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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning 8/01, 2012, and ending 7/31, 2013

Clay Foundation - West
1750 Taylor Street #205
San Francisco, CA 94133

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method. Cash Accrual
 Other (specify) (Part I, column (d) must be on cash basis) --
 ► \$ 3,118,191.

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 (att sch)	19.			
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	7.	7.	N/A	
	4 Dividends and interest from securities	31,656.	31,656.		
	5a Gross rents b Net rental income or (loss)	321,002.			
	6a Net gain/(loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	1,281,973.	321,002.		
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances b Less Cost of goods sold c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	352,684.	352,665.		
	13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule) b Accounting fees (attach sch) See St 1 c Other prof fees (attach sch)	710.	355.	355.		
17 Interest					
18 Taxes (attach schedule) See Stmt 2	1,312.				
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) See Statement 3	54.	28.	26.		
24 Total operating and administrative expenses. Add lines 13 through 23	2,076.	383.	381.		
25 Contributions, gifts, grants paid Part XV	117,300.		117,300.		
26 Total expenses and disbursements. Add lines 24 and 25	119,376.	383.	117,681.		
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	233,308.	352,282.			

9-14

1/16

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
ASSETS	1	1 Cash – non-interest-bearing		
	2	2 Savings and temporary cash investments	165,524.	135,153.
	3	3 Accounts receivable		
		Less allowance for doubtful accounts		
	4	4 Pledges receivable		
		Less: allowance for doubtful accounts		
	5	5 Grants receivable		
	6	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		
	7	7 Other notes and loans receivable (attach schedule)		
		Less: allowance for doubtful accounts		
	8	8 Inventories for sale or use		
	9	9 Prepaid expenses and deferred charges		
	10a	10a Investments – U.S. and state government obligations (attach schedule)		
	b	b Investments – corporate stock (attach schedule) Statement 4	1,914,152.	2,177,831.
	c	c Investments – corporate bonds (attach schedule)		
	11	11 Investments – land, buildings, and equipment: basis		
	Less: accumulated depreciation (attach schedule)			
12	12 Investments – mortgage loans			
13	13 Investments – other (attach schedule)			
14	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
15	15 Other assets (describe)			
16	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	2,079,676.	2,312,984.	
			3,118,191.	
LIABILITIES	17	17 Accounts payable and accrued expenses		
	18	18 Grants payable		
	19	19 Deferred revenue		
	20	20 Loans from officers, directors, trustees, & other disqualified persons		
	21	21 Mortgages and other notes payable (attach schedule)		
	22	22 Other liabilities (describe)		
	23	23 Total liabilities (add lines 17 through 22)	0.	0.
NET FUND BALANCES		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input checked="" type="checkbox"/>	
	24	24 Unrestricted	2,079,676.	2,312,984.
	25	25 Temporarily restricted		
	26	26 Permanently restricted		
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input type="checkbox"/>	
	27	27 Capital stock, trust principal, or current funds		
	28	28 Paid-in or capital surplus, or land, building, and equipment fund		
	29	29 Retained earnings, accumulated income, endowment, or other funds		
	30	30 Total net assets or fund balances (see instructions)	2,079,676.	2,312,984.
	31	31 Total liabilities and net assets/fund balances (see instructions)	2,079,676.	2,312,984.

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	2,079,676.
2	Enter amount from Part I, line 27a	2	233,308.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,312,984.
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	2,312,984.

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 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See List Attached			P	Various	Various
b See List Attached			P	Various	Various
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 211,135.			162,546.	48,589.	
b 1,070,838.			798,425.	272,413.	
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) Fair Market Value as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))	
a				48,589.	
b				272,413.	
c					
d					
e					
2 Capital gain net income or (net capital loss)		— [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7] —		2	321,002.
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	48,589.

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 (column (b) divided by column (c))
2011	129,586.	2,408,585.	0.053802
2010	108,317.	2,410,574.	0.044934
2009	94,108.	2,196,504.	0.042844
2008	41,172.	1,872,202.	0.021991
2007	68,464.	1,826,498.	0.037484

2 Total of line 1, column (d)

2 0.201055

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 0.040211

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 2,724,004.

5 Multiply line 4 by line 3

5 109,535.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 3,523.

7 Add lines 5 and 6

7 113,058.

8 Enter qualifying distributions from Part XII, line 4

8 117,681.

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.

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 instrs)		
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 3,523.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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 3,523.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4 0.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5 3,523.
6 Credits/Payments:		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6a
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 0.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8 30.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 3,553.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax . . . ►	11 Refunded

Part VII-A Statements Regarding Activities

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?

	Yes	No
1 a	X	

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

1 b	X

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.

1 c	X

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

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

2	X

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

3	X
4 a	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

4 b	N/A
5	X

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

6	X
7	X

b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

8 a	
CA	

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If 'Yes,' attach the statement required by *General Instruction T*.

8 b	X
9	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?

10	X

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

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

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

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

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
14	Buffington Clay Miller 1750 Taylor Street, #205 San Francisco CA	Telephone no. (415) 800-7344 ZIP + 4 94133
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	
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?	
See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ►		

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		
1 a	During the year did the foundation (either directly or indirectly).	
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
1 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"/>		
1 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))	
2 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 __		
2 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
3 a	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	
3 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
4 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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

5a During the year did the foundation pay or incur any amount to:

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

(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

5b N/A

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?

N/A 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

6b X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Buffington Clay Miller 1750 Taylor Street, #205 San Francisco, CA 94133	President 1.00	0.	0.	0.
George A. Miller 1750 Taylor Street, #205 San Francisco, CA 94133	Secretary 1.00	0.	0.	0.
Buckner W. Clay 1750 Taylor Street, #205 San Francisco, CA 94133	CFO 1.00	0.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

Total number of others receiving over \$50,000 for professional services	►	0

Part IX-A **Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	

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	
N/A	
2	

All other program-related investments. See instructions

3	

Total. Add lines 1 through 3.

BAA

Form 990-PF (2012)

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	1 a	2,679,097.
b Average of monthly cash balances	1 b	86,389.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	2,765,486.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	2,765,486.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	41,482.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,724,004.
6 Minimum investment return. Enter 5% of line 5	6	136,200.

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	136,200.
2a Tax on investment income for 2012 from Part VI, line 5	2a	3,523.
b Income tax for 2012 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	3,523.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	132,677.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	132,677.
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	132,677.

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	1 a	117,681.
b Program-related investments – total from Part IX-B.	1 b	
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:	3 a	
a Suitability test (prior IRS approval required)	3 b	
b Cash distribution test (attach the required schedule)	4	117,681.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	3,523.
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)	6	114,158.
6 Adjusted qualifying distributions. Subtract line 5 from line 4		

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				132,677.
2 Undistributed income, if any, as of the end of 2012:			110,220.	
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				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4. ► \$ 117,681.			110,220.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				7,461.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				125,216.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

Part XVI **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))

None

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 or e-mail of the person to whom applications should be addressed.

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

3 Any submission deadlines:

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient 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
<i>a Paid during the year</i> See Statement 5				
Total				► 3a 117,300.
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	7.	
4 Dividends and interest from securities			14	31,656.	
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			18	321,002.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				352,665.	
13 Total. Add line 12, columns (b), (d), and (e)			13	352,665.	

(See worksheet in line 13 instructions to verify calculations.)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
N/A	

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

	Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1) Cash .	1 a (1)	X
(2) Other assets	1 a (2)	X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization	1 b (1)	X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)	X
(3) Rental of facilities, equipment, or other assets	1 b (3)	X
(4) Reimbursement arrangements	1 b (4)	X
(5) Loans or loan guarantees	1 b (5)	X
(6) Performance of services or membership or fundraising solicitations	1 b (6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c	X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here Jefferson Day Miller 1/19/13 ► President May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	Jeffrey M. Dreyer	Jeffrey M. Dreyer	10/27/13		P00039630
	Firm's name	► Jeffrey M. Dreyer, C.P.A.		Firm's EIN ► 68-0401016	
	Firm's address	► 811 West Napa Street, Suite A Sonoma, CA 95476		Phone no	(707) 938-2273

BAA

2012

Federal Statements

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Clay Foundation - West

33-6339800

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax Preparation . .	\$ 710.	\$ 355.		\$ 355.
Total	<u>\$ 710.</u>	<u>\$ 355.</u>		<u>\$ 355.</u>

Statement 2
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Excise Tax . .	\$ 1,312.	\$ 0.		\$ 0.
Total	<u>\$ 1,312.</u>	<u>\$ 0.</u>		<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Filing Fees . .	\$ 35.	\$ 18.		\$ 17.
Postage . .	19.	10.		9.
Total	<u>\$ 54.</u>	<u>\$ 28.</u>		<u>\$ 26.</u>

Statement 4
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Fund A - See Schedule	Cost	\$ 456,055.	\$ 638,626.
Fund B - See Schedule	Cost	1,721,776.	2,344,412.
	Total	<u>\$ 2,177,831.</u>	<u>\$ 2,983,038.</u>

Statement 5
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Sonoma Community Center 276 East Napa Street Sonoma, CA 95476			Unrestricted operating funds.	\$ 5,000.
Sonoma Valley Education Found P.O. Box 493 Sonoma, CA 95476			Unrestricted operating funds.	7,500.
Brooks School 1160 Great Pond Road North Andover, MA 01845			Unrestricted operating funds.	10,000.
Boys & Girls Clubs of Sonoma Valley P.O. Box 218 El Verano, CA 95433			Unrestricted operating funds.	3,000.
Sonoma Valley Mentoring Alliance P.O. Box 721 Sonoma, CA 95476			Unrestricted operating funds.	7,000.
La Luz Center 17560 Gregor Street Sonoma, CA 95476			Unrestricted operating funds.	7,000.
Marin Theatre Company 397 Miller Avenue Mill Valley, CA 94941			Unrestricted operating funds.	8,000.
Cinnabar Theater 3333 Petaluma Blvd. No. Petaluma, CA 94952			Unrestricted operating funds.	4,000.
Sixth Street Playhouse 52 West 6th Street Santa Rosa, CA 95401			Unrestricted operating funds.	6,000.
Sonoma Theater Alliance 755 Broadway, Suite A Sonoma, CA 95476			Unrestricted operating funds.	5,000.
Rensselaer Polytechnic Institute 110 8th Street Troy, NY 12180			Unrestricted operating funds.	6,000.
San Francisco LGBT Community Center 1800 Market Street San Francisco, CA 94102			Unrestricted operating funds.	5,000.

Clay Foundation - West

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Statement 5 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
American Conservatory Theatre 30 Grant Avenue San Francisco, CA 94108			Unrestricted operating funds.	\$ 10,000.
Exploratorium 3601 Lyon Street San Francisco, CA 94123			Unrestricted operating funds.	14,800.
Fairmount PTA 65 Chenery Street San Francisco, CA 94131			Unrestricted operating funds.	5,000.
Magic Theatre Fort Mason Center, Bldg D, 2nd Fl San Francisco, CA 94123			Unrestricted operating funds.	5,000.
Mission Science Workshop 3750 18th Street San Francisco, CA 94110			Unrestricted operating funds.	4,000.
San Francisco Playhouse 588 Sutter Street, #318 San Francisco, CA 94102			Unrestricted operating funds.	5,000.
Total				\$ <u>117,300.</u>

Clay Foundation - West
Capital Gains

FY2012: August 1, 2012 - July 31, 2013

Shares Company	Fund	Date Acquired	Date Sold	Sales Price	Cost Basis	Capital Gain
Short-Term Sales						
1100 Actavis	B	1/14/13	5/29/13	\$134,289.20	\$92,611.25	\$41,677.95
3700 Cisco	B	8/20/12	1/14/13	\$76,845.73	\$69,934.98	\$6,910.75
Subtotal				\$211,134.93	\$162,546.23	\$48,588.70
Long-Term Sales						
770 Aflac	A	various L-T	various	\$45,170.01	\$34,396.06	\$10,773.95
2100 Aflac	B	various L-T	various	\$123,979.65	\$109,100.40	\$14,879.25
40 Apple	B	7/27/10	5/29/13	\$17,688.74	\$10,525.26	\$7,163.48
300 CVS Caremark	B	2/14/07	5/6/13	\$17,359.16	\$11,331.00	\$6,028.16
50 Danaher	A	2/14/07	7/22/13	\$3,407.99	\$1,935.25	\$1,472.74
800 Danaher	B	2/14/07	various	\$53,239.52	\$30,964.00	\$22,275.52
460 Disney, Walt	A	1/23/12	5/29/13	\$30,347.11	\$18,086.03	\$12,261.08
2400 Disney, Walt	B	1/23/12	various	\$157,753.33	\$94,374.37	\$63,378.96
300 Fiserv	B	2/14/07	8/20/13	\$21,140.97	\$14,490.00	\$6,650.97
40 Google	B	2/14/07	5/6/13	\$34,145.48	\$20,508.00	\$13,637.48
400 ResMed	B	7/28/09	5/6/13	\$19,090.62	\$8,082.74	\$11,007.88
550 Stryker	A	various L-T	1/14/13	\$32,270.52	\$31,832.45	\$438.07
1800 Stryker	B	various L-T	1/14/13	\$105,638.39	\$112,213.40	-\$6,575.01
790 United Health	A	various L-T	5/29/13	\$49,911.87	\$32,314.28	\$17,597.59
2400 United Health	B	various L-T	5/29/13	\$151,490.39	\$109,060.95	\$42,429.44
230 United Technologies	A	7/18/12	7/19/13	\$23,476.17	\$17,225.37	\$6,250.80
1200 United Technologies	B	various L-T	7/19/13	\$122,485.42	\$93,656.30	\$28,829.12
1600 Walgreen	B	7/28/09	1/14/13	\$62,242.56	\$48,328.95	\$13,913.61
Subtotal				\$1,070,837.90	\$798,424.81	\$272,413.09
Totals				\$1,281,972.83	\$960,971.04	\$321,001.79

Clay Foundation - West

33-6339800

Fund A Portfolio

July 31, 2013

Shares	Company	Acquired	Market Value	Cost Basis	Unrealized Gain
790	AmerisourceBergen	1/14/13	\$46,033.30	\$35,035.56	\$10,997.74
40	Apple Inc.	4/28/11	\$18,101.20	\$13,893.75	\$4,207.45
30	Apple Inc.	4/28/12	\$13,575.90	\$12,803.05	\$772.85
230	Bed Bath & Beyond	1/10/05	\$17,588.10	\$9,218.14	\$8,369.96
400	Bed Bath & Beyond	2/14/07	\$30,588.00	\$13,694.00	\$16,894.00
680	CVS Caremark	7/28/09	\$41,813.20	\$22,928.95	\$18,884.25
40	CVS Caremark	1/23/12	\$2,459.60	\$1,729.75	\$729.85
600	Cognizant Technology	5/31/13	\$43,434.00	\$38,894.35	\$4,539.65
130	Danaher	2/14/07	\$8,754.20	\$5,031.65	\$3,722.55
70	DirecTV	7/19/13	\$4,429.60	\$4,382.55	\$47.05
580	DirecTV	7/19/14	\$36,702.40	\$37,636.67	-\$934.27
160	Express Scripts	8/20/08	\$10,488.00	\$9,204.94	\$1,283.06
540	Express Scripts	9/21/10	\$35,397.00	\$25,874.41	\$9,522.59
140	Fiserv	2/14/07	\$13,473.60	\$6,762.00	\$6,711.60
360	Fiserv	9/14/09	\$34,646.40	\$17,274.59	\$17,371.81
15	Google	2/14/07	\$13,316.25	\$7,690.50	\$5,625.75
35	Google	7/28/09	\$31,071.25	\$15,402.80	\$15,668.45
930	Haemonetics	5/31/13	\$39,264.60	\$38,924.15	\$340.45
330	Laboratory Corp.	7/19/13	\$31,924.20	\$32,077.41	-\$153.21
430	Oracle Corp.	9/14/09	\$13,910.50	\$9,786.42	\$4,124.08
680	Oracle Corp.	7/18/12	\$21,998.00	\$20,753.71	\$1,244.29
300	ResMed	2/14/07	\$14,295.00	\$6,306.75	\$7,988.25
840	ResMed	7/28/09	\$40,026.00	\$17,039.64	\$22,986.36
370	St. Jude	4/24/08	\$19,384.30	\$16,424.37	\$2,959.93
100	St. Jude	10/03/08	\$5,239.00	\$4,336.95	\$902.05
120	St. Jude	7/28/09	\$6,286.80	\$4,659.35	\$1,627.45
470	WalMart	7/28/09	\$36,631.80	\$22,939.55	\$13,692.25
100	WalMart	4/25/11	\$7,794.00	\$5,348.75	\$2,445.25
<hr/>					
Totals			\$638,626.20	\$456,054.71	\$182,571.49
<hr/>					
Cash			\$4,081.70	\$4,081.70	\$0.00
<hr/>					
Total Portfolio			\$642,707.90	\$460,136.41	\$182,571.49

Clay Foundation - West

33-4339800

Fund B Portfolio

July 31, 2013

Shares	Company	Acquired	Market Value	Cost Basis	Unrealized Gain
2200	AmerisourceBergen	1/14/13	\$128,194.00	\$97,565.35	\$30,628.65
60	Apple Inc.	7/27/10	\$27,151.80	\$15,787.89	\$11,363.91
250	Apple Inc.	9/21/10	\$113,132.50	\$71,049.95	\$42,082.55
1800	Bed Bath & Beyond	2/14/07	\$137,646.00	\$61,623.00	\$76,023.00
2300	CVS Caremark	2/14/07	\$141,427.00	\$86,871.00	\$54,556.00
1700	Cognizant Technology	5/31/13	\$123,063.00	\$110,150.25	\$12,912.75
1600	Danaher	2/14/07	\$107,744.00	\$61,928.00	\$45,816.00
1800	DirecTV	5/6/13	\$113,904.00	\$104,441.95	\$9,462.05
385	Express Scripts	2/14/07	\$25,236.75	\$9,508.54	\$15,728.21
729	Express Scripts	12/29/08	\$47,785.95	\$38,176.15	\$9,609.80
486	Express Scripts	7/28/09	\$31,857.30	\$30,542.95	\$1,314.35
1600	Fiserv	2/14/07	\$153,984.00	\$77,280.00	\$76,704.00
160	Google	2/14/07	\$142,040.00	\$82,032.00	\$60,008.00
2600	Haemonetics	5/31/13	\$109,772.00	\$108,913.47	\$858.53
700	Laboratory Corp.	1/14/13	\$67,718.00	\$60,744.73	\$6,973.27
400	Laboratory Corp.	7/19/13	\$38,696.00	\$38,807.85	-\$111.85
900	Oracle Corp.	9/14/09	\$29,115.00	\$20,465.05	\$8,649.95
2400	Oracle Corp.	4/25/12	\$77,640.00	\$69,145.75	\$8,494.25
200	Oracle Corp.	7/19/13	\$6,470.00	\$6,384.25	\$85.75
1300	PepsiCo	6/3/13	\$108,602.00	\$104,853.95	\$3,748.05
2800	ResMed	7/28/09	\$133,420.00	\$56,577.10	\$76,842.90
1900	St. Jude	4/11/08	\$99,541.00	\$83,244.15	\$16,296.85
300	St. Jude	5/12/08	\$15,717.00	\$12,464.65	\$3,252.35
100	St. Jude	3/15/12	\$5,239.00	\$4,264.95	\$974.05
200	St. Jude	5/31/13	\$10,478.00	\$8,803.75	\$1,674.25
3000	Stifel Financial	7/19/13	\$112,950.00	\$111,420.67	\$1,529.33
1600	United Therapeutics	6/3/13	\$119,888.00	\$104,090.87	\$15,797.13
900	Varian Medical	11/12/09	\$65,250.00	\$40,506.43	\$24,743.57
300	Varian Medical	9/21/10	\$21,750.00	\$18,080.05	\$3,669.95
100	Varian Medical	3/15/12	\$7,250.00	\$7,075.94	\$174.06
100	Varian Medical	10/22/12	\$7,250.00	\$5,830.95	\$1,419.05
200	Varian Medical	5/6/13	\$14,500.00	\$13,143.95	\$1,356.05
Totals			\$2,344,412.30	\$1,721,775.54	\$622,636.76
Cash			\$131,096.73	\$131,096.73	\$0.00
Total Portfolio			\$2,475,509.03	\$1,852,872.27	\$622,636.76