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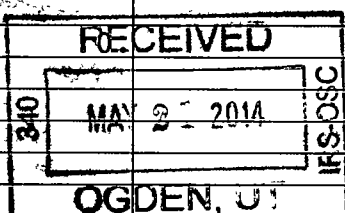
**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

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

For calendar year 2012 or tax year beginning **OCT 1, 2012**, and ending **SEP 30, 2013**

Name of foundation <b>WESTCLIFF FOUNDATION</b>		A Employer identification number <b>77-0560851</b>
Number and street (or P O box number if mail is not delivered to street address) <b>200 7TH AVENUE, SUITE 105</b>	Room/suite	B Telephone number <b>(831) 477-4414</b>
City or town, state, and ZIP code <b>SANTA CRUZ, CA 95062</b>		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) <b>\$ 881,464.</b>	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"/>

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	76,131.	76,131.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-1,430,584.			STATEMENT 1
	b Gross sales price for all assets on line 6a <b>1,885,912.</b>				
	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 or (loss)					
11 Other income	444.	-33,534.	0.	STATEMENT 3	
12 <b>Total.</b> Add lines 1 through 11	-1,354,009.	42,597.	0.		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees <b>STMT 4</b>	2,913.	2,913.	0.	0.
	c Other professional fees				
	17 Interest	1,972.	1,972.	0.	0.
	18 Taxes <b>STMT 5</b>	54.	54.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses <b>STMT 6</b>	115.	115.	0.	0.
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	5,054.	5,054.	0.	0.
	25 Contributions, gifts, grants paid	17,915.			17,915.
26 <b>Total expenses and disbursements</b> Add lines 24 and 25	22,969.	5,054.	0.	17,915.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-1,376,978.				
b <b>Net investment income</b> (if negative, enter -0-)		37,543.			
c <b>Adjusted net income</b> (if negative, enter -0-)			0.		



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<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	4,396.	3,948.	3,948.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock <b>STMT 8</b>	2,378,803.	877,516.	877,516.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
<b>16 Total assets (to be completed by all filers)</b>	<b>2,383,199.</b>	<b>881,464.</b>	<b>881,464.</b>	
<b>Liabilities</b>	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			
	22 Other liabilities (describe ▶ <b>MARGIN LOAN</b> )	296,539.	171,787.	
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>296,539.</b>	<b>171,787.</b>		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/>			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/>			
	<b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	2,086,660.	709,677.		
<b>30 Total net assets or fund balances</b>	<b>2,086,660.</b>	<b>709,677.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>2,383,199.</b>	<b>881,464.</b>		

**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	2,086,660.
2 Enter amount from Part I, line 27a	2	-1,376,978.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	709,682.
5 Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 7</b>	5	5.
<b>6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	<b>6</b>	<b>709,677.</b>

**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 SCHEDULE ATTACHED - ST	P	VARIOUS	VARIOUS
b SEE SCHEDULE ATTACHED - LT	P	VARIOUS	VARIOUS
c UNREALIZED GAIN ON WESTCLIFF ALTERNATIVE			
d HOLDINGS, LP - BOOK	P	VARIOUS	VARIOUS
e UNREALIZED LOSS - BOOK (BTIG)	P	VARIOUS	VARIOUS

(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 1,817,489.		1,981,632.	-164,143.
b 68,423.		52,105.	16,318.
c			
d			0.
e			0.

(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			-164,143.
b			16,318.
c			
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	-147,825.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	41,450.	1,982,834.	.020904
2010	71,932.	2,519,442.	.028551
2009	286,285.	1,490,305.	.192098
2008	227,784.	730,721.	.311725
2007	364,908.	670,239.	.544445

2 Total of line 1, column (d)	2	1.097723
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	.219545
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,143,332.
5 Multiply line 4 by line 3	5	251,013.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	375.
7 Add lines 5 and 6	7	251,388.
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	17,915.

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

1a	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 type="checkbox"/> and enter 1% of Part I, line 27b	1	751.
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	751.
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	751.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,400.
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	1,400.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	649.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 649. Refunded <input type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10	X	

N/A

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 N/A
14 The books are in care of MARY HINZ Telephone no. (831) 477-4414
Located at 200 7TH AVE, STE 105, SANTA CRUZ, CA ZIP+4 95062
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 N/A
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 X
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.

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? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(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)? Yes No X
(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.) Yes No X
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 N/A
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? Yes No X
If "Yes," list the years
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.) 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.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
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) 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))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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?  Yes  No  
 If "Yes" to 6b, file Form 8870. X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

**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.

(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
RICHARD S. SPENCER 200 7TH AVENUE, SUITE 105 SANTA CRUZ, CA 95060	PRESIDENT 0.00	0.	0.	0.
MARY HINZ 200 7TH AVENUE, SUITE 105 SANTA CRUZ, CA 95060	TREASURER 0.00	0.	0.	0.
SHAWN GOULD 200 7TH AVENUE, SUITE 105 SANTA CRUZ, CA 95060	SECRETARY 0.00	0.	0.	0.
DENISE HURLEY 200 7TH AVENUE, SUITE 105 SANTA CRUZ, CA 95060	CO-TREASURER 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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

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	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	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	1,154,740.
b	Average of monthly cash balances	1b	6,003.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,160,743.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,160,743.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	17,411.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,143,332.
6	Minimum investment return. Enter 5% of line 5	6	57,167.

**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	57,167.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	751.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	751.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	56,416.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	56,416.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	56,416.

**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	17,915.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	17,915.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	17,915.

**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				56,416.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	181,480.			
b From 2008	116,248.			
c From 2009	138,152.			
d From 2010				
e From 2011				
f Total of lines 3a through e	435,880.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 17,915.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				17,915.
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))	38,501.			38,501.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	397,379.			
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 instr.			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	142,979.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	254,400.			
10 Analysis of line 9:				
a Excess from 2008	116,248.			
b Excess from 2009	138,152.			
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

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶ \_\_\_\_\_
- b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

**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:
- \_\_\_\_\_
- b The form in which applications should be submitted and information and materials they should include:
- \_\_\_\_\_
- c Any submission deadlines:
- \_\_\_\_\_
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
- \_\_\_\_\_

**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	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
Name and address (home or business)				
<b>a Paid during the year</b>				
SEE ATTACHED SCHEDULE				17,915.
<b>Total</b>			▶ 3a	17,915.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities (14, 76,131.), 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income (14, 444.), 8 Gain or (loss) from sales of assets other than inventory (18, -147,825., -1,282,759.), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (0., -71,250., -1,282,759.), 13 Total (13, -1,354,009.).

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

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

Table with 2 columns: 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).

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

Table with 3 columns: Question, Yes, No. Contains questions 1a(1) through 1c and question 1d regarding transfers and transactions.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Contains one entry with '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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Contains one entry with 'N/A'.

Sign Here: 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. Signature: [Signature] Date: 5/14/14 Title: Managing Member

May the IRS discuss this return with the preparer shown below (see instr)? [X] Yes [ ] No

Paid Preparer Use Only: Print/Type preparer's name: DANIEL SILLIN; Preparer's signature: [Signature]; Date: 5/12/14; Check [ ] if self-employed; PTIN: P00004546; Firm's name: OUM & CO. LLP; Firm's EIN: 94-2682998; Firm's address: 465 CALIFORNIA STREET, SUITE 700, SAN FRANCISCO, CA 94104; Phone no.: 415-434-3744

FORM 990-PF                      GAIN OR (LOSS) FROM SALE OF ASSETS                      STATEMENT      1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SEE SCHEDULE ATTACHED - ST				PURCHASED	VARIOUS	VARIOUS
	1,817,489.	1,981,632.	0.		0.	-164,143.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SEE SCHEDULE ATTACHED - LT				PURCHASED	VARIOUS	VARIOUS
	68,423.	52,105.	0.		0.	16,318.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
UNREALIZED GAIN ON WESTCLIFF ALTERNATIVE HOLDINGS, LP - BOOK				PURCHASED	VARIOUS	VARIOUS
	0.	1,233,338.	0.		0.	-1,233,338.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	(F) DATE SOLD VARIOUS
UNREALIZED LOSS - BOOK (BTIG)	0.	49,421.	0.			
CAPITAL GAINS DIVIDENDS FROM PART IV						0.
TOTAL TO FORM 990-PF, PART I, LINE 6A						-1,430,584.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	76,131.	0.	76,131.
TOTAL TO FM 990-PF, PART I, LN 4	76,131.	0.	76,131.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME FROM WESTCLIFF ALTERNATIVE HOLDINGS, LP	0.	-23,468.	0.
INCOME FROM INFLECTION ENERGY, LLC	444.	-10,066.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	444.	-33,534.	0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,913.	2,913.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	2,913.	2,913.	0.	0.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	54.	54.	0.	0.
TO FORM 990-PF, PG 1, LN 18	54.	54.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGE	60.	60.	0.	0.
MISCELLANEOUS EXPENSE	55.	55.	0.	0.
TO FORM 990-PF, PG 1, LN 23	115.	115.	0.	0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 7
DESCRIPTION		AMOUNT
PRIOR PERIOD ADJUSTMENT - NO TAX EFFECT		5.
TOTAL TO FORM 990-PF, PART III, LINE 5		5.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	416,914.	416,914.
INVESTMENT IN WESTCLIFF ALT HOL	460,602.	460,602.
TOTAL TO FORM 990-PF, PART II, LINE 10B	877,516.	877,516.

Westcliff Foundation  
 Tax ID# 77-0560851  
 Portfolio Appraisal  
 9/30/13

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct Assets
<b>COMMON STOCK</b>						
100	accuray inc	6.52	652	7.38	738	0.30%
55	agnico-eagle mines ltd	37.36	2,055	26.47	1,456	0.59%
2,360	american cap mtg invt corp	19.85	46,841	19.77	46,657	19.03%
2,410	american capital agency corp	23.37	56,319	22.58	54,418	22.20%
1,020	annaly capital managment inc	12.09	12,329	11.58	11,812	4.82%
3,020	anworth mortgage asset cp	4.86	14,678	4.83	14,587	5.95%
510	apollo residential mtg inc	15.48	7,894	14.59	7,441	3.04%
5,670	armour residential reit inc	4.43	25,146	4.20	23,814	9.71%
220	barrick gold corp	19.00	4,179	18.62	4,096	1.67%
12,658	cryoport inc warrants 2/14/16 - \$0.77	-	-	-	-	0.00%
2,850	cypress sharpridge invts inc	8.10	23,078	8.13	23,171	9.45%
830	dynex cap inc	8.88	7,366	8.77	7,279	2.97%
1,298	evergreen energy inc wts 4 6308 7/26/15	-	-	-	-	0.00%
70	goldcorp inc	16.47	1,153	26.01	1,821	0.74%
1,340	hatteras finl corp	19.28	25,833	18.71	25,071	10.23%
640	infinera corporation	5.95	3,810	11.32	7,245	2.96%
24,000	inflection energy llc - a3	1.00	24,000	2.65	63,600	25.95%
2,785	inflection energy llc - d	2.65	7,380	2.65	7,380	3.01%
1,550	invesco mortgage capital inc	15.56	24,116	15.39	23,855	9.73%
580	kinross gold corp	5.88	3,413	5.05	2,929	1.19%
1,900	mattersight corp	3.58	6,798	3.79	7,201	2.94%
1,930	mfa financial inc	7.55	14,580	7.45	14,379	5.87%
310	micron technology inc	6.03	1,870	17.47	5,415	2.21%
180	multimedia games holding co	10.12	1,822	34.55	6,219	2.54%
55	newmont mining corp	23.69	1,303	28.10	1,546	0.63%
2,350	orchid is cap inc	15.00	35,250	10.97	25,780	10.52%
2,902	support com inc	2.51	7,279	5.45	15,816	6.45%
1,430	two harbors investment corp	9.79	13,995	9.71	13,885	5.66%
			<u>373,137</u>		<u>417,609</u>	<u>170.36%</u>
<b>SHORT STOCK</b>						
(220)	veeco instrs inc del	31.51	(6,933)	37.22	(8,189)	-3.34%
			<u>(6,933)</u>		<u>(8,189)</u>	<u>-3.34%</u>
<b>CASH AND EQUIVALENTS</b>						
	Dividend Accrual		7,494		7,494	3.06%
	U S Cash/Margin Account		(171,787)		(171,787)	-70.08%
			<u>(164,293)</u>		<u>(164,293)</u>	<u>-67.02%</u>
<b>TOTAL PORTFOLIO</b>						
			<u>201,911</u>		<u>245,128</u>	<u>100.00%</u>

Westcliff Foundation  
 REALIZED GAINS AND LOSSES  
 Tax ID# 77-0560851

From 10-01-12 Through 09-30-13

Date	Quantity	Security	Cost	Proceeds	Gain Or Loss	
					Short Term	Long Term
8/9/2012	50	apollo residential mtg inc	989	1,114	125	
9/18/2012	640	invesco mortgage capital inc	13,346	13,158	(188)	
9/6/2012	20	american cap mtg invt corp	498	509	10	
9/26/2012	360	american cap mtg invt corp	8,939	9,156	217	
9/27/2012	120	american cap mtg invt corp	2,948	3,052	104	
8/9/2012	200	apollo residential mtg inc	3,956	4,496	539	
9/28/2012	67	cryoport inc	14	10	(4)	
7/5/2012	(90)	international speedway corp cl a	2,252	2,445	193	
9/18/2012	170	invesco mortgage capital inc	3,545	3,550	5	
8/20/2012	910	invesco mortgage capital inc	18,082	19,004	922	
8/22/2012	350	invesco mortgage capital inc	6,895	7,309	414	
9/27/2012	160	american cap mtg invt corp	3,931	4,091	160	
8/27/2012	390	american cap mtg invt corp	9,476	9,972	496	
9/28/2012	300	western asset mortgage capital corp	6,660	6,775	115	
8/9/2012	258	apollo residential mtg inc	5,104	5,886	782	
6/20/2012	202	apollo residential mtg inc	3,922	4,608	686	
10/4/2012	111	cryoport inc	18	19	1	
8/22/2012	480	invesco mortgage capital inc	9,456	10,173	717	
8/27/2012	360	american cap mtg invt corp	8,747	9,353	605	
10/3/2012	240	new york mtg tr inc	1,654	1,675	22	
1/19/2012	(20)	twin disc inc	356	799	443	
10/3/2012	580	new york mtg tr inc	3,996	4,054	58	
9/26/2012	710	mfa financial inc	6,021	5,836	(185)	
9/28/2012	460	western asset mortgage capital corp	10,212	10,226	14	
9/26/2012	250	mfa financial inc	2,120	2,082	(38)	
10/10/2012	2,940	pimco high income fd	35,001	37,014	2,012	
5/1/2012	20	marinemax inc	213	153	(59)	
5/3/2012	120	marinemax inc	1,212	920	(292)	
5/2/2012	120	marinemax inc	1,197	920	(278)	
6/19/2012	310	marinemax inc	2,854	2,376	(478)	
6/28/2012	370	marinemax inc	3,359	2,836	(523)	
10/10/2012	2,940	pimco high income fd	35,001	37,142	2,141	
10/10/2012	200	apollo residential mtg inc	4,275	4,216	(59)	
10/3/2012	1,030	javelin mtg invt corp	20,600	19,978	(622)	
10/3/2012	430	javelin mtg invt corp	8,600	8,340	(260)	
9/26/2012	700	mfa financial inc	5,936	5,551	(385)	
4/5/2012	300	hutchinson tech	635	450	(186)	
4/5/2012	70	hutchinson tech	148	108	(40)	
4/5/2012	40	hutchinson tech	85	61	(24)	
4/6/2012	80	hutchinson tech	166	122	(44)	
4/19/2012	20	ultratech inc	637	606	(31)	
12/16/2011	160	ultratech inc	3,710	4,847	1,137	
4/6/2012	120	hutchinson tech	250	181	(68)	
4/12/2012	210	hutchinson tech	431	318	(113)	
4/12/2012	30	hutchinson tech	62	45	(17)	
4/12/2012	140	hutchinson tech	287	201	(86)	
1/5/2012	70	stamps com inc	1,753	1,467	(286)	
10/24/2012	70	stamps com inc	1,469	1,467	(1)	
4/12/2012	120	hutchinson tech	246	172	(74)	
4/12/2012	190	hutchinson tech	390	265	(125)	
10/10/2012	140	apollo residential mtg inc	2,993	3,133	141	
10/12/2012	280	apollo residential mtg inc	5,958	6,266	308	
10/12/2012	50	apollo residential mtg inc	1,064	1,122	58	
10/15/2012	180	apollo residential mtg inc	3,640	4,040	401	
4/12/2012	190	hutchinson tech	390	273	(117)	
4/12/2012	10	hutchinson tech	21	14	(6)	
12/22/2011	490	hutchinson tech	744	706	(38)	
12/22/2011	150	hutchinson tech	228	211	(17)	

Westcliff Foundation  
 REALIZED GAINS AND LOSSES  
 Tax ID# 77-0560851  
 From 10-01-12 Through 09-30-13

Date	Quantity	Security	Cost	Proceeds	Gain Or Loss	
					Short Term	Long Term
8/9/2012	50	apollo residential mtg inc	989	1,114		125
8/27/2012	90	american cap mtg invt corp	2,187	2,197		10
11/9/2012	120	annaly capital managment inc	1,802	1,814		12
6/8/2012	90	barrick gold corp	3,497	3,199		(298)
6/28/2012	10	barrick gold corp	357	355		(2)
6/8/2012	40	agnico-eagle mines ltd	1,590	2,250		660
1/25/2012	15	agnico-eagle mines ltd	560	844		283
6/8/2012	40	goldcorp inc	1,566	1,727		161
6/1/2012	40	goldcorp inc	1,536	1,727		192
1/26/2012	340	kinross gold corp	4,053	3,395		(658)
1/25/2012	40	newmont mining corp	2,403	1,897		(506)
6/8/2012	30	newmont mining corp	1,505	1,423		(82)
10/1/2012	230	allianzgi conv & income fund ii	1,999	1,832		(166)
9/28/2012	570	allianzgi conv & income fund ii	4,944	4,541		(403)
10/12/2012	310	american capital agency corp	10,081	8,905		(1,176)
11/7/2012	245	american capital agency corp	7,534	7,038		(496)
11/13/2012	240	annaly capital managment inc	3,437	3,373		(63)
10/24/2012	60	stewart information svcs corp	1,210	1,439		229
10/23/2012	(40)	veeco instrs inc del	1,081	1,199		118
10/19/2012	(70)	veeco instrs inc del	1,891	2,099		207
5/18/2012	(20)	veeco instrs inc del	540	673		133
11/9/2012	580	ellington financial llc	13,004	12,755		(249)
8/27/2012	260	american cap mtg invt corp	6,317	6,235		(83)
8/20/2012	220	american cap mtg invt corp	5,317	5,275		(42)
10/3/2012	2,200	new york mtg tr inc	15,158	13,544		(1,614)
10/15/2012	20	apollo residential mtg inc	404	415		11
11/13/2012	80	apollo residential mtg inc	1,568	1,660		92
6/20/2012	80	apollo residential mtg inc	1,553	1,660		107
10/10/2012	50	armour residential reit inc	371	341		(30)
9/28/2012	290	allianzgi conv & income fund ii	2,515	2,374		(142)
10/3/2012	220	new york mtg tr inc	1,516	1,384		(132)
10/3/2012	20	new york mtg tr inc	138	124		(13)
9/28/2012	90	allianzgi conv & income fund ii	781	736		(44)
10/10/2012	980	armour residential reit inc	7,277	6,700		(577)
9/28/2012	720	allianzgi conv & income fund ii	6,245	5,908		(337)
9/26/2012	290	ag mtg invt tr inc	6,850	7,118		268
11/7/2012	410	ag mtg invt tr inc	9,322	10,063		741
10/3/2012	80	javelin mtg invt corp	1,600	1,487		(113)
10/3/2012	160	javelin mtg invt corp	3,135	2,973		(162)
9/19/2012	1,800	cypress sharpridge invts inc	26,460	21,810		(4,650)
10/9/2012	140	cypress sharpridge invts inc	1,939	1,696		(243)
12/10/2012	490	hatteras finl corp	13,057	12,247		(811)
11/7/2012	100	ag mtg invt tr inc	2,274	2,445		171
8/10/2012	180	ag mtg invt tr inc	4,050	4,401		351
12/19/2012	60	invesco mortgage capital inc	1,258	1,229		(29)
10/3/2012	100	javelin mtg invt corp	1,960	1,904		(56)
12/4/2012	170	american capital agency corp	5,369	5,125		(244)
12/4/2012	350	american cap mtg invt corp	8,967	8,508		(459)
11/7/2012	780	mfa financial inc	6,185	6,307		121
12/24/2012	180	annaly capital managment inc	2,621	2,533		(87)
12/4/2012	60	american capital agency corp	1,895	1,749		(145)
6/20/2012	20	apollo residential mtg inc	388	414		26
12/19/2012	640	chimera invt corp	1,712	1,663		(49)
9/25/2012	1,170	capstead mtg corp	16,813	13,455		(3,358)
10/9/2012	310	cypress sharpridge invts inc	4,294	3,680		(614)
10/18/2012	360	cypress sharpridge invts inc	4,864	4,273		(590)
12/12/2012	420	cypress sharpridge invts inc	5,464	4,985		(479)
11/7/2012	850	cypress sharpridge invts inc	10,702	10,089		(612)

Westcliff Foundation  
 REALIZED GAINS AND LOSSES  
 Tax ID# 77-0560851  
 From 10-01-12 Through 09-30-13

Date	Quantity	Security	Cost	Proceeds	Gain Or Loss	
					Short Term	Long Term
8/9/2012	50	apollo residential mtg inc	989	1,114		125
5/10/2012	200	mattersight corp	1,744	940		(804)
4/2/2012	250	mattersight corp	2,105	1,175		(930)
12/20/2012	200	ag mtg invt tr inc	4,720	4,653		(67)
12/17/2012	50	two harbors investment corp	586	556		(30)
12/19/2012	640	two harbors investment corp	7,411	7,116		(295)
11/9/2012	60	two harbors investment corp	662	667		5
9/28/2012	450	western asset mortgage capital corp	9,990	9,001		(989)
10/12/2012	210	western asset mortgage capital corp	4,484	4,201		(283)
10/16/2012	90	western asset mortgage capital corp	1,895	1,800		(95)
12/10/2012	550	western asset mortgage capital corp	11,340	11,001		(338)
11/29/2012	430	western asset mortgage capital corp	8,683	8,601		(82)
4/4/2012	160	mattersight corp	1,291	769		(523)
4/4/2012	120	mattersight corp	968	590		(379)
6/22/2012	120	mattersight corp	956	590		(366)
5/11/2012	100	mattersight corp	789	491		(298)
5/18/2012	100	mattersight corp	782	491		(291)
7/24/2012	140	mattersight corp	1,054	688		(366)
8/9/2012	120	mattersight corp	902	590		(313)
12/4/2012	60	american capital agency corp	1,895	1,793		(102)
11/7/2012	155	american capital agency corp	4,766	4,631		(135)
11/13/2012	15	american capital agency corp	438	448		10
12/27/2012	270	apollo residential mtg inc	5,454	5,610		156
10/10/2012	910	armour residential reit inc	6,757	6,088		(669)
7/16/2012	730	armour residential reit inc	5,365	4,884		(481)
9/25/2012	120	capstead mtg corp	1,724	1,414		(311)
9/18/2012	120	capstead mtg corp	1,710	1,414		(296)
11/7/2012	300	mfa financial inc	2,379	2,487		108
12/4/2012	140	american cap mtg invt corp	3,587	3,441		(145)
12/21/2012	260	american cap mtg invt corp	6,553	6,391		(162)
8/20/2012	120	american cap mtg invt corp	2,900	2,950		49
11/29/2012	630	western asset mortgage capital corp	12,721	12,782		61
11/9/2012	230	western asset mortgage capital corp	4,628	4,667		39
12/10/2012	180	hatteras finl corp	4,796	4,568		(228)
12/12/2012	70	hatteras finl corp	1,814	1,777		(38)
11/13/2012	225	american capital agency corp	6,566	6,865		298
7/16/2012	1,630	armour residential reit inc	11,978	11,183		(796)
9/18/2012	240	capstead mtg corp	3,420	2,862		(558)
12/12/2012	240	hatteras finl corp	6,220	6,168		(52)
8/20/2012	310	american cap mtg invt corp	7,493	7,669		177
8/6/2012	70	american cap mtg invt corp	1,653	1,732		78
10/15/2012	130	american cap mtg invt corp	3,012	3,216		204
11/9/2012	600	western asset mortgage capital corp	12,072	12,288		216
11/13/2012	270	western asset mortgage capital corp	5,253	5,529		277
10/12/2012	60	accuray inc	421	311		(110)
12/27/2012	330	apollo residential mtg inc	6,666	7,194		528
6/20/2012	28	apollo residential mtg inc	544	610		67
6/5/2012	30	apollo residential mtg inc	553	654		101
10/12/2012	70	accuray inc	491	351		(141)
10/16/2012	90	accuray inc	605	451		(154)
11/7/2012	1,690	mfa financial inc	13,402	14,753		1,352
11/13/2012	440	mfa financial inc	3,430	3,841		411
12/20/2012	120	ag mtg invt tr inc	2,832	2,938		106
8/10/2012	300	ag mtg invt tr inc	6,750	7,346		596
11/9/2012	260	two harbors investment corp	2,869	3,172		303
11/7/2012	1,990	two harbors investment corp	21,825	24,277		2,452
7/26/2012	160	integrated silicon solution	1,520	1,437		(83)
12/19/2012	430	chimera invt corp	1,150	1,327		176

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Date	Quantity	Security	Cost	Proceeds	Gain Or Loss	
					Short Term	Long Term
8/9/2012	50	apollo residential mtg inc	989	1,114		125
12/19/2012	210	chimera invt corp	562	647		85
7/16/2012	2,600	armour residential reit inc	19,107	18,266		(841)
7/11/2012	1,340	armour residential reit inc	9,782	9,414		(368)
10/3/2012	530	javelin mtg invt corp	10,385	10,328		(57)
1/22/2013	100	ellington financial llc	2,403	2,608		205
10/3/2012	260	javelin mtg invt corp	5,095	5,031		(64)
10/31/2012	350	javelin mtg invt corp	6,785	6,772		(12)
11/9/2012	70	javelin mtg invt corp	1,331	1,354		23
1/22/2013	230	ellington financial llc	5,527	6,051		524
11/9/2012	110	javelin mtg invt corp	2,092	2,125		33
11/13/2012	10	javelin mtg invt corp	180	193		13
2/5/2013	950	pennymac mtg invt tr	25,242	23,453	(1,789)	
2/8/2013	150	pennymac mtg invt tr	3,904	3,703		(201)
1/22/2013	270	ellington financial llc	6,488	7,190		702
2/8/2013	350	pennymac mtg invt tr	9,109	8,534		(575)
2/7/2013	290	pennymac mtg invt tr	7,410	7,071		(339)
11/13/2012	40	javelin mtg invt corp	720	773		53
11/13/2012	80	javelin mtg invt corp	1,439	1,524		85
2/7/2013	460	pennymac mtg invt tr	11,754	11,261		(492)
7/11/2012	3,120	armour residential reit inc	22,776	20,673		(2,103)
7/10/2012	1,830	armour residential reit inc	13,286	12,125		(1,160)
10/12/2012	320	armour residential reit inc	2,323	2,120		(203)
9/20/2012	40	cirrus logic inc	1,724	966		(758)
9/21/2012	40	cirrus logic inc	1,707	966		(741)
1/22/2013	600	ellington financial llc	14,418	15,020		602
1/24/2013	270	ellington financial llc	6,431	6,759		328
1/24/2013	50	ellington financial llc	1,191	1,264		73
10/24/2012	50	skywest inc	565	695		129
12/19/2012	1,290	chimera invt corp	3,451	4,038		587
3/4/2013	1,200	mfa financial inc	10,774	11,388		614
2/28/2013	880	american capital agency corp	27,834	28,029		195
1/24/2013	110	ellington financial llc	2,620	2,726		106
2/7/2013	510	cypress sharpridge invts inc	6,283	5,943		(340)
2/8/2013	1,390	cypress sharpridge invts inc	16,955	16,198		(757)
2/8/2013	350	cypress sharpridge invts inc	4,269	4,112		(157)
9/18/2012	760	capstead mtg corp	10,829	9,733		(1,096)
2/27/2013	190	hatteras finl corp	5,138	5,185		47
1/23/2013	200	invesco mortgage capital inc	4,200	4,292		92
2/8/2013	250	annaly capital managment inc	3,682	3,895		213
10/12/2012	1,600	armour residential reit inc	11,615	10,387		(1,228)
7/10/2012	3,400	armour residential reit inc	24,480	22,072		(2,408)
10/24/2012	100	skywest inc	1,131	1,611		480
10/25/2012	140	skywest inc	1,571	2,256		685
2/28/2013	180	american capital agency corp	5,693	5,876		183
9/24/2012	30	cirrus logic inc	1,216	657		(558)
9/25/2012	30	cirrus logic inc	1,160	657		(503)
9/26/2012	30	cirrus logic inc	1,117	657		(460)
2/27/2013	190	hatteras finl corp	5,138	5,203		65
1/23/2013	60	invesco mortgage capital inc	1,260	1,289		29
9/18/2012	780	capstead mtg corp	11,114	10,097		(1,017)
2/8/2013	500	cypress sharpridge invts inc	6,099	6,025		(74)
2/8/2013	310	cypress sharpridge invts inc	3,781	3,795		14
2/8/2013	230	annaly capital managment inc	3,387	3,655		268
12/24/2012	90	annaly capital managment inc	1,310	1,430		120
4/3/2013	50	ellington financial llc	1,233	1,276		43
9/14/2012	430	micron technology inc	2,894	4,257		1,363
7/10/2012	800	armour residential reit inc	5,760	5,125		(635)

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Date	Quantity	Security	Cost	Proceeds	Gain Or Loss	
					Short Term	Long Term
8/9/2012	50	apollo residential mtg inc	989	1,114		125
1/23/2013	230	invesco mortgage capital inc	4,830	4,883		53
3/4/2013	800	mfa financial inc	7,182	7,312		129
1/23/2013	150	invesco mortgage capital inc	3,150	3,194		44
12/19/2012	170	invesco mortgage capital inc	3,565	3,620		55
2/21/2013	150	invesco mortgage capital inc	3,032	3,194		162
3/4/2013	1,130	mfa financial inc	10,145	10,356		211
2/21/2013	50	invesco mortgage capital inc	1,011	1,043		32
1/30/2013	80	multimedia games holding co	1,256	2,007		751
7/31/2012	10	multimedia games holding co	152	251		99
8/2/2012	10	multimedia games holding co	135	251		116
4/3/2013	680	ellington financial llc	16,772	17,844		1,072
11/13/2012	90	javelin mtg invt corp	1,619	1,787		168
9/18/2012	250	capstead mtg corp	3,562	3,290		(272)
10/10/2012	710	capstead mtg corp	8,712	9,343		632
4/3/2013	90	ellington financial llc	2,220	2,383		163
4/5/2013	400	ellington financial llc	9,791	10,592		801
1/24/2013	190	ellington financial llc	4,526	5,031		505
10/10/2012	150	capstead mtg corp	1,841	1,948		107
2/6/2013	20	capstead mtg corp	244	260		15
11/7/2012	370	capstead mtg corp	4,401	4,804		403
2/21/2013	290	invesco mortgage capital inc	5,863	5,958		96
5/9/2013	270	ellington financial llc	6,885	6,787		(98)
4/24/2013	260	hatteras finl corp	7,041	6,729		(312)
2/27/2013	240	hatteras finl corp	6,490	6,211		(279)
5/8/2013	580	javelin mtg invt corp	11,194	10,846		(348)
12/24/2012	440	annaly capital management inc	6,406	6,474		68
5/9/2013	70	ellington financial llc	1,785	1,760		(25)
5/9/2013	440	ellington financial llc	11,220	10,966		(254)
5/9/2013	80	ellington financial llc	2,040	2,001		(39)
5/9/2013	120	ellington financial llc	3,042	3,001		(41)
9/28/2012	2,850	allianzgi conv & income fund ii	24,720	25,554		834
2/27/2013	130	hatteras finl corp	3,515	3,393		(122)
10/24/2012	130	stewart information svcs corp	2,621	3,748		1,127
5/21/2013	300	two harbors investment corp	3,466	3,371		(95)
10/1/2012	370	exco resources inc	3,072	3,104		32
10/2/2012	90	exco resources inc	742	755		13
5/3/2013	1,130	american capital agency corp	34,879	28,792		(6,088)
6/28/2012	90	barrick gold corp	3,212	1,477		(1,735)
10/18/2012	40	accuray inc	261	230		(31)
7/10/2012	1,350	armour residential reit inc	9,720	6,170		(3,550)
7/10/2012	510	armour residential reit inc	3,672	2,331		(1,341)
4/26/2013	20	goldcorp inc	591	474		(117)
9/14/2012	30	infinera corporation	184	319		135
9/14/2012	110	micron technology inc	740	1,476		736
9/21/2012	340	micron technology inc	2,159	4,564		2,405
9/24/2012	40	micron technology inc	249	537		288
4/26/2013	30	newmont mining corp	1,025	890		(135)
10/24/2012	150	stewart information svcs corp	3,024	3,907		883
10/2/2012	130	exco resources inc	1,071	960		(112)
10/3/2012	60	exco resources inc	479	443		(36)
7/10/2012	180	armour residential reit inc	1,296	810		(486)
2/1/2013	580	armour residential reit inc	4,154	2,610		(1,544)
5/3/2013	360	american capital agency corp	11,112	8,215		(2,897)
2/1/2013	1,140	armour residential reit inc	8,165	4,911		(3,254)
2/8/2013	2,600	armour residential reit inc	18,467	11,200		(7,267)
2/8/2013	180	cypress sharpridge invts inc	2,196	1,617		(578)
5/8/2013	250	javelin mtg invt corp	4,825	3,241		(1,584)

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Date	Quantity	Security	Cost	Proceeds	Gain Or Loss	
					Short Term	Long Term
8/9/2012	50	apollo residential mtg inc	989	1,114		125
4/15/2013	370	american cap mtg invt corp	9,342	6,689	(2,652)	
2/14/2013	80	orchid is cap inc	1,200	918	(282)	
5/21/2013	120	two harbors investment corp	1,386	1,241	(145)	
11/16/2012	(20)	veeco instrs inc del	710	552	(158)	
6/28/2012	20	barrick gold corp	714	297	(417)	
5/3/2013	180	american capital agency corp	5,556	4,105	(1,451)	
5/24/2013	60	apollo residential mtg inc	1,222	991	(231)	
10/18/2012	30	accuray inc	196	167	(28)	
2/8/2013	90	armour residential reit inc	639	414	(225)	
10/16/2012	2,360	armour residential reit inc	16,532	10,859	(5,672)	
2/8/2013	90	cypress sharpridge invts inc	1,098	825	(273)	
4/26/2013	20	goldcorp inc	591	456	(135)	
9/14/2012	160	infinera corporation	979	1,713	734	
5/8/2013	140	javelin mtg invt corp	2,702	1,929	(773)	
4/15/2013	190	american cap mtg invt corp	4,797	3,346	(1,451)	
9/24/2012	80	micron technology inc	498	1,146	649	
4/26/2013	20	newmont mining corp	683	554	(129)	
5/21/2013	10	two harbors investment corp	116	105	(11)	
10/3/2012	50	exco resources inc	399	376	(23)	
4/15/2013	650	american cap mtg invt corp	16,411	12,330	(4,081)	
10/16/2012	2,450	armour residential reit inc	17,162	10,976	(6,186)	
4/15/2013	170	american cap mtg invt corp	4,292	3,364	(928)	
5/3/2013	320	american cap mtg invt corp	8,033	6,332	(1,701)	
5/6/2013	480	american cap mtg invt corp	11,770	9,498	(2,272)	
5/13/2013	60	american cap mtg invt corp	1,417	1,187	(230)	
8/2/2013	530	western asset mortgage capital corp	8,765	8,496	(269)	
10/16/2012	1,640	armour residential reit inc	11,488	7,364	(4,124)	
11/7/2012	1,970	armour residential reit inc	13,593	8,846	(4,747)	
10/15/2012	780	armour residential reit inc	5,366	3,502	(1,864)	
10/15/2012	20	armour residential reit inc	138	88	(50)	
5/13/2013	470	american cap mtg invt corp	11,103	9,217	(1,886)	
5/15/2013	70	american cap mtg invt corp	1,640	1,373	(267)	
5/3/2013	390	american capital agency corp	12,038	8,404	(3,634)	
5/15/2013	360	american cap mtg invt corp	8,435	6,945	(1,490)	
7/26/2013	20	american cap mtg invt corp	368	386	18	
11/13/2012	1,040	armour residential reit inc	6,899	4,169	(2,730)	
12/27/2012	1,450	armour residential reit inc	9,527	5,812	(3,714)	
2/21/2013	1,900	armour residential reit inc	12,372	7,616	(4,756)	
5/3/2013	280	american capital agency corp	8,643	6,437	(2,206)	
5/10/2013	160	american capital agency corp	4,794	3,678	(1,116)	
5/13/2013	40	american capital agency corp	1,163	920	(244)	
2/21/2013	660	armour residential reit inc	4,298	2,663	(1,635)	
3/14/2013	3,900	armour residential reit inc	25,052	15,737	(9,315)	
4/15/2013	1,040	armour residential reit inc	6,582	4,196	(2,385)	
2/8/2013	620	cypress sharpridge invts inc	7,563	4,737	(2,826)	
2/27/2013	540	cypress sharpridge invts inc	6,375	4,126	(2,249)	
7/26/2013	60	cypress sharpridge invts inc	505	458	(47)	
5/8/2013	290	javelin mtg invt corp	5,597	3,481	(2,116)	
7/26/2013	200	american cap mtg invt corp	3,680	4,048	368	
5/21/2013	280	two harbors investment corp	3,235	2,666	(569)	
4/15/2013	1,390	armour residential reit inc	8,797	5,706	(3,091)	
4/18/2013	1,280	armour residential reit inc	8,031	5,254	(2,777)	
11/14/2012	460	armour residential reit inc	2,861	1,888	(973)	
8/2/2013	440	ellington financial llc	9,918	9,616	(303)	
5/8/2013	280	javelin mtg invt corp	5,404	3,397	(2,007)	
11/14/2012	2,120	armour residential reit inc	13,186	8,883	(4,304)	
3/15/2013	30	armour residential reit inc	186	126	(60)	

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Date	Quantity	Security	Cost	Proceeds	Gain Or Loss	
					Short Term	Long Term
8/9/2012	50	apollo residential mtg inc	989	1,114		125
5/8/2013	300	javelin mtg invt corp	5,790	3,792	(1,998)	
3/15/2013	2,350	armour residential reit inc	14,564	9,835	(4,730)	
5/8/2013	140	javelin mtg invt corp	2,702	1,776	(926)	
3/15/2013	1,970	armour residential reit inc	12,209	8,198	(4,011)	
5/13/2013	1,000	armour residential reit inc	6,076	4,161	(1,914)	
7/26/2013	1,470	armour residential reit inc	6,615	6,117	(497)	
5/8/2013	220	javelin mtg invt corp	4,246	2,804	(1,442)	
5/8/2013	510	javelin mtg invt corp	9,843	6,501	(3,342)	
7/26/2013	650	armour residential reit inc	2,925	2,632	(292)	
7/26/2013	5,360	armour residential reit inc	24,118	21,573	(2,546)	
7/26/2013	770	cypress sharpridge invts inc	6,483	6,143	(340)	
9/16/2013	660	cypress sharpridge invts inc	5,433	5,266	(167)	
8/2/2013	530	western asset mortgage capital corp	8,765	8,947	182	
9/16/2013	540	western asset mortgage capital corp	8,867	9,116	249	
9/13/2013	120	western asset mortgage capital corp	1,929	2,026	97	
5/21/2013	190	two harbors investment corp	2,195	1,820	(376)	
8/2/2013	890	two harbors investment corp	8,927	8,523	(404)	
5/13/2013	360	american capital agency corp	10,470	8,672	(1,799)	
6/3/2013	140	american capital agency corp	3,553	3,372	(181)	
5/24/2013	410	apollo residential mtg inc	8,351	6,277	(2,074)	
9/16/2013	30	apollo residential mtg inc	478	459	(18)	
9/16/2013	90	american cap mtg invt corp	1,887	1,912	25	
9/13/2013	440	western asset mortgage capital corp	7,073	7,764	691	
9/16/2013	260	apollo residential mtg inc	4,141	3,869	(272)	
9/13/2013	160	western asset mortgage capital corp	2,572	2,657	85	
9/23/2013	520	annaly capital managment inc	6,285	6,047	(238)	
8/2/2013	130	two harbors investment corp	1,304	1,273	(31)	
8/6/2013	300	two harbors investment corp	2,982	2,937	(45)	
9/20/2013	300	two harbors investment corp	2,970	2,937	(33)	
<b>SUBTOTAL - SHORT TERM</b>			<b>1,981,632</b>	<b>1,817,489</b>	<b>(164,143)</b>	
2/15/2011	450	cryoport inc - restricted	315	88		(227)
2/15/2011	340	cryoport inc - restricted	238	60		(178)
2/15/2011	420	cryoport inc - restricted	294	74		(220)
2/15/2011	2,460	cryoport inc - restricted	1,722	369		(1,353)
2/15/2011	1,530	cryoport inc - restricted	1,071	262		(809)
2/15/2011	880	cryoport inc - restricted	616	147		(469)
2/15/2011	710	cryoport inc - restricted	497	119		(378)
2/15/2011	880	cryoport inc - restricted	616	169		(447)
2/15/2011	600	cryoport inc - restricted	420	112		(308)
2/15/2011	460	cryoport inc - restricted	322	81		(241)
6/30/2011	170	hutchinson tech	390	255		(135)
2/15/2011	130	cryoport inc - restricted	91	24		(67)
2/15/2011	667	cryoport inc - restricted	467	114		(353)
6/30/2011	250	hutchinson tech	574	375		(199)
4/29/2009	5	agnico-eagle mines ltd	231	281		51
5/24/2011	290	accuray inc	2,082	1,502		(580)
3/3/2009	120	hercules offshore inc	155	760		604
3/10/2009	440	hercules offshore inc	563	2,785		2,222
3/3/2009	600	hercules offshore inc	761	3,798		3,037
1/29/2010	210	integrated silicon solution	1,231	1,886		655
12/22/2011	970	hutchinson tech	1,473	2,968		1,495
10/27/2010	130	cirrus logic inc	1,700	2,848		1,147
2/17/2012	70	multimedia games holding co	756	1,756		1,000
2/28/2012	200	support com inc	666	862		196
7/29/2011	20	support com inc	67	86		20
7/29/2011	180	support com inc	599	749		150

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Date	Quantity	Security	Cost	Proceeds	Gain Or Loss	
					Short Term	Long Term
8/9/2012	50	apollo residential mtg inc	989	1,114	125	
7/29/2011	230	support com inc	765	973		208
2/9/2012	90	support com inc	285	381		95
2/9/2012	170	support com inc	539	813		274
4/5/2012	80	support com inc	246	383		137
4/5/2012	70	support.com inc	215	335		121
9/16/2010	220	infinera corporation	2,434	2,338		(97)
3/21/2012	30	infinera corporation	232	319		87
1/25/2012	20	agnico-eagle mines ltd	747	523		(224)
6/1/2012	10	goldcorp inc	384	237		(147)
3/3/2009	140	hercules offshore inc	178	911		733
3/21/2012	100	infinera corporation	773	1,063		290
4/4/2012	140	infinera corporation	1,014	1,488		475
1/26/2012	90	kinross gold corp	1,073	445		(628)
6/1/2012	90	kinross gold corp	752	445		(307)
6/8/2012	60	kinross gold corp	482	297		(186)
4/5/2012	910	support com inc	2,794	4,160		1,366
2/11/2010	252	support com inc	763	1,152		389
1/15/2010	40	support com inc	121	183		62
1/15/2010	8	support.com inc	24	37		12
2/17/2012	100	multimedia games holding co	1,081	2,425		1,344
10/24/2008	40	barneck gold corp	770	594		(176)
1/25/2012	20	agnico-eagle mines ltd	747	505		(242)
3/3/2009	80	hercules offshore inc	102	562		461
6/8/2012	150	kinross gold corp	1,206	697		(509)
2/17/2012	60	multimedia games holding co	648	1,536		888
2/16/2012	140	multimedia games holding co	1,498	3,585		2,086
1/15/2010	42	support.com inc	127	191		64
1/19/2010	20	support com inc	56	91		35
5/16/2012	600	support com inc	1,657	2,731		1,074
1/5/2010	68	support.com inc	187	310		123
6/20/2012	60	exco resources inc	413	452		39
11/16/2007	1,670	treasur island rty tr unit	386	615		230
11/16/2007	310	treasur island rty tr unit	72	106		34
11/16/2007	460	treasur island rty tr unit	106	142		36
11/16/2007	440	treasur island rty tr unit	102	131		29
11/16/2007	334	treasur island rty tr unit	77	85		7
11/14/2007	966	treasur island rty tr unit	160	244		84
12/8/2002	230	treasur island rty tr unit	5	58		54
12/8/2002	1,720	treasur island rty tr unit	35	426		391
12/8/2002	2,593	treasur island rty tr unit	53	683		630
3/3/2009	330	hercules offshore inc	419	2,402		1,984
6/20/2012	440	exco resources inc	3,030	3,436		406
5/18/2012	530	armour residential reit inc	3,615	2,321		(1,294)
5/18/2012	150	armour residential reit inc	1,023	643		(380)
5/18/2012	270	armour residential reit inc	1,842	1,082		(760)
2/16/2012	70	multimedia games holding co	749	2,612		1,863
2/1/2012	20	multimedia games holding co	202	746		544
<b>SUBTOTAL - LONG TERM</b>			<b>52,105</b>	<b>68,423</b>		<b>16,318</b>
<b>TOTAL GAINS</b>					<b>47,686</b>	<b>27,230</b>
<b>TOTAL LOSSES</b>					<b>(211,828)</b>	<b>(10,912)</b>
<b>TOTAL REALIZED GAIN/LOSS</b>					<b>(164,143)</b>	<b>16,318</b>
						<b>(147,824)</b>

**Westcliff Foundation**

Tax ID# 77-0560851

**Schedule of Contributions:****FISCAL YEAR Ending September 30, 2013**

<b>Date</b>	<b>Purpose</b>	<b>Total</b>	<b>Animals Rights and Conservation</b>	<b>Arts/Culture</b>	<b>Education</b>
12/28/12	Santa CruzShakespeare Theater 1156 High St Santa Cruz CA 65064	6,250		6,250	
2/21/13	BirchBark Foundation 101 Cooper St Santa Cruz CA 95060	1,000	1,000		
4/16/13	KQED radio PO Box 7618 San Francisco CA 94120-7618	300		300	
4/16/13	KAZU radio 100 Campus Center Seaside CA 95955-8000	365		365	
8/27/13	Carlin Nalley Foundation 1912 FairOak Rd Naperville IL 60565	10,000			10,000
		<b>17,915</b>	<b>1,000</b>	<b>6,915</b>	<b>10,000</b>

# Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

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

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

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

<b>Type or print</b>	Name of exempt organization or other filer, see instructions. <b>WESTCLIFF FOUNDATION</b>	Employer identification number (EIN) or <b>77-0560851</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. <b>200 7TH AVENUE, SUITE 105</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>SANTA CRUZ, CA 95062</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

**0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**MARY HINZ**

- The books are in the care of ▶ **200 7TH AVE, STE 105 - SANTA CRUZ, CA 95062**  
 Telephone No. ▶ **(831) 477-4414** FAX No. ▶ \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box  If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **MAY 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ▶  calendar year \_\_\_\_\_ or  
 ▶  tax year beginning **OCT 1, 2012**, and ending **SEP 30, 2013**

**2** If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	0.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	1,400.
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	0.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.