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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

2012

Open to Public Inspection

For calendar year 2012 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) Foundation Source 501 Silverside Rd	Room/suite 123	B Telephone number (see instructions) (800) 839-1754
City or town, state, and ZIP code Wilmington DE 19809-1377		C If exemption application is pending, check here <input type="checkbox"/>
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 type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 10,289,575	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	187,850			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,540	2,540		
	4 Dividends and interest from securities	205,249	202,363		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	230,287			
	b Gross sales price for all assets on line 6a 2,948,490				
	7 Capital gain net income (from Part IV, line 2)		245,392		
	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)	49,153	41,382			
12 Total. Add lines 1 through 11	675,079	491,677	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	80,375			80,375
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	6,520			6,520
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	90,301	60,863		29,438
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	27,208	3,301		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	710			710
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	80,018	62,636		15,962
	24 Total operating and administrative expenses. Add lines 13 through 23	285,132	126,800	0	133,005
	25 Contributions, gifts, grants paid	792,076			792,076
26 Total expenses and disbursements. Add lines 24 and 25	1,077,208	126,800	0	925,081	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-402,129				
b Net investment income (if negative, enter -0-)		364,877			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

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SCANNED NOV 27 2013

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	991,215	365,508	365,508
	3 Accounts receivable			
	Less allowance for doubtful accounts	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)	1,223,053	1,227,771	1,248,918
	b Investments—corporate stock (attach schedule)	3,550,128	4,720,814	5,455,490
	c Investments—corporate bonds (attach schedule)	335,007	235,955	243,064
Liabilities	11 Investments—land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	3,007,509	2,159,191	2,976,595
	14 Land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	9,111,368	8,709,239	10,289,575
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations 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			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	9,111,368	8,709,239	
	30 Total net assets or fund balances (see instructions)	9,111,368	8,709,239	
	31 Total liabilities and net assets/fund balances (see instructions)	9,111,368	8,709,239	

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	9,111,368
2 Enter amount from Part I, line 27a	2	-402,129
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	8,709,239
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,709,239

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 Attached Statement				
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			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a			0	
b			0	
c			0	
d			0	
e			0	
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	245,392	
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.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	852,366	10,433,614	0.081694
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
2 Total of line 1, column (d)			2 0.415697
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 0.083139
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 10,168,416
5 Multiply line 4 by line 3			5 845,392
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,649
7 Add lines 5 and 6			7 849,041
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			8 925,081

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)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,649	
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	3,649	
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	3,649	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	18,136		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	18,136		
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	14,487		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 4,000 Refunded	11	10,487		

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 Instructions for the 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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
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) 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 2012 or the taxable year beginning in 2012 (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 ▶ c/o 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 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 _____, 20 _____, 20 _____, 20 _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	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 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	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 2012?	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))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (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☐ Yes ☒ No☐ Yes ☒ No☒ Yes ☐ No☐ 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

☐**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

☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**5b**

X

6b

X

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	80,375		
	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	50,956

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	6,322,805
b	Average of monthly cash balances	1b	695,578
c	Fair market value of all other assets (see instructions)	1c	3,304,882
d	Total (add lines 1a, b, and c)	1d	10,323,265
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	10,323,265
4	Cash deemed held for charitable activities. Enter 1 1/4 % of line 3 (for greater amount, see instructions)	4	154,849
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,168,416
6	Minimum investment return. Enter 5% of line 5	6	508,421

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	508,421
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,649
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	2
c	Add lines 2a and 2b	2c	3,651
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	504,770
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	504,770
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	504,770

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	925,081
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	925,081
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	3,649
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	921,432

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				504,770
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	152,188			
b From 2008	480,382			
c From 2009	465,271			
d From 2010	354,273			
e From 2011	352,161			
f Total of lines 3a through e	1,804,275			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 925,081				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				504,770
e Remaining amount distributed out of corpus	420,311			
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,224,586			
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				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	152,188			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,072,398			
10 Analysis of line 9				
a Excess from 2008	480,382			
b Excess from 2009	465,271			
c Excess from 2010	354,273			
d Excess from 2011	352,161			
e Excess from 2012	420,311			

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>				
ALEARN	N/A	509(a)(1)	A-Learn Summer Program in Redwood City for Sequoia HS	14,076
3777 STEVENS CREEK BLVD STE 330				
SANTA CLARA, CA 95051				
ALPHA PUBLIC SCHOOLS, INC	N/A	509(a)(1)	General Operating Support for Launch of Alpha	25,000
PO BOX 21366				
SAN JOSE, CA 95151				
ASPIRE PUBLIC SCHOOLS	N/A	509(a)(1)	Family & College Resource Cntr at East Palo Alto Phoenix Acad	20,000
1001 22ND AVE STE 200				
OAKLAND, CA 94606				
BUSINESSES UNIT IN INVESTING LENDING & DEV	N/A	509(a)(1)	Entrepreneurs Course and After School Program at Sequoia HS	25,000
2385 BAY RD				
REDWOOD CITY, CA 94063				
CITIZEN SCHOOLS INC	N/A	509(a)(1)	Expansion of Expanded Learning Time Initiative in Bay Area Schools	20,000
308 CONGRESS ST FL 5				
BOSTON, MA 02210				
COLLEGESPRING INC	N/A	509(a)(1)	CollegeSpring's SAT and College Readiness Summer Program	25,000
145 NATOMA ST FL 3				
SAN FRANCISCO, CA 94105				
EAST PALO ALTO TENNIS AND TUTORING	N/A	509(a)(1)	General & Unrestricted	5,000
450 SERRA MALL STANFORD UNIVER				
STANFORD, CA 94305				
EQUAL OPPORTUNITY SCHOOLS	N/A	509(a)(1)	Equal Opp Schools' Program at Lincoln Unified Schools	25,000
999 N NORTHLAKE WAY STE 268				
SEATTLE, WA 98103				
FRESH LIFELINES FOR YOUTH INC	N/A	509(a)(1)	Support Youth Attending Fisher & Luther Burbank Middle Schools	15,000
568 VALLEY WAY				
MILPITAS, CA 95035				
GLOBAL CITIZEN YEAR INCORPORATED	N/A	509(a)(2)	Scholarship Support for Low-Income Bay Area Students	25,000
1625 CLAY ST				
OAKLAND, CA 94612				
GLOBAL HEALTH CORPS INC	N/A	509(a)(1)	General & Unrestricted	10,000
5 PENN PLZ FRNT 2				
NEW YORK, NY 10001				
Total See Attached Statement			▶ 3a	792,076
b <i>Approved for future payment</i>				
Total			▶ 3b	0

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	2,540	
4 Dividends and interest from securities			14	205,249	
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	1,789	18	228,498	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a <u>K-1 Inc/Loss</u>	525990	2,415	14	41,698	
b <u>Federal Tax Refund</u>			01	5,340	
c <u>Other Income/(Loss)</u>			01	-300	
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)		4,204		483,025	0
13 Total. Add line 12, columns (b), (d), and (e)				13	487,229

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

2012

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

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 PO Box 7804 Menlo Park CA 94026 Foreign State or Province _____ Foreign Country _____	\$ 187,850	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	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 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 entry
 For 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	

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

										Totals	Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
										Capital Gains/Losses	2,948,183		2,719,685		228,498	
										Other sales	0		-1,789		1,789	
											Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	Publicly-traded Securities							2,386,043		2,260,702					125,341
2	X	Pass-Through K-1 Capital Gain													62,582	62,582
3	X	LIGHTHOUSE GLOBAL US FU			12/31/2010	P	8/28/2012	557,275	500,000							57,275
4	X	MONTAGE CAPITAL, LLC			12/31/2010	P	2/24/2012	4,865	4,877							-12
5	X	TCG REAL ESTATE DEBT FIN			12/31/2010	P	8/1/2012	0	0						14,916	14,916
6		Pass-Through K-1 UBI													1,789	1,789
7	X	ARDEN ENDOWMENT ADVISQ			12/31/2010	P	1/1/2012		31,604							-31,604

Part I, Line 11 (990-PF) - Other Income

		49,153	41,382	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	K-1 Inc/Loss CAPITAL DYNAMICS CHAMPION VENTURES V,	-384	320	
2	K-1 Inc/Loss CAPITAL ROYALTY PARTNERS II (CAYMAN) LP	7,178	7,178	
3	K-1 Inc/Loss CAPROCK BREP VI, LLC	7,759	7,759	
4	K-1 Inc/Loss HRJ GROWTH CAPITAL II LP	13,899	13,436	
5	K-1 Inc/Loss HRJ VENTURE CAPITAL V FOREIGN, LP	598	598	
6	K-1 Inc/Loss INSITE MEDIACOM, LLC (Ptr # 719)	-706	-706	
7	K-1 Inc/Loss INSITE MEDIACOM, LLC (Ptr # 925)	-750	-750	
8	K-1 Inc/Loss KEYSTONE REAL ESTATE INCOME FUND I, LP	-826	-826	
9	K-1 Inc/Loss NORTHGATE IV, LP	4,645	2,963	
10	K-1 Inc/Loss STERLING STAMOS REAL ASSETS FUND, LP	12,700	11,710	
11	Federal Tax Refund	5,340	0	
12	Other Income	-300	-300	

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

		90,301	60,863	0	29,438
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Professional Administration Services	29,438	0		29,438
2	Professional Investment Services	60,863	60,863		0

Part I, Line 18 (990-PF) - Taxes

		27,208	3,301	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Estimated Tax for 2012	10,500	0		0
2	Foreign Tax Paid	3,301	3,301		0
3	IRS Excise Tax Payment with 1st ext 990-PF	13,407	0		0

Part I, Line 23 (990-PF) - Other Expenses

		80,018	62,636	0	15,962
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Administrative Fees	500	0		500
2	Bank Charges	75	75		0
3	Communications	49	0		49
4	K-1 Exp CAPITAL DYNAMICS CHAMPION VENTUR	5,717	5,716		0
5	K-1 Exp CAPITAL ROYALTY PARTNERS II (CAYMA	11,175	11,175		0
6	K-1 Exp CAPROCK BREP VI, LLC	4,485	4,472		0
7	K-1 Exp HRJ GROWTH CAPITAL II LP	9,103	7,746		0
8	K-1 Exp HRJ VENTURE CAPITAL V FOREIGN, LP	2,233	2,232		0
9	K-1 Exp INSITE MEDIACOM, LLC (Ptr # 719)	2	0		0
10	K-1 Exp INSITE MEDIACOM, LLC (Ptr # 925)	2	0		0
11	K-1 Exp KEYSTONE REAL ESTATE INCOME FUND	173	173		0
12	K-1 Exp NORTHGATE IV, LP	7,966	7,922		0
13	K-1 Exp STERLING STAMOS REAL ASSETS FUND	23,125	23,125		0
14	Office Supplies	600	0		600
15	Payroll Processing Fees	813	0		813
16	Premium Payment for Indemnification Insurance	950	0		950
17	State or Local Filing Fees	1,000	0		1,000
18	Website Development	12,050	0		12,050

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

		Federal	1,127,271	1,016,223	0	1,032,713		
		State/Local	95,782	211,548	0	216,205		
	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	State/Local Obligation	
1	ENERGY NORTHWEST - 1 063% -07/01/20	100,000		100,015		99,665	X	
2	FHLB - 3 625% - 10/18/2013	25,000		27,054		25,679		
3	FHLB - 5 000% - 11/17/2017	140,000		167,049		167,839		
4	FHLMC - 1 000% - 08/20/2014	55,000		55,498		55,642		
5	FHLMC - 2 060% - 01/15/2022	64,008		64,580		65,509		
6	FHLMC - 3 750% - 03/27/2019	190,000		206,668		219,625		
7	FNMA - 1 125% - 04/27/2017	45,000		45,292		45,806		
8	FNMA - 2 250% - 03/15/2016	75,000		80,099		79,289		
9	FNMA - 4 875% - 12/15/2016	60,000		70,030		69,908		
10	FNMA AH5620 - 4 000% - 02/01/2026	118,801		123,470		127,287		
11	GNMA 781811 - 5 000% - 10/15/2034	76,581		85,354		85,466		
12	GOVT NATL MTG ASSN II POOL #MA0069	86,101		91,129		90,663		
13	SAN FRANCISCO CALIF CITY & CNTY-3 7	50,000		51,518		54,342	X	
14	UNIVERSITY CALIF REVS-2 379%-05/15/2	60,000		60,015		62,198	X	

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

			3,550,128	4,720,814	0	5,455,490
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	ABBOTT LABS	357		18,169		23,384
2	ACCENTURE PLC	368		13,693		24,472
3	AGRIUM INC	385		15,001		38,450
4	AMERICAN CAPITAL AGENCY CORP	440		12,675		12,716
5	AMERICAN WATER WORKS COMPANY INC	500		9,960		18,565
6	ANALOG DEVICES INC	340		8,100		14,300
7	ANNALY MTG MGMT INC COM	700		9,794		9,828
8	ARMOUR RESIDENTIAL REIT INCCOM	1,130		8,471		7,311
9	AT&T CORP COM NEW	334		12,207		11,259
10	AUTOMATIC DATA PROCESSING INC	536		23,494		30,514
11	AXA ADS	175		5,903		3,189
12	BANK OF HAWAII CORP	230		8,633		10,132
13	BANK OF MONTREAL	97		2,741		5,946
14	BASF AG SPONS ADR	850		3,042		80,750
15	BAXTER INTERNATIONAL INC	165		9,791		10,999
16	BCE INC	121		4,267		5,196
17	BHP BILLITON LIMITED	880		18,891		69,010
18	BRITISH AMERICAN TOBACCO PLC	200		15,789		20,250
19	BROADRIDGE FINANCIAL SOLUTIONS	620		13,639		14,186
20	BROOKFIELD ASSET MANAGEMENT CL A	212		5,691		7,770
21	BUNGE LTD	180		9,688		13,084
22	CA INC	362		9,107		7,957
23	CABLEVISION SYSTEMS CORP CL A	800		8,699		11,952
24	CANADIAN NATL RAILWAY CO	475		27,584		43,230
25	CANADIAN NATURAL RESOURCES LTD	725		28,626		20,931
26	CANADIAN PACIFIC RAILWAY LTD	625		38,354		63,513
27	CINCINNATI FINANCIAL CORP	265		6,683		10,377
28	CLOROX CO	130		7,856		9,519
29	CME GROUP, INC	163		9,227		8,259
30	CORE LABRATORIES	445		19,535		48,643
31	COVIDIEN LTD	250		10,246		14,435
32	CYS INVESTMENTS INC	970		11,968		11,456
33	DIAGEO PLC ADS	225		17,551		26,231
34	DIGITAL RLTY TR INC	146		7,378		9,912
35	DISCOVERY COMMUNICATIONS CL A	579		22,412		36,755
36	DUKE ENERGY CO	191		9,551		12,186
37	EATON CORP PLC	653		23,191		35,380
38	EATON VANCE TAX MANAGED EMERGING	13,339		604,125		648,022
39	ELI LILLY & CO	210		7,661		10,357
40	EMC CORP-MASS	1,098		16,613		27,779
41	ENDURANCE SPCLTY HLDGS LTD	500		16,184		19,845
42	ENSIGN RESOURCE SERVICE GROUP INC	250		4,903		3,863
43	EXELON CORPORATION	325		12,718		9,666
44	EXPEDITORS INTL WASH INC	549		23,574		21,713
45	EXPRESS SCRIPTS HOLDING CO	463		23,700		25,002
46	FIBRIA CELULOSE S ASPONSORED ADR R	101		3,486		1,148
47	FIDUCIARY CLAYMORE MLP OPP FD	10,000		219,161		217,699
48	FINNING INTL INC	100		2,734		2,456

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

		3,550,128	4,720,814	0	5,455,490	
Description		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
49	FOSTER WHEELER AG	395		9,557		9,606
50	GENERAL ELECTRIC CO	828		13,715		17,380
51	GLAXOSMITHKLINE PLC	304		11,653		13,215
52	GRACE (W R) CO (DE)	220		9,258		14,791
53	GROUPE DANONE ADS	400		5,135		5,356
54	GUGGENHEIM FRONTIER MARKETS ETF	8,000		164,628		158,079
55	H J HEINZ COMPANY	356		15,466		20,534
56	HEALTH CARE PPTY INVS INC	223		6,836		10,071
57	HEALTH CARE REIT INC	530		17,265		32,484
58	HOME PPTYS INC	140		8,319		8,583
59	HOSPITALITY PROPERTIES TRUST	452		10,575		10,586
60	INGERSOL-RAND PLC	300		11,581		14,388
61	INTEL CORP	579		11,992		11,939
62	INTERNATIONAL PAPER CO	298		8,995		11,872
63	ISHARES GOLD TRUST	10,000		135,897		162,799
64	ISHARES S&P U S PREFERRED STOCK IN	4,000		160,076		158,479
65	ITC HOLDINGS CORP	70		5,492		5,384
66	JOHNSON & JOHNSON	193		12,294		13,529
67	KAYNE ANDERSON MLP INV CO	15,400		438,037		453,837
68	KINDER MORGAN MNGMNT	484		16,035		36,523
69	LINN CO, LLC	256		9,489		9,252
70	MANULIFE FIN CORP	200		6,113		2,718
71	MASTERCARD INC	67		16,262		32,916
72	MAXIM INTEGRATED PRODS INC	323		7,446		9,496
73	MCKESSON CORP	160		9,827		15,514
74	MERCK & CO INC	211		8,140		8,638
75	MICROCHIP TECHNOLOGY INC	309		8,940		10,070
76	MILLICOM INTL CELLULAR S A	250		9,741		21,375
77	NABORS INDUSTRIES LTD	1,110		29,698		16,040
78	NATIONAL GRID TRANSOCO PLC	226		14,453		12,981
79	NATL FUEL GAS CO	220		10,075		11,152
80	NESTLE S A	1,147		7,045		74,750
81	NEW YORK COMNTY BANCORP INC	900		14,453		11,790
82	NISOURCE INC	1,519		28,925		37,808
83	NOBLE CORPORATION	930		38,498		32,383
84	NOVARTIS AG ADR	175		9,982		11,078
85	OLD REP INTL CORP	850		8,423		9,053
86	OMEGA HEALTHCARE INV	207		4,700		4,937
87	OMNICOM GROUP	190		7,969		9,492
88	ONEOK INC	485		3,514		20,734
89	PARTNERRE LTD COM	125		8,150		10,061
90	PEMBINA PIPELINE CORP CANADA	197		4,277		5,642
91	PFIZER INC	381		7,178		9,555
92	PIMCO EMERGING LOCAL BOND FUND	23,649		250,070		259,664
93	POTASH CORPORATION OF SASKATCHEV	1,520		0		61,849
94	PPL CORPORATION	190		5,501		5,440
95	QUALCOMM INC	696		24,394		43,054
96	R R DONNELLEY & SONS CO	643		17,448		5,781

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

		3,550,128	4,720,814	0	5,455,490
Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
97 REGAL ENTERTAINMENT	700		9,728		9,765
98 RIO TINTO PLC SPONSORED ADR	685		37,756		39,792
99 RPM INTERNATIONAL INC	210		5,531		6,166
100 SCHLUMBERGER LTD	515		35,156		35,689
101 SCRIPPS NETWORKS INT	536		16,245		31,045
102 SEADRILL LTD	407		13,616		14,978
103 SEMPRA ENERGY COM	190		8,654		13,479
104 SENIOR HOUSING PPTYS TR REIT	202		4,508		4,775
105 SPDR GOLD TR GOLD SHS	2,300		337,565		372,645
106 SPECTRA ENERGY CORP-W/I	461		10,833		12,622
107 ST JUDE MED INC	330		13,613		11,926
108 STANLEY BLACK & DECKER INC	520		38,384		38,464
109 STARWOOD HOTELS & RESORTS	685		36,329		39,292
110 STATOIL ASA ADS	477		10,291		11,944
111 SUN COMMUNITIES INC	375		6,128		14,959
112 SUNCOR ENERGY INC	2,705		95,050		89,211
113 SYNGENTA AG ADS	210		8,689		16,968
114 SYSCO CORP	280		8,450		8,865
115 T ROWE PRICE ASSOCIATES	427		25,438		27,805
116 TALISMAN ENERGY INC	825		15,941		9,347
117 TECK COMINCO LIMITED CL B SV	540		5,350		19,629
118 TELEPHONE & DATA SYS INC	530		20,047		11,734
119 TENARIS SA-ADR	825		35,426		34,584
120 TESLA MOTORS INC	4,500		169,065		152,415
121 THE BABCOCK AND WILCOX COMPANY	210		3,627		5,502
122 TORTOISE ENERGY INFR	2,400		91,671		90,960
123 TOTAL FINA ELF S A	204		9,073		10,610
124 TRANSOCEAN LTD	440		37,396		19,650
125 UBS AG	165		7,101		2,597
126 UNILEVER N V N Y	675		24,789		25,853
127 VALE SA	2,460		17,309		51,562
128 VALLEY NATL BANCORP	485		6,199		4,511
129 VECTREN CORP	300		7,855		8,820
130 VODAFONE GROUP PLC	488		13,099		12,293
131 WADDELL&REED FIN INC	350		9,135		12,187
132 WEATHERFORD INTL	1,805		37,848		20,198
133 WELLS FARGO & CO	835		20,597		28,540
134 WGL HOLDINGS INC	140		5,577		5,487
135 WILLIAMS COS	634		17,307		20,757
136 WISDOMTREE EMERGING MARKETS EQU	5,700		330,429		325,982
137 WYNN RESORTS LIMITED COMMON	324		34,536		36,447
138 YARA INTERNATIONAL ASA	265		1,837		13,181
139 ZIMMER HOLDINGS INC	150		11,653		9,999

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

				335,007	235,955	0	243,064
	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	BEAR STEARNS COS INC SUB GLBL 5 550%				47,873		50,747
2	CHARLES SCHWAB CORP-4 450%-07/22/20				37,348		39,552
3	EBAY INC-3 250%-10/15/2020				35,124		37,750
4	HILLSBORO ORE GO-2 00%-06/01/2014				65,664		66,053
5	MACYS RETAIL HLDGS INC - 2 875% - 02/14				49,946		48,962

Part II, Line 13 (990-PF) - Investments - Other

			3,007,509	2,159,191	2,976,595
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	BREVET CAPITAL SPECIAL OPPORTUNITIES			222,240	260,210
2	CAPITAL DYNAMICS CHAMPION VENTURE			111,329	147,900
3	CAPITAL ROYALTY PARTNERS II (CAYMAN)			28,940	29,349
4	CAPROCK BREP VI, LLC			225,491	307,698
5	EPICOM			3,254	3,254
6	FINTAN CAPITAL PARTNERS LP			499,999	1,001,697
7	HRJ GROWTH CAPITAL II LP			289,620	321,958
8	HRJ VENTURE CAPITAL V FOREIGN, LP			44,008	64,067
9	INSITE MEDIACOM, LLC (PTR # 719)			15,347	24,277
10	INSITE MEDIACOM, LLC (PTR # 925)			16,231	25,739
11	KEYSTONE REAL ESTATE INCOME FUND			52,311	52,239
12	NORTHGATE IV, LP			163,387	206,950
13	STEPSTONE PRIVATE EQUITY PARTNERS			161,035	169,014
14	STERLING STAMOS REAL ASSETS FUND,			325,999	362,243

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Amount																					
Long Term CG Distributions		0																			
Short Term CG Distributions		0																			
				2,948,490		0		77,191		2,734,076		276,996		0		0		0		245,392	
Description of Property Sold		CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Deprecation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses							
1	Publicly-traded Securities					2,386,350			2,243,808	142,542	0	0	0	142,542							
2	Pass-Through K-1 Capital Gam							62,582	0	62,582	0	0	0	62,582							
3	LIGHTHOUSE GLOBAL LIS FUND		P	12/31/2010	8/28/2012	557,275			500,000	57,275	0	0	0	57,275							
4	MONTAGE CAPITAL, LLC		P	12/31/2010	2/24/2012	4,865			4,877	-12	0	0	0	-12							
5	TCG REAL ESTATE DEBT FINANCING FU		P	12/31/2010	8/1/2012	0		14,609	0	14,609	0	0	0	14,609							
6	ARDEN ENDOWMENT ADVISORS LTD		P	12/31/2010	1/1/2012				31,604	-31,604	0	0	0	-31,604							

Part VII-B, Line 5c (990-PF) - Expenditure Responsibility

	Grantee Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Grant Date	Grant Amount	Grant Purpose	Amt. Expended by Grantee	Any Diversion by Grantee?	Dates of Reports by Grantee	Date of Verification	Verification
1	Global Health Research Foundation		26735 St. Francis Road	Los Altos Hills	CA	94022		7/27/2012	25,000	To help support Registry for Tracking and Reporting of Disease and Pollutant Data.		0 Not to the knowledge of grantor	Report Expected in 2013		None necessary

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

000													
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account	Explanation
1	Steven P Westly		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Chairman / Dir	1.00	0	0	0	
2	Anita W Yu		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Dir / Sec	5.00	0	0	0	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

GLOBAL HEALTH RESEARCH FOUNDATION

Street

26735 ST FRANCIS RD

City

LOS ALTOS HLS

State

CA

Zip Code

94022

Foreign Country**Relationship**

N/A

Foundation Status

PF

Purpose of grant/contribution

Expenditure Responsibility Grant

Amount

25,000

Name

INNVISION SHELTER NETWORK

Street

181 CONSTITUTION DR

City

MENLO PARK

State

CA

Zip Code

94025

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

25,000

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

Scholarship Fund for Eastside College Prep Students to Attend JSA's 2012 Summer Programs

Amount

5,000

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

Matching Grant of Gift to Junior Statesmen Foundation

Amount

1,000

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

California's Report Coverage of Immigration Issues

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

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

LEADERSHIP PUBLIC SCHOOLS INC

Street

344 THOMAS L BERKLEY WAY 340

City OAKLAND	State CA	Zip Code 94612	Foreign Country
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Relationship N/A	Foundation Status 509(a)(1)
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Purpose of grant/contribution Development and Implementation of ExitTicket	Amount 25,000
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Name

LUCILE SALTER PACKARD CHILDRENS HOSPITAL AT STANFORD

Street

725 WELCH RD

City PALO ALTO	State CA	Zip Code 94304	Foreign Country
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Relationship N/A	Foundation Status 509(a)(1)
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Purpose of grant/contribution Lucile Packard Children's Hospital Teen Van Program	Amount 50,000
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Name

OAKLAND SCHOOLS FOUNDATION

Street

PO BOX 20238

City OAKLAND	State CA	Zip Code 94620	Foreign Country
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Relationship N/A	Foundation Status 509(a)(1)
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Purpose of grant/contribution Five Scholarships to Think College Now	Amount 5,000
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Name

PEER HEALTH EXCHANGE INC

Street

70 GOLD ST

City SAN FRANCISCO	State CA	Zip Code 94133	Foreign Country
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Relationship N/A	Foundation Status 509(a)(1)
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Purpose of grant/contribution Peer Health Exchange's Program in San Francisco Bay Area	Amount 10,000
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Name

PENINSULA BRIDGE PROGRAM

Street

PO BOX 963

City MENLO PARK	State CA	Zip Code 94026	Foreign Country
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Relationship N/A	Foundation Status 509(a)(1)
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Purpose of grant/contribution Summer Bridge Program for Middle School Youth	Amount 12,500
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Name

PHILANTHROPIC VENTURES FOUNDATION

Street

1222 PRESERVATION PARK WAY

City OAKLAND	State CA	Zip Code 94612	Foreign Country
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Relationship N/A	Foundation Status 509(a)(1)
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Purpose of grant/contribution Teacher Mini Grants for The Arts Program	Amount 40,000
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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SANTA CLARA FAMILY HEALTH FOUNDATION INC

Street

4030 MOORPARK AVE STE 107

City

SAN JOSE

State

CA

Zip Code

95117

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

The Healthy Kids Program

Amount

25,000

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

SEQUOIA HIGH SCHOOL EDUCATION FOUNDATION

Street

1201 BREWSTER AVE

City

REDWOOD CITY

State

CA

Zip Code

94062

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

AVID Program at Sequoia High School

Amount

22,000

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

Support for Participation in 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

Apprenticeships For At-Risk Youth in Redwood City

Amount

25,000

Name

SPECIAL SPACES INC

Street

9028 MIDDLEBROOK PIKE

City

KNOXVILLE

State

TN

Zip Code

37923

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Two or More Rooms for Youth Participating in the Special Spaces SF Bay Area Program

Amount

10,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

STANFORD HOSPITAL AND CLINICS

Street

300 PASTEUR DR MC 5510

City STANFORD	State CA	Zip Code 94305	Foreign Country
Relationship N/A	Foundation Status 509(a)(1)		
Purpose of grant/contribution Cancer Supportive Care Program at Stanford Cancer Center Division			Amount 10,000

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 Matching Grant of Gift to Stanford University			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 Undergraduate Scholarships and Lee Jackson Fund at Stanford Grad School of Business			Amount 20,000

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 Life-Skills Development Program at Sequoia High School			Amount 10,000

Name

SUMMIT INSTITUTE

Street

455 5TH AVE

City REDWOOD CITY	State CA	Zip Code 94063	Foreign Country
Relationship N/A	Foundation Status 509(a)(1)		
Purpose of grant/contribution Optimized Learning School Curriculum Initiative			Amount 25,000

Name

SUPER STARS 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 Super Stars Literacy Program at Harder Elementary School			Amount 10,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

UNIVERSITY OF CALIFORNIA MERCED FOUNDATION

Street

5200 N LAKE RD

City	State	Zip Code	Foreign Country
MERCED	CA	95343	

Relationship	Foundation Status
N/A	509(a)(1)

Purpose of grant/contribution	Amount
Westly Foundation Class Gift and the Westly Foundation Alumni Scholarship Endowment Fund	10,000

Name

YOUTH COMMUNITY SERVICE INC

Street

4120 MIDDLEFIELD RD

City	State	Zip Code	Foreign Country
PALO ALTO	CA	94303	

Relationship	Foundation Status
N/A	509(a)(1)

Purpose of grant/contribution	Amount
YCS Life-Skills Classes in Extended Day Program in Ravenswood District	10,000

Name

S YARLAGADDA

Street

12368 MELODY LANE

City	State	Zip Code	Foreign Country
LOS ALTOS HILLS	CA	94022	

Relationship	Foundation Status
NONE	N/A

Purpose of grant/contribution	Amount
Westly Prize Awardee	20,000

Name

T GROSSMAN

Street

2063 BYRON STREET

City	State	Zip Code	Foreign Country
PALO ALTO	CA	94301	

Relationship	Foundation Status
NONE	N/A

Purpose of grant/contribution	Amount
Westly Prize Awardee	20,000

Name

E FULL

Street

815 ALICE STREET

City	State	Zip Code	Foreign Country
OAKLAND	CA	94607	

Relationship	Foundation Status
NONE	N/A

Purpose of grant/contribution	Amount
Westly Prize Awardee	20,000

Name

K WILLIAMS

Street

2245 LATHAM ST, APT 25

City	State	Zip Code	Foreign Country
MOUNTAIN VIEW	CA	94040	

Relationship	Foundation Status
NONE	N/A

Purpose of grant/contribution	Amount
Westly Prize Awardee	20,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Z KUKOFF

Street

3060 FERNCREST PLACE

City

THOUSAND OAKS

State

CA

Zip Code

91362

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

Westly Prize Awardee

Amount

2,500

Name

B SCHMIDT

Street

2144 LEAVENWORTH STREET

City

SAN FRANCISCO

State

CA

Zip Code

94133

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

Westly Prize Awardee

Amount

2,500

Name

M WINKELMAN

Street

767 EUCLID AVENUE

City

BERKELEY

State

CA

Zip Code

94708

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

Westly Prize Awardee

Amount

2,500

Name

V SINGAL

Street

3000 EL CAMINO REAL BLD 4 STE 200

City

PALO ALTO

State

CA

Zip Code

94306

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

Westly Prize Awardee

Amount

2,500

Name

J LADD

Street

1616 CASTRO STREET

City

SAN FRANCISCO

State

CA

Zip Code

94114

Foreign Country**Relationship**

NONE

Foundation Status

N/A

Purpose of grant/contribution

Westly Prize Awardee

Amount

2,500

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