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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.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , 2017, 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): FOUNDATION SOURCE 501 SILVERSIDE RD

Room/suite:

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 ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 9,930,235.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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)	446,032.			
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	1,501.	1,501.		
4	Dividends and interest from securities	111,821.	111,821.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	152,609.			
b	Gross sales price for all assets on line 6a 1,835,059.				
7	Capital gain net income (from Part IV, line 2)		333,959.		
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	301,178.	251,617.		
12	Total. Add lines 1 through 11	1,013,141.	698,898.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages	93,544.			93,544.
15	Pension plans, employee benefits	7,318.			7,318.
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) [2]	42,363.	34,613.		7,750.
17	Interest				
18	Taxes (attach schedule) (see instructions) [3]	29,066.	748.		8,571.
19	Depreciation (attach schedule) and depletion				
20	Occupancy	179.			179.
21	Travel, conferences, and meetings	1,800.			1,800.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 4	122,669.	75,054.		45,848.
24	Total operating and administrative expenses. Add lines 13 through 23	296,939.	110,415.		165,010.
25	Contributions, gifts, grants paid	905,500.			905,500.
26	Total expenses and disbursements Add lines 24 and 25	1,202,439.	110,415.		1,070,510.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-189,298.			
b	Net investment income (if negative, enter -0-)		588,483.		
c	Adjusted net income (if negative, enter -0-)				

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Form 990-PF (2017)

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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	472,279.	605,902.	605,902.
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]	599,989.	642,496.	630,304.
b Investments - corporate stock (attach schedule) ATCH 6	3,034,277.	3,162,067.	3,668,168.
c Investments - corporate bonds (attach schedule) ATCH 7	387,819.	352,292.	349,111.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule) ATCH 8	4,261,761.	3,804,070.	4,676,750.
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)	8,756,125.	8,566,827.	9,930,235.
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 ▶ [X] **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	8,756,125.	8,566,827.	
30 **Total net assets or fund balances** (see instructions)	8,756,125.	8,566,827.	
31 **Total liabilities and net assets/fund balances** (see instructions)	8,756,125.	8,566,827.	

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	8,756,125.
2 Enter amount from Part I, line 27a	2	-189,298.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	8,566,827.
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	8,566,827.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, 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) FMV 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	333,959.
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 doesn't 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))
2016	1,164,845.	9,424,303.	0.123600
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

2	Total of line 1, column (d)	2	0.468753
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0.093751
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	9,434,775.
5	Multiply line 4 by line 3	5	884,520.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,885.
7	Add lines 5 and 6	7	890,405.
8	Enter qualifying distributions from Part XII, line 4	8	1,070,510.

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

7

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	5,885.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		SEE TRANSITION TAX STATEMENT
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	5,885.
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	5,885.
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 . . . . 6a 12,600.		
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	12,600.
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	6,715.
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ 6,715. **Refunded** ▶	11	

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 the 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 2017 or the tax year beginning in 2017? See the 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 2017, 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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ 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 2017 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 2017)	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 2017?	4b		X

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

			Yes	No
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		93,544.	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 . . . . ▶	

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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	4,380,101.
b	Average of monthly cash balances	1b	519,100.
c	Fair market value of all other assets (see instructions)	1c	4,679,251.
d	**Total** (add lines 1a, b, and c)	1d	9,578,452.
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	9,578,452.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	143,677.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,434,775.
6	**Minimum investment return.** Enter 5% of line 5	6	471,739.

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	471,739.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	5,885.		
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	4,513.		
c	Add lines 2a and 2b			2c	10,398.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	461,341.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	461,341.
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	461,341.

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	1,070,510.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,070,510.
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	5,885.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,064,625.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				461,341.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only				
b Total for prior years 20 15 ,20 14 ,20 13				
3 Excess distributions carryover, if any, to 2017				
a From 2012 420,311.				
b From 2013 363,334.				
c From 2014 388,657.				
d From 2015 404,251.				
e From 2016 664,955.				
f **Total** of lines 3a through e	2,241,508.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 1,070,510.				
a Applied to 2016, 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 2017 distributable amount				461,341.
e Remaining amount distributed out of corpus	609,169.			
5 Excess distributions carryover applied to 2017 (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	2,850,677.			
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 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				
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)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	420,311.			
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	2,430,366.			
10 Analysis of line 9				
a Excess from 2013 363,334.				
b Excess from 2014 388,657.				
c Excess from 2015 404,251.				
d Excess from 2016 664,955.				
e Excess from 2017 609,169.				

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 2017, 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			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
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 ▶ ☐ 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 , to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

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

ATCH 12

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

ATCH 13

c Any submission deadlines

ATCH 14

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

ATCH 15

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 16				
Total . . . . ▶ **3a**				905,500.
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	1,501.	
4 Dividends and interest from securities			14	111,821.	
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	511.	18	152,098.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 17		38,617.		262,561.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		39,128.		527,981.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 567,109.

(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) (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) (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] Signature of officer or trustee | 11/11/2018 Date | ▶ Secretary Title

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	11/08/2018		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
7E1493 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.**
▶ **Go to *www.irs.gov/Form990* for the latest information.**

OMB No 1545-0047

2017

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	$ 406,032.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
2	THE DAVID AND LUCILE 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, 2133.56 SH.	$ 55,099.	09/29/2017

(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, 270.68 SH.	$ 6,990.	09/29/2017

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	ALPHABET INC CL C GOOG, 201 SH.	$ 192,086.	09/29/2017

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	FACEBOOK INC FB, 900 SH.	$ 151,857.	08/02/2017

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		$	

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				$ 1,826,019	$ 1,772,359	$ 53,660
Passthrough K-1 Capital Gain/(Loss) - non UBI						$ 126,649
EJF Debt Opportunities Offshore Fund, Ltd	2/28/2014	Purchased	4/11/2017	$ 9,040	$ 57,023	$ (47,983)
Distribution in excess of basis						$ 19,772
Total included in Part IV				$ 1,835,059	$ 1,829,382	$ 152,098
Passthrough K-1 Capital Gain/(Loss) - UBI						$ 511
Part I, Line 6a Total						$ 152,609

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	45,630.	45,469.
K-1 INC/LOSS CAPITAL DYNAMICS CHAMPION V	415.	300.
K-1 INC/LOSS CAPITAL ROYALTY PARTNERS II	45,930.	45,930.
K-1 INC/LOSS CAPROCK BREP VI, LLC	1,022.	1,022.
K-1 INC/LOSS CIM ENTERPRISE LOAN FUND, L	68,659.	68,659.
K-1 INC/LOSS COLUMBIA PACIFIC 2016 ACQUI	8,427.	7,903.
K-1 INC/LOSS CORNERSTONE MULTIFAMILY INC	-2,021.	-1,579.
K-1 INC/LOSS HRJ GROWTH CAPITAL II LP	777.	964.
K-1 INC/LOSS HRJ VENTURE VC V (FOREIGN),	37.	37.
K-1 INC/LOSS INSITE MEDIACOM, LLC (719)	-662.	4.
K-1 INC/LOSS INSITE MEDIACOM, LLC (925)	-710.	4.
K-1 INC/LOSS NORTHGATE IV, LP	2,842.	2,169.
K-1 INC/LOSS OAKTREE PRIVATE INVESTMENT	40,668.	40,306.
K-1 INC/LOSS RAINETH HOUSING FUND IV, LP	-1,115.	-1,115.
K-1 INC/LOSS SCP REAL ASSETS FND (A) LP	2,326.	-1,577.
K-1 INC/LOSS TCG PRIVATE SELECT PARTNERS	25,077.	24,884.
K-1 INC/LOSS TRILINC GLOBAL IMPACT FUND,	13,842.	13,842.
K-1 INC/LOSS UNION BAY CAPITAL PARTNERS	38,043.	3,077.
CLASS ACTION LAWSUIT PROCEEDS	26.	26.
FEDERAL TAX REFUND	10,185.	
SEC 965 INCOME	1,292.	1,292.
SEC 751 GAIN FROM CAPITAL DYNAMICS CHAMP	404.	
SEC 751 GAIN FROM TCG PRIVATE SELECT PAR	84.	
TOTALS	301,178.	251,617.

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT SERVICES	34,613.	34,613.	
WESTLY PRIZE VIDEOGRAPHY SVCS	1,750.		1,750.
WESTLY PRIZE STIPENDS	6,000.		6,000.
TOTALS	42,363.	34,613.	7,750.

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
990-PF ESTIMATED TAX FOR 2017	9,600.		
990-PF EXTENSION FOR 2016	1,379.		
990-T EXTENSION FOR 2016	900.		
990-T INCOME TAX FOR 2016	4,538.		
FOREIGN TAX PAID	276.	276.	
STATE TAX WITHHELD BY PSHIP	472.	472.	
STATE INCOME TAX 2016	3,330.		
WITHHOLDING FOR AWARD DONEE	8,571.		8,571.
TOTALS	29,066.	748.	8,571.

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	40,326.		40,326.
BANK CHARGES	1,036.	1,036.	
EQUIPMENT MAINTENANCE	378.		378.
FOUNDATION DUES & MEMBERSHIPS	1,025.		1,025.
INDEMNIFICATION INSURANCE	1,163.		1,163.
K-1 EXP BREVET DIRECT LENDING	50.		
K-1 EXP CAPITAL DYNAMICS CHAMP	2,574.	2,565.	
K-1 EXP CAPITAL ROYALTY PARTNE	10,693.	10,651.	
K-1 EXP CAPROCK BREP VI, LLC	1,723.	1,286.	
K-1 EXP CIM ENTERPRISE LOAN FU	9,853.	9,853.	
K-1 EXP COLUMBIA PACIFIC 2016	3,321.	3,321.	
K-1 EXP CORNERSTONE MULTIFAMIL	1,205.	1,202.	
K-1 EXP HRJ GROWTH CAPITAL II	2,563.	2,330.	
K-1 EXP HRJ VENTURE VC V (FORE	992.	992.	
K-1 EXP INSITE MEDIACOM (719)	3.		
K-1 EXP INSITE MEDIACOM (925)	4.		
K-1 EXP NORTHGATE IV, LP	4,652.	4,485.	
K-1 EXP OAKTREE PRIVATE INVEST	8,068.	7,957.	
K-1 EXP RAINETH HOUSING FUND I	1,433.	1,311.	
K-1 EXP SCP REAL ASSETS FND (A	8,351.	8,334.	
K-1 EXP TCG PRIVATE SELECT PAR	11,174.	10,740.	
K-1 EXP TRILINC GLOBAL IMPACT	3,973.	3,973.	
K-1 EXP UNION BAY CAPITAL PART	5,153.	5,018.	
PAYROLL PROCESSING FEES	1,107.		1,107.
POSTAGE/DELIVERY SERVICE	108.		108.
WEBSITE HOSTING/SUPPORT	156.		156.
STATE OR LOCAL FILING FEES	85.		85.
DIGITAL SUBSCRIPTION FEES	1,500.		1,500.
TOTALS	122,669.	75,054.	45,848.

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.	49,253.
FHLMC - 2.375% - 01/13/2022	78,883.	75,673.
FHMC - 1.750% - 05/30/2019	60,354.	59,912.
U.S - 1.375% - 06/30/2023	69,981.	66,850.
US T NOTE - 2.750% - 11/15/202	59,935.	56,489.
US T NTS - 1.375% - 01/31/2020	44,535.	44,518.
US T NTS - 1.650% - 05/15/2026	29,491.	29,198.
US T NTS - 2.125% - 01/31/2021	71,764.	70,229.
US T NTS - 2.500% - 05/15/2024	28,476.	28,315.
USA NOTE - 2.250% - 08/15/2027	49,471.	49,297.
US OBLIGATIONS TOTAL	542,496.	529,734.
CALIFORNIA HSG FIN AGY REV TAX	50,000.	50,518.
FLORIDA ST ADMIN CORP BOND - 2	50,000.	50,052.
STATE OBLIGATIONS TOTAL	100,000.	100,570.
US AND STATE OBLIGATIONS TOTAL	642,496.	630,304.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
3M CO	4,342.	9,415.
ACCENTURE PLC	8,983.	19,136.
ADVANCED ENERGY IND INC	2,425.	2,902.
AIR TRANS SVCS GROUP INC	2,168.	2,939.
AMN HEALTHCARE SERVICES INC	2,883.	4,433.
ANI PHARMACEUTICALS INC	3,922.	3,996.
APOGEE ENTERPRISES, INC	2,746.	2,607.
APPLE INC	13,611.	33,000.
ARMADA HOFFLER PROPERTIES INC	2,941.	3,354.
BECTON DICKINSON & CO	5,332.	11,773.
BERKSHIRE HATHAWAY INC. CLASS	7,863.	13,875.
BERKSHIRE HILLS BANCORP INC	4,142.	3,843.
BIG LOTS INC (EX CONSOLIDATED	2,878.	3,257.
BIOGEN INC	7,903.	11,150.
BIOTELEMETRY INC	3,179.	3,618.
BLUE BUFFALO PET PRODUCTS, INC	2,988.	4,000.
BRAMSHILL INCOME PERFORMANCE F	350,000.	336,685.
C H ROBINSON WORLDWIDE INC	15,235.	24,054.
CALLON PETROLEUM CO	3,221.	2,697.
CENTERSTATE BANKS INC	2,830.	4,168.
CENTRAL GARDEN & PET CO	3,101.	3,386.
CHESAPEAKE UTILITIES CORP	3,487.	4,320.
CISCO SYSTEMS INC	10,823.	17,044.
COGNIZANT TECHNOLOGY SOLUTIONS	7,682.	17,045.
COHERENT INC CAL	1,531.	3,951.
COLUMBIA SPORTSWEAR CO	3,518.	4,528.
COMFORT SYSTEMS USA INC	2,538.	3,361.
CORESITE REALTY CORPORATION	1,615.	3,189.
EATON VANCE TAX MANAGED EMERGI	488,258.	524,383.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EURONET WORLDWIDE INC	2,705.	3,118.
EXPEDITORS INTL WASH INC	7,566.	8,733.
FERRO CORP	2,955.	4,576.
FIRST BANCORP	4,258.	3,955.
FIRST MERCHANTS CORPORATION	2,010.	3,617.
GRAY TELEVISION INC CL B	2,757.	3,384.
HMS HOLDINGS CORP	3,471.	3,085.
INTERNATIONAL BUSINESS MACHINE	15,276.	12,274.
ISHARES GOLD TRUST	235,372.	250,200.
ISHARES NASDAQ BIOTECHNOLOGY	90,465.	96,093.
JAMES RIVER GROUP HOLDINGS LTD	3,745.	4,161.
JP MORGAN ALERIAN MLP INDEX ET	386,264.	384,580.
KULICKE AND SOFFA INDUSTRIES,	3,484.	3,919.
LCI INDUSTRIES	3,196.	4,290.
LIGAND PHARMACEUTICALS INC	2,407.	3,697.
LITHIA MOTORS INC CL A	2,262.	2,953.
LUMENTUM HOLDINGS INC	3,556.	3,716.
LYDALL INC	2,733.	2,842.
MARCUS CP	3,282.	2,762.
MARRIOTT VACATIONS WORLDWIDE C	1,966.	3,515.
MASIMO CORPORATION	1,852.	3,053.
MASTEC INC	3,242.	3,622.
MATADOR RESOURCES COMPANY	2,425.	3,051.
MEDTRONIC PLC	13,851.	14,535.
MICROSOFT CORP	8,451.	21,385.
MKS INSTRUMENTS, INC	2,012.	4,064.
MONMOUTH REAL ESTATE INVESTMEN	2,540.	3,026.
NATUS MEDICAL INCORPORATED	3,584.	3,820.
NIKE INC-CL B	7,663.	9,070.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NOVO NORDISK A S	15,073.	22,541.
OCLARO INC	3,306.	2,346.
OMNICOM GROUP	6,537.	7,647.
ON ASSIGNMENT, INC	2,537.	4,306.
ORACLE CORP	13,363.	21,040.
PATRICK IND INC	1,730.	4,167.
PEPSICO INC	8,480.	10,793.
POLARIS INDUSTRIES	6,146.	9,299.
POLYONE CORP	2,954.	3,872.
POWERSHARES QQQ NASDAQ 100	165,487.	225,106.
PREFERRED APARTMENT COMMUNITIE	3,243.	3,686.
PRESTIGE BRAND HLGS	3,633.	3,064.
PRIMERICA, INC	2,195.	4,976.
PROCTER GAMBLE CO	15,272.	17,917.
REALPAGE, INC	3,646.	3,721.
RENASANT CORPORATION	2,339.	3,230.
ROCHE HOLDING AG GENUSSCHEIN (	3,380.	4,372.
RPC INC	2,252.	2,783.
SKYWEST, INC	3,212.	4,142.
SOUTHWEST GAS CP	3,074.	4,024.
STAG INDUSTRIAL INC	3,318.	3,198.
STEPAN CO	3,448.	3,159.
STERLING BANCORP (N.Y.)	4,011.	4,453.
STIFEL FINANCIAL CP	3,584.	4,169.
SUCAMPO PHARMACEUTICALS INC	3,456.	4,882.
SUPERNUS PHARMACEUTICALS INC	1,144.	2,989.
TAPESTRY INC	7,618.	5,971.
TETRA TECH INC	3,056.	3,226.
THE COCA-COLA CO	15,087.	17,205.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TOPBUILD CORP	3,217.	4,696.
TRINET GROUP, INC	2,571.	4,478.
TTM TECHNOLOGIES INC	3,533.	3,369.
UNITED TECHNOLOGIES CORP	15,919.	21,687.
VANGUARD FTSE DEVELOPED MARKET	668,895.	807,479.
VANGUARD TOTAL STOCK MARKET ET	322,323.	411,750.
VARIAN MEDICAL SYSTEMS INC	6,704.	12,782.
WAL-MART STORES INC	13,897.	19,750.
WALT DISNEY HOLDINGS CO	8,204.	8,601.
WEB COM GROUP INC	3,598.	3,161.
WESTERN ALLIANCE BANCORPORATIO	3,130.	4,926.
TOTALS	3,162,067.	3,668,168.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AT&T INC - 3.400% - 08/14/2024	25,043.	25,128.
BANK AMER CORP FR - 3.300% - 0	24,616.	24,556.
BANK NEW YORK MELLONCORP MTN B	25,086.	24,957.
BERKSHIRE HATHAWAY NOTE - 2.20	23,949.	23,864.
CATHOLIC HEALTH INITIATIVES BO	50,447.	50,125.
CITIGROUP INC - 2.350% - 08/02	24,786.	24,684.
GENERAL MTRS FINL CO INC - 3.1	25,520.	25,246.
JPMORGAN CHASE & CO - 4.350% -	25,896.	25,413.
KINDER MORGAN ENER PT BD - 2.6	25,287.	25,009.
MONSANTO CO - 1.850% - 11/15/2	25,000.	24,965.
PNC FINL - 3.900% - 04/29/2024	26,758.	26,164.
WELLS FARGO - 3.000% - 01/22/2	25,663.	25,327.
WESTPAC BANKING CORP - 2.100%	24,241.	23,673.
TOTALS	352,292.	349,111.

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BREVET DIRECT LENDING - SHORT	534,402.	554,410.
CAPITAL DYNAMICS CHAMPION VENT	81,149.	118,454.
CAPITAL ROYALTY PARTNERS II (C	368,876.	360,855.
CAPROCK BREP VI, LLC	29,175.	48,864.
CIM ENTERPRISE LOAN FUND, LP	519,588.	507,254.
COLUMBIA PACIFIC 2016 ACQUISIT	211,101.	217,588.
CORNERSTONE MULTIFAMILY INCOME	245,389.	437,836.
EPICOM	3,254.	3,254.
FINTAN CAPITAL PARTNERS LP		12,901.
HRJ GROWTH CAPITAL II LP	115,258.	107,805.
HRJ VENTURE VC V (FOREIGN), LP	19,409.	54,076.
INSITE MEDIACOM, LLC (PTR# 719	9,658.	25,008.
INSITE MEDIACOM, LLC (PTR# 925	10,275.	25,008.
NORTHGATE IV, LP	114,952.	216,996.
OAKTREE PRIVATE INVESTMENT FUN	366,115.	360,773.
PEP I OFFSHORE F/K/A STEPSTONE		35,140.
RAINETH HOUSING FUND IV, LP	355,826.	699,181.
SCP REAL ASSETS FND (A) LP	131,424.	130,924.
TCG PRIVATE SELECT PARTNERS LP	459,731.	532,936.
TRILINC GLOBAL IMPACT FUND, LL	140,028.	115,500.
UNION BAY CAPITAL PARTNERS I,	88,460.	111,987.
TOTALS	3,804,070.	4,676,750.

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						
1,826,019.		1,590,498.					235,521.	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)						
							126,649.	
		EJF DEBT OPPORTUNITIES OFFSHORE FUND,LTD				P	02/28/2014	04/11/2017
9,040.		57,023.					-47,983.	
		DISTRIBUTIONS IN EXCESS OF BASIS						
							19,772.	
TOTAL GAIN(LOSS)							333,959.	

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	CHAIRMAN, DIR, PRES 1.00	0.	0.	0.
ANITA W YU FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	SEC, DIR, TREAS 5.00	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	93,544.
	TOTAL COMPENSATION	93,544.

ATTACHMENT 11

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

ANITA W YU
STEVEN P WESTLY

ATTACHMENT 12

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

WESTLY.ORG/GRANTS/APPLY-FOR-A-GRANT

ATTACHMENT 13

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

WESTLY.ORG/GRANTS/APPLY-FOR-A-GRANT

ATTACHMENT 14

990PF, PART XV - SUBMISSION DEADLINES

WESTLY.ORG/GRANTS/APPLY-FOR-A-GRANT

ATTACHMENT 15

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

WESTLY.ORG/GRANTS/APPLY-FOR-A-GRANT

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

ATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BAY AREA WOMENS SPORTS INITIATIVE INC 1922 THE ALAMEDA STE 420 SAN JOSE, CA 95126	N/A PC	BAWSI GIRLS IN SANTA CLARA AND SAN MATEO COUNTIES FUND	25,000
BREAKTHROUGH SILICON VALLEY 1635 PARK AVE SAN JOSE, CA 95126	N/A PC	MIDDLE SCHOOL PROGRAM	25,000
CALIFORNIA COMMUNITY FOUNDATION 221 S FIGUEROA ST LOS ANGELES, CA 90012	N/A PC	LOS ANGELES SCHOLARS INVESTMENT FUND (LASIF)	25,000
CAREMESSAGE 332 PINE ST 3RD FL SAN FRANCISCO, CA 94104	N/A PC	GENERAL & UNRESTRICTED	2,500
CASTILLEJA SCHOOL FOUNDATION 1310 BRYANT ST PALO ALTO, CA 94301	N/A PC	FINANCIAL AID SCHOLARSHIP FUND	40,000
CHILDREN NOW 1404 FRANKLIN ST STE 700 OAKLAND, CA 94612	N/A PC	EXPANDING AND STRENGTHENING THE CHILDREN'S MOVEMENT IN SANTA CLARA COUNTY INITIATIVE	25,000

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COMMUNITY INITIATIVES 1000 BROADWAY STE 480 OAKLAND, CA 94607	N/A PC	EDUCATORS FOR FAIR CONSIDERATION'S "COMMUNITY EDUCATION & ENGAGEMENT" PROGRAM	25,000
COMMUNITY PARTNERS 1000 N ALAMEDA ST STE 240 LOS ANGELES, CA 90012	N/A PC	STUDENTS4STUDENTS FUND	5,000
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	CHARITABLE EVENT	10,000
ENRICH LA 2173 CEDARHURST DR LOS ANGELES, CA 90027	N/A PC	FUTURE IS NOW, STAFFING FUND FOR WORK IN STOCKTON	10,000
FIRST PLACE FOR YOUTH 1625 CLAY ST STE 200 OAKLAND, CA 94612	N/A PC	SANTA CLARA COUNTY MY FIRST PLACE PROGRAM	25,000

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

ATTACHMENT 16 (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
HIDDEN GENIUS PROJECT 2934 TELEGRAPH AVE OAKLAND, CA 94609	N/A PC	INTENSIVE IMMERSION PROGRAM	25,000
KQED INC 2601 MARIPOSA ST SAN FRANCISCO, CA 94110	N/A PC	THE CALIFORNIA REPORT PROGRAMMING FUND	75,000
KQED INC 2601 MARIPOSA ST SAN FRANCISCO, CA 94110	N/A PC	THE KQED WOMEN NEWSMAKERS LUNCH FUND	1,500
LEAGUE TO SAVE LAKE TAHOE 2608 LAKE TAHOE BLVD S LAKE TAHOE, CA 96150	N/A PC	GENERAL SUPPORT	250
LEARN FRESH EDUCATION CO 3300 WALNUT ST UNIT 211 DENVER, CO 80205	N/A PC	GENERAL & UNRESTRICTED	5,000

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

ATTACHMENT 16 (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 FUND	40,000
MAGICAL BRIDGE FOUNDATION 654 GILMAN ST PALO ALTO, CA 94301	N/A PC	GENERAL & UNRESTRICTED	2,500
MENLO SCHOOL 50 VALPARAISO AVE ATHERTON, CA 94027	N/A PC	GENERAL & UNRESTRICTED	10,000
MERITUS COLLEGE FUND PO BOX 29024 SAN FRANCISCO, CA 94129	N/A PC	WESTLY SCHOLARSHIP FUND	16,000
ONE DEGREE 2370 MARKET ST STE 162 SAN FRANCISCO, CA 94114	N/A PC	PROGRAM EXPANSION AND LEARNING AND TRACKING ACTIVITIES FUND	25,000
PENINSULA COLLEGE FUND 330 TWIN DOLPHIN DR STE 131 REDWOOD CITY, CA 94065	N/A PC	WESTLY SCHOLARSHIP FUND	10,000

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

ATTACHMENT 16 (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	TEACHER ARTS GRANT PROGRAM	40,000
PHILANTHROPIC VENTURES FOUNDATION 1222 PRESERVATION PARK WAY OAKLAND, CA 94612	N/A PC	CASA/SOCIAL WORKER GRANTS	20,000
READING AND BEYOND 4670 E BUTLER AVE FRESNO, CA 93702	N/A PC	FAMILY SUCCESS ZONE PROGRAM	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
SILICON VALLEY COMMUNITY FOUNDATION 2440 W EL CAMINO REAL STE 300 MOUNTAIN VIEW, CA 94040	N/A PC	SAN JOSE PROMISE FUND	10,000.

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SILICON VALLEY COMMUNITY FOUNDATION 2440 W EL CAMINO REAL STE 300 MOUNTAIN VIEW, CA 94040	N/A PC	BIG LIFT INITIATIVE	10,000
SILICON VALLEY URBAN DEBATE LEAGUE 502 VALLEY WAY SOBRATO CENTER FOR N MILPITAS, CA 95035	N/A PC	STRENGTHEN AND EXPAND THE REACH OF THE DEBATE PROGRAM	25,000
SPRINGBOARD COLLABORATIVE TWO PENN CTR STE 1315 1500 JFK BLVD PHILADELPHIA, PA 19102	N/A PC	SPRINGBOARD COLLABORATIVE -- BAY AREA PROGRAM	25,000
STANFORD UNIVERSITY PO BOX 20466 STANFORD, CA 94309	N/A PC	WESTLY FELLOWSHIP FUND, TO SUPPORT UNDERGRADUATE STUDENTS PARTICIPATING IN THE CARDINAL QUARTER SERVICE PROGRAM OF THE HAAS CENTER FOR PUBLIC SERVICE	87,500
SUPPORTING INITIATIVES TO REDISTRIBUTE UNUSED MEDI 150 ALMA ST APT 116 MENLO PARK, CA 94025	N/A PC	INCREASING ACCESS TO MEDICINE TO INCREASE CHILD AND FAMILY WELL-BEING PROJECT	25,000
SWIPE OUT HUNGER 16130 VENTURA BLVD STE 550 ENCINO, CA 91436	N/A PC	SWIPE OUT HUNGER, CAL STATE DIVISION	25,000

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TALKINGPOINTS 509 WEBSTER ST SAN FRANCISCO, CA 94117	N/A PC	GENERAL & UNRESTRICTED	25,000
TEAM IMPACT 500 VICTORY RD 4TH FL QUINCY, MA 02171	N/A PC	CALIFORNIA PROGRAM	2,500
TEENFORCE 75 E SANTA CLARA ST STE 1450 SAN JOSE, CA 95113	N/A PC	FOSTER YOUTH STEM AND WORK READINESS PROGRAM	25,000
UNAMESA ASSOCIATION 654 GILMAN ST PALO ALTO, CA 94301	N/A PC	INPLAY PROGRAM	25,000
UNIVERSITY OF SOUTHERN CALIFORNIA 3551 TROUSDALE PKWY, ADM 160 LOS ANGELES, CA 90089	N/A PC	CS@USC PROGRAM	2,750
VIDA VERDE NATURE EDUCATION 3540 LA HONDA RD SAN GREGORIO, CA 94074	N/A PC	GENERAL & UNRESTRICTED	5,000

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YOUTH LEADERSHIP INSTITUTE 209 9TH ST STE 200 SAN FRANCISCO, CA 94103	N/A PC	YOUTH JOBS ACCESS PROJECT	25,000
		TOTAL CONTRIBUTIONS PAID	905,500

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

ATTACHMENT 17

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
K-1 INC/LOSS	525990	38,129.	14	251,058.	
CLASS ACTION LAWSUIT PROCEEDS			01	26.	
FEDERAL TAX REFUND			01	10,185.	
SEC 965 INCOME			14	1,292.	
SEC 751 GAIN ON SALE OF PTSHPS	525990	488.			
TOTALS		38,617.		262,561.	