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

# 2008

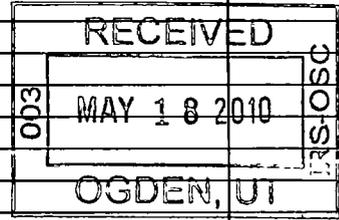
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2008, or tax year beginning **OCT 1, 2008**, and ending **SEP 30, 2009**

G Check all that apply:  Initial return  Final return  Amended return  Address change  Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>THE SWIFT FOUNDATION</b> <b>C/O MANCHESTER CAPITAL, MORGAN ROBERTS</b> Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>1155 COAST VILLAGE ROAD SUITE H</b> City or town, state, and ZIP code <b>SANTA BARBARA, CA 93108</b>	A Employer identification number <b>77-0559600</b> B Telephone number <b>(805)965-1329</b>
H Check type of organization:	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	
▶ \$	<b>38,175,275.</b>	
C If exemption application is pending, check here <input type="checkbox"/>	D 1. Foreign organizations, check here <input type="checkbox"/>	
		D 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	15,260,776.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	62,958.	62,958.		STATEMENT 1
4 Dividends and interest from securities	383,865.	383,865.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	206,070.			
b Gross sales price for all assets on line 6a <b>8,419,162.</b>				
7 Capital gain net income (from Part IV, line 2)		206,070.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	3,981.	3,981.		STATEMENT 3
12 Total. Add lines 1 through 11	15,917,650.	656,874.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees <b>STMT 4</b>	8,265.	2,066.		0.
c Other professional fees <b>STMT 5</b>	32,218.	32,218.		0.
17 Interest				
18 Taxes <b>STMT 6</b>	203,969.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses <b>STMT 7</b>	94,923.	12,440.		45,537.
24 Total operating and administrative expenses. Add lines 13 through 23	339,375.	46,724.		45,537.
25 Contributions, gifts, grants paid	625,956.			625,956.
26 Total expenses and disbursements. Add lines 24 and 25	965,331.	46,724.		671,493.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	14,952,319.			
b Net investment income (if negative, enter -0-)		610,150.		
c Adjusted net income (if negative, enter -0-)			N/A	



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<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	725,818.	117,629.	117,629.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶	10,342.		
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 1,000,000. Less: allowance for doubtful accounts ▶		1,000,000.	1,000,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other <b>STMT 8</b>	13,178,533.	27,805,060.	36,984,930.
	14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
15 Other assets (describe ▶ <b>LEGACY 13, LLC</b> )	117,720.	72,716.	72,716.	
16 <b>Total assets</b> (to be completed by all filers)	14,032,413.	28,995,405.	38,175,275.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ <b>STATEMENT 9</b> )	1,409.	12,082.	
23 <b>Total liabilities</b> (add lines 17 through 22)	1,409.	12,082.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	14,031,004.	28,983,323.	
30 <b>Total net assets or fund balances</b>	14,031,004.	28,983,323.		
31 <b>Total liabilities and net assets/fund balances</b>	14,032,413.	28,995,405.		

**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	14,031,004.
2 Enter amount from Part I, line 27a	2	14,952,319.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	28,983,323.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	28,983,323.

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Form 990-PF (2008)

C/O MANCHESTER CAPITAL, MORGAN ROBERTS

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)	
1a					
b SEE ATTACHED STATEMENTS					
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	8,419,162.	8,213,092.	206,070.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(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			
a					
b					
c					
d					
e			206,070.		
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	206,070.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8             }		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes  No

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

1 Enter the appropriate amount in each column for each year; see 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))
2007	386,086.	13,177,305.	.029299
2006	1,059,260.	9,882,144.	.107189
2005	867,481.	9,019,171.	.096182
2004	532,008.	8,042,736.	.066148
2003	181,741.	5,252,580.	.034600
2 Total of line 1, column (d)			2 .333418
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 .066684
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 15,827,487.
5 Multiply line 4 by line 3			5 1,055,440.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,102.
7 Add lines 5 and 6			7 1,061,542.
8 Enter qualifying distributions from Part XII, line 4			8 671,493.

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	12,203.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	12,203.
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	12,203.
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	122,393.
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	122,393.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	110,190.
11	Enter the amount of line 10 to be: Credited to 2009 estimated tax <input type="checkbox"/> 12,203. Refunded <input type="checkbox"/>	11	97,987.

**Part VII-A Statements Regarding Activities**

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

N/A

STMT 10

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	X	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14	The books are in care of ▶ GREG VAN WYK - MANCHESTER CAPITAL Telephone no. ▶ 805-995-3471 Located at ▶ 1155 COAST VILLAGE RD, SUITE H, MONTECITO, CA ZIP+4 ▶ 93108		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15		N/A

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
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 2008? <input type="checkbox"/>	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> N/A	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. <input type="checkbox"/> _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2008 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 2008.) <input type="checkbox"/> N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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 2008? <input type="checkbox"/>	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 propoganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A**  Yes  No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**  Yes  No **X**

If you answered "Yes" to 6b, also 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**  Yes  No **N/A**

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

**1 List all officers, directors, trustees, foundation managers and their compensation.**

(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
JOHN SWIFT 1155 COAST VILLAGE RD, STE H MONTECITO, CA 93108	CHIEF EXECUTIVE OFFICER 0.00	0.	0.	0.
KIRSTEN SWIFT 1155 COAST VILLAGE RD, STE H MONTECITO, CA 93108	SECRETARY 0.00	0.	0.	0.
KIRSTEN SWIFT 1155 COAST VILLAGE RD, STE H MONTECITO, CA 93108	CHIEF FINANCIAL OFFICER 0.00	0.	0.	0.

**2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."**

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

Total number of other employees paid over \$50,000 **0**

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

**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶ 0.

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	15,320,609.
b	Average of monthly cash balances	1b	747,906.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	16,068,515.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	16,068,515.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	241,028.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,827,487.
6	Minimum investment return. Enter 5% of line 5	6	791,374.

**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	791,374.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	12,203.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	12,203.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	779,171.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	779,171.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	779,171.

**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	671,493.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	671,493.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	671,493.

**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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				779,171.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006	922,039.			
e From 2007				
f Total of lines 3a through e	922,039.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 671,493.				
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				671,493.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	107,678.			107,678.
6 Enter the net total of each column as indicated below:	814,361.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	814,361.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006	814,361.			
d Excess from 2007				
e Excess from 2008				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year				(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

**SEE STATEMENT 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.

**NONE**

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:  
**THE SWIFT FOUNDATION, 802-367-1107**  
**1155 COAST VILLAGE RD., STE H, SANTA BARBARA, CA 93108**

b The form in which applications should be submitted and information and materials they should include:  
**NO SPECIFIED FORM**

c Any submission deadlines:  
**NONE**

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
**NONE - APPROVAL BY BOARD OF DIRECTORS REQUIRED**

**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
<b>SEE STATEMENT 12</b>				
<b>Total</b>			<b>▶ 3a</b>	<b>625,956.</b>
<i>b Approved for future payment</i>				
<b>NONE</b>				
<b>Total</b>			<b>▶ 3b</b>	<b>0.</b>





**Schedule B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, and 990-PF.

OMB No 1545-0047

**2008**

Name of the organization

**THE SWIFT FOUNDATION  
C/O MANCHESTER CAPITAL, MORGAN ROBERTS**

Employer identification number

**77-0559600**

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 organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.

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

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ... .. ▶ \$ \_\_\_\_\_

**Caution.** Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they must answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization <b>THE SWIFT FOUNDATION</b> <b>C/O MANCHESTER CAPITAL, MORGAN ROBERTS</b>	Employer identification number <b>77-0559600</b>
--	---

**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JOHN SWIFT  1155 COAST VILLAGE RD., STE H  SANTA BARBARA, CA 93108	\$ 195.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	MSST FOUNDATION  74-900 HIGHWAY 111, STE 127  INDIAN WELLS, CA 92210	\$ 12,109,880.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	MSST FOUNDATION  74-900 HIGHWAY 111, STE 127  INDIAN WELLS, CA 92210	\$ 700.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	MSST FOUNDATION  74-900 HIGHWAY 111, STE 127  INDIAN WELLS, CA 92210	\$ 2,850,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>THE SWIFT FOUNDATION C/O MANCHESTER CAPITAL, MORGAN ROBERTS</b>	Employer identification number <b>77-0559600</b>
--	---

**Part II Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	38,925 SHARES OF UNITED PARCEL SERVICES, INC.	\$ 2,067,696.	12/31/08
3	139,990 SHARES UNITED PARCEL SERVICES, INC.	\$ 6,722,320.	07/10/09
4	13,571 SHARES GLOBAL MICROFINANCE	\$ 2,850,000.	07/10/09
		\$	
		\$	
		\$	

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a DOMINI SOCIAL EQUITY	P	04/29/08	02/13/09
b S&P DEPOSITORY RECIEPTS	P	08/27/08	12/26/08
c S&P DEPOSITORY RECIEPTS	P	08/27/08	09/30/09
d GOOGLE INC	P	01/29/07	02/24/09
e GOOGLE INC	P	01/29/07	05/05/09
f CISCO SYSTEMS, INC	P	12/31/04	04/24/09
g TEXAS INSTRUMENTS	P	05/10/06	04/24/09
h 3M COMPANY	P	12/27/05	04/24/09
i GENERAL ELECTRIC	P	07/21/04	05/05/09
j STATE STREET BOSTON CORP	P	05/16/05	04/24/09
k UPS	D	01/01/99	07/16/09
l VERIZON COMMUNICATIONS	P	06/08/01	04/24/09
m VERIZON COMMUNICATIONS	P	12/31/04	04/24/09
n MUNDER MID CAP CORE	P	07/09/07	01/22/09
o MUNDER MID CAP CORE	P	12/27/07	01/22/09

(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 325,000.		553,422.	<228,422.>
b 20,006.		29,557.	<9,551.>
c 903,046.		1,099,403.	<196,357.>
d 25,105.		37,135.	<12,030.>
e 64,127.		79,220.	<15,093.>
f 69,924.		75,297.	<5,373.>
g 57,410.		111,399.	<53,989.>
h 86,777.		120,903.	<34,126.>
i 33,242.		85,027.	<51,785.>
j 72,993.		93,594.	<20,601.>
k 2,806,310.		250.	2,806,060.
l 12,403.		15,682.	<3,279.>
m 82,322.		103,608.	<21,286.>
n 209,340.		400,000.	<190,660.>
o 3,034.		5,766.	<2,732.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/09

(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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<228,422.>
b			<9,551.>
c			<196,357.>
d			<12,030.>
e			<15,093.>
f			<5,373.>
g			<53,989.>
h			<34,126.>
i			<51,785.>
j			<20,601.>
k			2,806,060.
l			<3,279.>
m			<21,286.>
n			<190,660.>
o			<2,732.>

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
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

Part IV Capital Gains and Losses for Tax on Investment Income		(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MUNDER MID CAP CORE		P	03/19/08	01/22/09
b	MUNDER MID CAP CORE		P	03/19/08	09/30/09
c	MUNDER MID CAP CORE		P	04/29/08	09/30/09
d	MUNDER MID CAP CORE		P	12/29/08	09/30/09
e	CRM SMALL CAP VALUE FUND		P	12/22/06	09/30/09
f	CRM SMALL CAP VALUE FUND		P	12/17/07	09/30/09
g	CRM SMALL CAP VALUE FUND		P	12/17/08	09/30/09
h	ARTISAN INTERNATIONAL FUND		P	02/06/06	07/13/09
i	ARTISAN INTERNATIONAL FUND		P	03/23/06	07/13/09
j	ARTISAN INTERNATIONAL FUND		P	12/20/06	07/13/09
k	ARTISAN INTERNATIONAL FUND		P	12/19/07	07/13/09
l	ARTISAN INTERNATIONAL FUND		P	03/19/08	07/13/09
m	ARTISAN INTERNATIONAL FUND		P	12/17/08	07/13/09
n	ARTISAN INTERNATIONAL FUND		P	12/17/08	07/13/09
o	ARTISAN INTERNATIONAL FUND		P	12/17/08	07/13/09
(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	22,602.	36,810.	<14,208.>		
b	332,371.	403,190.	<70,819.>		
c	349,199.	460,049.	<110,850.>		
d	1,610.	1,216.	394.		
e	207,182.	300,000.	<92,818.>		
f	40,396.	45,723.	<5,327.>		
g	1,973.	1,546.	427.		
h	396,067.	650,000.	<253,933.>		
i	88,956.	150,000.	<61,044.>		
j	46,671.	82,762.	<36,091.>		
k	85,948.	153,475.	<67,527.>		
l	128,492.	200,000.	<71,508.>		
m	29,602.	27,463.	2,139.		
n	5,395.	5,005.	390.		
o	9,314.	8,641.	673.		
Complete only for assets showing gain in column (n) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			<14,208.>		
b			<70,819.>		
c			<110,850.>		
d			394.		
e			<92,818.>		
f			<5,327.>		
g			427.		
h			<253,933.>		
i			<61,044.>		
j			<36,091.>		
k			<67,527.>		
l			<71,508.>		
m			2,139.		
n			390.		
o			673.		
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		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	}		3		

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a DODGE & COX INTERNATIONAL STOCK	P	09/25/07	07/13/09
b DODGE & COX INTERNATIONAL STOCK	P	12/28/07	07/13/09
c DODGE & COX INTERNATIONAL STOCK	P	03/19/08	07/13/09
d DODGE & COX INTERNATIONAL STOCK	P	12/22/08	07/13/09
e OAKMARK INTERNATIONAL FUND	P	02/06/06	02/13/09
f OAKMARK INTERNATIONAL FUND	P	02/06/06	07/13/09
g OAKMARK INTERNATIONAL FUND	P	03/23/06	07/13/09
h OAKMARK INTERNATIONAL FUND	P	12/14/06	07/13/09
i OAKMARK INTERNATIONAL FUND	P	12/13/07	07/13/09
j OAKMARK INTERNATIONAL FUND	P	03/19/08	07/13/09
k OAKMARK INTERNATIONAL FUND	P	12/18/08	07/13/09
l CAPITAL GAINS DIVIDENDS			
m			
n			
o			

(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 180,092.		350,000.	<169,908.>
b 10,772.		20,058.	<9,286.>
c 553,077.		880,000.	<326,923.>
d 89,514.		75,687.	13,827.
e 100,000.		238,315.	<138,315.>
f 222,823.		411,685.	<188,862.>
g 78,351.		150,000.	<71,649.>
h 66,965.		131,119.	<64,154.>
i 103,691.		171,099.	<67,408.>
j 253,292.		350,000.	<96,708.>
k 117,867.		98,986.	18,881.
l 125,901.			125,901.
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/09

(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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<169,908.>
b			<9,286.>
c			<326,923.>
d			13,827.
e			<138,315.>
f			<188,862.>
g			<71,649.>
h			<64,154.>
i			<67,408.>
j			<96,708.>
k			18,881.
l			125,901.
m			
n			
o			

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	206,070.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
GUAYAKI RLOC NOTE	62,418.
LEGACY 13, LLC - SCHWAB MONEY MARKET FUND	533.
US TREASURY	7.
<b>TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A</b>	<b>62,958.</b>

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB INVESTMENTS	509,766.	125,901.	383,865.
<b>TOTAL TO FM 990-PF, PART I, LN 4</b>	<b>509,766.</b>	<b>125,901.</b>	<b>383,865.</b>

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	3,981.	3,981.	
<b>TOTAL TO FORM 990-PF, PART I, LINE 11</b>	<b>3,981.</b>	<b>3,981.</b>	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,265.	2,066.		0.
<b>TO FORM 990-PF, PG 1, LN 16B</b>	<b>8,265.</b>	<b>2,066.</b>		<b>0.</b>

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	32,218.	32,218.		0.
TO FORM 990-PF, PG 1, LN 16C	32,218.	32,218.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	203,969.	0.		0.
TO FORM 990-PF, PG 1, LN 18	203,969.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GRANT ADMINISTRATION MISCELLANEOUS INVESTMENT COSTS	49,261. 125.	12,315. 125.		0. 0.
LEGACY 13, LLC EXPENSES	45,537.	0.		45,537.
TO FORM 990-PF, PG 1, LN 23	94,923.	12,440.		45,537.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB INVESTMENTS	COST	27,805,060.	36,984,930.
TOTAL TO FORM 990-PF, PART II, LINE 13		27,805,060.	36,984,930.

FORM 990-PF OTHER LIABILITIES STATEMENT 9

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
CAPITAL ONE CARD PAYABLE	1,409.	12,082.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,409.	12,082.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 10  
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
JOHN SWIFT	1050 PACIFIC AVE, CAYUCOS, CA 93430
MSST FOUNDATION	74-900 HIGHWAY 111, STE 127, INDIAN WELLS, CA 92210

FORM 990-PF PART XV - LINE 1A STATEMENT 11  
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER
JOHN SWIFT
KIRSTEN SWIFT

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMAZON CONSERVATION TEAM, 4211 N. FAIRFAX AVENUE, ARLINGTON, VA 22203	NONE  ENVIRONMENTAL	OTHER PUBLIC CHARITY	25,000.
AMERICANS FOR OXFORD, INC., 500 5TH AVENUE, 32ND FLOOR, NEW YORK, NY 10110	NONE  ENVIRONMENTAL	OTHER PUBLIC CHARITY	25,000.
BEYOND BORDERS: GROUNDSWELL INTERNATIONAL  PO BOX 2132, NORRISTOWN, PA 19404	NONE  INTERNATIONAL DEVELOPMENT & CULTURE	OTHER PUBLIC CHARITY	4,000.
BISHOP MUSEUM, 1525 BERNICE STREET, HONOLULU, HI 96817	NONE  ENVIRONMENTAL	OTHER PUBLIC CHARITY	15,000.
CONSERVATION INTERNATIONAL, 2011 CRYSTAL DRIVE, SUITE 500, ARLINGTON, VA 222	NONE  ENVIRONMENTAL	OTHER PUBLIC CHARITY	209,750.
CORAL REEF ALLIANCE, 351 CALIFORNIA STREET, SUITE 650, SAN FRANCISCO, CA 941	NONE  ENVIRONMENTAL	OTHER PUBLIC CHARITY	25,000.
CULTURAL SURVIVAL, 215 PROSPECT STREET, CAMBRIDGE, MA 02139	NONE  INTERNATIONAL DEVELOPMENT & CULTURE	OTHER PUBLIC CHARITY	15,000.

FRIENDS OF SAN LUIS OBISPO BOTANICAL GARDENS	NONE	OTHER PUBLIC CHARITY	200.
3450 DAIRY CREEK ROAD, SAN LUIS OBISPO, CA 93405	ENVIRONMENTAL		
GROUNDSPRING ORGANIZATION, PO BOX 29256, SAN FRANCISCO, CA 94129	NONE	OTHER PUBLIC CHARITY	5,000.
	INTERNATIONAL DEVELOPMENT & CULTURE		
HARMONY HILL RETREAT CENTER, 7362 EAST SR 106, UNION, WA 98592	NONE	OTHER PUBLIC CHARITY	1,000.
	HUMAN SERVICES		
HOT FUDGE VENTURES, 65 MOUNTAIN CREEK TERRACE, ATLANTA, GA 30328	NONE	OTHER PUBLIC CHARITY	2,500.
	COMMUNITY IMPROVEMENT		
IDEA WILD, 420 RIDDLE DRIVE, FORT COLLINS, CA 80521	NONE	OTHER PUBLIC CHARITY	25,000.
	ENVIRONMENTAL		
KALAHARI PEOPLES FUND, PO BOX 7855 UNIVERSITY STATION, AUSTIN, TX 78713	NONE	OTHER PUBLIC CHARITY	26,916.
	INTERNATIONAL DEVELOPMENT & CULTURE		
OXFAM AMERICA, 226 CAUSEWAY STREET, BOSTON, MA 02114	NONE	OTHER PUBLIC CHARITY	90.
	INTERNATIONAL DEVELOPMENT & CULTURE		
PRINCETON UNIVERSITY, 1445 LOWER FERRY ROAD, EWING, NJ 08618	NONE	OTHER PUBLIC CHARITY	9,500.
	ARTS, CULTURE, AND HUMANITIES		

QUEBEC-LABRADOR FOUNDATION, 55 SOUTH MAIN STREET, IPSWICH, MA 01938	NONE  INTERNATIONAL DEVELOPMENT & CULTURE	OTHER PUBLIC CHARITY	21,000.
SHARKSAVERS, 419 LAFAYETTE STREET, NEW YORK, NY 10003	NONE  ENVIRONMENTAL	OTHER PUBLIC CHARITY	25,000.
TIDES FOUNDATION, PO BOX 29903, SAN FRANCISCO, CA 94129	NONE  ENVIRONMENTAL	OTHER PUBLIC CHARITY	61,000.
WILLIAM EDELEN MINISTRIES, 555 W BARISTO ROAD, SUITE C 11, PALM SPRINGS, CA	NONE  YOUTH DEVELOPMENT	OTHER PUBLIC CHARITY	5,000.
WORLD NEIGHBORS, 4127 NW 122 STREET, OKLAHOMA CITY, OK 73120	NONE  INTERNATIONAL DEVELOPMENT & CULTURE	OTHER PUBLIC CHARITY	125,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>625,956.</u>