distributions	4a	NONE
b Income distributions from section 4947(a)(2) trusts	4b	
c Add lines 4a and 4b	4c	NONE
5 Add lines 3 and 4c	5	1,147,096
6 Deduction from distributable amount (see page 23 of the instructions)	6	NONE
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,147,096

Part XII Qualifying Distributions (see page 23 of the instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	5,582,748
b Program-related investments - Total from Part IX-B	1b	NONE
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	NONE
b Cash distribution test (attach the required schedule)	3b	NONE
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8 and Part XIII, line 4	4	5,582,748
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 page 24 of the instructions)	5	66,830
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	5,515,918

Note The amount on line 6 will be used in Part V column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 24 of the instructions)

	(a) Corpus	(b) Years prior to 2000	(c) 2000	(d) 2001
1 Distributable amount for 2001 from Part XI, line 7				1,147,096
2 Undistributed income, if any as of the end of 2000				
a Enter amount for 2000 only			NONE	
b Total for prior years		NONE		
3 Excess distributions carryover, if any, to 2001				
a From 1996	2,290,789			
b From 1997	1,965,017			
c From 1998	1,924,524			
d From 1999	4,788,966			
e From 2000	6,183,571			
f Total of lines 3a through e	17,152,867			
4 Qualifying distributions for 2001 from Part XII, line 4 ▶ <u>5,582,748</u>				
a Applied to 2000, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 24 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 24 of the instructions)	NONE			
d Applied to 2001 distributable amount				1,147,096
e Remaining amount distributed out of corpus	4,435,652			
5 Excess distributions carryover applied to 2001 (If an amount appears in column (d) the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	21,588,519			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 25 of the instructions		NONE		
e Undistributed income for 2000 Subtract line 4a from line 2a Taxable amount - see page 25 of the instructions			NONE	
f Undistributed income for 2001 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2002				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 25 of the instructions)	NONE			
8 Excess distributions carryover from 1996 not applied on line 5 or line 7 (see page 25 of the instructions)	2,290,789			
9 Excess distributions carryover to 2002 Subtract lines 7 and 8 from line 6a	19,297,730			
10 Analysis of line 9				
a Excess from 1997	1,965,017			
b Excess from 1998	1,924,524			
c Excess from 1999	4,788,966			
d Excess from 2000	6,183,571			
e Excess from 2001	4,435,652			

Part XIV Private Operating Foundations (see page 25 of the instructions and Part VII-A, question 9)

NOT APPLICABLE

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 2001, 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)

	Tax year		Prior 3 years		(e) Total
	(a) 2001	(b) 2000	(c) 1999	(d) 1998	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test. Enter 2/3 of minimum investment return shown in Part X line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)) or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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 page 26 of the instructions)

1 Information Regarding Foundation Managers

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

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 page 26 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

SEE STATEMENT 11

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

SEE STATEMENT

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

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 <i>Paid during the year</i> SEE ATTACHED SCHEDULE				5,385,548
Total			▶ 3a	5,385,548
b <i>Approved for future payment</i>				
Total			▶ 3b	

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

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- | | Yes | No |
|---|-----|----|
| a Transfers from the reporting organization to a noncharitable exempt organization of | | |
| (1) Cash | | X |
| (2) Other assets | | X |
| b Other Transactions | | |
| (1) Sales of assets to a noncharitable exempt organization | | X |
| (2) Purchases of assets from a noncharitable exempt organization | | X |
| (3) Rental of facilities, equipment, or other assets | | X |
| (4) Reimbursement arrangements | | X |
| (5) Loans or loan guarantees | | X |
| (6) Performance of services or membership or fundraising solicitations | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

including accompanying schedules and statements and to the best of my knowledge and belief it is (or fiduciary) is based on all information of which preparer has any knowledge

Underpayment of Estimated Tax by Corporations

2001

▶ See separate instructions
 ▶ 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 36 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 boxes are checked, the corporation must file Form 2220, even if it does not owe the penalty If the box on line 1 or line 2 applies, the corporation may be able to lower or eliminate the penalty

- 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 also must file Form 2220 if it has a suspended research credit allowed for the current year (see the instructions for line 4) or it is an indirectly affected taxpayer (see instructions)

Part II Figuring the Underpayment

4 Total tax (see instructions)					4	66,830.
5 a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 4	5a					
b Look-back interest included on line 4 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	5b					
c Credit for Federal tax paid on fuels (see instructions)	5c					
d 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	66,830.
7 Enter the tax shown on the corporation's 2000 income tax return Caution See instructions before completing this line					7	66,525.
8 Enter the smaller of line 6 or line 7 If the corporation must skip line 7, enter the amount from line 6					8	66,525.
9 Installment due dates Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers Use 5th month) 6th, 9th and 12th months of the corporation's tax year Exception Enter October 1 2001 instead of September 15 2001 ▶	(a)	(b)	(c)	(d)		
	9	05/15/2001	06/15/2001	10/01/2001	12/15/2001	
10 Required installments If the box on line 1 and/or line 2 above is checked, enter the amounts from Schedule A, line 40 If the box on line 3 (but not 1 or 2) is checked, see instructions for the amounts to enter If none of these boxes are checked, enter 25% of line 8 above in each column	10	16,631.	16,784.	16,708.	16,708.	
11 Estimated tax paid or credited for each period (see instructions) For column (a) only, enter the amount from line 11 on line 15 <i>Complete lines 12 through 18 of one column before going to the next column</i>	11	18,000.	10,000.	15,000.		
12 Enter amount, if any, from line 18 of the preceding column	12		1,369.			
13 Add lines 11 and 12	13		11,369.	15,000.		
14 Add amounts on lines 16 and 17 of the preceding column	14			5,415.	7,123.	
15 Subtract line 14 from line 13 If zero or less, enter -0-	15	18,000.	11,369.	9,585.		
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		5,415.	7,123.	16,708.	
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	1,369.				

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

For Paperwork Reduction Act Notice, see separate instructions

Part III Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions) <i>(Form 990-PF and Form 990-T filers Use 5th month instead of 3rd month)</i>				
20 Number of days from due date of installment on line 9 to the date shown on line 19				
21 Number of days on line 20 after 4/15/2001 and before 7/1/2001				
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21}}{365}$ x 8%				
23 Number of days on line 20 after 6/30/2001 and before 1/1/2002				
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23}}{365}$ x 7%				
25 Number of days on line 20 after 12/31/2001 and before 4/1/2002	SEE PENALTY COMPUTATION WHITEPAPER DETAIL			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25}}{365}$ x 6%				
27 Number of days on line 20 after 3/31/2002 and before 7/1/2002				
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27}}{365}$ x 6%				
29 Number of days on line 20 after 6/30/2002 and before 10/1/2002				
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29}}{365}$ x 6%				
31 Number of days on line 20 after 9/30/2002 and before 1/1/2003				
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31}}{365}$ x 6%				
33 Number of days on line 20 after 12/31/2002 and before 2/16/2003				
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33}}{365}$ x 6%				
35 Add lines 22, 24, 26, 28, 30, 32, and 34				
36 Penalty Add columns (a) through (d), of line 35 Enter the total here and on Form 1120, line 33, Form 1120-A, line 29, or the comparable line for other income tax returns				800

***For underpayments paid after March 31, 2002:** For lines 28, 30, 32, and 34, use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS Web Site at www.irs.gov. You can also call 1-800-829-1040 to get interest rate information.

PENALTY COMPUTATION DETAIL - FORM 2220

DATE PD	UNDERPAYMENT	BEG. DATE	END DATE	DAYS	%	PENALTY
=====						
QUARTER 2, RATE PERIOD 1 (06/15/2001 - 06/30/2001)						
	5,415.	06/15/2001	06/30/2001	15	8	18.
TOTAL TO FORM 2220, LINE 22, COLUMN B						18.
=====						
QUARTER 2, RATE PERIOD 2 (06/30/2001 - 12/31/2001)						
09/13/2001	5,415	06/30/2001	09/13/2001	75	7	78.
TOTAL TO FORM 2220, LINE 24, COLUMN B						78.
=====						
QUARTER 3, RATE PERIOD 2 (10/01/2001 - 12/31/2001)						
	7,123.	10/01/2001	12/31/2001	91	7	124.
TOTAL TO FORM 2220, LINE 24, COLUMN C						124.
=====						
QUARTER 3, RATE PERIOD 3 (12/31/2001 - 03/31/2002)						
	7,123.	12/31/2001	03/31/2002	90	6	105.
TOTAL TO FORM 2220, LINE 26, COLUMN C						105.
=====						
QUARTER 3, RATE PERIOD 4 (03/31/2002 - 05/15/2002)						
	7,123.	03/31/2002	05/15/2002	45	6	53.
TOTAL TO FORM 2220						53.
=====						
QUARTER 4, RATE PERIOD 2 (12/15/2001 - 12/31/2001)						
	16,708.	12/15/2001	12/31/2001	16	7	51.
TOTAL TO FORM 2220, LINE 24, COLUMN D						51.
=====						
QUARTER 4, RATE PERIOD 3 (12/31/2001 - 03/31/2002)						
	16,708	12/31/2001	03/31/2002	90	6	247.
TOTAL TO FORM 2220, LINE 26, COLUMN D						247.
=====						
QUARTER 4, RATE PERIOD 4 (03/31/2002 - 05/15/2002)						
=====						

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
						P	VAR	VAR
							-4,455.	
						P	VAR	VAR
							-45,606	
						P	VAR	VAR
2,324,088							-1167016	
						P	VAR	VAR
18026652							6,895,683.	
						P	11/06/2001	12/31/2001
125,000							-8,053	
						P	09/04/2001	12/18/2001
125,000.							-24,810	
						P	VAR	VAR
							136,258.	
						P	VAR	VAR
							52,163	
						P	VAR	VAR
							410,253	

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS)							----- 6,244,417 =====	

Realized Gains & Losses
 14-49753 : JAQUELIN HUME FOUNDATION
 01/01/2001 to 12/31/2001
 Trade Date Reporting

Valuation Currency USD
 Sort Order Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
9,053,000	BANK OF AMERICA CORP COM STK	04/08/1997	01/02/2001	424,979.90	411,527.04	(13,452.86)	
947,000	BANK OF AMERICA CORP COM STK	07/29/1996	01/02/2001	33,209.73	43,048.28	9,838.55	
18,700,000	CISCO SYSTEMS INC COM	04/28/1994	01/02/2001	33,244.44	643,468.55	610,224.11	
119,000	CISCO SYSTEMS INC COM	01/16/1998	01/02/2001	448.63	4,094.80	3,646.17	
1,181,000	CISCO SYSTEMS INC COM	10/10/1995	01/02/2001	4,452.37	40,638.25	36,185.88	
2,000,000	COLT TELECOM GROUP PLC SPONS ADR	08/18/2000	01/02/2001	221,254.41	163,799.48	(57,454.93)	
2,000,000	EXODUS COMMUNICATION INC COM	08/16/2000	01/02/2001	118,044.90	34,164.56	(83,880.34)	
2,000,000	EXODUS COMMUNICATION INC COM	04/06/2000	01/02/2001	140,226.71	34,164.57	(106,062.14)	
1,000,000	TEDEX CORPORATION COM STK	08/18/2000	01/02/2001	40,435.61	39,111.68	(1,323.93)	
4,000,000	FEDLX CORPORATION COM STK	08/18/2000	01/02/2001	161,742.44	156,446.71	(5,295.73)	
3,000,000	GLOBAL CROSSING LTD COM	04/06/2000	01/02/2001	114,825.09	41,122.19	(73,702.90)	
33,393,000	MORGAN STANLEY INSTITUTIONAL FUND INTL EQUITY A	12/31/1992	01/02/2001	322,576.38	598,736.49	276,160.11	
2,600,000	TIME WARNER INC USD COM	04/28/1999	01/02/2001	191,925.55	131,691.71	(60,233.84)	
2,400,000	TIME WARNER INC USD COM	08/05/1998	01/02/2001	107,053.15	121,561.58	14,508.43	
1,916,000	TRANSYCFAN STD CO FOREX INC COM STK	04/28/1999	01/02/2001	66,822.29	91,713.26	24,920.97	
20,000,000	LUCENT TECHNOLOGIES INC COM	07/29/1996	01/30/2001	172,826.21	368,926.45	196,100.24	
32,000,000	LUCENT TECHNOLOGIES INC COM	05/01/1996	01/30/2001	266,360.17	590,282.32	323,922.15	
8,000,000	LUCENT TECHNOLOGIES INC COM	04/03/1996	01/30/2001	51,042.96	147,570.58	96,527.62	
1,500,000	MOTOROLA INC COM	04/06/2000	01/30/2001	73,769.59	33,869.01	(39,900.58)	
1,500,000	MOTOROLA INC COM	01/13/2000	01/30/2001	69,269.59	33,869.01	(35,400.58)	
5,000,000	COASTAL CORP COM	11/07/2000	01/31/2001				
2,043,000	COMMFACE ONE INC COM STK	08/10/1998	02/02/2001	2,380.09	61,356.49	58,976.40	
0.138	MCI DATA CORP CL-A COM	07/09/1998	02/08/2001	0.94	5.23	4.29	
1,000,000	Pfizer Inc COM	01/03/1997	02/26/2001	9,099.18	43,578.92	34,479.74	
500,000,000	NATIONSBANK CORP NOTTS 5.750% DUL 03/15/2001 @ 100.00	01/27/1999	03/15/2001	500,000.00	500,000.00		
3,000,000	AI CATEL SA SPONSORED ADR LACH ADR RTPSTGT SHR	08/16/2000	05/31/2001	224,344.09	75,484.66	(148,859.43)	

Realized Gains / Losses

Realized Gains & Losses
 14-49753 : JAQUELIN HUME FOUNDATION
 01/01/2001 to 12/31/2001
 Trade Date Reporting

Valuation Currency: USD
 Sort Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
200 000	BROADCOM CORP CLASS A CUM STK	01/30/2001	05/31/2001	22,775 00	6,821 76	(15 953 24)	
200 000	JUNIPER NETWORKS INC COM STK	01/30/2001	05/31/2001	22,779 16	8 702 70	(14,076 46)	
736 000	MCDATA CORP CL-A COM	07/09/1998	05/31/2001	4,992 77	19,043 24		14 050 47
4 000 000	MIDMUNE INC COM	08/18/2000	05/31/2001	276,238 25	162 373 51	(113,864 74)	
3 000 000	SPRACOR INC COM	08/18/2000	05/31/2001	281,693 02	99,522 87	(182 170 15)	
2 500 000	UNIT D PARCEL STRVICE CL-B COM STK	01/30/2001	05/31/2001	154 594 89	146,598 62	(7,996 27)	
10 000 000	UNITED PARCEL SERVICE CL-B COM STK	04/10/2000	05/31/2001	626 919 73	586,394 49	(40 525 24)	
5 000 000	GENERAL ELECTRO COM STK USD	07/08/1994	07/31/2001	39,600 50	215,119 86		175,519 36
2 848 000	KONINKI IJKE PHILLIPS ELE CTRONICSN V	06/30/1997	07/31/2001	57,902 99	78,500 42		20 597 43
2 500 000	ENRON CORP COM	01/30/2001	08/14/2001	201,109 23	106,374 32	(94,734 91)	
3 000 000	AES CORP USD 01 COM	11/07/2000	08/22/2001	192,232 23	101 673 14	(90,559 09)	
200 000	BROADBAND COMMUNICATIO N SYSTEMS	05/31/2001	08/22/2001	8,272 00	4 939 83	(1 332 17)	
3 000 000	ORACLE CORPORATION U SD 01 COM	04/06/2000	08/22/2001	124,551 61	42 311 72	(82 219 89)	
2 000 000	AES CORP USD 01 COM	08/16/2000	08/29/2001	114,129 09	70 653 45	(43,475 64)	
1 000 000	ALCOA INC COM	04/06/2000	08/29/2001	35,856 59	38,648 23		2,791 61
10 000 000	AMER EXPRESS CO COM	08/18/2000	08/29/2001	593,840 14	368,975 83	(224 864 31)	
3 000 000	AMER HOME PRODS CORP COM	11/07/2000	08/29/2001	182,438 63	171,417 39	(11 021 24)	
1 500 000	AMER INTL GROUP INC COM	01/30/2001	08/29/2001	130,080 03	114,432 78	(15,647 25)	
2 000 000	ANADARKO PETE CORP COM	08/16/2000	08/29/2001	117,390 77	107,218 97	(10,171 80)	
5 000 000	BANK NEW YORK INC COM	01/03/1997	08/29/2001	85,510 78	199,689 70		114,178 92
5 000 000	CITIGROUP INC COM STK	01/03/1997	08/29/2001	104,474 82	231,545 52		127 070 70
5 000 000	EMC CORP MASS COM	07/09/1998	08/29/2001	55,757 35	82,117 79		26 360 44
2 000 000	ELDFX CORPORATION COM STK	01/28/1998	08/29/2001	66,023 57	84,779 53		18 755 96
15 000 000	GENERAL ELECTRO COM STK USD	07/08/1994	08/29/2001	118,801 49	614,944 83		496,143 34
10 000 000	INTL CORP COM	05/29/1992	08/29/2001	15,937 50	280 173 83		264,216 33
5 000 000	INTL BUSINESS MACHS CORP COM	01/28/1994	08/29/2001	72,580 10	522 620 38		450 040 28

Realized Gains & Losses
14-49753 : JAQUELIN HUME FOUNDATION
01/01/2001 to 12/31/2001
Trade Date Reporting

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
5,000,000	J.P. MORGAN CHASE & CO COM	08/18/2000	08/29/2001	235,603.40	199,241.72	(56,361.68)	
709,000	KONINKLIJK PHILIPS ELE CTRONICS N V	11/25/1997	08/29/2001	13,444.29	19,116.25	5,671.96	
4,291,000	KONINKLIJKE PHILIPS ELE CTRONICS N V	06/30/1997	08/29/2001	87,240.77	115,695.08	28,454.31	
2,000,000	MIDTRONIC INC COM	04/06/2000	08/29/2001	114,089.80	93,126.75	(20,963.05)	
2,250,000	MICROCHIP TECH INC COM	01/13/2000	08/29/2001	69,973.86	78,013.81	8,039.95	
30,500,000	PIZZER INC COM	01/03/1997	08/29/2001	277,524.91	1,225,711.65	948,186.74	
2,000,000	SCHLUMBERGER LTD USD 01 COM (CURACAO)	04/28/1999	08/29/2001	113,819.20	102,564.03	(11,255.17)	
4,000,000	SUN MICROSYSTEMS INC USD 00067 COM	08/18/2000	08/29/2001	245,738.41	53,844.68	(191,893.73)	
10,000,000	UNITED TECHNOLOGIES CORP	05/03/1999	08/29/2001	731,868.48	705,104.70	(26,763.78)	
5,000,000	WAL MART STORES INC	08/18/2000	08/29/2001	253,092.22	249,414.65	(3,677.57)	
1,000,000	AES CORP USD 01 COM	08/16/2000	08/30/2001	57,064.55	32,287.01	(24,777.54)	
1,375,000	AMER INTL GROUP INC COM	04/28/1999	08/30/2001	91,722.54	107,335.56	15,613.02	
2,000,000	ANADARKO PETE CORP COM	08/16/2000	08/30/2001	117,390.77	103,760.61	(13,630.16)	
5,000,000	CITIGROUP INC COM STK	01/03/1997	08/30/2001	104,474.81	227,065.80	122,590.99	
8,500,000	PIZZER INC COM	11/06/1996	08/30/2001	70,125.21	324,859.00	254,733.79	
1,000,000	WAL MART STORES INC	06/29/1999	08/30/2001	46,600.56	47,338.89	738.33	
7,000,000	AES CORP USD 01 COM	08/16/2000	10/03/2001	399,451.81	88,479.86	(310,971.95)	
2,000,000	APPLIED MATERIALS INC COM	08/09/2001	10/03/2001	89,490.37	55,098.45	(34,391.92)	
3,000,000	BOEING CO USD5 COM	07/31/2001	10/03/2001	174,493.74	105,492.86	(68,997.88)	
2,000,000	INTL BUSINESS MACHS CORP COM	01/28/1994	10/03/2001	29,032.04	187,087.89	158,055.85	
5,000,000	AMER INTL GROUP INC COM	04/28/1999	10/29/2001	313,536.53	408,506.88	74,970.35	
5,000,000	BANK NEW YORK INC COM	01/03/1997	10/29/2001	85,510.77	174,304.58	88,793.81	
250,000,000	CAMPBELL SOUP CO 4.750% DUE 10/01/2003 @ 100.00	01/28/1999	10/29/2001	249,247.24	254,160.00	4,912.76	
6,100,000	CISCO SYSTEMS INC COM	04/28/1994	10/29/2001	11,200.00	106,500.80	95,300.80	
5,000,000	CITIGROUP INC COM STK	05/26/1993	10/29/2001	28,680.38	234,507.12	205,826.74	
250,000,000	DISNEY (WALT) CO BONDS 5.125% DUE 12/15/2003 @ 100.00	01/28/1999	10/29/2001	250,114.64	254,867.50	4,752.86	
10,000,000	F M C CORP MASS COM	07/09/1998	10/29/2001	111,514.69	134,619.57	23,104.88	

Realized Gains & Losses
 14-49753 : JAQUELIN HUME FOUNDATION
 01/01/2001 to 12/31/2001
 Trade Date Reporting

Valuation Currency USD
 Sort Order Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss)	
						Short Term	Long Term
500,000,000	EXXON CAP CORP GTD NTS 6.625% DUE 08/15/2002 @ 100.00	08/11/1998	10/29/2001	503,694.00	512,375.00	8,681.00	
5,000,000	GENERAL ELECTRIC COM STK USD	07/08/1994	10/29/2001	39,600.50	188,096.15	148,495.65	
250,000,000	GENERAL MOTORS ACCT 5.500% DUE 01/14/2002 @ 100.00	01/28/1999	10/29/2001	250,154.16	249,137.50	(1,016.66)	
20,000,000	INTEL CORP COM	05/29/1992	10/29/2001	31,875.00	493,982.10	462,107.10	
8,000,000	INTL BUSINESS MACHS CORP COM	01/28/1994	10/29/2001	116,128.15	879,651.90	763,523.75	
10,000,000	J P MORGAN CHASE & CO COM	01/28/1994	10/29/2001	116,404.63	361,944.41	245,539.78	
10,000,000	JOHNSON & JOHNSON COM	10/01/1991	10/29/2001	110,703.13	587,579.07	476,875.94	
6,410,000	KONINKLIJKE PHILLIPS ELE CTRONICS NV	11/25/1997	10/29/2001	121,927.76	149,533.73	27,605.97	
3,570,000	KONINKLIJKE PHILLIPS ELE CTRONICS NV	11/27/1996	10/29/2001	40,008.71	83,022.61	43,013.90	
250,000,000	MERRILL LYNCH & CO INC NOTES 6.50% DUE 08/01/2004 @ 100.00	01/28/1999	10/29/2001	256,430.46	264,975.00	8,544.54	
500,000,000	MTN/GLE 7.375% DUE 09/15/20 7.375% DUE 09/15/2004 @ 100.00	03/16/2001	10/29/2001	534,250.00	551,710.00	17,460.00	
2,000,000	PFIZER INC COM	09/15/1993	10/29/2001	10,313.32	85,138.03	75,024.71	
8,000,000	PFIZER INC COM	11/06/1996	10/29/2001	66,000.19	341,352.14	275,351.95	
250,000,000	PROCTER & GAMBLE CO NOTES 5.250% DUE 09/15/2003 @ 100.00	01/28/1999	10/29/2001	251,372.11	258,862.50	7,490.39	
3,000,000	SCHLUMBERGER LTD USD 01 COM (CURACAO)	04/28/1999	10/29/2001	170,728.80	161,100.29	(9,628.51)	
1,000,000	SPRINT CORP (PCS GROUP)	08/15/2001	10/29/2001	24,804.10	22,153.41	(2,650.67)	
4,000,000	SPRINT CORP (PCS GROUP)	08/29/2001	10/29/2001	101,213.01	88,611.70	(12,599.31)	
250,000,000	WARNER-LAMBERT CO NOTES 5.750% DUE 01/15/2003 @ 100.00	08/11/1998	10/29/2001	250,480.64	257,330.00	6,849.36	
16,265,452	MORGAN STANLEY INSTITUTIONAL L FUND INTL EQUITY A	12/31/1992	12/18/2001	157,124.27	250,000.00	92,875.73	

	Short Term	Long Term	Short Term	Long Term
TOTAL PORTFOLIO	14,622,072.59	20,350,739.79	(1,167,015.28)	6,895,682.48
	3,491,104	2,324,088	(116,701.57)	689,568.3
	11,130,969	18,026,652		

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MORGAN STANLEY	142,018.	142,018.
FRANKLIN INSTITUTIONAL MMK	4,663.	4,663.
WELLS FARGO BANK	472.	472.
BANK OF AMERICA	218.	218.
LIQUID ASSETS MMK	3,189.	3,189.
GENETIC SYSTEMS OID	3,359.	3,359.
MS VC II - K1	972.	972.
MS VC II - K1	1,010.	1,010.
TOTAL	155,901.	155,901.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MORGAN STANLEY US	307,118.	307,118.
MORGAN STANLEY FOREIGN	14,111.	14,111.
US SMALL CAP	38,851.	38,851.
PIMCO	55,428.	55,428.
TOTAL	415,508.	415,508.

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	5,834.	2,917.		2,917.
TOTALS	5,834.	2,917.	NONE	2,917.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CONSULTANT-DATA ENTRY	1,934	1,934	
MANAGEMENT FEES	99,775	99,775	
TAX SERVICES	8,000.	4,000.	4,000.
OTHER PROFESSIONAL FEES	20,840	20,840.	
TOTALS	130,549.	126,549	4,000.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAXES	43,000.	
FOREIGN TAXES WITHHELD	1,205.	1,205.
	-----	-----
TOTALS	44,205.	1,205.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OFFICE EXPENSES	3,989.	1,468.	2,521.
FEEES & LICENSES	200.	200.	
TOTALS	4,189	1,668.	2,521.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ADVANCES	25,022.	25,022.
TOTALS	25,022.	25,022.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
UNREALIZED GAINS AND LOSSES	46,223.

TOTAL	46,223.
	=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION
------------------	------------------------------------	--------------

CAROLINE H HUME 600 MONTGOMERY ST, STE 2800 SAN FRANCISCO, CA 94111	PRESIDENT	0
---	-----------	---

GEORGE H HUME 600 MONTGOMERY ST, STE 2800 SAN FRANCISCO, CA 94111	FIRST VP AND SECTY	0
---	--------------------	---

WILLIAM J. HUME 600 MONTGOMERY ST, STE 2800 SAN FRANCISCO, CA 94111	SECOND VP AND TREAS.	0
---	----------------------	---

EDWARD A. LANDRY C/O MUSICK, PEELER ONE WILSHIRE BLVD LOS ANGELES, CA 90017	ASST SECTY/ASST TREA	0
--	----------------------	---

CAROLINE H. HUME 600 MONTGOMERY ST, STE 2800 SAN FRANCISCO, CA 94111	TRUSTEE	0
--	---------	---

GEORGE H HUME 600 MONTGOMERY ST, STE 2800 SAN FRANCISCO, CA 94111	TRUSTEE	0
---	---------	---

WILLIAM J. HUME 600 MONTGOMERY ST, STE 2800 SAN FRANCISCO, CA 94111	TRUSTEE	0
---	---------	---

EDWARD A. LANDRY 600 MONTGOMERY ST, STE 2800	TRUSTEE	0
---	---------	---

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION
SAN FRANCISCO, CA 94111		
GISELE HUFF 600 MONTGOMERY ST, STE 2800 SAN FRANCISCO, CA 94111	EXECUTIVE DIRECTOR 40	171,931.
GISELE HUFF 600 MONTGOMERY ST, STE 2800 SAN FRANCISCO, CA 94111	ASST SECTY/ASST TREA 0	
	GRAND TOTALS	171,931.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS
=====

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

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

TAX YEAR 2001 GRANTS

Alabama Policy Institute	\$ 25,000
Allegheny Institute for Public Policy*	\$ 26,900
American Education Reform Council	\$150,000
American Council of Trustees and Alumni	\$ 47,500
Asian Art Museum	\$100,000
Aspire Public Schools	\$200,000
Association of American Educators	\$150,000
Atlantic Legal Foundation, Inc	\$ 30,000
Bill of Rights Institute	\$100,000
Boys & Girls Clubs of America	\$ 50,000
Buckeye Institute	\$ 30,000
CANEC	\$100,000
Capital Research Center	\$ 65,000
Cascade Policy Institute	\$ 30,000
Center for Education Reform	\$170,000
Center for Equal Opportunity	\$ 50,000
Center for Immigration Studies	\$ 10,000
Center for Individual Rights	\$100,000
Center for the Study of Popular Culture	\$ 50,000
Center of the American Experiment	\$ 25,000
Children's Educational Opportunity Foundation	\$100,000
City of Vacaville	\$ 14,000
Civil Society Project	\$100,000
Claremont Institute	\$ 75,000
Ethan Allen Institute	\$ 24,000
Education Matters	\$ 50,000
Evergreen Freedom Foundation	\$ 25,000
Federalist Society for Law and Public Policy Studies	\$125,000
Foundation for Individual Rights in Education	\$ 35,000
Foundation for Teaching Economics pledge	\$500,000
Georgia Public Policy Foundation	\$ 25,000
Grace Cathedral	\$ 81,948
Goldwater Institute	\$ 35,000
Guide Dogs for the Blind, Inc	\$ 15,000
Heartland Institute	\$ 25,000
The Heartwood Institute	\$ 62,700
Independence Institute	\$ 35,000
Independent Women's Forum	\$ 50,000
Institute for American Values	\$100,000
Institute for Humane Studies	\$125,000
Institute for Justice	\$150,000
Inst for the Transformation of Learning	\$ 40,000
Intercollegiate Studies Institute	\$125,000
Josephson Institute of Ethics	\$ 45,000
Josiah Bartlett Center for Public Policy	\$ 10,000
Thomas Jefferson Institute	\$ 25,000
KQED	\$500,000
Landmark Legal Foundation	\$100,000
Lexington Institute	\$ 50,000

JAQUELIN HUME FOUNDATION

TAX YEAR 2001 GRANTS

The John Locke Foundation	\$ 35,000
Clare Boothe Luce Policy Institute	\$ 50,000
Mackinac Center for Public Policy	\$100,000
The James Madison Institute*	\$ 50,000
The Manhattan Institute	\$100,000
MSBLA	\$ 25,000
National Association of Scholars	\$100,000
National Fatherhood Initiative	\$100,000
National Right to Work Legal Defense Foundation, Inc	\$ 50,000
Oklahoma Council of Public Affairs	\$ 30,000
One Nation/One California Res & Ed Fund	\$ 85,000
Pacific Legal Foundation	\$ 25,000
Pacific Research Institute	\$100,000
The Philanthropy Roundtable	\$ 20,000
Pioneer Institute	\$ 75,000
South Carolina Policy Council	\$ 25,000
State Policy Network	\$ 30,000
Stern Grove Festival	\$ 25,000
Tennessee Institute for Public Policy	\$ 15,000
The Sutherland Institute	\$ 25,000
Texas Justice Foundation	\$ 35,000
Texas Public Policy Foundation	\$ 25,000
Alexis de Tocqueville Institution	\$ 50,000
United Way	\$ 4,500
The Yosemite Fund	\$ 50,000
Total	\$5,385,548

Application for Extension of Time to File an Exempt Organization Return

File a separate application for each return

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box
- If you are filing for an Additional (not automatic) 3-Month Extension, complete only Part II (on page 2 of this form)

Note Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time - Only submit original (no copies needed)

Note Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041

Type or print	Name of Exempt Organization	Employer identification number
	JAQUELIN HUME FOUNDATION	94-6080099
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions	
	600 MONTGOMERY STREET, SUITE 2800	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	SAN FRANCISCO, CA 94111	

Check type of return to be filed (file a separate application for each return)

- | | | |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990 T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990 PF | <input type="checkbox"/> Form 1041 A | <input type="checkbox"/> Form 8870 |

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3 month (6 month, for 990-T corporation) extension of time until AUGUST 15, 2002 to file the exempt organization return for the organization named above. The extension is for the organization's return for calendar year 2001 or tax year beginning _____, and ending _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 990-EZ, or 990-B, enter the tentative tax, less any nonrefundable credits. See instructions **COPY** \$ 73,000.

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. \$ 43,000.

c Balance Due Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. \$ 30,000.

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.

Signature MH Preechay Title ACCOUNTANT Date 5-14-02

LHA For Paperwork Reduction Act Notice, see instruction Form 8868 (12-2000)

• If you are filing for an Additional (not automatic) 3-Month Extension, complete only Part II and check this box X

• If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

Part II Additional (not automatic) 3-Month Extension of Time - Must File Original and One Copy

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization JAQUELIN HUME FOUNDATION	Employer identification number 94-6080099
	Number, street, and room or suite no. If a P.O. box see instructions 600 MONTGOMERY STREET, SUITE 2800	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SAN FRANCISCO, CA 94111	

Check type of return to be filed (File a separate application for each return)

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 5227	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-BL	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 6069	

STOP. Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868

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

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 10/15/2002

5 For calendar year 2001, or other tax year beginning _____ and ending _____

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

7 State in detail why you need the extension THE CLIENT RESPECTFULLY REQUESTS ADDITIONAL TIME TO FILE IN ORDER TO COMPILE THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions \$ 80,010

b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 \$ 80,010

c Balance Due Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions \$ NON

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

Signature Kendra G. Kuersten A member of the Staff of Deloitte & Touche LLP
 Title 5 Fremont Street, San Francisco, CA Date 8/13/02

Notice to Applicant - To Be Completed by the IRS

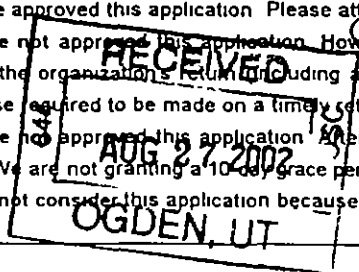
We have approved this application. Please attach this form to the organization's return.

We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for electronic filing. Please attach this form to the organization's return.

We have not approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.

We cannot consider this application because it was filed after the due date of the return for which an extension was requested.

Other _____



EXTENSION APPROVED

SEP 19 2002

LINDA WEISKOPF, FIELD DIRECTOR OF SUBMISSION PROCESSING, OGDEN

By _____
 Director

Alternate Mailing Address - Enter the address if you want the copy of this application for an additior returned to an address different than the one entered above

Type or print	Name DELOITTE & TOUCHE
	Number and street (include suite, room, or apt. no.) Or a P.O. box number 50 FREMONT STREET
	City or town, province or state, and country (including postal or ZIP code) SAN FRANCISCO, CA 94105
	JSA