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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation The Steve & Anita Westly Foundation		A Employer identification number 94-3368338
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (800) 839-1754
Foundation Source 501 Silverside Rd		
City or town, state, and ZIP code Wilmington DE 19809-1377		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 10,323,205		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____

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)	459,775			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	52	52		
4 Dividends and interest from securities	200,092	200,092		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	591,592			
b Gross sales price for all assets on line 6a	5,061,475			
7 Capital gain net income (from Part IV, line 2)		990,613		
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)	14,370	15,698		
12 Total. Add lines 1 through 11	1,265,881	1,206,455		
13 Compensation of officers, directors, trustees, etc	79,625			79,625
14 Other employee salaries and wages				
15 Pension plans, employee benefits	6,278			6,278
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	89,086	62,648		26,438
17 Interest				
18 Taxes (attach schedule) (see instructions)	13,371	3,371		
19 Depreciation (attach schedule) and depletion				
20 Occupancy	1,094			1,094
21 Travel, conferences, and meetings				
22 Printing and publications	633			633
23 Other expenses (attach schedule)	77,904	66,633		10,436
24 Total operating and administrative expenses.				
Add lines 13 through 23	267,991	132,652		124,504
25 Contributions, gifts, grants paid	738,600			738,600
26 Total expenses and disbursements. Add lines 24 and 25	1,006,591	132,652		863,104
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	259,290			
b Net investment income (if negative, enter -0-)		1,073,803		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

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11/18/11

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	278,349	991,215	991,215
	3	Accounts receivable ▶ 4,456			
		Less allowance for doubtful accounts ▶		4,456	4,456
	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)	1,485,275	1,223,053	1,237,600
	b	Investments—corporate stock (attach schedule)	4,380,907	3,550,128	4,033,900
	c	Investments—corporate bonds (attach schedule)		335,007	335,479
Liabilities	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	3,007,497	3,007,509	3,720,555
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	150,682		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	9,302,710	9,111,368	10,323,205
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
Net Assets or Fund Balances	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	9,302,710	9,111,368	
	30	Total net assets or fund balances (see instructions)	9,302,710	9,111,368	
	31	Total liabilities and net assets/fund balances (see instructions)	9,302,710	9,111,368	

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	9,302,710
2	Enter amount from Part I, line 27a	2	259,290
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,562,000
5	Decreases not included in line 2 (itemize) ▶ To adjust book value to actual	5	450,632
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,111,368

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 Publicly-traded Securities			
b Passthrough K1 Capital Gain			
c OCCASIO CMBS FUND I, LLC	P	12/31/2010	12/31/2011
d TCG RE DEBT FINANCING FD I (FOUNDERS), LLC	P	12/31/2010	12/31/2011
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 5,061,475		4,126,366	935,109
b			56,076
c		175	-175
d		397	-397
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			935,109
b			56,076
c			-175
d			-397
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	990,613
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	846,253	10,025,998	0.084406
2009	944,539	9,646,479	0.097915
2008	1,055,631	11,578,415	0.091172
2007	807,720	13,348,554	0.060510
2006	824,155	12,307,053	0.066966

2 Total of line 1, column (d)	2	0.400969
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	0.080194
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	10,433,614
5 Multiply line 4 by line 3	5	836,713
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,738
7 Add lines 5 and 6	7	847,451
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	863,104

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

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 or determination letter _____ (attach copy of letter if necessary—see instructions)		1	10,738
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	10,738
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	10,738
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	5,000	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	13,407	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	18,407	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,669	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 7,669 Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶				
14	The books are in care of ▶ Foundation Source Telephone no ▶ (800) 839-1754			
	Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	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 ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

☒**5b**

N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

6b

X

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

N/A

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 ATTACHMENT				

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
David Viotti PO Box 7804, Menlo Park, CA 94026	Executive Director 20 00	79,625		
	00			
	00			
	00			
	00			

Total number of other employees paid over \$50,000

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Fidelity Family Office Services 350 California Street, San Francisco, CA 94104	Investment Management	53,836

Total number of others receiving over \$50,000 for professional services

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1	
2	
3	
4	

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

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

	Amount
1	
2	
3 All other program-related investments See instructions	
Total. Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	6,315,763
b	Average of monthly cash balances	1b	572,078
c	Fair market value of all other assets (see instructions)	1c	3,704,661
d	Total (add lines 1a, b, and c)	1d	10,592,502
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	10,592,502
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	158,888
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,433,614
6	Minimum investment return. Enter 5% of line 5	6	521,681

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	521,681
2a	Tax on investment income for 2011 from Part VI, line 5	2a	10,738
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	10,738
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	510,943
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	510,943
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	510,943

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	863,104
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	863,104
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	10,738
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	852,366

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				510,943
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	215,978			
b From 2007	152,188			
c From 2008	480,382			
d From 2009	465,271			
e From 2010	354,273			
f Total of lines 3a through e	1,668,092			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 863,104				
a Applied to 2010, 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)				
d Applied to 2011 distributable amount				510,943
e Remaining amount distributed out of corpus	352,161			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,020,253			
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				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	215,978			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,804,275			
10 Analysis of line 9				
a Excess from 2007	152,188			
b Excess from 2008	480,382			
c Excess from 2009	465,271			
d Excess from 2010	354,273			
e Excess from 2011	352,161			

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
0				0
b 85% of line 2a	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0			0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0			0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see 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).)

Anita W Yu

Steven P Westly

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	52	
4	Dividends and interest from securities			14	200,092	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory	525990	242	18	591,350	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a K-1 Pass-Through Income / (Loss)	525990	-1,356	14	15,726	
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		-1,114		807,220	0
13	Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations.)				13	806,106

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

[illegible]

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2011

Name of the organization

Employer identification number

The Steve & Anita Westly Foundation

94-3368338

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization The Steve & Anita Westly Foundation	Employer identification number 94-3368338
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Westly, Steven P 325 Sharon Park Drive #109 Menlo Park CA 94025 Foreign State or Province Foreign Country	\$ 459,775	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	 Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	 Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	 Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	 Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	 Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization The Steve & Anita Westly Foundation	Employer identification number 94-3368338
--	---

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	TESLA MOTORS INC TSLA, 3000 sh	\$ 95,760	11/22/2011
1	TESLA MOTORS INC TSLA, 3000 sh	\$ 94,365	11/4/2011
1	TESLA MOTORS INC TSLA, 10000 sh	\$ 269,650	6/23/2011
		\$ 0	
		\$ 0	
		\$ 0	

Name of organization

The Steve & Anita Westly Foundation

Employer identification number

94-3368338

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entryFor organizations completing Part III, enter the total of *exclusively* religious, charitable, etc.,

contributions of \$1,000 or less for the year (Enter this information once See instructions) ► \$ 0

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov.	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	

Form 990-PF, Part I, Line 6 - Gain/Loss from Sale of Assets Other Than Inventory

Gross Sales	Cost Basis	Net Gain or Loss
0	0	242
TOTAL:		

	Description	Gross Sales Price	Cost Basis	Valuation Method	Expense of Sale & Imprv Cost	Deprec	Net Gain or Loss
1	HRJ GROWTH CAPITAL II						97
2	NORTHGATE IV, LP						-1
3	STERLING STAMOS REAL ASSETS FUND, LP						146
4							
5							
6							
7							
8							
9							
10							

Form 990-PF, Part I, Line 11 - Other Income

		TOTAL:					
	Description	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income			
1	CAPITAL DYNAMICS CHAMPION VENTURES V, LP K-1 Pass-Through Share of Partnership Income/(Loss)	237	438	0	14,370	15,698	0
2	CAPROCK BREP VI, LLC K-1 Pass-Through Share of Partnership Income/(Loss)	6,342	6,342	0			
3	HRJ GROWTH CAPITAL II K-1 Pass-Through Share of Partnership Income/(Loss)	1,851	5,044	0			
4	HRJ VENTURE CAPITAL V FOREIGN, LP K-1 Pass-Through Share of Partnership Income/(Loss)	83	83	0			
5	INSITE MEDIACOM, LLC (Ptr # 719) K-1 Pass-Through Share of Partnership Income/(Loss)	-1,108	-1,108	0			
6	INSITE MEDIACOM, LLC (Ptr # 925) K-1 Pass-Through Share of Partnership Income/(Loss)	-1,178	-1,178	0			
7	MONTAGE CAPITAL, LLC K-1 Pass-Through Share of Partnership Income/(Loss)	-39,341	-39,341	0			
8	NORTHGATE IV, LP K-1 Pass-Through Share of Partnership Income/(Loss)	1,452	2,029	0			
9	OCCASIO CMBS FUND I, LLC K-1 Pass-Through Share of Partnership Income/(Loss)	1	1	0			
10	STERLING STAMOS REAL ASSETS FUND, LP K-1 Pass-Through Share of Partnership Income/(Loss)	27,794	25,546	0			
11	TCG RE DEBT FINANCING FD I (FOUNDERS), LLC K-1 Pass-Through Share of Partnership Income/(Loss)	713	318	0			
12	TCG REAL ESTATE DEBT FINANCING FUND I, LLC K-1 Pass-Through Share of Partnership Income/(Loss)	17,524	17,524	0			

Form 990-PF, Part I, Line 16c - Other Professional Fees

TOTAL:		89,086	62,648	0	26,438
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Professional Administration Services	26,438	0	0	26,438
2	Investment Management Services	62,648	62,648	0	0
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 18 - Taxes

		TOTAL:				13,371	3,371	0	0
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose				
1	Excise Tax for 2010	10,000	0	0	0				
2	Foreign Tax Paid	3,371	3,371	0	0				
3									
4									
5									
6									
7									
8									
9									
10									

Form 990-PF, Part I, Line 23 - Other Expenses

TOTAL:					77,904	66,633	0	10,436
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Bank Charges	666	666	0	0			
2	CAPITAL DYNAMICS CHAMPION VENTURES V, LP K-1 Pass-Through Expenses	5,464	5,459	0	0			
3	CAPITAL ROYALTY PARTNERS II (CAYMAN) LP K-1 Pass-Through	1,497	1,497	0	0			
4	CAPROCK BREP VI, LLC K-1 Pass-Through Expenses	4,486	4,476	0	0			
5	HRJ GROWTH CAPITAL II K-1 Pass-Through Expenses	8,119	7,385	0	0			
6	HRJ VENTURE CAPITAL V FOREIGN, LP K-1 Pass-Through Expenses	1,878	1,878	0	0			
7	INSITE MEDIACOM, LLC (Ptr # 719) K-1 Pass-Through Expenses	3	0	0	0			
8	INSITE MEDIACOM, LLC (Ptr # 925) K-1 Pass-Through Expenses	2	0	0	0			
9	MONTAGE CAPITAL, LLC K-1 Pass-Through Expenses	5	0	0	0			
10	NORTHGATE IV, LP K-1 Pass-Through Expenses	7,658	7,647	0	0			
11	OCCASIO CMBS FUND I, LLC K-1 Pass-Through Expenses	262	262	0	0			
12	Office Supplies	76	0	0	76			
13	Payroll Processing Fees	660	0	0	660			
14	Premium Payment for Indemnification Insurance	950	0	0	950			
15	STERLING STAMOS REAL ASSETS FUND, LP K-1 Pass-Through Expenses	29,413	29,348	0	0			
16	TCG RE DEBT FINANCING FDI (FOUNDERS), LLC K-1 Pass-Through	215	215	0	0			
17	TCG REAL ESTATE DEBT FINANCING FUND I, LLC K-1 Pass-Through Expenses	7,800	7,800	0	0			
18	Website Development	8,750	0	0	8,750			

Form 990-PF, Part II, Line 10a - Investments - U.S. and State Government Obligations

		TOTAL:	1,223,053	1,237,600
	Description	Book Value End of Year	FMV End of Year	
1	FHLB - 3.625% - 10/18/2013 (3133XSAE8)	135,270	132,110	
2	FHLB - 5.000% - 11/17/2017 (3133XMQ87)	237,177	240,020	
3	FHLB - 5.250% - 06/18/2014 (3133X7FK5)	114,291	111,531	
4	FHLMC - 1.000% - 08/20/2014 (3134G2UA8)	100,905	101,333	
5	FHLMC - 3.750% - 03/27/2019 (3137EACA5)	159,991	171,317	
6	FNMA - 1.050% - 08/24/2015 (3136FRP80)	100,015	100,200	
7	FNMA - 4.875% - 12/15/2016 (31359M2D4)	105,045	106,008	
8	FNMA AH5620 - 4.000% - 02/01/2026 (3138A7G69)	174,577	177,416	
9	SAN FRANCISCO CALIF CITY & CNTY-3.779%-05/01/2018 (79766DAZ2)	35,767	36,999	
10	UNIVERSITY CALIF REVS-2.379%-05/15/2017 (91412GGR0)	60,015	60,666	

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

TOTAL:					3,550,128	4,033,900
	Description	Shares	Book Value End of Year	FMV End of Year		
1	ABBOTT LABS (ABT)	388	19,633	21,817		
2	ACCENTURE PLC (ACN)	684	25,263	36,409		
3	AGRIUM INC. (AGU)	385	15,001	25,837		
4	AMERICAN CAPITAL AGENCY CORP (AGNC)	440	12,675	12,355		
5	AMERICAN WATER WORKS COMPANY INC COMMON STOCK (AWK)	673	13,065	21,442		
6	ANALOG DEVICES INC (ADI)	340	8,100	12,165		
7	ANNALY MTG MGMT INC COM (NLY)	1,000	13,992	15,960		
8	APPLE INC. (AAPL)	90	23,668	36,450		
9	AT&T CORP COM NEW (T)	360	13,192	10,886		
10	AUTOMATIC DATA PROCESSING INC (ADP)	622	27,667	33,594		
11	AXA ADS (AXAHY)	175	5,903	2,251		
12	BANK OF HAWAII CORP (BOH)	230	8,633	10,233		
13	BANK OF MONTREAL (BMO)	105	2,967	5,755		
14	BASF AG SPONS ADR (BASFY)	850	3,042	59,271		
15	BCE INC (BCE)	130	4,585	5,417		
16	BHP BILLITON LIMITED (BHP)	880	18,891	62,154		
17	BRANDYWINE RLTY TR (BDN)	480	14,909	4,560		
18	BRITISH AMERICAN TOBACCO PLC (BTI)	200	15,789	18,976		
19	BROADRIDGE FINANCIAL SOLUTIONS (BR)	620	13,639	13,981		
20	BROOKFIELD ASSET MANAGEMENT CL A (BAM)	212	5,691	5,826		
21	BUNGE LTD (BG)	180	9,688	10,296		
22	C H ROBINSON WORLDWIDE INC. (CHRW)	183	9,766	12,770		
23	CABLEVISION SYSTEMS CORP CL A (CVC)	800	8,699	11,376		
24	CANADIAN NATL RAILWAY CO (CNI)	475	27,584	37,316		
25	CANADIAN NATURAL RESOURCES LTD (CNQ)	725	28,626	27,093		
26	CANADIAN PACIFIC RAILWAY LTD (CP)	625	38,354	42,294		
27	CHUBB CORP (CB)	240	9,665	16,613		
28	CINCINNATI FINANCIAL CORP (CINF)	290	7,314	8,833		
29	CINEMARK HOLDINGS INC (CNK)	252	3,976	4,659		
30	CLOROX CO (CLX)	130	7,856	8,653		
31	COLONIAL PPTYS TR SH BEN INT (CLP)	440	17,195	9,178		
32	CONSOLIDATED EDISON INC (ED)	360	14,570	22,331		
33	COOPER INDUSTRIES PLC (CBE)	650	33,071	35,198		
34	CORE LABRATORIES (CLB)	445	19,535	50,708		
35	COVIDIEN LTD (COV)	250	10,246	11,253		
36	CYS INVESTMENTS INC (CYS)	970	11,968	12,746		
37	DIAGEO PLC ADS (DEO)	225	17,551	19,670		
38	DIGITAL RLTY TR INC (DLR)	161	8,132	10,734		
39	DISCOVERY COMMUNICATIONS CL A (DISCA)	673	26,050	27,573		
40	EATON VANCE TAX MANAGED EMERGING MARKETS FD INST (EITEX)	11,234	504,088	463,516		
41	ELI LILLY & CO (LLY)	225	8,201	9,351		

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

		Description	TOTAL:			3,550,128		4,033,900	
			Shares	Book Value End of Year	FMV End of Year				
42	EMC CORP-MASS (EMC)		1,275	19,291	27,464				
43	ENDURANCE SPCLTY HLDGS LTD (ENH)		500	16,184	19,125				
44	ENERPLUS CORP (ERF)		575	22,891	14,559				
45	ENSIGN RESOURCE SERVICE GROUP INC (ESVIF)		250	4,903	3,978				
46	EXPEDITORS INTL WASH INC (EXPD)		638	26,671	26,132				
47	EXPRESS SCRIPTS HOLDING CO. (ESRX)		758	39,936	33,875				
48	FIBRIA CELULOSE S ASPOSENSED ADR REPSTG COM SHS (FBR)		101	3,486	785				
49	FIDUCIARY CLAYMORE MLP OPP FD (FMO)		12,100	264,277	259,786				
50	FINNING INTL INC (FINGF)		100	2,734	2,165				
51	FOSTER WHEELER AG (FWLT)		395	9,557	7,560				
52	GENERAL ELECTRIC CO (GE)		635	9,583	11,373				
53	GLAXOSMITHKLINE PLC (GSK)		330	12,648	15,058				
54	GRACE (W.R.) CO (DE) (NEW) (GRA)		220	9,258	10,102				
55	GROUPE DANONE ADS (DANOY)		400	5,135	5,056				
56	H.J. HEINZ COMPANY (HNZ)		369	16,051	19,941				
57	HEALTH CARE PPTY INVS INC (HCP)		320	9,484	13,258				
58	HEALTH CARE REIT INC. (HCN)		530	17,265	28,901				
59	HOSPITALITY PROPERTIES TRUST (HPT)		496	11,614	11,398				
60	INGERSOL-RAND PLC (IR)		300	11,581	9,141				
61	INTEL CORP (INTC)		625	12,906	15,156				
62	INTERNATIONAL PAPER CO. (IP)		325	9,811	9,620				
63	INVESCO MORTGAGE INC (IVR)		550	11,467	7,728				
64	INVESCO PLC (IVZ)		1,451	27,631	29,151				
65	ISHARES GOLD TRUST (IAU)		10,000	135,897	152,299				
66	ISHARES MSCI CANADA INDEX FD (EWC)		1,500	49,850	39,900				
67	JOHNSON & JOHNSON (JNJ)		210	13,398	13,772				
68	KAYNE ANDERSON MLP INV CO (KYN)		13,400	335,781	406,957				
69	KINDER MORGAN MNGMNT (KMR)		488	17,150	38,318				
70	LIMITED BRANDS INC (LTD)		115	4,971	4,640				
71	MANULIFE FIN CORP (MFC)		200	6,113	2,124				
72	MASTERCARD INC (MA)		107	22,943	39,892				
73	MAXIM INTEGRATED PRODS INC. (MXIM)		352	8,114	9,166				
74	MCKESSON CORP (MCK)		160	9,827	12,466				
75	MEADWESTVACO CORP (MWV)		305	8,916	9,135				
76	MERCK & CO INC (MRK)		345	13,705	13,007				
77	MICROCHIP TECHNOLOGY INC. (MCHP)		335	9,684	12,271				
78	MILICOM INTL CELLULAR S.A. (MCCF)		250	9,741	25,248				
79	NABORS INDUSTRIES LTD (NBR)		1,110	29,698	19,247				
80	NATIONAL GRID TRANSFO PLC (NGG)		245	15,756	11,878				
81	NESTLE S.A. (NSRGY)		1,147	7,045	66,193				
82	NEW YORK COMNTY BANCORP INC. (NYB)		770	12,748	9,525				

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

TOTAL:					3,550,128	4,033,900
	Description	Shares	Book Value End of Year	FMV End of Year		
83	NISOURCE INC. (NI)	1,613	30,805	38,406		
84	NOBLE CORPORATION (NE)	930	38,760	28,105		
85	NORTHEAST UTIL (NU)	255	5,319	9,198		
86	NOVARTIS AG ADR (NVS)	175	9,982	10,005		
87	OLD REP INTL CORP (ORI)	930	20,165	8,621		
88	OMNICOM GROUP (OMC)	190	7,969	8,470		
89	ONEOK INC (OKE)	265	3,840	22,973		
90	PARTNERRE LTD COM (PRE)	125	8,150	8,026		
91	PFIZER INC (PFE)	410	7,724	8,872		
92	PIMCO EMERGING LOCAL BD FD INSTI CL (PELBX)	23,649	250,070	237,670		
93	POTASH CORPORATION OF SASKATCHEWAN INC (POT)	1,520	0	62,746		
94	PROGRESS ENERGY INC (PGN)	220	9,551	12,324		
95	PROVIDENT ENERGY LTD (PVX)	500	4,603	4,845		
96	QUALCOMM INC (QCOM)	808	28,338	44,198		
97	R R DONNELLEY & SONS CO (RRD)	697	18,880	10,058		
98	RANGE RESOURCES CORP DEL (RRC)	190	13,276	11,769		
99	RIO TINTO PLC SPONSORED ADR (RIO)	460	25,365	22,503		
100	ROCKWELL COLLINS INC (COL)	703	44,361	38,925		
101	SANOFI CONTINGENT VALUE RIGHTS (GCVRZ)	1,600	3,835	1,920		
102	SCHLUMBERGER LTD (SLB)	515	35,156	35,180		
103	SCRIPPS NETWORKS INT (SNI)	623	18,582	26,428		
104	SEADRILL LTD (SDRL)	445	14,871	14,765		
105	SEMPRA ENERGY COM (SRE)	190	8,654	10,450		
106	SPDR GOLD TR GOLD SHS (GLD)	540	31,410	82,074		
107	SPECTRA ENERGY CORP-W/I (SE)	500	11,716	15,375		
108	ST JUDE MED INC (STJ)	330	13,613	11,319		
109	STARWOOD HOTELS & RESORTS (HOT)	796	42,932	38,184		
110	STATOIL ASA ADS (STO)	517	11,154	13,240		
111	SUN COMMUNITIES INC (SUI)	750	14,534	27,398		
112	SUNCOR ENERGY INC (SU)	2,366	82,135	68,211		
113	SYNGENTA AG ADS (SYT)	210	8,689	12,377		
114	TALISMAN ENERGY INC (TLM)	825	15,941	10,519		
115	TECK COMINCO LIMITED CL B SV (TCK)	540	5,350	19,003		
116	TELEFONICA S A ADR (TEF)	722	8,056	12,411		
117	TELEPHONE & DATA SYSTEM INC (TDS-S)	530	20,047	12,619		
118	TENARIS SA-ADR (TS)	825	35,426	30,674		
119	TERADATA CORPORATION (TDC)	482	20,237	23,382		
120	THE BABCOCK AND WILCOX COMPANY (BWC)	210	3,627	5,069		
121	TRANSOCEAN LTD. (RIG)	440	37,396	16,892		
122	TWO HARBORS INVESTMENT CORP (TWO)	940	9,295	8,686		
123	UBS AG (UBS)	165	7,101	1,952		

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

	Description	Shares	Book Value End of Year	FMV End of Year
TOTAL: 3,550,128 4,033,900				
124	ULTRA PETROLEUM CORP (UPL)	270	15,100	8,000
125	UNILEVER N V N Y (UN)	525	18,980	18,044
126	VALE SA (VALE)	2,460	17,309	52,767
127	VALLEY NATL BANCORP (VLY)	528	7,081	6,531
128	VECTREN CORP (VVC)	300	7,855	9,069
129	VODAFONE GROUP PLC (VOD)	532	14,285	14,912
130	WEATHERFORD INTL NEW (WFT)	1,805	37,848	26,425
131	WELLS FARGO & CO (WFC)	970	24,055	26,733
132	WILLIAMS COS (WMB)	308	9,100	10,170
133	WINDSTREAM CORP (WIN)	755	9,379	8,864
134	XEROX CP (XRX)	1,060	9,723	8,438
135	YARA INTERNATIONAL ASA (YARIY)	265	1,837	10,560
136	YPF SOCIEDAD ANONIMA (YPF)	135	4,867	4,682
137	ZIMMER HOLDINGS INC (ZMH)	150	11,653	8,013

Form 990-PF, Part II, Line 10c - Investments - Corporate Bonds

		TOTAL:		335,007	335,479
	Description	Shares	Book Value End of Year	FMV End of Year	
1	AMER EXPRESS CRDT CO MTN SER C 07 30000% 08/20/13 (0258M0CY3)	35,000	38,071	37,935	
2	AT&T INC NOTE - 4.450% - 05/15/2021 (00206RAX0)	35,000	38,458	38,500	
3	BEAR STEARNS COS INC SUB GLBL 5 550% 01/22/2017 (073902PN2)	45,000	47,872	47,574	
4	CATERPILLAR FINL SVCS MTNS B - 2.050% - 08/01/2016 (14912L4X6)	35,000	35,614	36,160	
5	CHARLES SCHWAB CORP-4 450%-07/22/2020 (808513AD7)	35,000	37,348	37,034	
6	EBAY INC-3 250%-10/15/2020 (278642AC7)	35,000	35,124	35,329	
7	HILLSBORO ORE GO-2.00%-06/01/2014 (432092PT5)	65,000	65,664	66,183	
8	PNC FUNDING CORP SR NT - 3.625% - 02/08/2015 (693476BH5)	35,000	36,856	36,764	
9					
10					

Form 990-PF, Part II, Line 13 - Investments - Other

TOTAL:			3,007,509	3,720,555
	Asset Description	Book Value End of Year	FMV End of Year	
1	ARDEN ENDOWMENT ADVISORS LTD	31,604		0
2	BREVET CAPITAL SPECIAL OPPORTUNITIES FUND III, LP	244,870		260,555
3	CAPITAL DYNAMICS CHAMPION VENTURES V, LP	96,800		139,420
4	CAPITAL ROYALTY PARTNERS II (CAYMAN) LP	20,219		25,556
5	CAPROCK BREP VI, LLC	220,835		285,255
6	EPICOM	3,254		3,254
7	FINTAN CAPITAL PARTNERS LP	499,999		947,984
8	HRJ GROWTH CAPITAL II	293,379		306,184
9	HRJ VENTURE CAPITAL V FOREIGN, LP	46,000		65,784
10	INSITE MEDIACOM, LLC (PTR # 719)	16,398		24,277
11	INSITE MEDIACOM, LLC (PTR # 925)	17,327		25,739
12	LIGHTHOUSE GLOBAL L/S FUND	500,000		546,274
13	MONTAGE CAPITAL, LLC	4,877		4,865
14	NORTHGATE IV, LP	146,403		184,416
15	STEPSTONE PRIVATE EQUITY PARTNERS LP	217,621		225,663
16	STERLING STAMOS REAL ASSETS FUND, LP	347,715		375,115
17	TCG REAL ESTATE DEBT FINANCING FUND I, LLC	300,208		300,214

Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Acct
1	Steven P Westly	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Chairman / Director	1	0	0	0
2	Anita W Yu	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Director / Secretary	5	0	0	0
3										
4										
5										
6										
7										
8										
9										
10										
TOTAL:							0	0	0	0

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

GLOBAL AIDS INTERFAITH ALLIANCE

Street

PO BOX 29110

City

SAN FRANCISCO

State

CA

Zip Code

94129

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Mobile Health Clinic Serving Rural Villagers in Malawi, Africa

Amount

25,000

Name

GLOBAL CITIZEN YEAR INCORPORATED

Street

1625 CLAY ST

City

OAKLAND

State

CA

Zip Code

94612

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

20,000

Name

GLOBAL HEALTH CORPS INC

Street

5 PENN PLZ FRNT 2

City

NEW YORK

State

NY

Zip Code

10001

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Support of Global Health Corps Fellow

Amount

20,000

Name

INNER-CITY ARTS

Street

720 KOHLER ST

City

LOS ANGELES

State

CA

Zip Code

90021

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

East Side Santa Clara County- Stepping up to Science Summer Biology Program

Amount

20,000

Name

INNVISION SHELTER NETWORK

Street

1450 CHAPIN AVE FL 2

City

BURLINGAME

State

CA

Zip Code

94010

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Haven Family House in Menlo Park

Amount

25,000

Name

INNVISION THE WAY HOME

Street

1900 THE ALAMEDA

City

SAN JOSE

State

CA

Zip Code

95126

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Housing and Services for Homeless Families and Individuals in Silicon Valley

Amount

2,500

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

JOHN PAPAN MEMORIAL

Street

440 GREEN HILLS DR

City

MILLBRAE

State

CA

Zip Code

94030

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Clothes for Children of Low-Income Families

Amount

2,500

Name

JUNIOR STATESMEN FOUNDATION

Street

800 S CLAREMONT ST STE 202

City

SAN MATEO

State

CA

Zip Code

94402

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

KQED INC

Street

2601 MARIPOSA ST

City

SAN FRANCISCO

State

CA

Zip Code

94110

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

The California Report's Coverage of Immigration Issues Program

Amount

50,000

Name

LAS LOMITAS EDUCATION FOUNDATION

Street

PO BOX 7282

City

MENLO PARK

State

CA

Zip Code

94026

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

25,000

Name

LUCILE SALTER PACKARD CHILDRENS HOSPITAL AT STANFORD

Street

725 WELCH RD MC 5553

City

PALO ALTO

State

CA

Zip Code

94304

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Teen Healthy Van Program

Amount

50,000

Name

OAKLAND SCHOOLS FOUNDATION

Street

PO BOX 20238

City

OAKLAND

State

CA

Zip Code

94620

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

PEER HEALTH EXCHANGE INC

Street

545 SANSOME ST STE 900

City

SAN FRANCISCO

State

CA

Zip Code

94111

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Expansion of the Peer Health Exchange Bay Area Program for the 2011-2012 Academic Year

Amount

10,000

Name

PENINSULA BRIDGE PROGRAM

Street

PO BOX 963

City

MENLO PARK

State

CA

Zip Code

94026

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

25,000

Name

PENINSULA BRIDGE PROGRAM

Street

PO BOX 963

City

MENLO PARK

State

CA

Zip Code

94026

Foreign Country**Relationship**

N/A

Foundation Status

501(c)(3)

Purpose of grant/contribution

Peninsula Bridge Summer Programs

Amount

25,000

Name

PHILANTHROPIC VENTURES FOUNDATION

Street

1222 PRESERVATION PARK WAY

City

OAKLAND

State

CA

Zip Code

94612

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Teacher Mini Grants for the Arts Program

Amount

25,000

Name

SAN MATEO COUNTY HEALTH FOUNDATION

Street

222 W 39TH AVE

City

SAN MATEO

State

CA

Zip Code

94403

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Support of the Forensic Interviewer at the Keller Center

Amount

25,000

Name

SANTA CLARA FAMILY HEALTH FOUNDATION INC

Street

210 E HACIENDA AVE

City

CAMPBELL

State

CA

Zip Code

95008

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Healthy Kids Program

Amount

25,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SECOND HARVEST FOOD BANK OF SANTA CLARA AND SAN MATEO COUNTIES

Street

750 CURTNER AVE

City

SAN JOSE

State

CA

Zip Code

95125

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

25,000

Name

SILICON VALLEY EDUCATION FOUNDATION

Street

1400 PARKMOOR AVE, STE 200

City

SAN JOSE

State

CA

Zip Code

95126

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

1,000 Hearts for 1,000 Minds Tutoring Program in Silicon Valley

Amount

20,000

Name

SILICON VALLEY EDUCATION FOUNDATION

Street

1400 PARKMOOR AVE, STE 200

City

SAN JOSE

State

CA

Zip Code

95126

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

East Side Santa Clara County- Stepping up to Science Summer Biology Program

Amount

10,000

Name

SPARK PROGRAM INC

Street

251 RHODE ISLAND ST STE 205

City

SAN FRANCISCO

State

CA

Zip Code

94103

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

25,000

Name

STANFORD UNIVERSITY

Street

326 GALVEZ ST

City

STANFORD

State

CA

Zip Code

94305

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

STANFORD UNIVERSITY

Street

326 GALVEZ ST

City

STANFORD

State

CA

Zip Code

94305

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Lee Jackson Fund at the Stanford Graduate School of Business

Amount

20,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

STARVISTA

Street

610 ELM ST STE 212

City

SAN CARLOS

State

CA

Zip Code

94070

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Youth Advisory Board and Peer Mediation Programs at Sequoia High School

Amount

25,000

Name

SUMMIT INSTITUTE

Street

325 CAMILLE CT

City

MOUNTAIN VIEW

State

CA

Zip Code

94040

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

20,000

Name

SUPERSTARS LITERACY INC

Street

333 HEGENBERGER RD STE 503

City

OAKLAND

State

CA

Zip Code

94621

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Literacy Program at Lazear Elementary

Amount

10,000

Name

THE SAN JOSE PUBLIC LIBRARY FOUNDATION

Street

150 E SAN FERNANDO ST 4TH FL

City

SAN JOSE

State

CA

Zip Code

95112

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

2012 Silicon Valley Reads Program

Amount

5,000

Name

TIDES CENTER

Street

P O BOX 29907

City

SAN FRANCISCO

State

CA

Zip Code

94129

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Boost! West Oakland's Early Childhood Literacy Program

Amount

2,500

Name

UNIVERSITY OF CALIFORNIA MERCED FOUNDATION

Street

5200 N LAKE RD

City

MERCED

State

CA

Zip Code

95343

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Westly Foundation Class Gift and the Westly Foundation Alumni Scholarship Endowment Fund

Amount

10,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

WE HOPE

Street

PO BOX 50624

City

E PALO ALTO

State

CA

Zip Code

94303

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Emergency Homeless Shelter Program

Amount

5,000

Name

WELLDONE INTERNATIONAL

Street

23020 HAMLIN ST

City

WEST HILLS

State

CA

Zip Code

91307

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

FutureBuilding (Development of Wells in Africa) Project

Amount

10,000

Name

WORLDLINK FOUNDATION

Street

38 KEYES AVE STE 17

City

SAN FRANCISCO

State

CA

Zip Code

94129

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Nourish Santa Clara Program

Amount

15,000

Name

YOUTH COMMUNITY SERVICE INC

Street

4120 MIDDLEFIELD RD

City

PALO ALTO

State

CA

Zip Code

94303

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

YCS Life Skills Classes in the Ravenswood District

Amount

10,000

Name

YOUTH TENNIS ADVANTAGE

Street

1717 POWELL ST STE 100

City

SAN FRANCISCO

State

CA

Zip Code

94133

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0