Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

ENVELOPE POSTMARK DATE NOV 10 2017

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation WESTLY FOUNDATION	**A Employer identification number** 94-3368338
Number and street (or P O box number if mail is not delivered to street address) / Room/suite FOUNDATION SOURCE 501 SILVERSIDE RD	**B** Telephone number (see instructions) (800) 839-1754
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19809-1377	**C** If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	**D** 1 Foreign organizations, check here ▶ ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 9,574,855. **J** Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	379,705.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B.				
	3 Interest on savings and temporary cash investments.	116.	116.		
	4 Dividends and interest from securities	137,787.	137,787.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-26,395.			
	b Gross sales price for all assets on line 6a 2,874,653.				
	7 Capital gain net income (from Part IV, line 2)		83,723.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 1	226,582.	180,310.		
	12 **Total.** Add lines 1 through 11	717,795.	401,936.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages	88,988.			88,988.
	15 Pension plans, employee benefits	7,117.			7,117.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) [2]	47,023.	35,523.		11,500.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [3]	15,050.	130.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	179.			179.
	21 Travel, conferences, and meetings	847.			847.
	22 Printing and publications	101.			101.
	23 Other expenses (attach schedule) ATCH 4	118,182.	71,386.		45,242.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	277,487.	107,039.		153,974.
	25 Contributions, gifts, grants paid	1,013,820.			1,013,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,291,307.	107,039.		1,167,474.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-573,512.			
	b **Net investment income** (if negative, enter -0-)		294,897.		
	c **Adjusted net income** (if negative, enter -0-)				

RECEIVED
NOV 17 2017
OGDEN, UT
IRS-OSC 3003

SCANNED NOV 27 2017

JSA **For Paperwork Reduction Act Notice, see Instructions.**
6E1410 1 000

Form **990-PF** (2016)

944

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	770,499.	472,279.	472,279.
	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 (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations (attach schedule)[5]	688,869.	599,989.	587,617.
	b Investments - corporate stock (attach schedule) ATCH 6	3,616,853.	3,034,277.	3,136,382.
	c Investments - corporate bonds (attach schedule) ATCH 7	289,791.	387,819.	377,179.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 8	3,963,625.	4,261,761.	5,001,398.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	9,329,637.	8,756,125.	9,574,855.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	9,329,637.	8,756,125.	
	30 Total net assets or fund balances (see instructions)	9,329,637.	8,756,125.	
	31 Total liabilities and net assets/fund balances (see instructions)	9,329,637.	8,756,125.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,329,637.
2	Enter amount from Part I, line 27a	2	-573,512.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,756,125.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,756,125.

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)
1 a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	83,723.
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	0.

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))
2015	901,892.	10,036,340.	0.089863
2014	903,248.	10,889,445.	0.082947
2013	872,593.	10,677,116.	0.081726
2012	921,432.	10,168,416.	0.090617
2011	852,366.	10,433,614.	0.081694

2	**Total** of line 1, column (d)	2	0.426847
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	0.085369
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	9,424,303.
5	Multiply line 4 by line 3	5	804,543.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,949.
7	Add lines 5 and 6	7	807,492.
8	Enter qualifying distributions from Part XII, line 4	8	1,167,794.

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ [X] and enter 1% of Part I, line 27b			1	2,949.
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	
3	Add lines 1 and 2			3	2,949.
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	2,949.
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	8,700.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,379.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	10,079.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] 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	7,130.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 3,000. **Refunded** ▶			11	4,130.

Part VII-A Statements Regarding Activities

			Yes	No
1a	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ▶ FOUNDATION SOURCE Telephone no ▶ 800-839-1754
Located at ▶ 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ▶ 19809-1377

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2016, 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		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 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.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No 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)	2b		
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			
b	If "Yes," did it have excess business holdings in 2016 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 2016)*	3b		
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 2016?	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 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
	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?	**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
ATCH 9		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
ATCH 10		88,988.	0.	0.
Total number of other employees paid over $50,000 ▶				

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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	4,184,472.
b	Average of monthly cash balances	1b	719,090.
c	Fair market value of all other assets (see instructions)	1c	4,664,258.
d	**Total** (add lines 1a, b, and c)	1d	9,567,820.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	9,567,820.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	143,517.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,424,303.
6	**Minimum investment return.** Enter 5% of line 5	6	471,215.

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	471,215.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	2,949.		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	5,427.		
c	Add lines 2a and 2b			2c	8,376.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	462,839.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	462,839.
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	462,839.

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	1,167,474.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	320.
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	1,167,794.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	2,949.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,164,845.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7					462,839.
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only					
b Total for prior years 20 14 ,20 13 ,20 12					
3 Excess distributions carryover, if any, to 2016					
a From 2011	352,161.				
b From 2012	420,311.				
c From 2013	363,334.				
d From 2014	388,657.				
e From 2015	404,251.				
f **Total** of lines 3a through e		1,928,714.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 1,167,794.					
a Applied to 2015, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2016 distributable amount					462,839.
e Remaining amount distributed out of corpus		704,955.			
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		2,633,669.			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount - see instructions					
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)		40,000.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)		352,161.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		2,241,508.			
10 Analysis of line 9					
a Excess from 2012	420,311.				
b Excess from 2013	363,334.				
c Excess from 2014	388,657.				
d Excess from 2015	404,251.				
e Excess from 2016	664,955.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, 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	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a 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))

ATTACHMENT 11

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.

N/A

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

Check here ▶ [X] 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 address 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)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 12				
Total . . . . ▶ **3a**				1,013,820.
b *Approved for future payment*				
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) Exclusion 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	116.	
4 Dividends and interest from securities			14	137,787.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	525990	-878.	18	-25,517.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 13		44,984.		181,598.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		44,106.		293,984.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 338,090.

(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)

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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		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		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

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 of officer or trustee: [signature] Date: 11/2/2017 Title: Secretary

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 ☐ if self-employed	PTIN
JEFFREY D HASKELL	JEFFREY D HASKELL	10/26/2017		P01345770
Firm's name ▶ FOUNDATION SOURCE			Firm's EIN ▶ 510398347	
Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042			Phone no 800-839-1754	

JSA
6E1493 1 000

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*

OMB No 1545-0047
2016

Name of the organization
WESTLY FOUNDATION

Employer identification number
94-3368338

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $ __________

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

Name of organization WESTLY FOUNDATION

Employer identification number 94-3368338

Part I **Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BB TRUST C/O R.ROCK, 1123 MEREDITH AVE. SAN JOSE, CA 95125	$ 339,705.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
2	PACKARD FOUNDATION C/O DONATIONS, 343 SECOND STREET LOS ALTOS, CA 94022	$ 40,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization WESTLY FOUNDATION

Employer identification number 94-3368338

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	ENTERPRISE PRODUCTS PARTNERS LP EPD, 1469 SH.	$ 39,825.	10/04/2016
1	MAGELLAN MIDSTREAM PARTNERS LP MMP, 1217 SH.	$ 84,746.	10/04/2016
1	RADIUS HEALTH INC RDUS, 1345 SH.	$ 71,917.	10/04/2016
1	ALIBABA GROUP HOLDING LTD BABA, 1800 SH.	$ 143,217.	05/10/2016
		$	
		$	

Name of organization WESTLY FOUNDATION

Employer identification number 94-3368338

Part III ***Exclusively*** **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** Complete columns **(a)** through **(e)** and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year (Enter this information once. See instructions.) ▶ $ ____________
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Part I, Line 6a (990-PF) - Net Gain/(Loss) from Sales of Assets Not Included in Part IV

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities				$ 2,874,653	$ 2,983,035	$ (108,382)
Passthrough K-1 Capital Gain/(Loss) - non UBI						$ 76,620
Distribution in excess of basis						$ 6,245
Total included in Part IV.				$ 2,874,653	$ 2,983,035	$ (25,517)
Passthrough K-1 Capital Gain/(Loss) - UBI						$ (878)
Part I, Line 6a Total:						$ (26,395)

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS BREVET DIRECT LENDING - SHO	53,010.	51,794.
K-1 INC/LOSS CAPITAL DYNAMICS CHAMPION V	601.	396.
K-1 INC/LOSS CAPITAL ROYALTY PARTNERS II	33,393.	33,391.
K-1 INC/LOSS CAPROCK BREP VI, LLC	3,487.	3,487.
K-1 INC/LOSS CIM ENTERPRISE LOAN FUND, L	34,783.	34,783.
K-1 INC/LOSS COLUMBIA PACIFIC 2016 ACQUI	26.	26.
K-1 INC/LOSS CORNERSTONE MULTIFAMILY INC	-10,057.	-9,734.
K-1 INC/LOSS HRJ GROWTH CAPITAL II LP	2,810.	2,411.
K-1 INC/LOSS HRJ VENTURE VC V (FOREIGN),	21.	21.
K-1 INC/LOSS INSITE MEDIACOM, LLC # 719	-616.	-8.
K-1 INC/LOSS INSITE MEDIACOM, LLC # 925	-660.	-10.
K-1 INC/LOSS NORTHGATE IV, LP	3,013.	2,521.
K-1 INC/LOSS OAKTREE PRIVATE INVESTMENT	27,507.	26,340.
K-1 INC/LOSS RAINETH HOUSING FUND IV, LP	-11,707.	-11,707.
K-1 INC/LOSS SCP REAL ASSETS FND (A) LP	7,238.	-1,433.
K-1 INC/LOSS TCG PRIVATE SELECT PARTNERS	11,983.	12,018.
K-1 INC/LOSS TRILINC GLOBAL IMPACT FUND,	12,455.	12,455.
K-1 INC/LOSS UNION BAY CAPITAL PARTNERS	44,402.	9,392.
CLASS ACTION LAWSUIT PROCEEDS	167.	167.
FEDERAL TAX REFUND	726.	
COMMITMENT FEES	14,000.	14,000.
TOTALS	226,582.	180,310.

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PROFESSIONAL DEVELOPMENT	5,000.		5,000.
INVESTMENT MANAGEMENT SERVICES	35,523.	35,523.	
WESTLY PRIZE VIDEOGRAPHY SVCS	3,500.		3,500.
WESTLY PRIZE STIPENDS	3,000.		3,000.
TOTALS	47,023.	35,523.	11,500.

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
990-PF ESTIMATED TAX FOR 2016	6,700.	
990-T EXTENSION FOR 2015	5,000.	
FOREIGN TAX PAID	130.	130.
STATE INCOME TAX FOR 2015	3,220.	
TOTALS	15,050.	130.

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	41,616.		41,616.
BANK CHARGES	1,031.	1,031.	
FOUNDATION DUES & MEMBERSHIPS	950.		950.
INDEMNIFICATION INSURANCE	1,163.		1,163.
K-1 EXP CAPITAL DYNAMICS CHAMP	3,169.	3,173.	
K-1 EXP CAPITAL ROYALTY PARTNE	8,062.	8,062.	
K-1 EXP CAPROCK BREP VI, LLC	2,368.	2,364.	
K-1 EXP CIM ENTERPRISE LOAN FU	5,469.	5,469.	
K-1 EXP COLUMBIA PACIFIC 2016	259.	259.	
K-1 EXP CORNERSTONE MULTIFAMIL	1,152.	1,150.	
K-1 EXP HRJ GROWTH CAPITAL II	3,881.	3,578.	
K-1 EXP HRJ VENTURE VC V (FORE	1,223.	1,223.	
K-1 EXP INSITE MEDIACOM, # 719	2.		
K-1 EXP INSITE MEDIACOM, # 925	2.		
K-1 EXP NORTHGATE IV, LP	7,148.	7,038.	
K-1 EXP OAKTREE PRIVATE INVEST	10,859.	10,848.	
K-1 EXP RAINETH HOUSING FUND I	97.		
K-1 EXP SCP REAL ASSETS FND (A	9,377.	9,178.	
K-1 EXP TCG PRIVATE SELECT PAR	9,951.	9,876.	
K-1 EXP TRILINC GLOBAL IMPACT	2,029.	2,029.	
K-1 EXP UNION BAY CAPITAL PART	6,382.	6,108.	
MISCELLANEOUS	479.		
OFFICE & SUPPLIES	472.		472.
PAYROLL PROCESSING FEES	935.		935.
POSTAGE/DELIVERY SERVICE	106.		106.
TOTALS	118,182.	71,386.	45,242.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 5

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FHLMC - 1.375% - 05/01/2020	49,606.	49,613.
FHLMC - 2.375% - 01/13/2022	78,883.	76,231.
FHMC - 1.750% - 05/30/2019	60,354.	60,565.
U.S - 0.014% - 06/30/2023	69,981.	66,423.
US T NOTE - 2.750% - 11/15/202	81,730.	77,473.
US T NTS - 1.375% - 01/31/2020	44,535.	44,829.
US T NTS - 2.125% - 01/31/2021	46,414.	45,577.
US T NTS - 2.500% - 05/15/2024	28,476.	28,389.
US OBLIGATIONS TOTAL	459,979.	449,100.
CALIFORNIA HSG FIN AGY REV TAX	50,000.	48,159.
FLORIDA ST ADMIN CORP BOND - 2	50,000.	50,339.
KANSAS ST DEV - 1.435% - 04/15	40,010.	40,019.
STATE OBLIGATIONS TOTAL	140,010.	138,517.
US AND STATE OBLIGATIONS TOTAL	599,989.	587,617.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
3M CO	11,942.	19,643.
ACCENTURE PLC	12,216.	19,912.
ADVANCED ENERGY IND INC	3,440.	3,340.
AIR TRANS SVCS GROUP INC	3,227.	3,016.
AMN HEALTHCARE SERVICES INC	2,218.	2,807.
AMPLIFY SNACK BRANDS INC	4,246.	2,978.
ANI PHARMACEUTICALS INC	2,941.	2,546.
APOGEE ENTERPRISES, INC	2,746.	3,053.
APPLE INC	13,611.	22,585.
ARMADA HOFFLER PROPERTIES INC	2,941.	3,147.
ARRS INTERNATIONAL PLC	3,600.	2,892.
BANK OF THE OZARKS	3,206.	4,049.
BECTON DICKINSON & CO	11,149.	19,038.
BERKSHIRE HATHAWAY INC. CLASS	7,863.	11,409.
BERRY PLASTICS GROUP INC	2,478.	3,411.
BIOGEN INC	8,568.	9,925.
C H ROBINSON WORLDWIDE INC	15,235.	19,780.
CALLON PETROLEUM CO	2,547.	2,490.
CARRIZO OIL & GAS, INC	2,571.	2,465.
CASEY'S GENERAL STORES, INC	2,822.	2,853.
CENTERSTATE BANKS INC	2,830.	4,078.
CHESAPEAKE UTILITIES CORP	3,487.	3,682.
CIENA CORP	3,083.	3,027.
CISCO SYSTEMS INC	15,079.	18,736.
COACH INC	7,618.	4,728.
COGNIZANT TECHNOLOGY SOLUTIONS	7,682.	13,447.
COHERENT INC CAL	3,171.	3,984.
COLONY FINANCIAL INC	4,328.	3,767.
COLUMBIA SPORTSWEAR CO	3,518.	3,673.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
COMFORT SYSTEMS USA INC	2,538.	2,564.
CONSOLIDATED COMMUNICATIONS HO	1,583.	1,530.
CORESITE REALTY CORPORATION	2,480.	3,413.
DYCOM INDS INC	3,249.	3,131.
EAGLE POINT 7.75 PFD STOCK	50,857.	51,488.
EATON VANCE TAX MANAGED EMERGI	560,510.	484,636.
ETHAN ALLEN INTERIOR	3,219.	3,427.
EURONET WORLDWIDE INC	2,705.	2,680.
FABRINET INC	2,980.	3,224.
FERRO CORP	3,518.	3,310.
FINISH LINE, INC.	3,041.	2,784.
FIRST MERCHANTS CORPORATION	2,524.	4,066.
GIGAMON INC.	1,529.	2,824.
HAWAIIAN HOLDINGS INC	1,250.	3,078.
HOME BANCSHARES INC	2,581.	4,277.
HORIZON GLOBAL CORPORATION	3,672.	3,384.
INTERNATIONAL BUSINESS MACHINE	15,276.	13,279.
ISHARES GOLD TRUST	174,487.	166,200.
JAMES RIVER GROUP HOLDINGS LTD	3,745.	4,321.
JP MORGAN ALERIAN MLP INDEX ET	385,525.	442,540.
LCI INDUSTRIES INC	3,196.	3,556.
LIGAND PHARMACEUTICALS INCORPO	2,407.	2,743.
LTC PROPERTIES INC	3,598.	3,524.
LYDALL INC	2,733.	3,464.
MANHATTAN ASSOCIATES INC	3,283.	3,235.
MARRIOTT VACATIONS WORLDWIDE C	3,252.	3,649.
MASIMO CORPORATION	2,315.	3,033.
MATRIX SERVICE CO COM STK	2,625.	2,951.
MEDTRONIC PLC	17,314.	16,027.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MICROSOFT CORP	16,734.	30,759.
MKS INSTRUMENTS, INC	3,088.	3,920.
MONMOUTH REAL ESTATE INVESTMEN	3,362.	3,429.
MUELLER WATER PRODUCTS INC	1,882.	2,702.
NATUS MEDICAL INCORPORATED	2,511.	2,401.
NEENAH PAPER INC	2,295.	3,238.
NOVO NORDISK A S	15,073.	15,061.
NUVASIVE, INC	2,936.	3,099.
OMNICOM GROUP	6,537.	8,937.
ON ASSIGNMENT, INC	2,537.	2,959.
ORACLE CORP	16,366.	20,955.
PATRICK IND INC	2,336.	4,120.
PEPSICO INC	8,480.	9,417.
PINNACLE FINANCIAL PARTNERS IN	2,937.	4,158.
POLARIS INDUSTRIES	8,604.	8,651.
POWERSHARES FINANCIAL PREFERRE	379,602.	359,200.
POWERSHARES QQQ NASDAQ 100	170,657.	181,292.
PRIMERICA, INC	2,732.	4,218.
PROCTER GAMBLE CO	15,272.	16,396.
RENASANT CORPORATION	2,902.	4,138.
RUDOLPH TECHNOLOGIES INC	2,071.	3,339.
SINCLARI BROADCAST GROUP INC	3,005.	3,268.
SOUTHWEST GAS CP	3,074.	3,831.
SUCAMPO PHARMACEUTICALS INC	2,680.	2,818.
SUMMIT HOTEL PROPERTIES, INC	2,725.	3,495.
SUPERNUS PHARMACEUTICALS INC	1,938.	3,207.
SYNCHRONOSS TECHNOLOGIES, INC	3,099.	2,873.
THE COCA-COLA CO	15,087.	15,548.
TRINET GROUP, INC	3,207.	3,228.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
UNITED TECHNOLOGIES CORP	20,133.	23,568.
VAIL RESORTS INC	1,978.	3,065.
VANGUARD FTSE DEVELOPED MARKET	580,411.	584,639.
VANGUARD TOTAL STOCK MARKET ET	256,198.	288,300.
VARIAN MEDICAL SYSTEMS INC	7,645.	10,325.
VCA ANTECH INC	2,083.	2,746.
WAL-MART STORES INC	20,615.	20,045.
WESTERN ALLIANCE BANCORPORATIO	3,130.	4,238.
TOTALS	3,034,277.	3,136,382.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AFLAC INC - 3.250% - 03/17/202	25,938.	24,839.
AMERICAN TOWER CORP - 4.500% -	26,835.	25,657.
BANK OF AMERICA CORPORATION -	26,580.	25,896.
BERKSHIRE HATHAWAY NOTE - 0.02	23,949.	23,950.
HCP INC NOTE - 2.625% - 02/01/	23,766.	23,986.
JPMORGAN CHASE & CO - 4.350% -	25,896.	25,583.
MONSANTO COMPANY - 1.150% - 06	24,999.	24,939.
MORGAN STANLEY SR NT-F - 4.750	26,966.	25,188.
NASDAQ OMX GROUP - 5.250% - 01	27,447.	25,870.
PNC FINL - 3.900% - 04/29/2024	26,759.	25,494.
ROPER INDS INC - 2.050% - 10/0	25,066.	25,085.
VERIZON COMMUNICATIONS - 4.600	27,410.	26,806.
VISA INC NOTE - 3.150% - 12/14	26,304.	25,097.
WELLS FARGO - 3.000% - 01/22/2	25,663.	25,339.
WESTPAC BANKING CORP - 0.021%	24,241.	23,450.
TOTALS	387,819.	377,179.

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BREVET DIRECT LENDING - SHORT	535,024.	558,000.
CAPITAL DYNAMICS CHAMPION VENT	83,667.	128,015.
CAPITAL ROYALTY PARTNERS II (C	470,151.	474,265.
CAPROCK BREP VI, LLC	67,760.	129,355.
CIM ENTERPRISE LOAN FUND, LP	515,226.	507,969.
COLUMBIA PACIFIC 2016 ACQUISIT	144,767.	145,000.
CORNERSTONE MULTIFAMILY INCOME	261,513.	430,431.
EJF DEBT OPPORTUNITIES OFFSHOR	172,262.	120,778.
EPICOM	3,254.	3,254.
FINTAN CAPITAL PARTNERS LP		19,038.
HRJ GROWTH CAPITAL II LP	136,098.	132,028.
HRJ VENTURE VC V (FOREIGN), LP	27,957.	67,732.
INSITE MEDIACOM, LLC (PTR # 71	10,770.	25,008.
INSITE MEDIACOM, LLC (PTR # 92	11,444.	25,008.
NORTHGATE IV, LP	135,699.	243,503.
OAKTREE PRIVATE INVESTMENT FUN	390,893.	382,776.
RAINETH HOUSING FUND IV, LP	376,320.	563,880.
SCP REAL ASSETS FND (A) LP	191,215.	191,799.
STEPSTONE PRIVATE EQUITY PARTN	526.	52,025.
TCG PRIVATE SELECT PARTNERS LP	362,061.	404,676.
TRILINC GLOBAL IMPACT FUND, LL	130,159.	106,165.
UNION BAY CAPITAL PARTNERS I,	234,995.	290,693.
TOTALS	4,261,761.	5,001,398.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY-TRADED SECURITIES						
2,874,653.		2,873,795.					858.	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)						
							76,620.	
		DISTRIBUTIONS IN ECXESS OF BASIS						
							6,245.	
TOTAL GAIN(LOSS)							83,723.	

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

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
STEVEN P WESTLY FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	PRES / CHAIRMAN / DIR 1.00	0.	0.	0.
ANITA W YU FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR / SEC / TREAS 1.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
CATHERINE FOSTER PO BOX 7804 MENLO PARK, CA 94026	EXECUTIVE DIRECTOR 20.00	88,988.
	TOTAL COMPENSATION	88,988.

Part XIII, Line 7 (990-PF)

Westly Foundation (the "Foundation") received a grant of $40,000 in the taxable year ending December 31, 2016 from The David and Lucile Packard Foundation, a private non-operating foundation. As reported in Part XIII, Line 7, the Foundation is treating $40,000 of its 2016 qualifying distributions in excess of the immediately preceding tax year's undistributed income as distributions out of corpus in full satisfaction of the distribution requirements imposed by Internal Revenue Code Section 4942(g)(3) and Treasury Regulations Section 53 4942(a)-3(c)(2)

ATTACHMENT 11

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

ANITA W YU
STEVEN P WESTLY

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BREAKTHROUGH SILICON VALLEY 1635 PARK AVE SAN JOSE, CA 95126	N/A PC	GENERAL & UNRESTRICTED	80
BREAKTHROUGH SILICON VALLEY 1635 PARK AVE SAN JOSE, CA 95126	N/A PC	MIDDLE SCHOOL PROGRAM	25,000.
CABRILLO EDUCATION FOUNDATION PO BOX 354 HALF MOON BAY, CA 94019	N/A PC	COASTSIDE CRADLE TO CAREER INITIATIVE	25,000
CALIFORNIA COMMUNITY FOUNDATION 221 S FIGUEROA ST LOS ANGELES, CA 90012	N/A PC	LOS ANGELES SCHOLARS INVESTMENT FUND (LASIF)	25,000
CASTILLEJA SCHOOL FOUNDATION 1310 BRYANT ST PALO ALTO, CA 94301	N/A PC	GENERAL & UNRESTRICTED	10,000
CHILDREN NOW 1404 FRANKLIN ST STE 700 OAKLAND, CA 94612	N/A PC	SPONSORSHIP OF 2016 CALIFORNIA COUNTY SCORECARD OF CHILDREN'S WELL-BEING	15,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COUNSELING AND SUPPORT SERVICES FOR YOUTH 544 VALLEY WAY MILPITAS, CA 95035	N/A PC	EAST PALO ALTO (EPA) YOUTH MENTAL HEALTH PROGRAM	25,000
EAST PALO ALTO TENNIS AND TUTORING PO BOX 60597 PALO ALTO, CA 94306	N/A PC	GENERAL & UNRESTRICTED	80
EAST PALO ALTO TENNIS AND TUTORING PO BOX 60597 PALO ALTO, CA 94306	N/A PC	CHARITABLE EVENT	5,000
EAST PALO ALTO TENNIS AND TUTORING PO BOX 60597 PALO ALTO, CA 94306	N/A PC	CHARITABLE EVENT	10,000
FIRST PLACE FOR YOUTH 1625 CLAY ST STE 200 OAKLAND, CA 94612	N/A PC	MY FIRST PLACE PROGRAM - SANTA CLARA COUNTY	25,000.
FRIENDS OF THE PALO ALTO CHILDRENS THEATRE 1305 MIDDLEFIELD RD PALO ALTO, CA 94301	N/A PC	GENERAL & UNRESTRICTED	250

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GENERATION CITIZEN INC 110 WALL ST NEW YORK, NY 10005	N/A PC	GENERATION CITIZEN BAY AREA PROGRAM	25,000
GENESYS WORKS 101 2ND ST STE 500 SAN FRANCISCO, CA 94105	N/A PC	GENERAL & UNRESTRICTED	25,000
GENESYS WORKS 101 2ND ST STE 500 SAN FRANCISCO, CA 94105	N/A PC	BAY AREA PROGRAM EXPANSION AND LAUNCH OF A SOUTH BAY OFFICE	25,000
KQED INC 2601 MARIPOSA ST SAN FRANCISCO, CA 94110	N/A PC	GENERAL SUPPORT OF THE CALIFORNIA REPORT	75,000
LEAGUE TO SAVE LAKE TAHOE 2608 LAKE TAHOE BLVD S LAKE TAHOE, CA 96150	N/A PC	GENERAL & UNRESTRICTED	1,500
LIGHTHOUSE COMMUNITY PUBLIC SCHOOLS 444 HEGENBERGER RD OAKLAND, CA 94621	N/A PC	GENERAL & UNRESTRICTED	2,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LUCILE PACKARD FOUNDATION FOR CHILDRENS HEALTH 400 HAMILTON AVE STE 340 PALO ALTO, CA 94301	N/A PC	ADOLESCENT HEALTH VAN	40,000
MENLO SCHOOL 50 VALPARAISO AVE ATHERTON, CA 94027	N/A PC	GENERAL & UNRESTRICTED	5,000
MENLO-ATHERTON HIGH SCHOOL 555 MIDDLEFIELD RD ATHERTON, CA 94027	N/A GOV	MANDARIN PROGRAM DEVELOPMENT	18,000
MUTTVILLE PO BOX 410207 SAN FRANCISCO, CA 94141	N/A PC	GENERAL & UNRESTRICTED	2,000
ONE DEGREE 2370 MARKET ST STE 162 SAN FRANCISCO, CA 94114	N/A PC	ONE DEGREE BAY AREA EXPANSION PROJECT	25,000
PENINSULA COLLEGE FUND 330 TWIN DOLPHIN DR STE 131 REDWOOD CITY, CA 94065	N/A PC	PCF SCHOLARS SCHOLARSHIP FUND	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PHILANTHROPIC VENTURES FOUNDATION 1222 PRESERVATION PARK WAY OAKLAND, CA 94612	N/A PC	ARTS RESOURCE GRANTS FOR TEACHERS	10,000
PHILANTHROPIC VENTURES FOUNDATION 1222 PRESERVATION PARK WAY OAKLAND, CA 94612	N/A PC	ARTS RESOURCE GRANTS FOR TEACHERS	30,000
PHILANTHROPIC VENTURES FOUNDATION 1222 PRESERVATION PARK WAY OAKLAND, CA 94612	N/A PC	CASA/SOCIAL WORKER GRANTS	20,000
PLANNED PARENTHOOD MAR MONTE INC 1746 THE ALAMEDA SAN JOSE, CA 95126	N/A PC	CHARITABLE EVENT	5,000
PLANNED PARENTHOOD MAR MONTE INC 1746 THE ALAMEDA SAN JOSE, CA 95126	N/A PC	CHARITABLE EVENT	5,000
RAVENSWOOD EDUCATION FOUNDATION P O BOX 396 MENLO PARK, CA 94026	N/A PC	REF SCIENCE INITIATIVE	25,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
READING AND BEYOND 4670 E BUTLER AVE FRESNO, CA 93702	N/A PC	FAMILY SUCCESS ZONE PROJECT	25,000
SAN JOSE JAZZ 4 N 2NE ST STE 576 SAN JOSE, CA 95113	N/A PC	GENERAL & UNRESTRICTED	80
SCIENCE IS ELEMENTARY INC 650 ROSEWOOD CT LOS ALTOS, CA 94024	N/A PC	CORE PROGRAM AND CAPACITY BUILDING FOR TRANSFORMING ELEMENTARY SCIENCE	25,000.
SECOND HARVEST FOOD BANK OF SANTA CLARA AND SAN MA 750 CURTNER AVE SAN JOSE, CA 95125	N/A PC	GENERAL & UNRESTRICTED	30,000
SIERRA CLUB FOUNDATION 2101 WEBSTER ST STE 1250 OAKLAND, CA 94612	N/A PC	GENERAL & UNRESTRICTED	500.
SILICON VALLEY CHILDRENS FUND 75 E SANTA CLARA ST STE 1450 SAN JOSE, CA 95113	N/A PC	CHARITABLE EVENT	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SILICON VALLEY URBAN DEBATE LEAGUE 502 VALLEY WAY SOBRATO CENTER FOR N MILPITAS, CA 95035	N/A PC	GENERAL & UNRESTRICTED	80
SILICON VALLEY URBAN DEBATE LEAGUE 502 VALLEY WAY SOBRATO CENTER FOR N MILPITAS, CA 95035	N/A PC	SVUDL EXPANSION PROJECT	25,000
STANFORD UNIVERSITY PO BOX 20466 STANFORD, CA 94309	N/A PC	WESTLY FELLOWSHIP FUND	87,500
SUNNYVALE COMMUNITY SERVICES 725 KIFER RD SUNNYVALE, CA 94086	N/A PC	GENERAL & UNRESTRICTED	2,000
TEENFORCE 75 E SANTA CLARA ST STE 1450 SAN JOSE, CA 95113	N/A PC	FOSTER YOUTH STEM AND WORK READINESS TRAINING PROJECT	25,000
THE PALO ALTO COMMUNITY FUND 330 TWIN DOLPHIN DR STE 151 REDWOOD CITY, CA 94065	N/A PC	GENERAL & UNRESTRICTED	750

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UASPIRE INC 31 MILK ST BOSTON, MA 02109	N/A PC	SUSTAINABILITY AND EXPANSION OF COLLEGE AFFORDABILITY ADVISING PROGRAM	25,000
UNAMESA ASSOCIATION 654 GILMAN ST PALO ALTO, CA 94301	N/A PC	INPLAY PROGRAM	15,000
UNIVERSITY OF SOUTHERN CALIFORNIA 3551 TROUSDALE PKWY, ADM 160 LOS ANGELES, CA 90089	N/A PC	CS@USC PROGRAM	5,000
UPWARD 19630 ALLENDALE AVE UNIT 2580 SARATOGA, CA 95070	N/A PC	GENERAL & UNRESTRICTED	5,000
CASTILLEJA SCHOOL FOUNDATION 1310 BRYANT ST PALO ALTO, CA 94301	N/A PC	VIEW360 SCHOLARSHIP FUND	25,000
MERITUS COLLEGE FUND PO BOX 29024 SAN FRANCISCO, CA 94129	N/A PC	WESTLY SCHOLARSHIP FUND	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FOUNDATION FOR A COLLEGE EDUCATION 2160 EUCLID AVE E PALO ALTO, CA 94303	N/A PC	WESTLY SCHOLARSHIP FUND	10,000
WORLD SAVVY INC 917 IRVING ST SAN FRANCISCO, CA 94122	N/A PC	GENERAL & UNRESTRICTED	2,000
YOUTH COMMUNITY SERVICE INC 4120 MIDDLEFIELD RD, P-8 PALO ALTO, CA 94303	N/A PC	CONCRN	1,500
YOUTH LEADERSHIP INSTITUTE 940 HOWARD ST SAN FRANCISCO, CA 94103	N/A PC	YOUTH-LED CAMPAIGN ON NEIGHBORHOOD CHANGE ON ALCOHOL	25,000
ANH-THU HO 525 DURANT AVENUE, APT 1-8 BERKELEY, CA 94704	NONE I	GRAND PRIZE WINNER	20,000
ANDREW LOGAN 1313 MASONIC AVENUE SAN FRANCISCO, CA 94117	NONE I	GRAND PRIZE WINNER	20,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EMMANUEL ESCAMILLA 39 HBS MAIL CENTER 700 SOLDIERS FIELD ROAD CAMBRIDGE, MA 02613	NONE I	GRAND PRIZE WINNER	20,000
MARC WONG 1911 FUNSTON AVENUE SAN FRANCISCO, CA 94116	NONE I	WESLTY PRIZE HONORABLE MENTION	5,000
MICHAEL XIA 601 4TH STREET, UNIT 109 SAN FRANCISCO, CA 94107	NONE I	WESLTY PRIZE HONORABLE MENTION	5,000
MINGMING JIANG 593 ALVARADO ROW STANFORD, CA 94305	NONE I	GRAND PRIZE WINNER	20,000
ROI MATALON 1000 N ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 900012	NONE I	GRAND PRIZE WINNER	20,000
SAMUEL SINYANGWE 1 WEST STREET NEW YORK, NY 10004	NONE I	GRAND PRIZE WINNER	20,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TYLER VAN HERWEG 135 7TH AVENUE KIRKLAND, WA 98033	NONE I	WESLTY PRIZE HONORABLE MENTION	5,000
SHANNON WALKER 88 WILLOW SPRINGS COURT, #201 GOLETA, CA 93117	NONE I	WESLTY PRIZE HONORABLE MENTION	5,000
UGWEM ENEYO 14 COMSTOCK CIRCLE, APT 315A STANFORD, CA 94305	NONE I	WESLTY PRIZE HONORABLE MENTION	5,000
HILARY BRASETH 2328 VALLEJO ST SAN FRANCISCO, CA 94123	NONE NC	WESLTY PRIZE HONORABLE MENTION	5,000
		TOTAL CONTRIBUTIONS PAID	1,013,820

TOTAL Part I, Line 25, Column a and Part XV, Line 3a	$1,013,820
Less amounts counted as qualifying distributions on Part XII, Line 2	$320
TOTAL Part I, Line 25, Column d	$1,013,500

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 13

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
K-1 INC/LOSS	525990	44,984.	14	180,872.	
FEDERAL TAX REFUND			01	726.	
TOTALS		44,984.		181,598.	

Part XV (Form 990-PF) - Distributions of Property Value at Fair Market Value at Date of Distribution

Method for Determining Value of tickets: *Purchase Price*

Description of Property	Units	Date of Distribution	Grant Recipient	Fair Market Value of Property	Book Value of Property	Total Amount of Grant
Ticket to Reel Impact Film Festival	1	11/30/2016	SILICON VALLEY URBAN DEBATE LEAGUE	$ 80	$ 80	$ 80
Ticket to Reel Impact Film Festival	1	11/30/2016	EAST PALO ALTO TENNIS AND TUTORING	$ 80	$ 80	$ 80
Ticket to Reel Impact Film Festival	1	11/30/2016	SAN JOSE JAZZ	$ 80	$ 80	$ 80
Ticket to Reel Impact Film Festival	1	11/30/2016	BREAKTHROUGH SILICON VALLEY	$ 80	$ 80	$ 80
Total				$ 320	$ 320	$ 320

Form 990-PF, Part III, Line 3 - Other Increases: $ -